

6/24/62

Recorded August 15, 1962 at 12:09 P.M. Liber 12, Receipt No. 197678

VICTOR SALE and CREDIT CORPORATION

Articles of Incorporation

FIRST: We, the undersigned, John W. Cable, III whose post office address is 341 N. Calvert Street, Baltimore 2, Maryland, John S. McDaniel, Jr., whose post office address is 341 N. Calvert Street, Baltimore 2, Maryland, and Lawrence A. Kaufman, whose post office address is 341 N. Calvert Street, Baltimore 2, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of 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

VICTOR SALE and CREDIT CORPORATION

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

(a) To engage in the business of owning, operating, leasing and servicing any and all types of automatic, semi-automatic and manual vending machines and equipment for the vending and/or dispensing of beverages, foods and all other types of merchandise and of selling beverages, foods and all other types of merchandise to be vended through automatic, semi-automatic or manual vending machines and equipment.

(b) To acquire by purchase or lease or otherwise, lands and interests in lands, and to own, hold, improve, divide, subdivide, develop, restrict the use of, zone, re-zone, and manage any real estate so acquired, and to erect or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected

on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms or parts of buildings or other structures at any time owned or held by the Corporation.

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

(d) To engage in any other mercantile business of any kind or character whatsoever.

(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 stock, 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, 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.

(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, mortgage, pledge or otherwise

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

(h) To endorse, guarantee, indemnify and make secure the punctual performance of any obligations, covenants, or choses in action of any other person, firm, corporation, state, city, county or municipality.

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

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

The foregoing enumeration of the purposes, objects and 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 corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation is 901 Pope Avenue, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are John W. Cable, III, 341 N. Calvert Street, Baltimore 2, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of Stock which the Corporation has authority to issue is Five Thousand (5,000) shares of the par value of Twenty Dollars (\$20.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

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) nor more than nine (9); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are John W. Cable, III, John S. McDaniel, Jr. and Lawrence A. Kaufman.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, 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 director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of quorum at any

meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

(d) 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 to 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 Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to 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.

(e) Any officer or employee of the Corporation may be removed at any time with or without cause by the Board of Directors or by any committee or superior officer upon whom such power of

removal may be conferred by the By-Laws or by authority of the Board of Directors, and such action shall be conclusive on the officer or employee so removed.

(f) 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. Any such amendment which changes the terms of any of the outstanding stock or rights of stockholders shall be valid if authorized by the same vote and procedure as are required in the case of charter amendments not changing the terms of outstanding stock.

(g) Notwithstanding any provision of law now or hereafter in effect requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, such action shall be valid and effective if taken or authorized upon the concurrence of a majority of the aggregate number of votes entitled to be cast thereon.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on June 26<sup>th</sup>, 1962.

WITNESS:

<u>Frederick A. Plummer</u>	AS TO	<u>John W. Cable III</u> John W. Cable, III
<u>Frederick A. Plummer</u>	AS TO	<u>John S. McDaniel, Jr.</u> John S. McDaniel, Jr.
<u>Frederick A. Plummer</u>	AS TO	<u>Lawrence A. Kaufman</u> Lawrence A. Kaufman

STATE OF MARYLAND }  
CITY OF BALTIMORE } SS:

THIS IS TO CERTIFY that on the 26<sup>th</sup> day of June, 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City aforesaid, personally appeared JOHN W. CABLE, III, JOHN S. McDANIEL, JR. and LAWRENCE A. KAUFMAN and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

*Mildred A. Plummer*  
Mildred A. Plummer, Notary Public



My Commission Expires: 5/6/63.



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECORD NO. 14762  
JUN 15 12 00 PM '62  
LAND RECORDS CLERK  
E. MERLIN STOVOR  
CLERK

ARTICLES OF INCORPORATION  
OF  
VICTOR SALE and CREDIT CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 26, 1962 at 3:30 o'clock P. M. as in conformity  
with law and ordered recorded.

A 16330

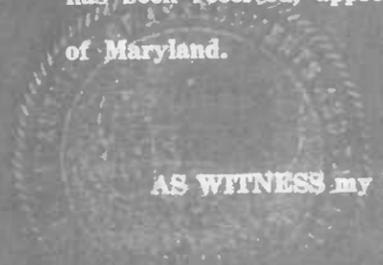
9

Recorded in Liber 7309, folio 601, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....16.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles G. Bentley*

Recorded August 15, 1962 at 12:09 P.M. Liber 12, Receipt No. 197678

ARTICLES OF INCORPORATION

OF

PARAMOUNT PAINT & WALLPAPER, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Irvin S. Shank, whose post office address is Route 5, Hagerstown, Maryland; Martha E. Shank, whose post office address is Route 5, Hagerstown, Maryland; and Richard E. Shank, whose post office address is Route 6, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

PARAMOUNT PAINT & WALLPAPER, INC.

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

(a) To do a general merchandising business at wholesale and retail, and to buy, sell and deal in, at wholesale and retail, paint and wallpaper of all kinds, and their by-products, household, building equipment, and hardware.

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

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

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers, and exporters of natural products, raw materials, manufactured products and marketable goods, 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 business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property rights, business contracts, good-will franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

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

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

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

The foregoing enumeration of the purposes, objects and 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 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 Route 5, Hagerstown, Maryland. The resident agent of the Corporation is Irvin S. Shank, whose post office address is Route 5, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten Thousand shares (10,000) of the par value of Ten (\$10.00) Dollars each, all of which shares are of one (1) class and are designated Common Stock. The aggregate value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The corporation shall have three (3) directors and Irvin S. Shank, Martha E. Shank, and Richard E. Shank shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance of 5,200 fully paid and non-assessable shares of the common stock of the par value of Ten (\$10.00) Dollars per share to Irvin S. Shank in exchange for the assets of the sole proprietorship of Irvin S. Shank, d/b/a Paramount Paint & Wallpaper Co., said assets consisting of improved real estate, merchandise inventory, accounts receivable, furniture and fixtures, machinery and equipment and cash on hand of said sole proprietorship, the value of which consideration is hereby stated to be not less than \$52,000.00.

(b) 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.

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

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

the Board of Directors shall deem expedient.

(e) 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, re-classification 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.

(f) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to 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 Directors in its discretion may fix; and any shares of 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.

(g) 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.

(h) 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.

(i) 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, We have signed these Articles of Incorporation this 20<sup>th</sup> day of June, A.D., 1962,

WITNESS:

Linda M. Suffecool  
Linda M. Suffecool

Irvin S. Shank (SEAL)  
Irvin S. Shank

Martha E. Shank (SEAL)  
Martha E. Shank

Richard E. Shank (SEAL)  
Richard E. Shank

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

I HEREBY CERTIFY, That on this 20<sup>th</sup> day of June A.D., 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Irvin S. Shank, Martha E. Shank, and Richard E. Shank, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official Notarial Seal the day and date last above written.



Linda M. Suffecool  
Linda M. Suffecool  
Notary Public  
My Commission Expires:  
May 6, 1963

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED  
1962 JUN 21 PM 12:09  
LIEBER  
LAND QUESTIONER  
G. MELVIN SIMPSON  
CLERK

ARTICLES OF INCORPORATION  
OF  
PARAMOUNT PAINT & WALLPAPER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 21, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 16213

10

Recorded in Liber F305, folio 231, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....18.00..

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. Bentley*

Recorded September 13, 1962 at 9:52 A.M. Liber 12, Receipt NO.  
198366

ARTICLES OF INCORPORATION

OF

HOLIDAY RESTAURANT, INC.

THIS IS TO CERTIFY:-

FIRST: That we, the subscribers, Theodore A. Chappellear, whose post-office address is 1009 Oak Hill Avenue, Hagerstown, Maryland, Maurice D. Porter, whose postoffice address is 415 Columbus Avenue, Frederick, Maryland, and George W. Tingle, whose postoffice address is 1105 Fry Avenue, Hagerstown, Maryland, all being of full legal age, have, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associated ourselves with the intention of forming a corporation.

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

HOLIDAY RESTAURANT, INC.

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

(a) To own, conduct, operate, maintain and carry on the restaurant business and to sell and dispense foods and beverages of all kinds and to do any and all things necessary and pertinent to said business.

(b) To own, conduct, operate, maintain and carry on the business of a tavern, cocktail lounge or retail store and to keep for sale and sell all alcoholic beverages of every kind and character, for consumption on the premises or elsewhere.

(c) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.

(d) To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(e) To acquire all or any part of the good-will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

(f) In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights, privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges.

FOURTH: The postoffice address of the place at which the principal office of the Corporation in this State will be located is Suite 501-504 Earle Building, 74 West Washington Street, Hagerstown, Washington County, Maryland. The resident agent of the Corporation is George W. Tingle, whose postoffice address is 1105 Fry Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors, and Theodore A. Chappellear, Maurice D. Porter and George W. Tingle shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The directors may be classified and the number thereof may be changed in such lawful manner as the by-laws from time to time may provide.

SIXTH: The total amount of authorized capital stock of the Corporation is ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS, divided into ONE THOUSAND (1,000) SHARES of the par value of ONE HUNDRED (\$100.00) DOLLARS each, and the said capital stock is to be known as Common Capital Stock.

SEVENTH: All existing stockholders of the Corporation shall have preemptive rights as herein defined and limited, to-wit:- From time to time

the Board of Directors may authorize the issuance of shares of the capital stock of the Corporation for money at not less than \$100.00 for each share thereof, but such shares shall be offered first pro-rata to the stockholders of record in relation to their then present holdings.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 26th day of June, 1962.

*Theodore A. Chappellear*  
Theodore A. Chappellear

*Maurice D. Porter*  
Maurice D. Porter

*George W. Tingle*  
George W. Tingle.

ATTEST:

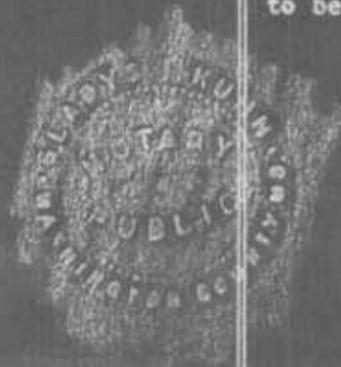
*Gladys J. Kuhn*

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

I HEREBY CERTIFY, that on this 26th day of June, 1962, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Theodore A. Chappellear, Maurice D. Porter and George W. Tingle and severally acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my Official Notarial Seal the day and year last above mentioned.

*Gladys J. Kuhn*  
Notary Public.



19 12 22

ARTICLES OF INCORPORATION  
OF  
HOLIDAY RESTAURANT, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED  
JUL 13 9 53 AM '62  
G. MERRILL SANDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 17, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 16601

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Recorded in Liber F812, folio 574, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles M. Sander*

✓  
1/5/62  
8

Recorded September 13, 1962 at 9:52 A.M. Liber 12, Receipt No. 198366

ARTICLES OF INCORPORATION

OF

A & J DRUG CORP.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, ADOLPH BAER, WHOSE POST OFFICE ADDRESS IS LONG MEADOW APARTMENTS, APARTMENT 2E, NORTHERN AVENUE, HAGERSTOWN, MARYLAND, JAY E. LEVINE, WHOSE POST OFFICE ADDRESS IS LONG MEADOW APARTMENTS, NORTHERN AVENUE, HAGERSTOWN, MARYLAND, AND JACOB B. BERKSON, WHOSE POST OFFICE ADDRESS IS 74 WEST WASHINGTON STREET, HAGERSTOWN, MARYLAND, ALL BEING AT LEAST TWENTY-ONE YEARS OF AGE, DO UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, ASSOCIATE OURSELVES WITH THE INTENTION OF FORMING A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION") IS:

A & J DRUG CORP.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

(A) TO ENGAGE IN THE OPERATION, CONDUCT AND MANAGEMENT OF DRUG STORES.

