

LIBER 48 PAGE 201

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 16th day of October, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared COLLEEN M. MEISER and acknowledged the foregoing Articles of Incorporation to be her act and deed.

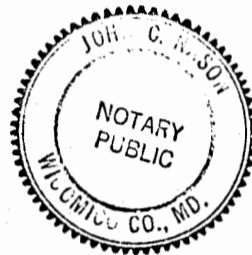
IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, the day and year first above written.

[Handwritten Signature]

NOTARY PUBLIC

My Commission Expires: July 1, 1990

N18:L1/h



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

4102 0161

STATE OF MARYLAND

LIBER

48 PAGE 202

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 H

BUSINESS CODE

03

COUNTY

72

_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	12	1 Certified Copy 6
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal
		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change (New Name) _____

- _____ 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. Nason
110 Captist St.
P.O. Box 44
Salisbury, Md
21801

TOTAL FEES

52

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY:

J.M.T. [Signature]

LIBER 48 PAGE 203

ARTICLES OF INCORPORATION
OF
LI'L RASCALS, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 19, 1989 AT 9:16 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

\$

D2807719

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. NASON
110 BAPTIST ST.
P.O. BOX 44
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 196-203

075C30317

Mark S. Bowen Clerk

A 308446



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

FILED

Ex & D John C. Nason, Atty. 3/7/90

LIBER 48 PAGE 204
ARTICLES OF INCORPORATION
OF

SHER'S CARE, INC.
(A CLOSE CORPORATION)

905186

THIS IS TO CERTIFY:

FIRST: THAT I, the subscriber, SHERRILL G. CAMPBELL, whose address is 118 East Church Street, Hebron, Maryland 21830, being at least eighteen (18) years of age, do under and by virtue of the Laws of the State of Maryland authorizing the formation of corporations, execute and file these Articles with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the corporation) is: SHER'S CARE, INC.

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

(a) To care for and assist in the maintenance and support of children whose mothers or guardians work for a living, providing for such children shelter and care and food during the daytime while their mothers or guardians are at work.

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

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

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

7182 0281

905186

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

10-19-89 at 9:30 A.M.

1989 OCT 19 A 9-20

FOURTH: The post office address of the principal office of the corporation is: 118 East Church Street, Hebron, Maryland 21830. Resident agent of the corporation shall be SHERRILL G. CAMPBELL, 118 East Church Street, Hebron, Maryland 21830.

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

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

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

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

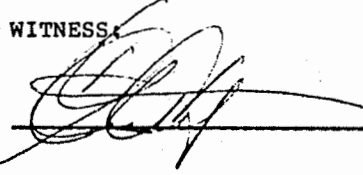
SIXTH: After the completion of the organization meeting of the Directors and the issuance of one (1) or more shares of stock of the corporation, the corporation shall have no board of directors. Until such time, the corporation shall have one (1) director, whose name is: SHERRILL G. CAMPBELL.

SEVENTH: The corporation elects to be a close corporation as defined in the Corporations and Associations Article of the Annotated Code of Maryland, Section 4-101(b) and Section 4-201.

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 10th day of October, 1989.

WITNESS: 

 (SEAL)
SHERRILL G. CAMPBELL

LIBER 48 PAGE 206

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 10th day of October, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared SHERRILL G. CAMPBELL and acknowledged the foregoing Articles of Incorporation to be her act.

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



Beverly A. Gilman
NOTARY PUBLIC
My Commission Expires: 7/1/1990

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 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 2 Certified Copy 6
 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

Code

ATTENTION:

MAIL TO ADDRESS:

Floyd O. Whitehead
 116 East Main St.
 P.O. Box 4095
 Salisbury, Md
 21801

TOTAL FEES

51

Check

Cash

NOTE:

Documents on checks

APPROVED BY: J.M.T. JS

LIBER 48 PAGE 208

ARTICLES OF INCORPORATION
OF
SHER'S CARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 19, 1989 AT 9:20 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

D2857105

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:
LLOYD O. WHITEHEAD
116 E. MAIN STREET
P. O. BOX 4095
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 204-208 07903031660

Mark S. Bowen 308418



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

E & D Lloyd O. Whitehead, Atty. 3/7/90

LIBER 48 PAGE 209

905187 ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF

COMMUNITY FOUNDATION OF THE EASTERN SHORE, INC.

JP

DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR PAYMENT
10-10-89 at 10:40 A.M.

Pursuant to the provisions of Section 2-602 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned corporation hereby amends its charter by deleting the present Items Eleventh and Twelfth therein and adding the items set forth hereinbelow immediately following Article Tenth:

ELEVENTH: 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 Section 2-405.2 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

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

1. The Corporation may, with the approval of 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 Section 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

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

1989 OCT 10 4 10 40

92888586

3181 2276

LIBER 48 PAGE 210

with a proceeding to the same extent authorized herein for directors and officers.

THIRTEENTH: These Articles of Incorporation may be amended as provided under the laws of the State of Maryland provided same not be contrary to the laws of the United States.

There are no voting members other than the Board of Directors. And, there being no stock entitled to vote on the matter outstanding, the foregoing amendments were approved by a majority of the entire Board of Directors of Community Foundation of the Eastern Shore, Inc., pursuant to the General Laws of the State of Maryland.

TEST:

Virginia H. Korff
 Virginia H. Korff
 Secretary

COMMUNITY FOUNDATION OF THE
EASTERN SHORE, INC.

By *Frank H. Morris* (SEAL)
 Frank H. Morris
 President

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY, That on this 2nd day of OCTOBER, A.D., 1989, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared Frank H. Morris, who acknowledged himself to be the President of Community Foundation of the Eastern Shore, Inc., and acknowledged the foregoing Articles of Amendment to the Articles of Incorporation of Community Foundation of the Eastern Shore, Inc. to be its corporate act and deed.

AS WITNESS my hand and Notarial Seal.

Edward H. Dingle
 Notary Public

My Commission Expires: 7/1/90

#18 WP50 23917



F181 2277

STATE OF MARYLAND

LIBER

48 PAGE 211

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

090

BUSINESS CODE

COUNTY

22

D1709096

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 20 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 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:

FULTON P. JEFFERS

MAIL TO ADDRESS:

Hearn & Bailey, P.A.
106 EAST Main St.
Salisbury, Md
21801

TOTAL FEES

20.00

Check

Cash

NOTE:

Documents on checks

APPROVED BY:

[Signature]

LIBER 48 PAGE 212

ARTICLES OF AMENDMENT
OF
COMMUNITY FOUNDATION OF THE EASTERN SHORE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 10, 1989 AT 10:40 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID.

RECORDING
FEE PAID

SPECIAL
FEE PAID

\$ _____

\$ 20.00

\$ _____

D1709096

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:
HEARNE & BAILEY, P.A.
ATTN: FULTON P. JEFFERS
126 E. MAIN STREET
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 209-212 078C3031620

Mark S. Boyer 308374



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

Ex & D H & B, P.A., Attn: Fulton P. Jeffers 3/9/90

LIBER 48 PAGE 213

DEPT OF ASSESSMENTS

SALISBURY SUBSTANCE ABUSE COMMUNITY CENTER, INC.
(non-stock, nonprofit corporation)

905188 ARTICLES OF AMENDMENT 10/10/89 9:16 a.m.

80

Salisbury Substance Abuse Community Center, Inc., a Maryland corporation having its principal office in the City of Salisbury, Maryland, hereinafter called the "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporations is hereby amended by striking out Paragraph SEVENTH, and inserting in lieu thereof the following:

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

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly authorized and advised by the Board of Directors. There is no stock entitled to vote on the matter either outstanding or subscribed for. And further that the Board of Directors are the only persons entitled to vote on this matter.

IN WITNESS WHEREOF: Salisbury Substance Abuse Community Center, Inc., has caused these presents to be signed in its name and ont its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its Assistant Secretaries on _____ day of _____, 1989.

SALISBURY SUBSTANCE ABUSE COMMUNITY CENTER, INC.

By *Matthew DeH. J.*
President

ATTEST:
[Signature]
Secretary
AYRES & HARTNEY
ATTORNEYS AT LAW
ACCOMAC, VA

92835148

STATE DEPT. OF ASSESSMENTS & TAXATION
RECEIVED
OCT 10 AM 9 16
1989

THE UNDERSIGNED, President of SALISBURY SUBSTANCE ABUSE COMMUNITY CENTER, INC., who executed on behalf of said Corporation, the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Arthur D. Hawk
President

AYRES & HARTNETT
ATTORNEYS AT LAW
ACCOMAC, VA

STATE OF MARYLAND

LIBER 48 PAGE 215

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

09

BUSINESS CODE

COUNTY

22

#

D2720266

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	70	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
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65		Rec. Fee (Dissolution)
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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: Daniel Hartnett, Esq.

MAIL TO ADDRESS: Ayes + Hartnett Court Green Accomac, VA 23301

TOTAL FEES

70.00

Check

Cash

NOTE:

Documents on checks

APPROVED BY:

[Signature]

LIBER 48 PAGE 216

ARTICLES OF AMENDMENT
OF
SALISBURY SUBSTANCE ABUSE COMMUNITY CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 10, 1989 AT 9:16 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

\$ _____

D2720266

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:
AYRES & HARTNETT
ATTN: DANIEL HARTNETT, ESQUIRE
COURT GREEN
ACCOMAC VA 23301

Received for Record Jan 29, 1990 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
Corp No. 48 Folios 213-216 078C3031614

Mark S. Bowen Clerk
A 308368



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

*Esq. M. Ayres & Hartnett, Attn: Daniel Hartnett,
Esq., Court Green, Accomac, Va. 23301 3/9/90*

LIBER 48 PAGE 217

ARTICLES OF AMENDMENT

js

905189

DRS. SMOOT & GAUL, P.A., a Maryland corporation having its principal office in Wicomico County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that: 10-10-89 10:08a

FIRST: The Articles of Incorporation of the Corporation are hereby amended by adding new ARTICLE SECOND to read as follows:

"SECOND: The name of the Corporation (hereinafter called "Corporation") is JAMES R. GAUL, M.D., P.A."