(B) 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.

(C) TO CARRY ON AND TRANSACT, FOR ITSELF OR FOR ACCOUNT OF OTHERS, THE BUSINESS OF GENERAL MERCHANTS, GENERAL BROKERS, GENERAL AGENTS, MANUFACTURERS, BUYERS AND SELLERS OF, DEALERS IN, IMPORTERS AND EXPORTERS OF NATURAL PRODUCTS, RAW MATERIALS, MANUFACTURED PRODUCTS AND MARKETABLE GOODS, WARES AND MERCHANDISE OF EVERY DESCRIPTION.

(D) TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, ALL OR ANY PART OF THE PROPERTY, RIGHTS, BUSINESSES, CONTRACTS, GOOD-WILL, FRANCHISES AND ASSETS OF EVERY KIND, OF ANY CORPORATION, CO-PARTNERSHIP OR INDIVIDUAL (INCLUDING THE ESTATE OF A DECEDENT), CARRYING ON OR HAVING CARRIED ON IN WHOLE OR IN PART ANY OF THE AFORESAID BUSINESSES OR ANY OTHER BUSINESSES THAT THE CORPORATION MAY BE AUTHORIZED TO CARRY ON, AND TO UNDERTAKE, GUARANTEE, ASSUME AND PAY THE INDEBTEDNESS, AND LIABILITIES THEREOF, AND TO PAY FOR ANY SUCH PROPERTY, RIGHTS, BUSINESS, CONTRACTS, GOOD-WILL, FRANCHISES OR ASSETS BY THE ISSUE, IN ACCORDANCE WITH THE LAWS OF MARYLAND, OF STOCK, BONDS, OR OTHER SECURITIES OF THE CORPORATION OR OTHERWISE.

(E) TO APPLY FOR, OBTAIN, PURCHASE, OR OTHERWISE

ACQUIRE, ANY PATENTS, COPYRIGHTS, LICENSES, TRADEMARKS, TRADENAMES, RIGHTS, PROCESSES, FORMULAE, AND THE LIKE, WHICH MIGHT BE USED FOR ANY OF THE PURPOSES OF THE CORPORATION; AND TO USE, EXERCISE, DEVELOP, GRANT LICENSES IN RESPECT OF, SELL AND OTHERWISE TURN TO ACCOUNT, THE SAME.

(F) To PURCHASE OR OTHERWISE ACQUIRE, HOLD AND RE-ISSUE SHARES OF ITS CAPITAL STOCK OF ANY CLASS; AND TO PURCHASE, HOLD, SELL, ASSIGN, TRANSFER, EXCHANGE, LEASE, MORTGAGE, PLEDGE OR OTHERWISE DISPOSE OF, ANY SHARES OF STOCK OF, OR VOTING TRUST CERTIFICATES FOR ANY SHARES OF STOCK OF, OR ANY BONDS OR OTHER SECURITIES OR EVIDENCES OF INDEBTEDNESS ISSUED OR CREATED BY, ANY OTHER CORPORATION OR ASSOCIATION, ORGANIZED UNDER THE LAWS OF THE STATE OF MARYLAND OR OF ANY OTHER STATE, TERRITORY, DISTRICT, COLONY OR DEPENDENCY OF THE UNITED STATES OF AMERICA, OR OF ANY FOREIGN COUNTRY; AND WHILE THE OWNER OR HOLDER OF ANY SUCH SHARES OF STOCK, VOTING TRUST CERTIFICATES, BONDS OR OTHER OBLIGATIONS TO POSSESS AND EXERCISE IN RESPECT THEREOF ANY AND ALL THE RIGHTS, POWERS, AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE ON ANY SHARES OF STOCK SO HELD OR OWNED; AND UPON A DISTRIBUTION OF THE ASSETS OR 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.

(G) 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.

(H) To LOAN OR ADVANCE MONEY WITH OR WITHOUT SECURITY, WITHOUT LIMIT AS TO AMOUNT; AND TO BORROW OR RAISE MONEY FOR ANY OF THE PURPOSES OF THE CORPORATION AND TO ISSUE BONDS, DEBENTURES, NOTES OR OTHER OBLIGATIONS OF ANY NATURE, AND IN ANY MANNER PERMITTED BY LAW, FOR MONEY SO BORROWED OR IN PAYMENT FOR PROPERTY PURCHASED, OR FOR ANY OTHER LAWFUL CONSIDERATION, AND TO SECURE THE PAYMENT THEREOF AND OF THE INTEREST THEREON, BY MORTGAGE UPON, OR PLEDGE OR CONVEYANCE OR ASSIGNMENT IN TRUST OF, THE WHOLE OR ANY PART OF THE PROPERTY OF THE CORPORATION, REAL OR PERSONAL, INCLUDING CONTRACT RIGHTS, WHETHER AT THE TIME OWNED OR THEREAFTER ACQUIRED; AND TO SELL, PLEDGE, DISCOUNT OR OTHERWISE DISPOSE OF SUCH BONDS, NOTES OR OTHER OBLIGATIONS OF THE CORPORATION FOR ITS CORPORATE PURPOSES.

(I) To CARRY ON ANY OF THE BUSINESSES HEREINBEFORE ENUMERATED FOR ITSELF, OR FOR ACCOUNT OF OTHERS, OR THROUGH OTHERS FOR ITS OWN ACCOUNT, AND TO CARRY ON ANY OTHER BUSINESS WHICH MAY BE DEEMED BY IT TO BE CALCULATED, DIRECTLY OR INDIRECTLY, TO EFFECTUATE OR FACILITATE THE TRANSACTION OF THE AFORESAID OBJECTS OR BUSINESSES, OR ANY OF THEM, OR

ANY PART THEREOF, OR TO ENHANCE THE VALUE OF ITS PROPERTY, BUSINESS OR RIGHTS.

(J) 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 AFOREGOING 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 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 1929 VIRGINIA AVENUE, HAGERSTOWN, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS ALVIN S. WOLPOFF, WHOSE POST OFFICE ADDRESS IS 1800 NORTH CHARLES STREET, BALTIMORE, MARYLAND. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

FIFTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS TEN THOUSAND SHARES (10,000) OF THE PAR VALUE OF TEN DOLLARS (\$10.00) EACH, ALL OF WHICH SHARES ARE OF ONE CLASS, AND ARE DESIGNATED COMMON STOCK. THE AGGREGATE PAR VALUE OF ALL SHARES HAVING PAR VALUE IS ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS.

SIXTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE THREE, WHICH NUMBER MAY BE INCREASED OR DECREASED PURSUANT TO THE BY-LAWS OF THE CORPORATION, BUT SHALL NEVER BE LESS THAN THREE; AND THE NAMES OF THE DIRECTORS WHO SHALL ACT UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFY ARE ADOLPH BAER, JAY E. LEVINE AND ALVIN S. WOLPOFF.

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND STOCKHOLDERS:

(A) THE BOARD OF DIRECTORS OF THE CORPORATION IS HEREBY EMPOWERED TO AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF ITS STOCK, 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) 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 SUCH SURPLUS OR NET PROFITS IN PURCHASING OR ACQUIRING ANY OF THE SHARES OF THE STOCK OF THE CORPORATION, OR ANY OF ITS BONDS OR OTHER EVIDENCES OF INDEBTEDNESS, TO SUCH EXTENT AND IN SUCH MANNER AND UPON SUCH LAWFUL TERMS AS THE BOARD OF DIRECTORS SHALL DEEM EXPEDIENT.

(c) 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 CLASSIFICATIONS, RE-CLASSIFICATION 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 THREE-FOURTHS OF ALL OF SUCH STOCK AT THE TIME OUTSTANDING, BY VOTE AT A MEETING OR IN WRITING WITH OR WITHOUT A MEETING.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 3<sup>rd</sup> DAY OF July A.D., 1962.

WITNESS:

Hannah Baer

Nancy Reedy

Pearl L. Gehr

Adolph Baer  
ADOLPH BAER

Jay E. Devine  
JAY E. DEVINE

Jacob B. Berkson  
JACOB B. BERKSON

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 3<sup>rd</sup> DAY OF July, A.D., 1962, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC, IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED ADOLPH BAER, JAY E. LEVINE AND JACOB B. BERKSON, WHO SEVERALLY ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL THE DAY AND YEAR LAST ABOVE WRITTEN.

Pearl L. Gehr  
NOTARY PUBLIC

MY COMMISSION EXPIRES: 5/6/63



STATE OF MD.  
WASHINGTON COUNTY  
RECORDS & RECORDS  
DEPARTMENT  
1982  
JUL 13 9 52 AM '62  
C. MERRILL SMITH  
CLERK

ARTICLES OF INCORPORATION  
OF  
A & J DRUG CORP.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 5, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 16451

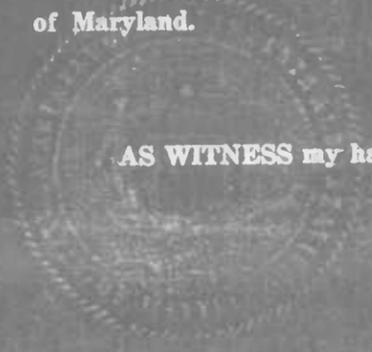
5

Recorded in Liber 7311, folio 322, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

28  
7/15/62  
d.

Recorded September 13, 1962 at 9:52 A.M. Liber 12, Receipt No. 198366

ARTICLES OF INCORPORATION

OF

GIMMICKS, INC.

FIRST: We, the undersigned, Robert E. Orndorff, whose post office address is 510 Salem Avenue, Hagerstown, Maryland, Raymond L. Orndorff, Jr., whose post office address is Needmore, West Virginia, and Raymond L. Orndorff, Sr., whose post office address is Needmore, West Virginia, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of 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 GIMMICKS, INC.

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

a. To engage in the manufacture, sale and distribution of toys, novelties, and similar specialties; to acquire and own patents, improvements and copyrights and to operate under such patents, improvements and copyrights pertaining to the matters and things enumerated herein.

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 whatever situated.

d. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise

of every description.

e. To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, 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, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, 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, 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.

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

h. 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 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 P. O. Box 804, 195 North Prospect Street, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are Robert E. Orndorff, 510 Salem Avenue, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this State.

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

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; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Robert E. Orndorff, Raymond L. Orndorff, Jr. and Raymond L. Orndorff, Sr.

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

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, 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.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on *July 21<sup>st</sup>*, 1962.

WITNESS:

*David E. Lawrence*  
David E. Lawrence

*Robert E. L. Orndorff*  
Robert E. L. Orndorff

*David E. Lawrence*  
David E. Lawrence

*Raymond F. Orndorff, Jr.*  
Raymond L. Orndorff, Jr.

*David E. Lawrence*  
David E. Lawrence

*Raymond L. Orndorff*  
Raymond L. Orndorff, Sr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this *21* day of *July*, 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for the county of Washington, personally appeared Robert E. L. Orndorff, Raymond L. Orndorff, Jr. and Raymond L. Orndorff, Sr. and severally acknowledged the foregoing Articles of Incorporation to be their act.

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



*David E. Lawrence*  
Notary Public  
David E. Lawrence

My Commission Expires: May 6, 1963

ARTICLES OF INCORPORATION  
OF  
GIMMICKS, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. *1182*

SEP 13 9 52 AM '62

CLERK  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 25, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 16752

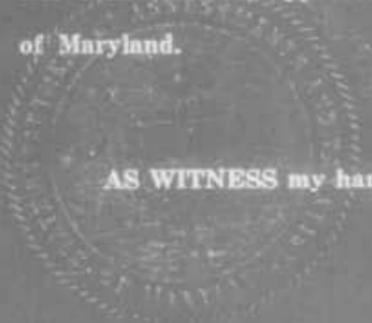
5

Recorded in Liber *F314*, folio *223* one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles H. [Signature]*

Recorded October 11, 1962 at 9:36 A.M. Liber 12, Receipt No. 119173

INTERSTATE COIN CLUB, Inc.

Articles of Incorporation

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John H. Crout, whose address is 325 Central Ave., Hagerstown, Maryland; George E. Harsh, whose address is Rt.#3, Hagerstown, Maryland; Edward E. Lushbaugh, Jr., whose address is 412 Wyoming Ave., Hagerstown, Maryland; Robert E. Timmons, Sr., whose address is Clear Spring, Maryland; and Roland G. Stoddard, whose address is 354 South Cannon Ave., Hagerstown, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves together for the purpose of forming a corporation.

SECOND: That the name of the corporation is the INTERSTATE COIN CLUB, 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: social, educational and to stimulate interest in all aspects of coin collecting, to hold exhibits, promote exchanges by sale or barter, no part of the net income of which is to inure to the benefit of any individual having a personal or private interest in the activities of the corporation; and no part of the funds of the corporation shall be used to carry on propaganda or activities to influence legislation. To acquire by purchase, lease, gift, devise or bequest, any property, real, personal or mixed, suitable or fitting for any of the purposes of the Interstate Coin Club, Inc.; sell, lease or otherwise dispose of any such property no longer required for the purposes of the Interstate Coin Club, Inc. To borrow or raise money for any of the purposes of the Interstate Coin Club, Inc., and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law for money borrowed or in payment

GEORGE G. SNYDER  
ATTORNEY-AT-LAW  
612 END NATIONAL  
BANK BLDG.  
HAGERSTOWN, MARYLAND

for property purchased or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust of, the whole or any part of the property of the Interstate Coin Club, Inc., real, personal or mixed, including rights, whether at the time owned or thereafter acquired; to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations for any of the purposes of the Interstate Coin Club, Inc.

It is the intention, that none of the powers defined in any of the foregoing clauses of this article No.3 shall be in anywise limited or restricted by reference to or inference from, the terms of any other clause, but that the powers defined in each such clause be regarded as independent powers.

It is also the intention that the Interstate Coin Club, Inc., shall be authorized to exercise and enjoy all other powers, rights and privileges granted and conferred upon corporations of this character, by the laws of the State of Maryland, and that the enumeration of certain powers as herein defined is not intended as exclusive of, or as a waiver of, any other powers, rights or privileges granted or conferred by the laws of said State, now or hereafter enforce except as in this article expressly limited and restricted.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is, 1935 West Washington St., Extended, Hagerstown, Maryland. The resident agent of the Corporation is John H. Crout, whose address is 325 Central Ave., Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually reside therein.

FIFTH: The Corporation shall have five (5) Directors, and John H. Crout, George E. Harsh, Edward E. Lushbaugh Jr., Robert E. Timmons, Sr., and Roland G. Stoddard shall act as

such until the first meeting or until their successors are duly chosen and qualified. The number of directors may be changed in such lawful manner as the by-laws may from time to time provide, but in no case shall the number be less than three.

SIXTH: All present members of the Interstate Coin Club shall be members of this corporation, additional members may be elected from time to time in such manner as may be prescribed or authorized by the by-laws.

SEVENTH: The Corporation will have no capital stock.

IN WITNESS WHEREOF, we, have signed these Articles of Incorporation on this 9th day of August A.D. 1962.

Witness: Walter R. Baker to all signatures, John H. Crout (SEAL) John H. Crout

Walter R. Baker, George E. Harsh (SEAL) George E. Harsh

Walter R. Baker, Edward E. Lushbaugh, Jr. (SEAL) Edward E. Lushbaugh, Jr.

Walter R. Baker, Robert E. Timmons, Sr. (SEAL) Robert E. Timmons, Sr.

Walter R. Baker, Roland G. Stoddard (SEAL) Roland G. Stoddard

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 9th day of August A.D. 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John H. Crout, George E. Harsh, Edward E. Lushbaugh, Jr., Robert E. Timmons, Sr., and Roland G. Stoddard and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Walter R. Baker

Notary Public  
My Commission Expires: 5/6/1963

GEORGE G. SNYDER  
ATTORNEY-AT-LAW  
612 2ND NATIONAL  
BANK BLDG.  
HAGERSTOWN, MARYLAND

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
OCT 11 9 35 AM '62  
11123  
LAND RECORDS SECTION  
G. MERLIN SWICK  
CLERK

ARTICLES OF INCORPORATION  
OF  
INTERSTATE COIN CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 14, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17009

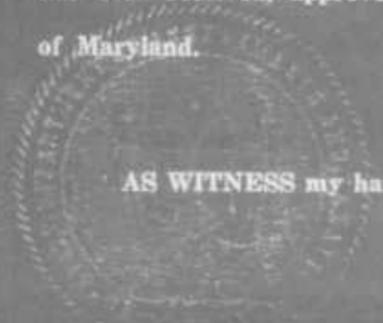
Recorded in Liber 4 *F316*, folio *594*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



*Frank H. Breyer*

Recorded October 11, 1962 at 9:36 A.M. Liber 12, Receipt No. 119173

ARTICLES OF INCORPORATION

OF

MACK MANAGEMENT FLYING CLUB, INC.

FIRST: We, the undersigned, NORMAN F. HEYL, whose post office address is Route No. 2, Waynesboro, Pennsylvania; NATHANIEL C. DE BACA, JR., whose post office address is Route No. 3, Box 23, Greencastle, Pennsylvania; GILBERT W. ASHFORD, whose post office address is 122 Donnybrook Drive, Route No. 6, Hagerstown, Maryland; and EUGENE F. BAY, whose post office address is Route No. 1, Smithsburg, Maryland, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming 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 MACK MANAGEMENT FLYING CLUB, INC.

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

A. To own or lease and maintain one or more aircrafts for the pleasure, recreation and use of the members of this club or their families or such individuals as may be designated pursuant to the by-laws, which may be hereafter adopted.

B. To acquire, own, hold, sell, lease, pledge, mortgage or otherwise dispose of any property, real or personal, necessary to the operation of the Corporation.

C. To borrow money, contract debts, make contracts and to exercise any and all powers as a natural person could lawfully make, to perform or exercise, which may be necessary, convenient, or expedient for the accomplishment of any of the objects or purposes of the Corporation, providing the same be not inconsistent with the laws of the State of Maryland; and to that end, enumeration of such powers shall not be deemed inclusive.

FOURTH: The post office address of the principle office of the Corporation, in this state, is 1999 Pennsylvania Avenue,

in care of Mack Trucks, Inc., Hagerstown, Maryland; the name and post office address of the resident agent for the Corporation is Eugene F. Bay, Route No. 1, Smithsburg, Maryland, said resident agent is a citizen of this state and actually resides therein.

FIFTH: The Corporation shall be without capital stock and shall not operate for a profit.

SIXTH: The number of directors of the Corporation shall be four (4) 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 or until their successors are duly chosen and qualified are: Norman F. Heyl, Nathaniel C. de Baca, Jr., Gilbert W. Ashford and Eugene F. Bay.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: Upon dissolution to the Corporation as provided by the laws of the State of Maryland, three (3) members, as a corporation, shall be designated as Trustees who shall liquidate the assets thereof and after paying all debts and liabilities of the Corporation, shall distribute the surplus equally among the members thereof.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 25th day of July, A. D., 1962.

WITNESS:

Conrad B. Smith

Norman F. Heyl (SEAL)  
Norman F. Heyl

Nathaniel C. de Baca, Jr. (SEAL)  
Nathaniel C. de Baca, Jr.

Gilbert W. Ashford (SEAL)  
Gilbert W. Ashford

Eugene F. Bay (SEAL)  
Eugene F. Bay

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 26<sup>th</sup> day of July, A. D., 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Norman F. Heyl, Nathaniel C. de Baca, Jr., Gilbert W. Ashford and Eugene F. Bay, and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

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

*Connie B. ...*  
Notary Public

My Commission Expires

**MY COMMISSION EXPIRES  
May 6, 1963**

✓ 6  
M

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 14125  
OCT 11 9 34 AM '62  
LARRY SCHROEDER, CLERK  
LAND RECORDS & SALES  
G. MERLIN SWIGER  
CLERK

ARTICLES OF INCORPORATION  
OF  
MACK MANAGEMENT FLYING CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 3, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 16894

4

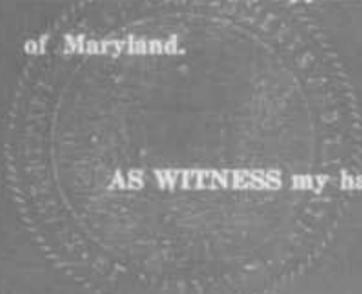
Recorded in Liber F315, folio 417, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



*Charles A. Hartgering*

JAYSON STORES, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Norman Green, whose post office address is No. 1616 The Terrace, Hagerstown, Maryland, Hy Green, whose post office address is No. 265 Overhill Drive, Chambersburg, Pennsylvania, and Robert E. Kuczynski, whose post office address is No. 1 Clifton Drive, Williamsport, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators, with the intention of 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: " JAYSON STORES, INC."

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

1. To manufacture, buy, sell and otherwise deal in wholesale, retail clothing and wearing apparel of all kinds, classes and descriptions; to manufacture, purchase, sell and otherwise deal in all supplies and raw materials used in the manufacture of wearing apparel of every kind and description; to lease, purchase, sell and otherwise deal in all machinery, tools, implements, apparatus, equipment and appliances of every kind used in connection with the business carried on by the corporation, or with the selling and transportation or the finishing of other products manufactured, sold or used by it.

2. To subscribe for, acquire, sell, hold, exchange and deal in shares of stock, bonds, obligations or securities of any public or private Corporation, Government or Municipality, and have the express power to hold, purchase, or otherwise acquire, and to sell, assign, transfer, mortgage or otherwise dispose of absolutely or upon condition shares of the capital stock, bonds or other evidences of indebtedness created by any other corporation or corporation, and while the owner thereof to exercise all of the incidents of ownership.