SECOND: The Board of Directors of the Corporation by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the board, adopted a resolution in which was set forth the foregoing amendment to the Articles of Incorporation declaring that said amendment of the Articles of Incorporation was advisable and directing that it be submitted for action thereon by unanimous written consent and waiver of all stockholders.

THIRD: A consent in writing, setting forth approval of the amendment of the Articles of Incorporation of the Corporation hereinabove set forth, was signed by all stockholders of the Corporation who waived in writing any rights they may have to dissent from such amendments; and such consent and waivers are filed with the records of the Corporation.

FOURTH: The Amendment of the Articles of Incorporation of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

1989 OCT 10 A 10:08

7181 2270

92838170

LIBER 48 PAGE 218

IN WITNESS WHEREOF, Drs. Smoot & Gaul, P.A., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this 3RD day of October, 1989.

ATTEST:

Nancy Lee Smoot
Nancy Lee Smoot,
Secretary

DR. SMOOT & GAUL, P.A.

by: Aubrey C. Smoot, Jr.
Aubrey C. Smoot, Jr.,
President

THE UNDERSIGNED, President of Drs. Smoot & Gaul, P.A., who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is made apart, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true and in all material respects, under the penalties of perjury.

Aubrey C. Smoot, Jr.
Aubrey C. Smoot, Jr.

STATE OF MARYLAND LIBER 48 PAGE 210
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 9A8 BUSINESS CODE 06 COUNTY 72

A 04461053 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	_____	_____ 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) James R. Gaul,
M.D. P.A.

- 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: Paul Jones Jr
PO Box 1747
Easton Md
21601

TOTAL FEES 20

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: RSVH

LIBER 48 PAGE 220

ARTICLES OF AMENDMENT
OF
DRS. SMOOT & GAUL, PA
CHANGING ITS NAME TO:
JAMES R. GAUL, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 10, 1989 AT 10:08 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

\$ _____

D0461053

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 JONES, JR.
P. O. BOX 1747
EASTON

MD 21601

Received for Record Jan 29, 1990 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber M.S.B.
No. 48 Folios 217-220

Mark S. Bowen Clerk 078C3031609

A 308363



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

*Ex & M Paul Jones, Jr., P.O. Box 1747, Easton,
Md. 21601 3/9/90*

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT'

905190 LIBER 48 PAGE 221 - 10-13-89 at 9:05 A.M.

SALISBURY VOLUNTEER FIRE DEPARTMENT, INC.

ARTICLES OF INCORPORATION

FIRST: I, Robert A. Eaton, whose post office address is 121 East Market Street, Salisbury, Maryland, 21801, being at least eighteen (18) years of age, am hereby forming 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:

SALISBURY VOLUNTEER FIRE DEPARTMENT, INC.

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

(a) To act as a charitable foundation for the volunteer fire departments of the City of Salisbury; to do all acts necessary associated with a charitable foundation; to acquire by gift, purchase or other means, to own, hold, lease, enjoy, operate, maintain, convey, sell, lease, transfer, mortgage or otherwise encumber real or personal property; to hold meetings and training sessions of volunteer fire department members and of the public to teach them fire fighting and fire prevention skills; to do all things necessary to carry out the purposes of the corporation; to do any and all lawful things and acts and to have any and all lawful powers which a corporation organized under Maryland law may do and have; in general to do all things necessary and proper to accomplish any of the foregoing purposes.

(b) The Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable purposes, all for the public welfare, and for no other purpose, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed or trust or other trust instrument for the foregoing purposes, or any of them, and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the

RECEIVED

'89 OCT 13 AM 9 05

STATE DEPT. OF ASSES.

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

2181 1915

92863169

opinion of the Board of Directors jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational or charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(c) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers of other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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

To act as a charitable foundation for the volunteer fire departments of the City of Salisbury.

(e) The Corporation is prohibited from discriminating in membership or other activities on the basis of race, religion, sex or national origin.

FOURTH: The post office address of the principal office of the Corporation in this State is c/o Salisbury Fire Department Headquarters, North Division at Market Street, Salisbury, Maryland, 21801. The name and post office address of the Resident Agent of the Corporation in this State are Robert A. Eaton, 121 East Market Street, Salisbury, Maryland, 21801. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation

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

LIBER 48 PAGE 223

shall be seven (7). Until the first meeting of the Board of Directors, there shall be one Director, who shall be Francis S. Darling. Thereafter, there shall be seven (7) members of the Board of Directors, which shall be made up of the Chief of the Salisbury Fire Department, the Mayor of the City of Salisbury, the City Treasurer of the Department of Finance, the City Solicitor and a representative of each volunteer fire department of the City of Salisbury.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

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

NINTH: In these Articles of Incorporation,

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

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal laws.

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

2181 1919

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of October, 1989, and I acknowledge same to be my act.

WITNESS:

Linda J. Nobbs

Robert A. Eaton (SEAL)
Robert A. Eaton

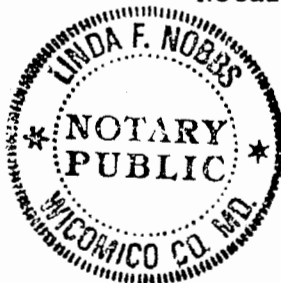
STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY that on this 12th day of October, 1989, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared ROBERT A. EATON and he acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Linda J. Nobbs
Notary Public

My commission expires 7/1/90



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

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 96

BUSINESS CODE

04

COUNTY

72

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 Expedited Fee
- 20 20 Organ. & Capitalization
- 61 20 Rec. Fee (Arts. of Inc.)
- 62 Rec. Fee (Amendment)
- 63 Rec. Fee (Merger or Consolidation)
- 64 Rec. Fee (Transfer)
- 65 Rec. Fee (Dissolution)
- 66 Rec. Fee (Revival)
- 52 Foreign Qualification
- 50 Cert. of Qual. or Reg.
- 51 Foreign Name Registration
- 13 Certified Copy
- 56 Penalty
- 54 For. Supplemental Cert.
- 53 Foreign Resolution
- 73 Certificate of Conveyance
- 76 Certificate of Merger/Transfer
- 75 Special Fee
- 80 For. Limited Partnership
- 83 Cert. Limited Partnership
- 84 Amendment to Limited Partnership
- 85 Termination of Limited Partnership
- 21 Recordation Tax
- 22 State Transfer Tax
- 23 Local Transfer Tax
- 31 6 1 Corp. Good Standing #31689
- NA Foreign Corp. Registration
- 87 Limited Part. Good Standing
- 71 Financial
- 600 Personal
- Property Reports and late filing penalties
- 70 Change of P.O., R.A. or R.A.A.
- 91 Amend/Cancellation, For. Limited Part.
- Other
- Other

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

Robert A. Eaton

MAIL TO ADDRESS: _____

Eaton and Widdowson, P.A.
121 E. Market St.
P.O. Box 41
Salisbury, Md
21801

TOTAL FEES

46

Check _____ Cash

NOTE: _____

Documents on _____ checks

APPROVED BY:

Pom [Signature]

LIBER 48 PAGE 226

ARTICLES OF INCORPORATION
OF
SALISBURY VOLUNTEER FIRE DEPARTMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 13, 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

\$ 20.00

\$

D2886844

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

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

RETURN TO:
ROBERT A. EATON
EATON AND WIDDOWSON, P.A.
121 E. MARKET ST.
P.O. BOX 41
SALISBURY MD 21801

Received for Record Jan 29, 1990 and recorded in the
Cop. Records of Wicomico County, Maryland in Liber M30C3031534
No. 48 Folios 221-226

Mark S. Bowen 308311
Clerk



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

Ex & D Robert A. Eaton, E & W, P.A. 3/9/90

LIBER 48 PAGE 227
ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10/17/89 at 8:54 .m.

905191

East Side Memorial POST NO. 2996
(Post name)

VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC.

In accordance with the provisions of Laws of Maryland relating to corporations not for profit, the undersigned persons do hereby constitute themselves into a non-profit corporation and adopt the following Articles of Incorporation in accordance with said Statutes.

ARTICLE I—NAME:

The name of this corporation shall be East Side Memorial POST NO. 2996 VETERANS OF
(Post name)

FOREIGN WARS OF THE UNITED STATES, INC.

ARTICLE II—PURPOSES:

The general nature and purposes of this corporation shall be:

Fraternal, patriotic, historical and educational; to preserve and strengthen comradeship among its members; to assist worthy comrades; to perpetuate the memory and history of our dead and to assist their widows and orphans; to maintain true allegiance to the government of the United States of America and fidelity to its Constitution and laws; to foster true patriotism; to maintain and extend the institutions of American freedom; and to preserve and defend the United States from all her enemies, whomsoever.

This incorporated subordinate unit of the VETERANS OF FOREIGN WARS OF THE UNITED STATES, shall at all times remain under the jurisdiction of, and be governed according to the Constitution, By-Laws and Manual of Procedure of the Veterans of Foreign Wars of the United States. In the event that any provision of these Articles of Incorporation conflicts with the National Charter and By-Laws of the Veterans of Foreign Wars of the United States, such conflicting provisions shall be deemed null and void, and the National Charter and By-Laws shall, at all times, govern.

92908143



ARTICLE III—MEMBERSHIP 130 6861

The active and voting membership of this corporation shall at all times consist of and be confined to the active membership in good standing in East Side Memorial POST NO. 2996 VETERANS OF FOREIGN WARS

OF THE UNITED STATES, with eligibility to, acquiring of, suspension from, and discontinuance of membership being in accordance with the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

ARTICLE IV—INCORPORATORS:

The names and residences of the incorporators of this Corporation are as follows:

Post Commander: James L. Derickson Box 161S Willards, Maryland 21874
(Name) (Address)

Post Sr. Vice Commander: William E. Donaway Rt.1 Box 230A Willards, Maryland 21874
(Name) (Address)

Post Quartermaster: Norman D. Kempke Box 37B Pittsville, Maryland 21850
(Name) (Address)

Each of the above Incorporators is at least 18 years of age.

ARTICLE V—MANAGEMENT & ELECTIONS:

The Board of Directors shall manage the affairs of this Corporation and shall consist of the Post Commander, the Post Sr. Vice Commander, and the Post Quartermaster, and they shall be elected at a regular meeting of the Post to be held during the month of April each and every year in accordance with the By-Laws of the Veterans of Foreign Wars of the United States. Actions of the Board of Directors as set forth herein shall be at all times subject to the approval of the Post.

ARTICLE VI—OFFICERS:

The names and addresses of the Officers of the Post who are to serve as Officers of the Corporation until their successors are duly elected and installed, are as follows:

Post Commander: James L. Derickson Box 161S Willards, Md. 21874,
(Name) (Address)
who shall serve as President.

Post Sr. Vice Commander: William E. Donaway Rt. 1 Box 230A Willards, Md. 21874,
(Name) (Address)
who shall serve as Vice-President.

Post Adjutant: Manford A. Baker Box 11A Willards, Md. 21874,
(Name) (Address)
who shall serve as Secretary.

Post Quartermaster: Norman D. Kempke Box 37B Pittsville, Md. 21850,
(Name) (Address)
who shall serve as Treasurer.

All of the above shall be elected at a regular meeting of the Post to be held during the month of April of each and every year, except the Post Adjutant who shall be appointed by the Post Commander on the night of installation or as soon thereafter as possible.

ARTICLE VII—INITIAL BOARD OF DIRECTORS: LIBER 48 PAGE 229

This Corporation shall have not less than three (3) Directors and the initial Board of Directors shall be as follows:

- Post Commander: James L. Derickson Box 161S Willards, Md. 21874 Director
(Name) (Address)
- Post Sr. Vice Commander: William E. Donaway Rt. 1 Box 230A Willards, Md. 21874 Director
(Name) (Address)
- Post Quartermaster: Norman D. Kempke Box 37B Pittsville, Md. 21850 Director
(Name) (Address)

The above Directors shall serve until the next election of Post Officers during the month of April of each and every year and who, by virtue of their office, shall serve as Directors of the Corporation.

ARTICLE VII (1) - STOCK - The Corporation is not authorized to issue capital stock.

ARTICLE VIII—BY-LAWS:

By-Laws for this Corporation may be made, altered, or rescinded after presentation to the Post by any member in good standing and approved by a two-thirds (2/3) vote of the Post Membership present and in good standing at a noticed meeting. However, said By-Laws shall not conflict with the National Charter, Constitution, By-Laws and Manual of Procedure of the VFW of the U.S., nor shall they conflict with the By-Laws of the Department having jurisdiction and provided further a copy of same shall be forwarded, through channels, and approved by the Commander-in-Chief before becoming effective.

ARTICLE IX—AMENDMENTS TO ARTICLES OF INCORPORATION:

Amendments to these Articles of Incorporation may be made after presentation to the Post by any member in good standing and approved by a two-thirds (2/3) vote of the Post Membership present and in good standing at a noticed meeting. However, said Amendments to the Articles of Incorporation shall be in accordance with the Laws of the State, and in accordance with the National Charter, Constitution, By-Laws, and Manual of Procedure of the VFW of the U.S. and further they shall be in accordance with the Department having jurisdiction and provided further a copy of same shall be forwarded, through channels, and reviewed by the Commander-in-Chief before becoming effective.

ARTICLE X—MISCELLANEOUS:

In the event of a dissolution of this corporation all of the assets shall be the property of East Side Memorial POST NO. 2996 VETERANS OF FOREIGN WARS OF THE UNITED STATES and in the event of the simultaneous dissolution of this corporation and of the forfeiture of the charter issued by the Veterans of Foreign Wars of the United States to said subordinate unit then, and in that event, title to all of the assets of this corporation shall

pass to the Veterans of Foreign Wars of the United States to be disposed of in accordance with the National By-Laws, Rules and Regulations of the said Veterans of Foreign Wars of the United States. At no time shall the assets of the corporation be distributed among the individual members thereof.

ARTICLE XI—ADDRESS AND REGISTERED OFFICE AND AGENT:

The address of its Initial Registered Office is Box 161S Davis St. Willards, Md. 21874
and in the name of its initial Registered Agent is James L. Derickson

IN WITNESS WHEREOF we have hereunto set our hands and seals this 24th

Day of July, 1989 (All incorporators (Article IV), must sign and their signatures acknowledged).
IN WITNESS WHEREOF, We have signed these articles and severally acknowledge same to be our act.

James L. Derickson Post-Comm. L.S.
Thomas R. Kempfle SR. L.S.
William E. [unclear] SR. v.c.e. L.S. COMM.

APPROVED BY THE DEPARTMENT OF MARYLAND, VETERANS OF FOREIGN WARS, JULY 25, 1989

Carl N. Thomas
Carl N. Thomas, PSC, State Adjutant

Ervin F. Rothenbuhler
Ervin F. Rothenbuhler, State Commander

REVIEWED AUG 07 1989
FOR THE COMMANDER-IN-CHIEF
[Signature]
ADJUTANT GENERAL

STATE OF MARYLAND LIBER 48 PAGE 231
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 128 BUSINESS CODE 04 COUNTY 72

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change (New Name) _____

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

Code _____

ATTENTION: Vaughn E. Richardson

MAIL TO ADDRESS: Richardson & Anderson
130 EAST MAIN ST.
P.O. Box 258
Salisbury, Md
21801

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: PCM JS

3121 1710

LIBER 48 PAGE 232

ARTICLES OF INCORPORATION
OF
EAST SIDE MEMORIAL POST NO. 2996 VETERANS OF
FOREIGN WARS OF THE UNITED STATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 17, 1989 AT 8:54 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:

D2886497

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

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

RETURN TO:
VAUGHN E. RICHARDSON
RICHARDSON & ANDERSON
130 E. MAIN ST.
P. O. BOX 258
SALISBURY

MD 21801

Received for Record Jan 29, 1990 and recorded in the
Corp Records of Wicomico County, Maryland in Liber M.S.B. 078C3031499
No. 48 Folios 227-232

Mark L. Boyer Clerk 308280



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

Ex & D Vaughn E. Richardson, R & A, Atty. 3/9/90

APPROVED FOR PAYMENT

LIBER 48 PAGE 233 10-16-81 at 9:45 A.m.
THE ORIGINAL DELI FOOD STORE, INC.

905192

ARTICLES OF INCORPORATION

pr

FIRST: I, EDWARD G. BANKS, JR., whose post office address is Banks, Nason, Hickson & Sullivan, P.A., 113 S. Baptist Street, P.O. Box 44, 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 The Original Deli Food Store, Inc.

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

(1) to buy, sell, mortgage, develop, lease, franchise and/or develop convenience stores, 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 Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Rt. 13 and Bridgeview Avenue, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Earl F. Leitess, 7904 Ivy Lane, Pikesville, Maryland 21208. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1000) shares of common stock, without part value.

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Ronald L. Abbott, Earl F. Leitess and Edward G. Banks, Jr.

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

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

3180 2092

905192

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

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

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

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

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

NINTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the

LIBER 48 PAGE 235

result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of October, 1989, and I acknowledge the same to be my act.

WITNESS:

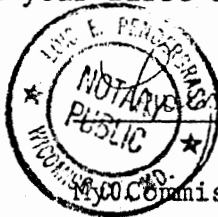
Sandra C. Honer

Edward G. Banks, Jr.
EDWARD G. BANKS, JR.

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 10th day of October, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared EDWARD G. BANKS, JR. 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.



S. Pendergass
NOTARY PUBLIC
My Commission Expires: 7/1/90

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

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 0286 BUSINESS CODE 03 COUNTY 72

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>76</u>	Organ. & Capitalization
61	<u>10</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	<u>9</u>	Certified Copy <u>SP</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		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: _____

Edward G. Banks
jr

MAIL TO ADDRESS: Banks,

Nason Hicksome
Sullivan
113 Baptist St
P.O. Box 44
Salisbury, Md
21801

TOTAL FEES 49.00

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: 02 35

COPY
MADE

LIBER 48 PAGE 237
ARTICLES OF INCORPORATION
OF
THE ORIGINAL DELI FOOD STORE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 16, 1990 AT 9:45 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

D2885655

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:
EDWARD G. BANKS, JR.
BANKS, NASAN, HICKSON, SULLIVAN
113 BAPTIST ST.
P. O. BOX 44
SALISBURY MD 21801

Received for Record Jan 29, 1990 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B. C3031415
No. 48 Folios 233-237
Mark S. Bowen Clerk 308043



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

FILED 2331

Ed + D Edward G. Banks, Jr., B, N H & S, Attys.

LIBER 48 PAGE 238
CORPORATE RESOLUTION

905193

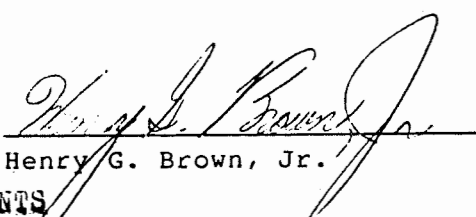
The undersigned, being the duly authorized elected Secretary of E. D. Supply Co., Inc. ("Corporation"), a body corporate of the State of Maryland, do hereby certify that:

1. The Corporation is a duly organized and existing body corporate of the State of Maryland; its Articles of Incorporation have been accepted by the State Department of Assessments and Taxation and have not been revoked or forfeited as of the date hereof, and the Corporation has paid all franchise taxes now due and owing to the State of Maryland.

2. By the terms of its charter and by-laws, the Corporation, acting through its Board of Directors, is authorized to enter into the transaction hereafter described.