3. To buy, sell, deal in and improve, real estate wheresoever situate and fixtures and personal property incident thereto and connected therewith; to acquire by purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any interest therein and to improve the same; to sell, lease, mortgage, pledge or otherwise dispose of the lands or other property of the Corporation absolutely or upon condition.

4. To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland. The said Corporation shall enjoy and exercise all the powers and rights conveyed by statute upon the Corporation, and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the General Powers conferred by law.

FOURTH: The post office address of the principal office of the Corporation in this State is No. 1616 The Terrace, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Norman Green, 1616 The Terrace, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares of the par value of Ten (\$10.00) Dollars a share, all of one class and having an aggregate par value of Fifty Thousand(\$50,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three(3), which number may be increased or decreased according to the by-laws, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Norman Green, Hy Green and Sylvia Green.

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:

1. The Board of Directors of the Corporation is here-

by empowered to authorize the issuance from time to time of shares of its stock, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized.

2. 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 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 1<sup>st</sup> day of August, 1962.

WITNESS:

Norman Green (SEAL)  
Norman Green

Robert E. Kuczynski (SEAL)  
Robert E. Kuczynski

Ollie R. Shuff

Hy Green (SEAL)  
Hy Green

Ollie R. Shuff

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STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 1<sup>st</sup> day of August, 1962 before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Norman Green, Robert E. Kuczynski, and Hy Green, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

My Commission Expires:  
May 6, 1963

Ollie R. Shuff  
Notary Public



ARTICLES OF INCORPORATION

OF

JAYSON STORES, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
FEBRUARY 11 1962  
9 35 AM '62  
L. H. ...  
G. ...  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland August 2, 1962 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 16864

5

Recorded in Liber F315, folio 291, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles H. ...*

Recorded October 11, 1962 at 9:36 A.M. Liber 12, Receipt No. 119173

ARTICLES OF INCORPORATION

OF

THE INDEPENDENT FLYING CLUB, INC.

THIS IS TO CERTIFY

FIRST: That we, the subscribers, Max A. Violet, whose post office address is 68 Garber Street, Chambersburg, Pennsylvania, Howard S. Henson, whose post office address is P. O. Box 307, Hagerstown, Maryland, and Vincent R. Groh, whose post office address is 40 Summit Avenue, Hagerstown, Maryland, all being over twenty one years of age, do hereby associate ourselves with the intantion of forming a Corporation by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, and do declare it our intention to form a Nonstock Corporation for charitable and non-profit purposes.

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

THE INDEPENDENT FLYING CLUB, 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. For educational, and civic purposes, and not for pecuniary gain or profit, to encourage and promote an interest in the flying of light fixed wing and/or rotary wing aircraft and to furnish equipment and instructinn in the principals of oonstruction, maintenance, operation and flying of such aircraft, at cost, to members; and to encourage and promote safety in all phases of aircraft maintenance and operation; and to provide to the members, who are qualified, the means wherewith to become licensed pilots and aviators; and to sponsor and/or promote events designed toward general education in the area of the operation and maintenance of aircraft.

b. For any of the purposes of the Corporation, and not for pecuniary profit, to build, purchase, or obtain by gift, bequest, devise or otherwise any and all property, either real, personal or mixed within or without the State of Maryland.

c. For any of the purposes of the Corporation, and not for pecuniary profit, to enter into, make and perform contracts of every kind of and for any lawful purpose, with any person, firm, association or corporation, municipal body politic, county, country, territory, State or Government without any limitation as to amount, and without limitation as to amount, to draw, make, accept, endorse, discount, execute or issue promissory notes or other negotiable or non-negotiable instruments, mortgages or other evidences of indebtedness, whether secured or not, in so far as may be permitted by the laws of the State of Maryland for non-stock, non-profit corporations.

d. For any of the purposes of the Corporation, and not for pecuniary profit, to have one or more offices to conduct the business, carry on its operations and promote its objects, within or without the State of Maryland.

e. For any of the purposes of the Corporation, and not for pecuniary profit, to have and exercise all the general

powers vested in corporations of the State of Maryland by Article 23, Section 9 of the Annotated Code of Maryland (1957 ed.) or any other law or laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 40 Summit Avenue, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State is VINCENT R. GROH, 40 Summit Avenue, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The Corporation is not authorized to issue capital stock and is a non-profit, educational corporation.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or changed pursuant to the Bylaws of the Corporation, but shall never be less than three, and the names of the directors who shall act until the first annual meeting, or until their successors are appointed and qualified, are; Max A. Violet, Howard S. Henson and Vincent R. Groh. The management and control of the corporation shall be vested in a Board of Directors and the successors to the original board, above named, shall be elected from time to time and in such manner as the Bylaws of the Corporation may provide.

SEVENTH: The conditions and regulations of membership in the Corporation and the rights and privileges of the members and any classification of members, shall be determined and fixed by the Bylaws of the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 16th day of August, A. D. 1962

Max A. Violet  
Max A. Violet

Howard S. Henson  
Howard S. Henson

Vincent R. Groh  
Vincent R. Groh

Franklin L. Myers  
Witness to all Signatures

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 16th day of August A. D. 1962, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MAX A. VIOLET, HOWARD S. HENSON and VINCENT R. GROH, and each severally acknowledged the foregoing Articles of Incorporation of the Independent Flying Club, Inc. to be their act.

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

My Commission expires:  
May 6, 1963

Franklin L. Myers  
Notary Public

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 119223  
OCT 11 9 35 AM '62  
G. MERLIN SIMMER  
CLERK

ARTICLES OF INCORPORATION  
OF  
THE INDEPENDENT FLYING CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 20, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17096

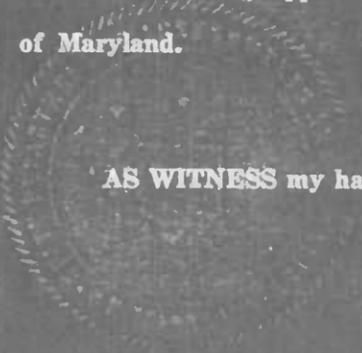
3

Recorded in Liber FB17, folio 473, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. Barton*

48  
2/8/62  
H.S.  
8/20/62

Recorded October 11, 1962 at 9:36 A. M. Liber 12, Receipt No. 119173

ARTICLES OF INCORPORATION  
HAGERSTOWN TRAVEL CENTER, INC.

- - -

FIRST: We, the undersigned, W. PAUL SETTLES, whose post office address is Route No. 5, Hagerstown, Maryland; F. VIRGINIA SETTLES, whose post office address is Route No. 5, Hagerstown, Maryland; CASPER E. KIGHT, whose post office address is 7 Wynwood Drive, Hagerstown, Maryland; and S. ELAINE KIGHT, whose post office address is 7 Wynwood Drive, Hagerstown, Maryland; each being of full legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation.

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

HAGERSTOWN TRAVEL CENTER, INC.

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

A. To engage in and carry on a general business as travel agents and brokers.

B. To engage in and carry on a general investment business.

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 expressly possess all purposes as set forth in the General Incorporation Laws of the State of Maryland.

E. To engage in and promote any legal activity, subject to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is No. 61 East Franklin Street, Hagerstown, Maryland. The resident agent of the Corporation is Arthur B. Richards, Jr., whose post office address is No. 61 East

Franklin Street, Hagerstown, Maryland. Said agent is a citizen of the State of Maryland actually residing therein.

FIFTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), and the names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are F. Virginia Settles, W. Paul Settles, Casper E. Kight and S. Elaine Kight.

SIXTH: The total amount of the authorized capital stock of the Corporation is one hundred thousand (100,000) shares consisting of one hundred thousand (100,000) fully paid and non-assessable shares of common stock of the par value of One Dollar (\$1.00) each.

SEVENTH: Subject to the General Laws of the State of Maryland, the voting power shall vest exclusively in the holders of the common stock.

EIGHTH: (A) 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, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(B) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of the working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or of the net profit arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter; and to direct and determine the use and disposition of any such surplus or net profit which the Board of Directors may in its discretion use and apply any of such surplus or net proceeds 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 terms as the Board of Directors shall deem expedient.

NINTH: 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 the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in this Certificate of Incorporation.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 7<sup>th</sup> day of August, A.D. 1962.

W. Paul Settles (SEAL)  
W. Paul Settles

F. Virginia Settles (SEAL)  
F. Virginia Settles

Casper E. Kight (SEAL)  
Casper E. Kight

S. Elaine Kight (SEAL)  
S. Elaine Kight

TEST:

Virginia L. Stenger

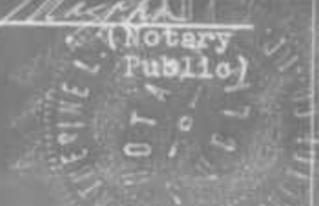
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 7<sup>th</sup> day of August, A.D. 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared W. Paul Settles, F. Virginia Settles, Casper E. Kight and S. Elaine Kight, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did severally acknowledge the same to be their act.

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

Kathleen L. Marshall  
(Notary Public)

My Commission Expires:  
May 6, 1963.



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 119123  
AUG 21 9 38 AM '62  
LARRY C. HARRIS, CLERK  
G. MERLIN SANDER, CLERK

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN TRAVEL CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 20, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17117

5

Recorded in Liber F317, folio 593, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00..

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Recorded October 11, 1962 at 9:36 A.M. Liber 12, Receipt No. 119173

ARTICLES OF INCORPORATION

OF

THE BOYS' CLUB OF HAGERSTOWN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert L. Harrington, whose post office address is 224 E. Irvin Avenue, Hagerstown, Maryland, David M. Abercrombie, Jr., whose post office address is 2060 Blue Ridge Road, Hagerstown, Maryland, and David Clarence Whipp, whose post office address is 29 North Colonial Drive, Hagerstown, Maryland, all being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a Nonstock Corporation for civic, benevolent and non-profit purposes.

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

THE BOYS' CLUB OF HAGERSTOWN, 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. To promote, encourage and develop religious, physical, mental and social character in young boys, particularly in regard to under privileged boys of all races and creeds between the ages of 6 and 16 years, by providing such means of work, education, sports, recreation and guidance as seem most likely to achieve the desired end.

b. For any of the purposes of the Corporation, and not for pecuniary profit, to own, hold, lease, convey, mortgage, pledge, transfer or otherwise acquire or dispose of property, real or personal or mixed, of every class and description or any interest therein necessary or desirable for the carrying out of the purposes of the Corporation,

c. For any of the purposes of the Corporation and not for pecuniary profit, to enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, municipal body politic, county, country, territory, State or Government without any limitation as to amount, and without limitation as to amount, to draw, make, accept, endorse, discount, execute or issue promissory notes or other negotiable or non-negotiable instruments, mortgages or other evidences of indebtedness, whether secured or not, in so far as may be permitted by the laws of the State of Maryland.

d. For any of the purposes of the Corporation, and not for pecuniary profit, to have and exercise all the general powers vested in corporations of the State of Maryland by Article 23, Section 9 of the Annotated Code of Maryland (1957 ed) or other law or laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 40 Summit Avenue, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State is VINCENT R. GROH, 40 Summit Avenue, Hagerstown, Maryland. Said resident agent

is a citizen of this State and actually resides herein.

FIFTH: The Corporation is benevolent in its nature and is not authorized to issue capital stock.