3. That at a special meeting of the Board of Directors of said Corporation, held on August 11, 1989, at the Corporation's principal place of business in Salisbury, Maryland, at 10:00 a.m., all of the Directors being present and having waived notice of said meeting, the following resolution was duly moved, seconded and unanimously adopted:

RESOLVED, that the address of the Corporation be changed from 914 Cooper Street, Salisbury MD., 21801 to 457 Snow Hill Road, Salisbury MD., 21801, the address of the Resident Agent, Henry G. Brown, Sr., be changed to 457 Snow Hill Road, Salisbury MD., 21801.


 Henry G. Brown, Jr.

STATE DEPARTMENT OF ASSESSMENTS
 AND TAXATION

APPROVED FOR RECORD

3180 1361

92868473

10-13-89 at 9:40 A.m.

1989 OCT 13 A 9:40

STATE OF MARYLAND LIBER 48 PAGE 239
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 72

D058/454 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
65	_____	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 _____
55	_____	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: _____
7A	_____	Foreign Corp. Registration	<u>E. O. Supply Co., Inc</u>
87	_____	_____ Limited Part. Good Standing	<u>457 Snow Hill Road</u>
71	_____	Financial	<u>Salisbury Md. 21801</u>
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	_____

TOTAL FEES \$10.00

1 Check _____ Cash
1 Documents on 1 checks

APPROVED BY: RMC VIT

NOTE:

LIBER 48 PAGE 240

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
E. D. SUPPLY CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 13, 1989 AT 9:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

RECORDING
FEE PAID

SPECIAL
FEE PAID

10.00

D0581454

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:
E. D. SUPPLY CO., INC.
457 SNOW HILL ROAD
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 237-240 075C3031277

Mark S. Bowen, Clerk
A 307793



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

*E. & M. E. D. Supply Co., Inc., 457 Snow Hill
Rd., Salisbury, Md. 21801 3/9/90*

VHLIII:Sle:D-27:C-2

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PARLMENT.

LSEP 43 PAGE 241 10-12-89 at 9:23 A.m.

THE PURSE LADY, LTD.

905194

(A Close Corporation)

ARTICLES OF INCORPORATION

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

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is THE PURSE LADY, LTD.

THIRD: The Corporation shall be a Maryland Statutory Close Corporation in accordance with Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

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

(a) 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 as fully as natural persons, whether as principals, agents, trustees, or otherwise;

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

(c) To take, purchase, or otherwise acquire, and to own and hold such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired and held by corporations under the laws of the State of Maryland and other places in which the Corporation conducts or carries on its business.

52850337

3180 1194

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

FIFTH: The post office address of the principal office of the Corporation in this state is Rt. 7, Box 78, Gunby Road, Salisbury, Wicomico County, Maryland 21801. The name and post office address of the resident agent of the Corporation in this state is Victor H. Laws, III, 107 North Baptist Street, Salisbury, Maryland 21801.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of Common Stock, with a par value of One Dollar (\$1.00) each. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000).

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By-laws of the Corporation, but shall never be less than three (3), provided that: (a) if there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and (b) if there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting of the stockholders of the Corporation and until their successors are duly chosen are as follows: David J. Larmore, J. Sheldon Larmore, and Sara Belle Larmore.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of October, 1989, and I acknowledge the same to be my act.

TEST:

Shelley L. Evans

Victor H. Laws, III (SEAL)

LIBER 48 PAGE 243

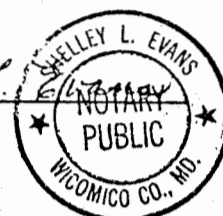
STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY that on this 10th day of October, 1989, before me the subscriber, a Notary Public for the state and county aforesaid, personally appeared Victor H. Laws, III, and acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission Expires:
July 1, 1990

Shelley L. Evans
Notary Public



STATE OF MARYLAND LIBER 48 PAGE 244
 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	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	<u>Victor H. Laws III</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>Laws & Laws, P.A.</u>
71		Financial	<u>107 N. Baptist St.</u>
600		_____ Personal	<u>P.O. Box 75</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 49

Check _____ Cash

NOTE: Copy made

Documents on _____ checks

APPROVED BY: PCM vH

LIBER 48 PAGE 245
ARTICLES OF INCORPORATION
OF
THE PURSE LADY, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 12, 1989 AT 9:23 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

D2884229

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

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

RETURN TO:
LAWS & LAWS, P.A.
ATTN: VICTOR H. LAWS, III
107 N. BAPTIST STREET
P. O. BOX 75
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 241-245 075C3031242

Mark S. Logan 307766



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

2102 1192

Ex 4 D L & L, P.A., Attn: Victor H. Laws, III 3/9/90

STATE DEPARTMENT OF ASSESSMENTS
AND RECORDATION

LIBER

48 PAGE 246

APPROVED FOR RECORD

WHARFSIDE, LTD. 10-5-89 at 10:52a

905195

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 2nd day of October, 1989, by and between WHARFSIDE, LTD., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and Wharfside Associates, a Maryland General Partnership, (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: 108 East Market Street, P.O. Box 4096, Salisbury, Maryland 21801.

THIRD: The name and state of incorporation of the Transferor to these Articles of Sale and Transfer is as follows:

Transferor is WHARFSIDE, LTD., a corporation organized under the laws of the State of Maryland.

Transferee is a General Partnership organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article EIGHTH herein is Four Hundred Forty Thousand Dollars (\$440,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the Contract of Purchase Agreement, (hereinafter referred to as the "Agreement") between Transferee and Transferor dated April 24, 1989, which Agreement is incorporated by reference herein.

FIFTH: The principal office of the Transferor is in the City of Salisbury, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records, is Wicomico County.

SIXTH: The location of the principal office of Transferee in the State of Maryland is 108 East Market Street, P. O. Box 4096, Salisbury, Maryland. Transferee owns no property in this State.

SEVENTH: A unanimous action approving these Articles of Sale and Transfer was made by all of the stockholders of Transferor entitled to vote thereon, and such action is recorded with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: In consideration of the payment to Transferor of Four Hundred Forty Thousand Dollars (\$440,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

92798017

905195 018
3180 0378

The property known generally as 102 to 114 West Market Street, Salisbury, Maryland, and being the same land conveyed unto Wharfside, Ltd. by Marian Nason, et al, Trustees, by Deed dated December 31, 1975, and recorded among the Land Records of Wicomico County, Maryland, in Liber A.J.S. No. 849, Folio 471. Having a frontage on West Market Street is 158.8 feet, more or less, being all of Lots 107, 108 and 109 in Block "C" and all the land lying and being between the Northerly line of said lots or the original Southeasterly line of Market Street and the present Southeasterly line of Market Street, all of which is more fully shown on "Map of Salisbury Realty Company," made by Francis H. Dryden, Engineer, dated April 30, 1932, and recorded among the Land Records of Wicomico County, Maryland, in Liber I.D.T. No. 173, Folio 117. The property is improved by two (2) all masonry block buildings with stucco exterior, containing a total of 8,350 square feet, more or less, of commercial rental space.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor and Transferee, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed with the State of Maryland.

IN WITNESS WHEREOF, Wharfside, LTD. and Wharfside Associates, a Maryland General Partnership, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer, as of this 4th day of October, 1989.

TEST: Joseph Sch...
Secretary

WHARFSIDE, LTD.
By Jane W. Bailey (SEAL)
President

TEST: James V. Anthenelli

WHARFSIDE ASSOCIATES,
-a Maryland General Partnership-
By James V. Anthenelli (SEAL)
James V. Anthenelli, Partner

THE UNDERSIGNED, President of WHARFSIDE, LTD., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

TEST: Joseph Sch...
Secretary

WHARFSIDE, LTD.
By: Jane W. Bailey (SEAL)
President

LIBER 48 PAGE 248

THE UNDERSIGNED, James V. Anthenelli, a partner of Wharfside Associates, a Maryland General Partnership, who executed on behalf of said General Partnership the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said General Partnership the foregoing Articles of Sale and Transfer to be the act of said General Partnership and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

TEST:



WHARFSIDE ASSOCIATES,
-a Maryland General Partnership-

By James V. Anthenelli (SEAL)
James V. Anthenelli, Partner

WP50 #19
29479.1

STATE OF MARYLAND

LIBER 48 PAGE 249

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

12 80

BUSINESS CODE

COUNTY

72

#190627760

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Wharfside, Ltd

Surviving

(Transferee)

Wharfside Associates

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	20	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	24	Certificate of Conveyance Lead-Rec'd for Wilcomco County
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	1452	Recordation Tax
22	2200	State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal
		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change

(New Name)

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

Code

ATTENTION:

MAIL TO ADDRESS:

Paul Wilber
PO Box 910
Salisbury Md
21801-0910

TOTAL FEES

3676

Check

Cash

1 Documents on 3 checks

APPROVED BY:

LM

NOTE: no agreement attached
JW

LIBER 48 PAGE 250

ARTICLES OF TRANSFER
 OF
 WHARFSIDE, LTD.
 (A MD CORP.) TRANSFEROR
 AND
 WHARFSIDE ASSOCIATES (MARYLAND GENERAL
 PARTNERSHIP) TRANSFEREE
 (UNQUALIFIED - MD)

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 OF MARYLAND OCTOBER 5, 1989 AT 10:52 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	\$ _____
	4.00	
	\$24.00 TOTAL	
	D0627760	

CERT. OF CONV.-WICOMICO COUNTY

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 0910

Received for Record Jan 29, 1990 and recorded in the
 Records of Wicomico County, Maryland in Liber M.S.B.
 No. 48 Folios 246-250

Mark S. Bowen Clerk 074C3031207
 A 307657



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

Ex & D Paul Wilber, Atty. 3/9/90

905196

LIBER 48 PAGE 251
ARTICLES OF AMENDMENTSTATE DEPARTMENT OF ASSESSMENTS
RECORDED
10/12/89 at 10:31 A.M.