SIXTH: The management of the Corporation and the control thereof shall be vested in a Board of Directors, who shall be elected from time to time and in such manner as the By-laws of the Corporation may provide, except that there shall never be less than three (3). The names of the directors who shall act until the first annual meeting, or until their successors are appointed and qualified are: Robert L. Harrington, David M. Abercrombie, Jr., David Clarence Whipp, Kenneth Spence, William E. Rees, Albert L. Wagner, James I. Dudley, Spencer G. Lindsay, Junson Smith, Frank Newcomer and Carson Mason.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 27th day of August, A. D. 1962.

*Robert L. Harrington*  
Robert L. Harrington

*David M. Abercrombie, Jr.*  
David M. Abercrombie, Jr.

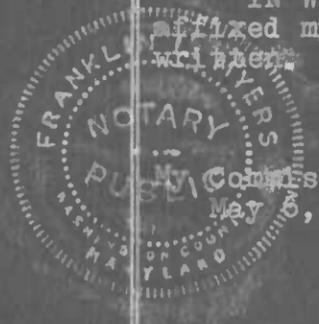
*David Clarence Whipp*  
David Clarence Whipp

*Vincent H. Hub*  
Witness to all signatures

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 27th day of August, A. D. 1962, before me, the subscriber, a Notary Public of the State and County, aforesaid, personally appeared ROBERT L. HARRINGTON DAVID M. ABERCROMBIE, JR., and DAVID CLARENCE WHIPP and each severally acknowledged the foregoing Articles of Incorporation of The Boys' Club of Hagerstown, Inc. to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my Official Notarial Seal the day and year last above



Commission Expires: May 10, 1963

*Franklin L. Myers*  
Notary Public

✓  
MS

STATE DEPT. OF ASSESSMENTS AND TAXATION  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 119123  
OCT 11 9 36 AM '62  
LAND SALES  
G. MEEHAN SHYDER  
CLERK

ARTICLES OF INCORPORATION  
OF

THE BOYS' CLUB OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 29, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17225

3

Recorded in Liber FB19, folio A1, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. Rostker*

Recorded October 11, 1962 at 9:36 A.M. Liber 12, Receipt No. 119173

ARTICLES OF INCORPORATION

OF

THE AT LAST HUNT CLUB, INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, MEREDITH W. YATES, WHOSE POST OFFICE ADDRESS IS 100 MANSE ROAD, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; RINEHART V. SCHLOTTERBECK, WHOSE POST OFFICE ADDRESS IS 911½ GUILFORD AVENUE, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; RICHARD M. POWELL, WHOSE POST OFFICE ADDRESS IS ROUTE 1, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; JOHN HENRY POWELL, WHOSE POST OFFICE ADDRESS IS ROUTE 1, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; AND ELMER J. POWELL, WHOSE POST OFFICE ADDRESS IS 346 S. CANNON AVENUE, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; ALL BEING AT LEAST TWENTY-ONE YEARS OF AGE, DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND, AUTHORIZING THE FORMATION OF CORPORATION, ASSOCIATE OURSELVES WITH THE INTENTION OF FORMING A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREAFTER CALLED THE CORPORATION) IS:

THE AT LAST HUNT CLUB, INC.

THIRD: THE PURPOSE OR PURPOSES FOR WHICH AND FOR ANY OF WHICH THE CORPORATION IS FORMED AND THE BUSINESS OR OBJECTS TO BE CARRIED ON OR PROMOTED BY IT ARE AS FOLLOWS:

(A) TO ORGANIZE, OWN, MANAGE AND OPERATE A CLUB EXCLUSIVELY FOR PLEASURE, RECREATION AND ANY OTHER NON-PROFITABLE PURPOSES, NO PART OF THE NET EARNINGS OF WHICH IS TO INURE TO THE BENEFIT OF ANY PRIVATE SHARE HOLDERS, INDIVIDUAL OR MEMBER.

(B) TO ACQUIRE, LEASE, RENT, CONSTRUCT, PURCHASE, OWN, FURNISH, MANAGE, OPERATE, SELL AND OTHERWISE OWN AND CONTROL, BY ANY LAWFUL MEANS, BUILDING, CLUBHOUSE, MEETING PLACE, LANDS, GROUNDS, EQUIPMENT, TRAPS AND OTHER APPLIANCES AND ANY OTHER PROPERTY OF

ANY KIND OR DESCRIPTION FOR THE USE, PLEASURE AND ENJOYMENT OF ITS MEMBERS AND GUESTS IN SPORTS, SHOOTING, FISHING AND ANY OTHER RECREATIONAL, SPORTING AND SOCIAL ACTIVITIES.

(C) To ACCEPT, OBTAIN, RECEIVE AND DEMAND OF ITS MEMBERS, BY ANY LAWFUL MEANS, FUNDS FOR ANY OR ALL OF THE PURPOSES FOR WHICH THIS CORPORATION IS FORMED, AND TO PAY FOR THE SAME BY ANY LAWFUL MEANS.

(D) To ENCOURAGE, OBLIGATE AND REQUIRE ITS MEMBERS TO OBEY THE LETTER AND SPIRIT OF ALL FISH AND GAME LAWS, AND ENCOURAGE BY PERSONAL CONDUCT, INFLUENCE AND OTHERWISE, GENERAL REGARD BY ITS MEMBERS AS WELL AS THE PUBLIC GENERALLY OF ALL FISH AND GAME LAWS.

(E) To ENCOURAGE, OBLIGATE AND REQUIRE ITS MEMBERS TO OBEY TO THE LETTER AND SPIRIT OF ALL RULES, REGULATIONS, ORDERS AND LAWS FOR THE PROTECTION, PRESERVATION AND PROPAGATIONS OF FISH, GAME AND OTHER WILD LIFE.

(F) To FOSTER AND INCREASE THE FISH, GAME AND WILD LIFE SUPPLY IN ANY LAWFUL MANNER.

(G) FROM TIME TO TIME TO DO ANY ONE OR MORE OF THE ACTS AND THINGS HEREINBEFORE SET FORTH FOR PLEASURE, AMUSEMENT AND ENJOYMENT AND AS A NON-PROFITABLE ENTERPRISE OR BUSINESS, AND TO CARRY ON ANY OTHER BUSINESS WHICH MAY SEEM TO THE CORPORATION TO BE CALCULATED DIRECTLY OR INDIRECTLY TO EFFECTUATE THE AFORESAID PURPOSES OR OBJECTS, OR EITHER OR ANY OF THEM, TO FACILITATE IT IN THE TRANSACTION OF ANY OTHER BUSINESS THAT MAY BE CALCULATED, DIRECTLY OR INDIRECTLY TO ENHANCE THE VALUE OF ITS PROPERTY OR RIGHTS PROVIDED, THAT IN THE TRANSACTION OF ITS BUSINESS, THE CORPORATION SHALL BE SUBJECT TO THE LAWS OF THE JURISDICTION IN WHICH THE SAME IS TRANSACTED OR ITS PROPERTY MAY BE LOCATED.

(H) THIS CORPORATION IS FORMED ON AND SUBJECT TO THE ARTICLES, CONDITIONS AND PROVISIONS HEREIN EXPRESSED AND TO THE PROVISIONS AND LIMITATIONS RELATING TO CORPORATIONS WHICH ARE CONTAINED IN THE PUBLIC GENERAL LAWS OF THE STATE OF MARYLAND AND SAID CORPORATIONS SHALL HAVE FULL POWER TO DO ANY AND ALL OF THE ACTS, MATTERS AND THINGS HEREINBEFORE SET FORTH AND SHALL ALSO HAVE ALL THE POWER INSOFAR AS THE SAME MAY BE APPLICABLE TO IT AND ENUMERATED AND MORE PARTICULARLY SET OUT IN ARTICLE 23 OF THE CODE OF PUBLIC GENERAL LAWS OF MARYLAND RELATING TO CORPORATIONS, AND ALL AMENDMENTS AND SUPPLEMENTS THERETO, AND TO DO EVERY ACT OR THING NOT INCONSISTENT WITH LAW WHICH MAY BE APPROPRIATE TO PROMOTE AND ATTAIN THE OBJECTS AND PURPOSES FOR WHICH OR FOR ANY OF WHICH THIS CORPORATION IS FORMED.

THE AFOREGOING 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 CORPORATIONS WHICH ARE CONTAINED IN THE GENERAL LAWS OF THIS STATE.

FOURTH: THE PRINCIPAL OFFICE OF SAID CORPORATION WILL BE LOCATED AT 100 MANSE ROAD, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS MEREDITH W. YATES, WHOSE POST OFFICE ADDRESS IS 100 MANSE ROAD, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

FIFTH: THE CORPORATION SHALL HAVE NO CAPITAL STOCK.

SIXTH: MEMBERS MAY RESIGN OR BE REMOVED, VACANCIES MAY BE FILLED AND ADDITIONAL MEMBERS ELECTED, AS PROVIDED IN THE BY-LAWS, WHICH MAY PRESCRIBE DIFFERENT CLASSES OF MEMBERS AND PRESCRIBE THE POWERS AND DUTIES OF EACH CLASS.

SEVENTH: THE SAID CORPORATION SHALL HAVE THREE (3) DIRECTORS WHICH NUMBER MAY BE INCREASED OR DECREASED PURSUANT TO THE BY-LAWS OF THE CORPORATION BUT SHALL NEVER BE LESS THAN THREE (3); AND THE NAME OF THE DIRECTORS WHO SHALL ACT AS DIRECTORS UNTIL THE FIRST MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFIED ARE RINEHART V. SCHLOTTERBECK, MEREDITH W. YATES AND RICHARD M. POWELL.

EIGHTH: THIS CORPORATION SHALL REGULATE ALL THE TERMS, RIGHTS AND CONDITIONS OF MEMBERSHIP BY ITS BY-LAWS. THE

CORPORATION RESERVES THE RIGHT TO ALTER, CHANGE AND AMEND THE SAID BY-LAWS FROM TIME TO TIME.

NINTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON THE 13<sup>th</sup> DAY OF AUGUST, 1962.

WITNESS:

Robert A. Bee                      Meredith W. Yates (SEAL)  
MEREDITH W. YATES

Robert A. Bell                      Rinehart V. Schlotterbeck (SEAL)  
RINEHART V. SCHLOTTERBECK

Floyd A. Longenecker              Richard M. Powell (SEAL)  
RICHARD M. POWELL

Mrs. Cassie C. Powell              John Henry Powell (SEAL)  
JOHN HENRY POWELL

Richard M. Powell                      Elmer J. Powell (SEAL)  
ELMER J. POWELL

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 13<sup>th</sup> DAY OF AUGUST, 1962, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED MEREDITH W. YATES, RINEHART V. SCHLOTTERBECK, RICHARD M. POWELL, JOHN HENRY POWELL AND ELMER J. POWELL, AND SEVERALLY ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Dolly Joyce Stevens  
NOTARY PUBLIC

My Comm. Exp.  
May 6, 1963



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 119123  
OCT 11 9 36 AM '62  
LIBER  
LAND DIVISION  
G. KENNEDY SWYDER  
CLERK

ARTICLES OF INCORPORATION  
OF  
THE AT LAST HUNT CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 28, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17230

5

Recorded in Liber FB18, folio 524 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Recorded October 11, 1962 at 9:36 A.M. Liber 12, Receipt No. 119173

ANTIETAM HEATING, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, George Glenn Forbes, Jr., whose Post Office address is P. O. Box 213, Maugansville, Maryland; E. Joann Forbes, whose Post Office address is P. O. Box 213, Maugansville, Maryland; and Lynn F. Meyers, whose Post Office address is 1731 Woodlawn Drive, Hagerstown, Maryland; all 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, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is ANTIETAM HEATING, INC.