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

FIRST: The Charter of the Corporation is hereby amended by striking out Article FIFTH of the Charter of the Corporation, and inserting in lieu thereof, the following:

FIFTH:

The total number of shares of stock which the Corporation has authority to issue is one million (1,000,000) shares of the par value of ten cents (.10¢) per share, all of which is common stock having an aggregate par value of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

SECOND: Prior to this Amendment there were ten thousand (10,000) shares of stock of ten dollars (\$10.00) par value authorized and 110 shares issued, and outstanding, for a capitalization of \$1,100.00. Upon the effectiveness of this Amendment, each share of authorized stock shall be split into one hundred (100) shares of common stock with a par value of ten cents (.10¢) per share. The total capitalization will remain unchanged.

THIRD: The Board of Directors of the Corporation by an unanimous written consent, as authorized by Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, dated September 22, 1988,

1E 0 V 71

3180 0301

92858441

adopted a resolution in which was set forth the foregoing amendment to the charter of the Corporation, declaring that such amendment to the charter of the Corporation was advisable, and directing that it be submitted for action thereon to a special meeting of the shareholders of the Corporation to be within thirty (30) days thereof.

FOURTH: Notice set forth of such amendments of the charter, and stating that a purpose of the special meeting of the shareholders of the Corporation would be to take action thereon, was given or waived as required by law, to all shareholders of the Corporation, all such shareholders being entitled to vote thereon, and there being no shareholders not entitled to vote thereon.

FIFTH: The amendments of the charter of the Corporation as hereinabove set forth were duly approved and adopted by the shareholders of the Corporation by an unanimous written consent dated September 22, 1988, as permitted by Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President or Chairman, and its corporate seal to be hereunder affixed and attested by Secretary as of this 22nd day of September, 1988.

LIBER 48 PAGE 253

AVERY W. HALL INSURANCE AGENCY, INC.

ATTEST: Geraldine A. Brimer
SECRETARY

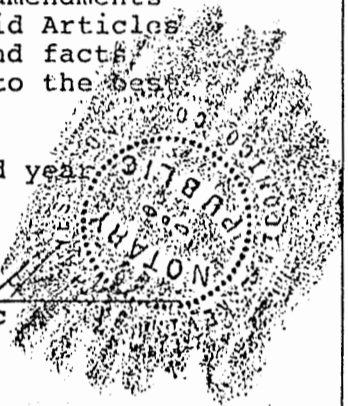
BY: Gordon D. Gladden
PRESIDENT

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 22nd day of September, 1988, before me, the subscriber, a Notary Public in and for the state and county aforesaid, personally appeared, GORDON GLADDEN, President or chief executive officer of AVERY W. HALL INSURANCE AGENCY, INC., a Maryland Corporation, and in the name and on behalf of the said corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared GERALDINE BRIMER, and made oath in due form of law that she was Secretary of said Corporation at the meeting of the shareholders of the Corporation at which the amendments of the charter of the Corporation set forth in said Articles of Amendment were adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

Kevin J. [Signature]
Notary Public



My Commission Expires: 7/1/90

3180 0303

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 098 BUSINESS CODE COUNTY 72

DO1155710 P.A. Religious Close Stock Nonstock

Merging (Transferor) Surviving (Transferee)

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

- Name Change (New Name)
Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent
Designation of Resident Agent and Resident Agent's Address
Other Change

TOTAL FEES 50.00

Check Cash

Documents on checks

APPROVED BY: [Signature] LIM

Code

ATTENTION:

MAIL TO ADDRESS:

K. King Burnett Esq
P.O. Box 910
Salisbury, Md 21801-0910

NOTE:

LIBER 48 PAGE 255

ARTICLES OF AMENDMENT
OF
AVERY W. HALL INSURANCE AGENCY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 12, 1989 AT 10:31 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID

SPECIAL
FEE PAID.

\$ _____

\$ 20.00

\$ _____

06115576

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:
K. KING BURNETT, ESQ.
P.O. BOX 910
SALISBURY

MD 21801 0910

Received for Record on Jan 29, 1990 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber M.S.B.
No. 48 Folios 251-255

074C3031192

Mark S. Bower Clerk
A 307643



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

3180 1780

Ex & D K. King Burnett, Esq. 3/9/90

905197

LIBER 48 PAGE 256

ARTICLES OF INCORPORATION STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF

C & B MANUFACTURING, INC.

APPROVED FOR RECORD

10/12/89 at 9:45

* * * * *

OCT 12 A 9 47

THIS IS TO CERTIFY:

FIRST:

That I, Jeffery W. Middleton, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND:

The name of the Corporation is:

C & B MANUFACTURING, INC.

THIRD:

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

(a) To manufacture industrial aprons and sleeves and to do anything and everything associated with the operation of said business.

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

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

905197

3172 0286

LIBER 48 PAGE 257

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

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

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

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

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

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

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

FOURTH:

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

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

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

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter; and to direct and determine the use and disposition of any of such surplus or net profits. The

LIBER 43 PAGE 250

Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

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

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

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

FIFTH:

The post office address of the place at which the principal office of the Corporation in this state will be located is 700 North Salisbury Boulevard, Salisbury, Maryland 21801. The resident agent of the Corporation is Jeffery W. Middleton, who ✓

resides at Route 1, Box 131, Argyle Drive, Parsonsburg, Maryland 21849, said resident agent being a citizen of the State of Maryland and actually residing therein.

SIXTH:

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

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

(b) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders; and Jeffery W. Middleton shall act as director until the first annual meeting or until his successor is duly chosen and qualified. The number of directors may be changed in such lawful manner as the by-laws from time to time may provide.

SEVENTH:

The total amount of authorized capital stock is ten thousand (10,000) shares at the par value of Ten Dollars (\$10.00) each, aggregating One Hundred Thousand Dollars (\$100,000.00) of common stock.

IN TESTIMONY WHEREOF, I have signed these Articles of Incorporation on this 9th day of October, 1989.

TEST:

Ruth J. Donaway

Jeffery W. Middleton (SEAL)
Jeffery W. Middleton

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

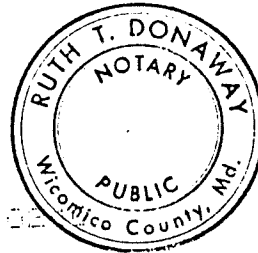
I HEREBY CERTIFY, That on this 9th day of October, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jeffery W. Middleton and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

My Commission Expires:
July 1, 1990

Ruth J. Donaway
Notary Public

WP5
A:4B29716.37A



STATE OF MARYLAND

LIBER

48 PAGE 261

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

72

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
- 20 20 Organ. & Capitalization
- 61 20 Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger or Consolidation)
- 64 _____ Rec. Fee (Transfer)
- 65 _____ Rec. Fee (Dissolution)
- 66 _____ Rec. Fee (Revival)
- 52 _____ Foreign Qualification
- 50 _____ Cert. of Qual. or Reg.
- 51 _____ Foreign Name Registration
- 13 _____ Certified Copy
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance

Name Change (New Name) _____

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

76 _____ Certificate of Merger/Transfer

- 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: Charles R. Dashiell, Jr., Esq.

MAIL TO ADDRESS: Heerne + Bailey, P.A. 126 East main Street P.O. Box 138 Salisbury MD 21801

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: Pam Dy.

LIBER 48 PAGE 262

ARTICLES OF INCORPORATION
OF
C & B MANUFACTURING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 12, 1989 AT 9:47 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:

\$

D2883627

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:
CHARLES R. DASHIELL, JR., ESQ.
HEARNE & BAILEY, P.A.
126 EAST 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 256-262 74C3031044

Mark S. Boden 307529



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

117-0111

Ex & D Charles R. Dashiell, Jr., Esq., H & B, P.A. 3/9/90

VHL: Sle: D-50: C-15

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

LIBER 48 PAGE 263

APPROVED FOR PAYMENT

ARTICLES OF INCORPORATION 10-5-89 at 9:00 A.M.

905198

OF

J.

SALISBURY AREA PROPERTY OWNERS ASSOCIATION INC.

A NON-PROFIT CORPORATION

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

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

SALISBURY AREA PROPERTY OWNERS ASSOCIATION, INC.

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

(a) The Corporation shall serve to work for the improvement and betterment of the community of Salisbury and surrounding areas of Wicomico County.

(b) The Corporation shall promote better understanding between property owners, tenants and governmental authorities.

(c) The Corporation shall hold informational programs for property owners of that area related to taxes, governmental regulations, good property management, and responsibility for complaints.

(d) The Corporation shall represent property owners of the community on issues of common interest.

FOURTH: The address of the principal office of the Corporation is 209 Monticello Avenue, Salisbury, Maryland 21801, Wicomico County. The name and address of the resident agent of the Corporation in Maryland is Victor H. Laws, whose address is 107 North Baptist Street, P. O. Box 75, Salisbury, Maryland 21801. Said resident agent is a citizen of Maryland and actually resides therein. ✓

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

SIXTH: The number of directors of the Corporation shall be no more than fifteen (15) nor less than three (3), which number

90 b v s- 100 1881

3178 2078

92788068

LIBER 48 PAGE 264

may be increased and decreased pursuant to the by-laws of the Corporation but shall never be less than the number required by law; and the names of those who will serve as directors until the first annual meeting and until their successors are elected and qualify are: Terry Sell, Ben Dennis, and Victor H. Laws.

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

(a) The Corporation is not formed for pecuniary profit or financial gain. No part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all its debts and obligations, shall be used or distributed exclusively for purposes within the intendment of Section 501(c)(3) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be amended from time to time.

(b) Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the Corporation to which the property previously belonged.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its

LIBER 48 PAGE 265

members, any amendments to these articles which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, the undersigned incorporator has signed and executed these Articles of Incorporation on this 3rd day of October, 1989, and has acknowledged the same to be his act and deed for the purposes herein contained.

WITNESS:

Shelley L. Evans

Victor H. Laws
Victor H. Laws

STATE OF MARYLAND; WICOMICO COUNTY, TO WIT:

THIS IS TO CERTIFY that on this 3rd day of October, 1989, appeared before me, a Notary Public in and for the State of Maryland, Victor H. Laws, who acknowledged himself to be the incorporator in the above-mentioned Articles of Incorporation and acknowledged the foregoing Articles of Incorporation to be his act and deed for the purposes therein contained.

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

My Commission Expires:
July 1, 1990

Shelley L. Evans
Notary Public



STATE OF MARYLAND LIBER 48 PAGE 266
 State Department of Assessments and Taxation
 Gene L. Burner, Director

DOCUMENT CODE 028 BUSINESS CODE 04 COUNTY 72

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	<u>Name Change</u>
20	<u>20</u>	Organ. & Capitalization	<u>(New Name)</u>
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
50		Cert. of Qual. or Reg.	_____ Address
51		Foreign Name Registration	_____ Resignation of Resident Agent
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>	_____ Designation of Resident Agent
56		Penalty	_____ and Resident Agent's Address
54		For. Supplemental Cert.	_____ Other Change
53		Foreign Resolution	_____
73		Certificate of Conveyance	_____
76		Certificate of Merger/Transfer	Code _____
75		Special Fee	
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	<u>Victor H. Laws</u>
85		Termination of Limited Partnership	_____
21		Recordation Tax	MAIL TO ADDRESS: _____
22		State Transfer Tax	<u>Laws & Laws, P.A.</u>
23		Local Transfer Tax	<u>107 N. Baptist St.</u>
31		Corp. Good Standing	<u>P.O. Box 75</u>
NA		Foreign Corp. Registration	<u>Salisbury, Md</u>
87		Limited Part. Good Standing	<u>21801</u>
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 _____	

TOTAL FEES 49

Check _____ Cash

Documents on _____ checks

NOTE: copy made

APPROVED BY: JMT

LIBER 48 PAGE 267

ARTICLES OF INCORPORATION
OF
SALISBURY AREA PROPERTY OWNERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 5, 1989 AT 9:06 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.

\$

D2880508

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:
VICTOR H. LAWS
LAWS & LAWS, P.A.
107 N. BAPTIST ST.
P.O. BOX 75
SALISBURY MD 21801

Received for Record Jan 29, 1990 and recorded in the
Records of Wicomico County, Maryland in Liber MSTC3030583
No. 48 Folios 263-267

Mark S. Brown 307109



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

Ex 4 Victor H. Laws, L & L, P.A. 3/9/90

LIBER 48 PAGE 268
ARTICLES OF INCORPORATIONSTATE DEPARTMENT OF ASSESSMENT
AND TAXATION

APPROVED FOR PAYMENT

10-4-89 at 8:59 A

OF

DELMAR MEMORIAL POST NO. 8276
(Post name)

905199

VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC.

In accordance with the provisions of laws of Maryland, relating to corporations not for profit, the
(reference to State Statutes)undersigned persons do hereby constitute themselves into a non-profit corporation and adopt the following Articles
of Incorporation in accordance with said Statutes.ARTICLE I - NAME:The name of this corporation shall be Delmar Memorial POST NO. 8276 VETERANS OF
(Post name) FOREIGN WARS OF THE UNITED STATES, INC.ARTICLE II - PURPOSES:

The general nature and purposes of this corporation shall be:

Fraternal, patriotic, historical and educational; to preserve and strengthen comradeship among its members;
to assist worthy comrades; to perpetuate the memory and history of our dead and to assist their widows and
orphans; to maintain true allegiance to the government of the United States of America and fidelity to its Constitu-
tion and laws; to foster true patriotism; to maintain and extend the institutions of American freedom; and to pre-
serve and defend the United States from all her enemies, whomsoever.This incorporated subordinate unit of the VETERANS OF FOREIGN WARS OF THE UNITED STATES
shall at all times remain under the jurisdiction of, and be governed according to the Constitution, By-Laws and
Manual of Procedure of the Veterans of Foreign Wars of the United States. In the event that any provision of
these Articles of Incorporation conflicts with the National Charter and By-Laws of the Veterans of Foreign Wars of
the United States, such conflicting provisions shall be deemed null and void, and the National Charter and By-Laws
shall, at all times, govern.

92778014

ARTICLE III - MEMBERSHIP:The active and voting membership of this corporation shall at all times consist of and be confined to the active
membership in good standing in Delmar Memorial POST NO. 8276 VETERANS OF FOREIGN WARS
OF THE UNITED STATES, with eligibility to, acquiring of, suspension from, and discontinuance of membership.

3178 2022

being in accordance with the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

ARTICLE IV - SUBSCRIBERS:

The names and residences of the subscribers of this Corporation are as follows:

- Post Commander: Edward Wilkins, 306 N. Second St., Delmar, De. 19940
(Name) (Address)
- Post Sr. Vice Commander: Norval Meadows, 202 E. Elizabeth St., Delmar, Md. 21875
(Name) (Address)
- Post Quartermaster: George W. Davis, 306 Maryland Ave., Delmar, Md. 21975
(Name) (Address)

ARTICLE V - MANAGEMENT & ELECTIONS:

The Board of Directors shall manage the affairs of this Corporation and shall consist of the Post Commander, the Post Sr. Vice Commander, and the Post Quartermaster, and they shall be elected at a regular meeting of the Post to be held during the month of April each and every year in accordance with the By-Laws of the Veterans of Foreign Wars of the United States. Actions of the Board of Directors as set forth herein shall be at all times subject to the approval of the Post.

ARTICLE VI - OFFICERS:

The names and addresses of the Officers of the Post who are to serve as Officers of the Corporation until their successors are duly elected and installed, are as follows:

- Post Commander Edward Wilkins, 306 N. Second St., Delmar, De. 19940
(Name) (Address)
who shall serve as President.
- Post Sr. Vice Commander Norval Meadows, 202 E. Elizabeth St., Delmar, Md. 21875
(Name) (Address)
who shall serve as Vice-President.
- Post Adjutant Harry T. Neill, 500 E. Jewell St., Delmar, De. 19940
(Name) (Address)
who shall serve as Secretary.
- Post Quartermaster George W. Davis, 306 Maryland Ave., Delmar, Md. 21875
(Name) (Address)
who shall serve as Treasurer.

All of the above shall be elected at a regular meeting of the Post to be held during the month of April of each and every year, except the Post Adjutant who shall be appointed by the Post Commander on the night of installation or as soon thereafter as possible.

ARTICLE VII – INITIAL BOARD OF DIRECTORS:

This Corporation shall have not less than three (3) Directors and the initial Board of Directors shall be as follows:

Post Commander Edward Wilkins, 306 N. Second St., Delmar, De. 19940, Director
(Name) (Address)
Post Sr. Vice Commander Norval Meadows, 202 E. Elizabeth St., Delmar, Md. 21875, Director
(Name) (Address)
Post Quartermaster George W. Davis, 306 Maryland Ave., Delmar, Md. 21875, Director
(Name) (Address)

The above Directors shall serve until the next election of Post Officers during the month of April of each and every year and who, by virtue of their office, shall serve as Directors of the Corporation.

ARTICLE VIII – BY-LAWS:

By-Laws for this Corporation may be made, altered, or rescinded after presentation to the Post by any member in good standing and approved by a two thirds (2/3) vote of the Post Membership present and in good standing at a noticed meeting. However, said By-Laws shall not conflict with the National Charter, Constitution, By-Laws and Manual of Procedure of the VFW of the U.S., nor shall they conflict with the By-Laws of the Department having jurisdiction and provided further a copy of same shall be forwarded, through channels, and approved by the Commander-in-Chief before becoming effective.

ARTICLE IX – AMENDMENTS TO ARTICLES OF INCORPORATION:

Amendments to these Articles of Incorporation may be made after presentation to the Post by any member in good standing and approved by a two-thirds (2/3) vote of the Post Membership present and in good standing at a noticed meeting. However, said Amendments to the Articles of Incorporation shall be in accordance with the Laws of the State, and in accordance with the National Charter, Constitution, By-Laws, and Manual of Procedure of the VFW of the U.S. and further they shall be in accordance with the Department having jurisdiction and provided further a copy of same shall be forwarded, through channels, and approved by the Commander-in-Chief before becoming effective.

ARTICLE X – MISCELLANEOUS:

In the event of a dissolution of this corporation all of the assets shall be the property of Delmar
Memorial POST NO. 8276 VETERANS OF FOREIGN WARS OF THE UNITED STATES and in the event of the simultaneous dissolution of this corporation and of the forfeiture of the charter issued by the Veterans of Foreign Wars of the United States to said subordinate unit then, and in that event, title to all of the assets of this

corporation shall pass to the Veterans of Foreign Wars of the United States to be disposed of in accordance with the National By-Laws, Rules and Regulations of the said Veterans of Foreign Wars of the United States. At no time shall the assets of the corporation be distributed among the individual members thereof.

Each Incorporator is eighteen years old or older. This Corporation has no authority to issue stock.

ARTICLE XI - ADDRESS AND REGISTERED OFFICE AND AGENT.

✓ The address of its initial Registered Office is 200 W. State St., Delmar, Md., This address is both the principal office and the address of the resident agent, and the name of its initial Registered Agent is Edward Wilkins.

IN WITNESS WHEREOF we have hereunto set our hands and seal this 17th day of August, 1989. (All subscribers (Article IV), must sign and their signatures acknowledged.)

WE Wilkins L.S.

Naval G. Meadows L.S.

George W. Davis L.S.

APPROVED BY THE DEPARTMENT OF MARYLAND, VETERANS OF FOREIGN WARS, SEPTEMBER 12, 1989.