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

(a) To engage in the buying and selling, manufacturing and installation of plumbing and heating supplies of every kind, nature and description, both domestic and industrial, and in the buying, selling and installing of all building supplies and equipment of any kind, nature or description, and do a general plumbing business.

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

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

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, 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

-2-

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 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, franchise, or assets by the issue, in accordance with the laws of Maryland of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trade-marks, tradenames, 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.

(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 of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the right, powers, and privileges of ownership, including the right to vote on any share 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 owned or thereafter acquired; and to sell, pledge, discount, or otherwise dispose of such bonds, notes, or other obligations of the corporation for its corporate purposes.

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

(k) To carry out all or any part of the aforesaid purposes, and to conduct the 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 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 912 Concord Street, P. O. Box 434, Hagerstown, Maryland. The resident agent of the Corporation is George Glenn Forbes, Jr., whose Post Office address is Weaver Avenue, Maugansville, Maryland. Said resident agent

is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Three Thousand shares (3,000) of the par value of Ten Dollars (\$10.00) each, all of which shares are of one (1) class and are designated Common Stock. The aggregate value of all shares having par value is Thirty Thousand (\$30,000.00) Dollars.

SIXTH: The Corporation shall have Three (3) directors, and George G. Forbes, Jr., George G. Forbes, Sr., and Bessie Forbes shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, 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 director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Corporation reserves the right to make from time to time any amendment of its charter which may now or hereafter be authorized by law, including any amendment changing the terms of any class of its stock by classification or re-classification 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  $\frac{4}{5}$  of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(d) 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 to 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 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.

(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 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 with or 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, We have signed these Articles of Incorporation on this 24th, day of August, A.D., 1962.

*George Glenn Forbes, Jr.* (SEAL)  
George Glenn Forbes, Jr.

WITNESS:

*Elouise M. Detrow*

*E. Joann Forbes* (SEAL)  
E. Joann Forbes

*Lynn F. Meyers* (SEAL)  
Lynn F. Meyers

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 24th day of AUGUST, A.D., 1962, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared George Glenn Forbes, Jr., E. Joann Forbes, and Lynn F. Meyers, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

Witness my hand and Official Notarial Seal.



*Elouise M. Detrow*  
Notary Public

My Commission Expires:  
May 5, 1963

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 14193  
OCT 11 9 36 AM '62  
LIFE SALES FIELD  
LAND SALES OFFICE  
O. HENRIK SWIDER  
CLERK

ARTICLES OF INCORPORATION  
OF  
ANTIETAM HEATING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 31, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17284

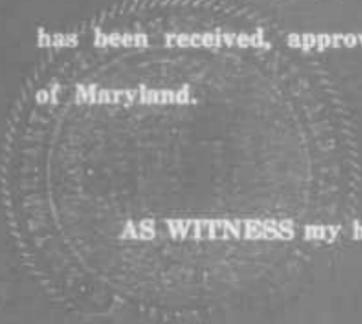
7

Recorded in Liber FB19, folio 220, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....12.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. Switzer*

Recorded October 11, 1962 at 9:35 A.M. Liber 12, Receipt No. 119173

REGIONAL BROADCASTING COMPANY  
ARTICLES OF AMENDMENT  
(Under Sections 11 - 12)

Regional Broadcasting Company, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Article Fourth of the articles of incorporation and inserting in lieu thereof the following:

FOURTH: The post office address of the place at which the Corporation in this State will be located is 1250 Downsville Pike, Hagerstown, Maryland.

The Resident Agent of the Corporation is John L. Miller, 2709 Virginia Avenue, Williamsport, Maryland. The said Resident Agent is a citizen of the State of Maryland and actually resides therein.

The Charter of the Corporation is further amended by adding at the end of Article Seventh the following:

If any stockholder desires to sell his stock and receives an offer from a prospective bona fide purchaser, or if any stockholder is required, for any reason whatsoever, to assign, transfer, dispose of, or sell his stock, it must first be offered to the corporation for redemption at fair market value or book value, whichever is the greater, or in the case of a sale, the amount of the offer, and then to the stockholders first collectively (on a pro rata basis), and then individually, on the same terms at which the stock is to be sold, transferred, or assigned, before selling, assigning, or transferring to anyone else. In addition, if a stockholder dies, first the corporation, and then the stockholders collectively (on a pro rata basis) and then individually, have the option to purchase the stock from his estate at the fair market value or book value, whichever is the higher.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on October 21, 1959, adopted a resolution in which was set forth the foregoing amendment to Article Seventh of the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on October 21, 1959, consent to which was unanimously made by all of the stockholders.

THIRD: Notice setting forth the said amendment to Article Seventh of Charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given as required by law, to all stockholders entitled to vote thereon; there being no stockholders of the Corporation not entitled to vote thereon.

FOURTH: The amendment of Article Seventh of the Charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the unanimous affirmative vote of all votes entitled to be cast thereon.

-2-

FIFTH: The amendment of Article Seventh of the Charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

SIXTH: The board of directors of the Corporation, at a meeting duly convened and held on April 24, 1962, adopted a resolution in which was set forth the foregoing amendment to Article Fourth of the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon at the annual meeting of the stockholders of the Corporation to be held on May 11, 1962.

SEVENTH: Notice setting forth the said amendment to Article Fourth of Charter and stating that a purpose of the meeting or the stockholders would be to take action thereon, was given as required by law, to all stockholders entitled to vote thereon; there being no stockholders of the Corporation not entitled to vote thereon.

EIGHTH: The amendment of Article Fourth of the Charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the unanimous affirmative vote of all votes entitled to be cast thereon.

NINTH: The amendment of Article Fourth of the Charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Regional Broadcasting Company 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 Aug. 15th, 1962.

REGIONAL BROADCASTING COMPANY

By Arthur A. Snowberger  
Arthur A. Snowberger, President

Attest: Richard Hildreth  
Richard Hildreth, Secretary

~~XXXXXX~~ Washington ,  
~~County of~~ District of Columbia , ss:

I HEREBY CERTIFY that on August 15, 1962, before me the subscriber, a notary public of ~~the State of~~ Washington in and for the ~~county of~~ District of Columbia, personally appeared Arthur A. Snowberger, President of Regional Broadcasting Company, a Maryland corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Richard Hildreth and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.



Eula M. Wells  
Eula M. Wells  
Notary Public

My Commission Expires: September 14, 1966.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 14223  
OCT 11 9 35 AM '62  
G. MELVIN SWYDER  
CLERK

ARTICLES OF AMENDMENT  
OF  
REGIONAL BROADCASTING COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 17, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17085

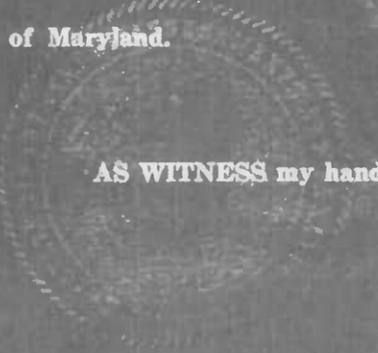
4

Recorded in Liber F317, folio 243, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles H. Bartley*

70  
8/31/62  
W.

Recorded October 11, 1962 at 9:35 A.M. Liber 12, Receipt No. 119173

HAMILTON-AMBROSE PONTIAC, INC.

ARTICLES OF AMENDMENT

Hamilton-Ambrose Pontiac, Inc., a Maryland Corporation, having its principal offices at 237 Frederick Street, Hagerstown, Maryland, (hereinafter called Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out the Second Paragraph of the Charter or Certificate of Incorporation of this Company and inserting in lieu thereof the following:

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

HAMILTON PONTIAC, INC."

SECOND: That the Directors of said Corporation at a meeting duly convened and held on the 23rd day of August, A. D., 1962, adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that said amendment to the Charter was advisable and directing that such proposed amendment be submitted for action thereon at a special meeting of the stockholders to be held in accordance with requirements of law.

THIRD: That pursuant to the requirements of law special meeting of stockholders of said Corporation was duly held on the 23rd day of August, A. D., 1962, and that all of the stockholders of said Corporation were in attendance at such meeting.

FOURTH: That the amendment of the Charter of the Corporation as hereinabove set forth was duly approved by all of the stockholders of said Corporation at said meeting and that therefore said amendment has been duly advised by the Directors of said Corporation and approved by all of the stockholders thereof.

IN WITNESS WHEREOF, said Corporation has caused these Articles of Amendment to be duly signed for and on its behalf by its President and has caused its corporate seal to be hereunto duly

attached duly attested by its Secretary.

HAMILTON-AMBROSE PONTIAC, INC.

BY William C. Hamilton  
William C. Hamilton, President

Attest as to Corp. Seal:

Daniel S. Sowers  
Daniel S. Sowers, Secretary



STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this \_\_\_\_\_ day of \_\_\_\_\_, A. D., 1962, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William C. Hamilton, President, who did make oath in due form of law that he is and was the President of the above named Corporation at the Special Meeting of Directors alleged in the foregoing Articles of Amendment and that he was likewise Chairman of the Special Meeting of the Stockholders held as alleged in the foregoing Articles of Amendment and who further made oath in due form of law that the matters and facts set forth in the foregoing Articles of Amendment are true to the best of his knowledge and belief.

Witness my hand and official Notarial Seal.

Daniel S. Sowers  
Notary Public

My Commission Expires: May 6, 1963.



ARTICLES OF AMENDMENT

OF

HAMILTON-AMBROSE PONTIAC, INC.

changing its name to

HAMILTON PONTIAC, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 119128  
OCT 11 9 35 AM '62  
LAND RECORDS SECTION  
G. MEHLIN SWYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland August 28, 1962 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 17210

3

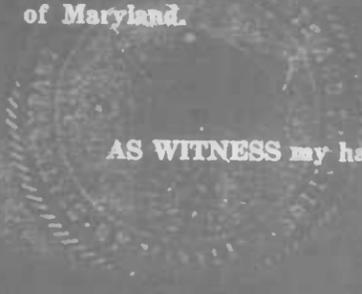
Recorded in Liber 7318, folio 617, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



*Charles W. Bridge*

8/15/62  
W. S.

Recorded October 11, 1962 at 9:35 A.M. Liber 12, Receipt No. 119173

FAIRCHILD STRATOS CORPORATION

ARTICLES OF REDUCTION

FAIRCHILD STRATOS CORPORATION, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The stated capital of the Corporation is hereby reduced from Three million, forty-nine thousand six hundred fifty-eight dollars (\$3,049,658) to Three million, forty-nine thousand six hundred thirteen dollars (\$3,049,613).