Carl N. Thomas
Carl N. Thomas, PSC, State Adjutant

Ervin F. ...
Ervin F. ... State Commander
REVIEW
3178
ADJUTANT GENERAL
1989

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

DOCUMENT CODE 028 BUSINESS CODE 04 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>30</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>Edward Wilkins</u>
71		Financial	<u>306 N. Second St.</u>
600		Property Reports and _____ Personal	<u>Delmar, De 19940</u>
		late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

318 2030

LIBER 48 PAGE 273

ARTICLES OF INCORPORATION
OF
DELMAR MEMORIAL POST NO. 8276 VETERANS OF FOREIGN WARS OF THE
UNITED STATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 4, 1989 AT 8:59 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

\$

D2880409

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:
EDWARD WILKINS
306 N. SECOND ST.
DELMAR

DE 19940

Received for Record Jan 29 1990 and recorded in the
Corp Records of Wicomico County, Maryland in Liber M.S.B,
No. 48 Folios 268-273

07103030573

Mark S. Bowen Clerk

A 307100



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

*Ed & M Edward Wilkins, 306 N. Second St.,
Delmar, Del. 19940 3/9/90*

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

LIBER 48 PAGE 274

ARTICLES OF INCORPORATION APPROVED FOR RECORD

OF 10-5-89 at 8:43 a.m.

905200

CALDWELL & VINYARD, P.A.

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

THIS IS TO CERTIFY THAT:

FIRST: That I, the subscriber, Henry L. Vinyard, whose post office address is 128 East Main Street, Salisbury, Wicomico County, Maryland, 21801, being at least eighteen (18) years of age, do under and by virtue of the General Corporate Laws of the State of Maryland authorizing the formation of corporations do by the execution of these Articles of Incorporation indicate my intention of forming a corporation.

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

CALDWELL & VINYARD, P.A.

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

1. To engage in the practice of law in the State of Maryland and elsewhere, and to engage in any other lawful purpose and business.

2. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investment and to own real and personal property necessary for the rendering of the professional services referred to above.

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

FOURTH: The principal office of the Corporation in the State of Maryland will be maintained at 128 East Main Street, P.O. Box 4520, Salisbury, Wicomico County, Maryland 21801.

11-11-89 5:48 A

92783054

LIBER 48 PAGE 275

FIFTH: The resident agent of the Corporation is Henry L. Vinyard, whose post office address is 128 East Main Street, P.O. Box 4520, Salisbury, Maryland 21801. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock, which the corporation has the authority to issue, is one thousand (1,000) shares of common stock, without par value. The stockholders of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, for such consideration as said stockholders may deem advisable, as permitted by law, after first obtaining the unanimous approval of all stockholders of the Corporation.

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

EIGHTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be two (2) Directors, namely Henry L. Vinyard and Melvin J. Caldwell, Jr.

NINTH: The Corporation shall have perpetual existence.

TENTH: The Corporation upon unanimous approval of the stockholders reserves the right to amend, alter, change or repeal any provisions contained in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of September, 1989, and I acknowledge same to be my act.

WITNESS:

Cheryl A. Curtis

Henry L. Vinyard
Henry L. Vinyard

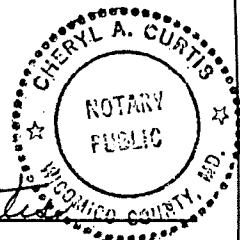
3178 0114

LIBER 48 PAGE 276

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

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

AS WITNESS my hand and Notarial Seal.



Cheryl A. Curtis
Notary Public

My Commission Expires:
July 1, 1990

3178 0115

STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 J BUSINESS CODE 06 COUNTY 72

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	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	<u>6</u>	Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	Limited Part. Good Standing	<u>Melvin Caldwell, Jr</u>
71	_____	Financial	<u>PO Box 4520</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 76

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JAO

LIBER 48 PAGE 278

ARTICLES OF INCORPORATION
OF
CALDWELL & VINYARD, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 5, 1989 AT 8:43 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:

\$

D2880078

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:
MELVIN CALDWELL, JR.
P. O. BOX 4520
SALISBURY MD 21801

Received for Record Jan 29, 1990 and recorded in the
Corp Records of Wicomico County, Maryland in Liber M.S.D.
No. 48 Folios 274-278 071C3030540

Mark S. Boyer Clerk
A 307072



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

3178 0112

E. & D. Melvin Caldwell, Jr., Atty. 3/9/90

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

LIBER 48 PAGE 279 10-4-89 at 9:04 A.m.

DOROTHY DAVIS STANT, INC.

905201

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, Dorothy Davis Stant, whose post office address is 713 College Avenue, Apt. 6, 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 Dorothy Davis Stant, 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 do market reseach and investigate an appropriate area or areas for, and to obtain one or more Physicians Weight Loss Centers franchises, and to do all things reasonable, necessary or appropriate, and directly related to the ownership and operation of such franchises, including, but not limited to the operation of such a franchise in Salisbury, Maryland; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, in order to accomplish the purpose set forth in paragraph (1) hereof.

FIFTH: The post office address of the principal office of the Corporation in this State is 713 College Lane, Apt. 6, Salisbury, Maryland 21801. The name and post office address of the Resident Agent is Dorothy Davis Stant, 713 College Lane,

h0 b v h-130 b86l

3178 0644

92778006

Apt. 6, 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 1,000 shares of common stock, without par value. The issuance and transfer of shares of stock in the Corporation are restricted, and also stock certificates shall bear the following legend, which shall be printed legibly and conspicuously on the face of each stock certificate: "The transfer of this stock is subject to the terms and conditions of a Franchise Agreement with Physicians WEIGHT LOSS Centers of America, Inc., dated [Insert date of Franchise Agreement]: Reference is made to said Franchise Agreement and to restrictive provisions of the Charter and By-Laws of this Corporation." It is anticipated that Dorothy Davis Stant will enter into one or more franchise agreements with Physician's WEIGHT LOSS Centers of America, Inc. (hereafter collectively the Franchise Agreement) and that the Franchise Agreement will be assigned by Dorothy Davis Stant to the Corporation as soon as permitted by the Franchises. The sole purpose of the Corporation is to operate under the Franchises. Where stock certificates are issued before the Franchise Agreement is dated and executed, upon dating and execution of the Franchise Agreement and the assignment of the Franchise Agreement from Dorothy Davis Stant to the Corporation, each stockholder agrees to the insertion of the date of the Franchise Agreement into the restrictive language contained on each issued stock certificate.

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 Dorothy Davis Stant.

3178 0645

LIPER 48 PAGE 281

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29th day of September, 1989.

WITNESS:

Michael Hiden

Dorothy Davis Stant
Dorothy Davis Stant

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 29th day of September, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared Dorothy Davis Stant and acknowledged the foregoing Articles of Incorporation to be her act and deed.

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

Stephanie M. Groce
NOTARY PUBLIC
My Commission Expires: 02/28/1990



H:S1/sg

3178 0646

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	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	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal
		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change (New Name) _____

- _____ 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: _____

H. Michael Hickson
 113 Captus St.
 P.O. Box 44
 Salisbury, Md
 21801

TOTAL FEES 49

Check _____ Cash

Documents on _____ checks

APPROVED BY: JmT

NOTE: CERTIFIED COPY MADE

3178 0647

LIBER 48 PAGE 283

ARTICLES OF INCORPORATION
OF
DOROTHY DAVIS STANT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 4, 1989 AT 9:04 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	\$

D2879468

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:
H. MICHAEL HICKSON
113 BAPTIST ST.
P. O. BOX 44
SALISBURY MD 21801

Received for Record on 29, 1990 and recorded in the
Corp Records of Wicomico County, Maryland in Liber M.S.B.
No. 48 Folios 279-283 071C3030479

Mark S. Bowen Clerk
A 307013



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3179 0643

Ex & D H. Michael Hickson. Atty. 3/9/90

LIBER 48 PAGE 284

905202

ARTICLES OF INCORPORATION

STATE OF MARYLAND

OF

LAUROTTO G. INVESTMENT CORP.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10/2/89 at 9:22 a.m.

I the undersigned, being a natural person and of full age do hereby organize a Corporation pursuant to the provisions of the Maryland Business Corporation Law, and do hereby certify and set forth as follows:

FIRST: The name of the Corporation is **LAUROTTO G. INVESTMENT CORP.**

SECOND: The purpose or purposes for which the corporation is formed is:

To engage in the business of farming and horse training and any other lawful business.

THIRD: The aggregate number of shares which the corporation shall have authority to issue is **1000** shares, all of which shall be without par value.

FOURTH: The initial principal office within the State of Maryland will be **1003 Schumaker Woods, Salisbury, Maryland 21801.**

The Resident Agent of the Corporation and his address will be

**Frank Laura
1003 Schumaker Woods
Salisbury, Maryland 21801**

92758308
2177 2328
OCT-2 9 24

LIBER 48 PAGE 285

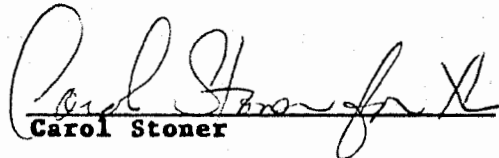
FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is one.. The name and address of each person who is to serve as a director until the first annual meeting of shareholders, or until a successor is elected and shall qualify, is as follows:

<u>Name</u>	<u>Address</u>
Frank Laura	1003 Schunaker Woods Salisbury, Maryland 21801

SIXTH: The name and address of the incorporator is as follows:

Carol Stoner
c/o XL CORPORATE SERVICES, INC.
62 White Street
New York, New York 10013

IN WITNESS WHEREOF, I hereunto sign my name, this 29th day of September, 1989, and acknowledge the same to be my act.


Carol Stoner

STATE OF MARYLAND LIBER 48 PAGE 286
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	<u>Name Change (New Name)</u>
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	<input type="checkbox"/> Change of Name
65		Rec. Fee (Dissolution)	<input type="checkbox"/> Change of Principal Office
66		Rec. Fee (Revival)	<input type="checkbox"/> Change of Resident Agent
52		Foreign Qualification	<input type="checkbox"/> Change of Resident Agent Address
50		Cert. of Qual. or Reg.	<input type="checkbox"/> Resignation of Resident Agent
51		Foreign Name Registration	<input type="checkbox"/> Designation of Resident Agent and Resident Agent's Address
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>	<input type="checkbox"/> Other Change
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: <u>Yolanda Hassell</u>
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Corporate Services, Inc.</u>
87		Limited Part. Good Standing	<u>62 White Street</u>
71		Financial	<u>New York, NY</u>
600		_____ Personal	<u>10013</u>
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES _____
48 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

LIBER 48 PAGE 287

ARTICLES OF INCORPORATION
OF
LAUROTTO G. INVESTMENT CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 2, 1989 AT 9:22 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID.

RECORDING
FEE PAID.

SPECIAL
FEE PAID.

\$ 23.00

\$ 20.00

02878403

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:
YOLANDA HASSELL
CORPORATE SERVICES, INC.
62 WHITE STREET
NEW YORK NY 10013

Received for Record Jan 29, 1990 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
Corp No. 48 Folios 284-287 068C3030352



Mark S. Bowen, Clerk
3177
A 310079

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

*Ex 4 m Yolanda Hassell, Corporate Services, Inc,
62 White St., N.Y., N.Y. 10013 3/9/90*

905203

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, David W. Worth, Sr., whose post office address is 1321B Mt. Hermon Road, Salisbury, MD 21801, being at least twenty-one (21) years of age, do, under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations execute and file these Articles with the intent of forming a corporation.

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

SOFT WRITE, INC.

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

A) To manufacture, construct, fabricate, buy, sell, import, export, and otherwise deal in and with computers, computer components, and related products; and to develop, patent, copyright, or otherwise protect and exploit new inventions, designs, and systems in computer sciences.

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

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

D) To carry on and transact, for itself and/or for the account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of,

92728086

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT at 9:28:89 J.C.R. P.M. [Signature]

SEP 28 P 3 08

LOGAN C. WIDDOWSON
PHILIP C. WIDDOWSON
EDMUND L. WIDDOWSON, JR.
ATTORNEYS AT LAW
47 NORTH SOMERSET AVENUE
PRINCESS ANNE, MD 21853
851-3800

LIBER 48 PAGE 289

dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

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

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

G) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock or of voting trust certificates for any shares of stock or of any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association organized under the laws of the

LOGAN C. WIDDOWSON
PHILIP C. WIDDOWSON
EDMUND L. WIDDOWSON, JR.
ATTORNEYS AT LAW
47 NORTH SOMERSET AVENUE
PRINCESS ANNE, MD 21853
881-3800

2177-2247

State of Maryland or of any other state, territory, district, colony or dependency of the United States of America or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof, any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

LOGAN C. WIDDOWSON
 PHILIP C. WIDDOWSON
 EDMUND L. WIDDOWSON, JR.
 ATTORNEYS AT LAW
 47 NORTH SOMERSET AVENUE
 PRINCESS ANNE, MD 21853
 881-3800

LIBER 48 PAGE 291

owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such notes, bonds or other obligations of the Corporation for its corporate purposes.

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

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

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

LOGAN C. WIDDOWSON
PHILIP C. WIDDOWSON
EDMUND L. WIDDOWSON, JR.
ATTORNEYS AT LAW
47 NORTH SOMERSET AVENUE
PRINCESS ANNE, MD 21853
881-3800

3177 2249

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1321B Mt. Hermon Road, Salisbury, MD 21801. The resident agent of the Corporation is David W. Worth, Sr., whose post office address is 1321B Mt. Hermon Road, Salisbury, MD 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1,000 shares of the par value of one cent (\$.01) 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 Ten dollars (\$10.00).

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

David W. Worth, Sr.

Maria T. Worth

Dwayne Hutchinson

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders. 3177 2250

LOGAN C. WIDDOWSON
PHILIP C. WIDDOWSON
EDMUND L. WIDDOWSON, JR.
ATTORNEYS AT LAW
47 NORTH SOMERSET AVENUE
PRINCESS ANNE, MD 21853
651-3800

LISC 48 PAGE 293

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

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

LOGAN C. WIDDOWSON
PHILIP C. WIDDOWSON
EDMUND L. WIDDOWSON, JR.
ATTORNEYS AT LAW
47 NORTH SOMERSET AVENUE
PRINCESS ANNE, MD 21853
881-2800

3177 2251

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

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

E) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription or any thereof, other than such, if any, as the Board of Directors, in its discretion, may determine and at such price as the Board of

3177.2252

Directors, in its discretion, may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

LIBER 43 PAGE 295

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

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

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

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

WITNESS: Gladys Jane Bishop David W. Worth, Sr. (SEAL)

STATE OF MARYLAND
COUNTY OF SOMERSET
TO WIT:

I hereby certify, that on this 12th day of September, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David W. Worth, Sr., and he acknowledged the foregoing Articles of Incorporation to be his respective act and deed.

As witness my hand and Notarial Seal.

Gladys Jane Bishop
Notary Public

My Commission Expires: July 1, 1990



LOGAN C. WIDDOWSON
PHILIP C. WIDDOWSON
EDMUND L. WIDDOWSON, JR.
ATTORNEYS AT LAW
47 NORTH SOMERSET AVENUE
PRINCESS ANNE, MD 21853
881-3800

LIBER 48 PAGE 296

ARTICLES OF INCORPORATION
OF
SOFT WRITE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 29, 1989 AT 3:03 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID.

\$ 20.00

RECORDING
FEE PAID.

\$ 20.00

SPECIAL
FEE PAID.

\$

02878270

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 W. WORTH, SR.
1321B MT. HERMON RD.
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 288-296

Mark S. Bowen Clerk 068C3030339
A 310067



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3177 2245
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

Ex 4m David W. Worth, Sr., 1321B Mt. Hermon
Rd., Salisbury, Md. 21801 3/9/90

3308:03/07/89(2)
AUP17 (1415F)

LIBR 48 PAGE 287
RECEIVED

905204

CASA CORP.
B.E.T. II ENTERPRISES, INC. 21

STATE DEPT. OF
ARTICLES OF TRANSFER TAXATION

JP

9-26-89 at 2:21 p.m.

THIS IS TO CERTIFY THAT:

FIRST: Casa Corp. (the "Transferor") agrees to sell to B.E.T. II ENTERPRISES, INC. (the "Transferee") substantially all of its assets.

SECOND: Both the Transferor and Transferee are incorporated under the laws of the State of Maryland.

THIRD: The name and address of the principal place of business of the Transferee is:

Casa Corp.
19 Grosse Point Drive
Salisbury, Maryland 21801

FOURTH: The principal office of the Transferor in the State of Maryland is in Wicomico County. The principal office of the Transferee in the State of Maryland is in Worcester County.

FIFTH: The Transferor owns no interest in land in the State of Maryland.

SIXTH: The terms and conditions of the transaction set forth in these Articles of Transfer were duly advised, authorized and approved by the Board of Directors and Stockholders of the Transferor, in the manner and by the vote required by the laws of the State of Maryland and the Charter of the Transferor, as follows:

a) The Board of Directors of the Transferor, by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the Board, adopted a resolution declaring that the terms and conditions of the transaction described herein were advisable and directing that the proposed transaction be submitted for consideration by the Stockholders of the Transferor.

b) A consent in writing, setting forth approval of the terms and conditions of the transaction described herein as so proposed, was signed by all Stockholders of the Transferor entitled to vote thereon, and such consent is filed with the records of Stockholder meetings of the Transferor.

SEVENTH: The terms and conditions of the transaction described in these Articles of Transfer were duly advised, 3177 1398

92708081 92728068

0308:09/07/89(2)
AUP17 (1415F)

LIBER 48 PAGE 298

authorized and approved by the Transferee, in the manner and by the vote required by the laws of the State of Maryland and the Charter of the Transferee, as follows:

The Board of Directors of the Transferee, by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the Board, adopted a resolution declaring that the terms and conditions of the transaction described herein were advised, authorized and approved.

EIGHTH: The nature and amount of consideration paid by the Transferee for substantially all of the assets of the Transferor is \$1,476,735.00, as follows:

- (a) \$100,000.00 in cash; and
(b) A promissory note in the aggregate amount of \$1,376,735.00.

NINTH: The Transferee is not assuming any of the debts of the Transferor.

TENTH: Each undersigned President acknowledges these Articles of Transfer to be the corporate act of the respective corporate party on whose behalf he has signed, and further, as to all matters or facts required to be verified under oath, each such President acknowledges that to the best of his knowledge, information and belief, these matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, these Articles of Transfer have been duly executed by the parties hereto this 8 day of September, 1989.

TRANSFEROR:

ATTEST:

CASA CORP.

Phyllis J. Auman
Secretary

By: Robert H. Auman (SEAL)
Robert H. Auman, President

TRANSFEEE:

ATTEST:

B.E.T. II ENTERPRISES, INC.

Earl Taylor
Secretary

By: Earl Taylor (SEAL) 1399
Earl Taylor, President

STATE OF MARYLAND LIBER. 48 PAGE 299
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 128 BUSINESS CODE _____ COUNTY 72

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

Merging (Transferor) Casa Corp.
00988980

Surviving (Transferee) B.E.T. II
Enterprises Inc.
01249770

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	<u>50</u>	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>20</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	<u>4</u>	Certificate of Merger/Transfer <u>Worcester Co</u> <u>Corporate records</u>
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other
	_____	Other

Name Change (New Name) _____

_____ 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 065

ATTENTION: Maurice Murphy

MAIL TO ADDRESS: _____

TOTAL FEES 32

Check Cash

NOTE: copy made

1 Documents on 2 checks

APPROVED BY: [Signature]

LIBER 48 PAGE 300

ARTICLES OF TRANSFER
OF
CASA, CORP. (A MD CORP.)
AND
B.E.T. II ENTERPRISES, INC.
(A MD CORP.)

TRANSFEROR

TRANSFEEE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 26, 1989 AT 2:21 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

CERT. OF CONV.-WORCESTER COUNTY

\$ 20.00
4.00

\$24.00 TOTAL

D1249770

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:
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