SECOND: (a) The amount of stated capital of the Corporation prior to the reduction is Three million, forty-nine thousand six hundred fifty-eight dollars (\$3,049,658), of which Three million, forty-nine thousand six hundred fifty-eight dollars (\$3,049,658) in amount is represented by Three million, forty-nine thousand six hundred fifty-eight (3,049,658) issued shares of the par value of one dollar (\$1.00) per share of Common Stock.

(b) The amount of the reduction of the stated capital of the Corporation hereby made is Forty-five dollars (\$45), all of which represents a reduction in the stated capital of the Common Stock.

(c) The method of effecting such reduction is by retiring Forty-five (45) shares of the Common Stock held by the Corporation.

(d) The amount of stated capital of the Corporation as hereby reduced is Three million, forty-nine thousand six hundred thirteen dollars (\$3,049,613), of which Three million, forty-nine thousand six hundred thirteen dollars (\$3,049,613) in amount is represented by Three million, forty-nine

thousand, six hundred thirteen (3,049,613) issued shares of the par value of one dollar (\$1.00) per share of Common Stock.

THIRD: The board of directors of the Corporation, at a meeting duly convened and held on June 6, 1962, duly authorized the reduction in the stated capital of the Corporation hereinabove set forth.

IN WITNESS WHEREOF, Fairchild Stratos Corporation 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 or one of its Assistant Secretaries, on 30th day of July, 1962.

FAIRCHILD STRATOS CORPORATION

By Edward G. Uhl  
Edward G. Uhl, President

Attest:

John L. Grabber  
John L. Grabber, Secretary

STATE OF MARYLAND )  
COUNTY OF WASHINGTON ) ss.:

I HEREBY CERTIFY that on JULY 30, 1962, before me, the subscriber, a notary public of the State of Maryland, in and for the County of WASHINGTON personally appeared Edward G. Uhl, President of Fairchild Stratos Corporation, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Reduction to be the corporate act of said corporation; and at the same time personally appeared John L. Grabber and made oath in due form of law that he was secretary of the meeting of the board of directors of said corporation at which the reduction of the stated capital of the corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Reduction are true to the best of his knowledge, information and belief.

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

Ella J. Schaffer  
Notary Public.  
My Commission Expires May 6, 1963

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
11/12/62  
OCT 11 9 25 AM '62  
LAND SALES  
& MORTGAGE  
CLERK

ARTICLES OF REDUCTION  
OF  
FAIRCHILD STRATOS CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 15, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17056

4

Recorded in Liber F317, folio 112, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles H. Budge*

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the  
LUDWIG MOTOR SERVICE, INC.

were received for record on August 9, 1962,  
in accordance with the provisions of Sec. 77 of Art. 23 of the  
Code (1957 Edition).

Albert W. Ward

Director.

Recorded October 11, 1962 at 9:35 A.M. Liber 12, Receipt No. 119173

LUDWIG MOTOR SERVICE INC.,

Ludwig Motor Service, Inc., a Maryland Corporation having its principal  
office in Washington County, Maryland, hereby certifies to the State  
Department of Assessment and Taxation that;

The Corporation is hereby dissolved.

President Richard K. Ludwig, 425 Eua Road, Honolulu 15, Hawaii,  
V. Pres. Frederick A. Ludwig, R.F.D. Smithsburg, Maryland  
Secretary Virginia E. Ludwig, 425 Eua Road, Honolulu 15, Hawaii

A consent in writing to the dissolution of the Corporation was signed  
by all the stockholders of the Corporation. Such consent is filed with  
the records of the Corporation and the dissolution of the Corporation  
has been duly advised by the Board of Directors and authorized by the  
Stockholders of the Corporation in the manner and by the vote  
required by article 23 of the Annotated Code of Maryland.

All taxes levied against said Corporation have been paid.  
Their being no outstanding debts against the Corporation.

IN WITNESS WHEREOF, Ludwig Motor Service Inc has caused these present  
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 June 4 1962.

Ludwig Motor Service Inc.,

Attest;

Richard K Ludwig, President  
Richard K. Ludwig, President

Virginia E. Ludwig, Secretary  
Virginia E. Ludwig, Secretary

State of Hawaii ) S S  
City & County of Honolulu )

I Hereby Certify that on June 4th, 1962 before me,  
the subscriber, a notary public of the State of Hawaii  
in and for the County of Honolulu, personally appeared  
Richard K Ludwig, President of Ludwig Motor Service Inc,  
A Maryland Corporation, and in the name and on behalf of said  
Corporation acknowledged the foregoing Articles of Dissolution  
to be the corporate act of said Corporation; at the same time  
personally appeared Virginia E. Ludwig and made oath in due  
form of law that she was Secretary of Board of Directors of  
said Corporation at which the dissolution of the Corporation  
therein set forth was authorized, and that the matters and  
facts set forth in said articles of Dissolution are true  
to the best of her knowledge, information and belief.

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

Evelyn K. Cabrinha  
Notary Public First Judicial Circuit  
Of Hawaii

My Commission expires: Apr. 15, 1966

Letter on consent of dissolution of Ludwig Motor Service Inc., a Maryland Corporation, having its principal offices in Washington County, Maryland and the said Corporation having no Real Estate or Personal Property since the year of 1958 and the said Corporation is laying dormant.

We the undersigned officers and Stockholders have agreed to dissolve the said Corporation as of June 7th, 1962.

*Richard K. Ludwig, President*  
Richard K. Ludwig, President

*Frederic A. Ludwig, V. President*  
Frederic A. Ludwig, V. President

*Virginia E. Ludwig, Secretary*  
Virginia E. Ludwig, Secretary

SEARCHED INDEXED

PRINCIPAL  
Officers, Directors and stockholders of the  
Ludwig Motor Service Inc., Hagerstown, Md.

President Richard K. Ludwig, 425 Ena Road, Honolulu, Hawaii.  
V. Pres. Frederick A. Ludwig, R.F.D. Smithsburg, Md.  
Secretary, Virginia E. Ludwig, 425 Ena Road, Honolulu,  
Hawaii.

Resident agent of Ludwig Motor Service Inc.,  
Hagerstown, Md.

Vice President Frederick A. Ludwig, R. F. D.  
Smithsburg, Md.



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466 — PHONE COLONIAL 8-3371  
ANNAPOLIS, MARYLAND

LOUIS L. GOLDSTEIN  
COMPTROLLER  
BERNARD F. NOSSEL  
CHIEF DEPUTY

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

LUDWIG MOTOR SERVICE, INC.

have been paid.

WITNESS my hand and official seal this seventh day of August A. D. 1962.



*H. M. Zee*  
Deputy Comptroller

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
11/12/62  
OCT 11 9 35 AM '62  
C. MERLIN SYDNER  
CLERK

ARTICLES OF DISSOLUTION  
OF  
LUDWIG MOTOR SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 9, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 16957

5

Recorded in Liber F316, folio 257, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Special Fee  
Bonds/Tax/paid \$..10.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles H. ...*

THE MULE CORPORATION  
ARTICLES OF INCORPORATION

- - -

FIRST, we, the undersigned, JULIAN L. OLIVER, SR., whose post office address is No. 34 West Franklin Street, Hagerstown, Maryland; JOHN B. WOLFKILL, whose post office address is No. 34 West Franklin Street, Hagerstown, Maryland; and MARTIN V.B. BOSTETTER, whose post office address is No. 34 West Franklin Street, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of 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

THE MULE CORPORATION.

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

- A. To engage in and carry on a general merchandise business;
- B. To engage in and carry on a general investment business;
- C. To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, exchange, let, or in any manner encumber or dispose of real property wherever situated;
- D. To expressly possess all purposes as set forth in the General Incorporation Laws of the State of Maryland;
- E. To engage in and promote any legal activity, subject to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is No. 34 West Franklin Street, Hagerstown, Maryland. The resident agent of the Corporation is Martin V.B. Bostetter whose post office address is No. 34 West

Franklin Street, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The total amount of the authorized capital stock of the Corporation is one hundred thousand (100,000) shares, consisting of one hundred thousand (100,000) fully paid and non-assessable shares of common stock of the par value of ONE DOLLAR (\$1.00) each.

SIXTH: Subject to the General Laws of the State of Maryland, the voting power is vested exclusively in the holders of the common stock.

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are JULIAN L. OLIVER, SR., JOHN B. WOLFKILL and MARTIN V.B. BOSTETTER.

EIGHTH: 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, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 31<sup>st</sup> day of May, A.D. 1962.

MARTIN V. B. BOSTETTER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

TEST:

M. Frances Diffendal

Julian L. Oliver, Sr.  
Julian L. Oliver, Sr.

John B. Wolfkill  
John B. Wolfkill

Martin V.B. Bostetter  
Martin V.B. Bostetter

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 31st day of May, A.D. 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Julian L. Oliver, Sr., John B. Wolfkill and Martin V.B. Bostetter, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did severally acknowledge the same to be their act.

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

*M. Francis Duffield*  
\_\_\_\_\_  
(Notary Public)

My Commission Expires:  
May 6, 1963.

MARTIN V. B. BOSTETTER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED  
OCT 11 9 36 AM '62  
M4123  
C. HEHLER-SHYER  
CLERK

ARTICLES OF INCORPORATION  
OF  
THE MULE CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 10, 1962 at 1:15 o'clock P. M. as in conformity  
with law and ordered recorded.

A 16965

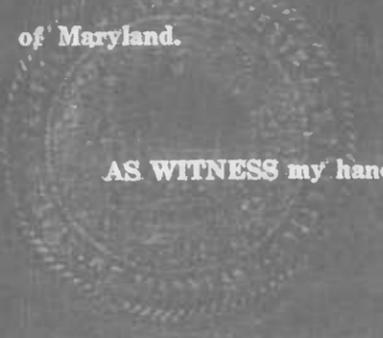
4

Recorded in Liber 3316, folio 353, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles M. ...*

THE DONKEY CORP.  
ARTICLES OF INCORPORATION

- - -

FIRST: We, the undersigned, JULIAN L. OLIVER, SR., whose post office address is No. 34 West Franklin Street, Hagerstown, Maryland; JOHN B. WOLFKILL, whose post office address is No. 34 West Franklin Street, Hagerstown, Maryland; and MARTIN V.B. BOSTETTER, whose post office address is No. 34 West Franklin Street, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of 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

THE DONKEY CORP.

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

- A. To engage in and carry on a general merchandise business;
- B. To engage in and carry on a general investment business;
- C. To engage in and carry on a general restaurant and tavern business;
- D. To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, exchange, let, or in any manner encumber or dispose of real or personal property wherever situated;
- E. To expressly possess all purposes as set forth in the General Incorporation Laws of the State of Maryland;
- F. To engage in and promote any legal activity, subject to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is No. 34 West Franklin Street, Hagerstown, Maryland. The resident agent of the Corporation is Martin V.B. Bostetter whose post office address is No. 34 West Franklin Street, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The total amount of the authorized capital stock of the Corporation is one hundred thousand (100,000) shares, con-

sisting of one hundred thousand (100,000) fully paid and non-assessable shares of common stock of the par value of ONE DOLLAR (\$1.00) each.

SIXTH: Subject to the General Laws of the State of Maryland, the voting power is vested exclusively in the holders of the common stock.

SEVENTH: The number of directors of the Corporation shall be not less than three (3) nor more than fifteen (15) and the names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are JULIAN L. OLIVER, SR., JOHN B. WOLFKILL and MARTIN V.B. BOSTETTER.

EIGHTH: 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, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 31st day of May, A.D. 1962.

MARTIN V. B. BOSTETTER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

*Julian L. Oliver, Sr.*  
Julian L. Oliver, Sr.  
*John B. Wolfkill*  
John B. Wolfkill  
*Martin V. B. Bostetter*  
Martin V. B. Bostetter

TEST:

*M. Frances Diffendal*

-2-

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 31st day of May, A.D. 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Julian L. Oliver, Sr., John B. Wolfkill and Martin V.B. Bostetter, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did severally acknowledge the same to be their act.

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

*M. Frances Diefendal*

(Notary Public)

My Commission Expires:  
May 6, 1963.



86

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED  
OCT 11 9 36 AM '62  
LAND RECORDS SECTION  
G. MERLIN SANDER  
CLERK

ARTICLES OF INCORPORATION  
OF  
THE DONKEY CORP.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 15, 1962 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 17053

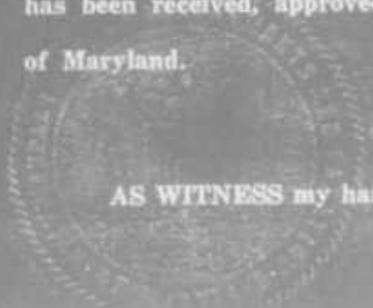
4

Recorded in Liber F317, folio 126, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles H. Martyn*

Recorded November 15, 1962 at 9:40 A.M. Liber 12, Receipt No. 200044

ARTICLES OF INCORPORATION

OF

MARTIN'S TRADING CENTER, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles E. Martin, whose post office address is Route #3 Greencastle, Pennsylvania, Jacob E. Martin, whose post office address is P. O. Box #178, Maugansville, Maryland, and Jo Ann Martin, whose post office address is P. O. Box #178, Maugansville, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

MARTIN'S TRADING CENTER, INC.

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

(a) To engage in the business of buying, selling, distributing, leasing, servicing, repairing, and otherwise dealing in agricultural implements, vehicles, materials, machinery, and equipment of allied lines.

(b) To purchase or otherwise acquire, hold and reissue shares of its capital stock or any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidence of indebtedness issued or created by, any 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 holders 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.

(c) 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.

(d) To loan or advance 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 and personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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 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 Main Street, Maugansville, Maryland. The resident agent of the Corporation is Jacob E. Martin, whose post office address is Main Street, Maugansville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of One (1) class and are designated Common Stock. The aggregate value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The Corporation shall have three (3) directors and Charles E. Martin, Jacob E. Martin and Jo Ann Martin shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance of Two Thousand Two Hundred Fifty

(2,250) fully paid and non-assessable shares of the Common stock of the par value of Ten (\$10.00) Dollars per share to Charles E. Martin and Two Thousand Two Hundred Fifty (2,250) fully paid and non-assessable shares of the Common stock of the par value of Ten (\$10.00) Dollars per share to Jacob E. Martin, in exchange for the assets of Charles E. Martin and Jacob E. Martin, Partners t/a The Trading Center, said assets consisting of the stock and trade, fixtures, machinery and equipment and Accounts Receivable of said Partnership and the assumption by the Corporation of the Liabilities thereof. The value of which consideration is hereby stated to be not less than \$45,000.00.

(b) 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.

(c) 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 in which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other cor-

poration 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, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

(e) 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, re-classification or otherwise, but no such amendments 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 (4/5) of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(f) No holder of stock of the Corporation, of whatever class, shall have any preferential right of subscription to 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 Directors

in its discretion may fix; and any shares of 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.

(g) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holder 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.

(h) 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.

(i) 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 franchise, in whole or in part of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 31<sup>st</sup> day of August, A.D., 1962.

WITNESS:

Linda M. Suffecool  
Linda M. Suffecool

Charles E. Martin (SEAL)  
Charles E. Martin

Jacob E. Martin (SEAL)  
Jacob E. Martin

Jo Ann Martin (SEAL)  
Jo Ann Martin

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

I HEREBY CERTIFY, That on this 31<sup>st</sup> day of August, A.D., 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Charles E. Martin, Jacob E. Martin and Jo Ann Martin, and severally acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official Notarial Seal the day and date last above written.

Linda M. Suffecool  
Linda M. Suffecool  
Notary Public  
My Commission Expires:  
May 6, 1963



ARTICLES OF INCORPORATION  
OF  
MARTIN'S TRADING CENTER,

STATE OF MD. COUNTY  
WASHINGTON RECEIVED FOR RECORD  
RECEIPT NO. *11111*

Nov 15 9 40 AM '62

LIBER FOLIO  
LAND  C. MORTG.  C. SALE   
G. MERLIN SNYDER  
CLERK,

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 10, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17373

*8*

Recorded in Liber *F320*, folio *269*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$....20.00.....Recording fee paid \$.....14.00.....

# 84

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Merlin Snyder*

Recorded November 15, 1962 at 9:40 A.M. Liber 12, Receipt No. 200044  
BIG POOL HOLSTEIN FARMS, INC.

ARTICLES OF INCORPORATION

- - -

FIRST: We, the undersigned, JULIAN L. OLIVER, SR., whose post office address is No. 34 West Franklin Street, Hagerstown, Maryland; IRENE R. BURRIS, whose post office address is No. 34 West Franklin Street, Hagerstown, Maryland; and MARTIN V.B. BOSTETTER, whose post office address is No. 34 West Franklin Street, Hagerstown, Maryland; each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of 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

BIG POOL HOLSTEIN FARMS, INC.

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

- A. To engage in and carry on a general dairy and farming business;
- B. To engage in and carry on a general investment business;
- C. To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, exchange, let, or in any manner encumber or dispose of real property wherever situated;
- D. To expressly possess all purposes as set forth in the General Incorporation Laws of the State of Maryland;
- E. To engage in and promote any legal activity, subject to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is No. 34 West Franklin Street, Hagerstown, Maryland. The resident agent of the Corporation is Martin V.B. Bostetter, whose post office address is No. 34 West

*Del. IRENE BURRIS 1/5/72*

MARTIN V. B. BOSTETTER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

Franklin Street, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is one hundred thousand (100,000) shares, consisting of one hundred thousand (100,000) fully paid and non-assessable shares of common stock of the par value of One Dollar (\$1.00) each.

SIXTH: Subject to the General Laws of the State of Maryland, the voting power is vested exclusively in the holders of the common stock.

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are Julian L. Oliver, Sr., Irene R. Burris and Martin V.B. Bostetter.

EIGHTH: 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, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 12th day of September, A.D. 1962.

*Julian L. Oliver, Sr.*  
Julian L. Oliver, Sr.

*Irene R. Burris*  
Irene R. Burris

TEST:

*M. Frances Diffendal*  
Martin V.B. Bostetter

MARTIN V. B. BOSTETTER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 12th day of September, A.D. 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Julian L. Oliver, Sr., Irene R. Burris and Martin V.B. Bostetter, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did severally acknowledge the same to be their act.

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

*M. Francis Diffend*  
(Notary Public)



My Commission Expires:  
May 6, 1963.

MARTIN V. B. BOSTETTER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

ARTICLES OF INCORPORATION  
OF  
BIG POOL HOLSTEIN FARMS

STATE OF MD. COUNTY  
WASHINGTON RECEIVED FOR RECORD  
RECEIPT NO. *17466*  
Nov 15 9 43 AM '62  
LUBER FOLIO  
LAND REC. MORTG. & SALES  
G. MERLIN DIVYER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 13, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17466

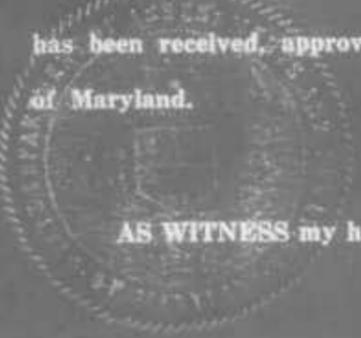
4

Recorded in Liber *F321*, folio *96*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles A. Montoya*

ARTICLES OF INCORPORATION

OF

CROWN CARS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lawrence P. Ambrose, whose post office address is 2330 Appletree Drive, Hagerstown, Maryland, Franklin E. Wolfe, whose post office address is Route #2, Smithsburg, Maryland, and Doris A. Ambrose, whose post office address is 2330 Appletree Drive, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

CROWN CARS, INC.

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

(a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

(b) To purchase or otherwise acquire, hold and reissue shares of its capital stock or any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities of

evidence of indebtedness issued or created by, any other corporation or association, organized under the Laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holders 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.

(c) 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.

(d) To loan or advance 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 and personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds,

notes or other obligations of the Corporation for its corporate purposes.

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 purposes, 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 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 2330 Appletree Drive, Hagerstown, Maryland. The resident agent of the Corporation is Lawrence P. Ambrose, whose post office address is 2330 Appletree Drive, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of One (1) class and are designated Common Stock. The aggregate value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The Corporation shall have three (3) directors and Lawrence P. Ambrose, Franklin E. Wolfe and Doris A. Ambrose shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such 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 in which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or 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, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(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, re-classification or otherwise, but no such amendments 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 (4/5) of all of such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

(e) No holder of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such prices as the Board of Directors in its discretion may fix; and any shares of 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 any or all other classes at the time existing.

(f) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holder 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 and 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 franchise, in whole or in part of other corporations or unincorporated business entreties.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 14<sup>th</sup> day of September, A.D., 1962.

WITNESS:

Linda M. Suffecool Lawrence P. Ambrose (SEAL)  
Linda M. Suffecool Lawrence P. Ambrose

Franklin E. Wolfe (SEAL)  
Franklin E. Wolfe

Doris A. Ambrose (SEAL)  
Doris A. Ambrose

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

I HEREBY CERTIFY, That on this 14<sup>th</sup> day of September, A.D., 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Lawrence P. Ambrose, Franklin E. Wolfe and Doris A. Ambrose, and severally acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official Notarial Seal the day and date last above written.



*Linda M. Suffecool*

Linda M. Suffecool

Notary Public

My Commission Expires:

May 6, 1963

ARTICLES OF INCORPORATION  
OF  
CROWN CARS, INC.

STATE OF MD. WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. *20004*  
Nov 15 9 40 AM '62  
LIBER FOLIO  
LAND  MORTGAGE  SALES   
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 17, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17479

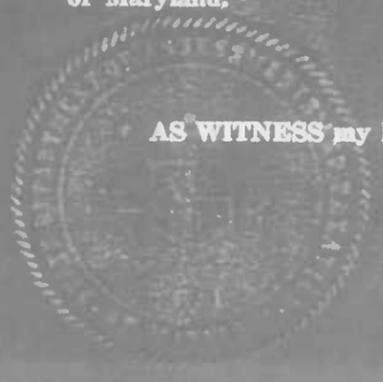
8

Recorded in Liber *F321*, folio *301*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....*20.00*.....Recording fee paid \$.....*11.00*.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles H. Bontgen*

Recorded November 15, 1962 at 9:40 A.M. Liber 94, Receipt No. 200044

ARTICLES OF INCORPORATION  
OF  
HIXON INCORPORATED

F I R S T : WE, THE UNDERSIGNED, RAYMOND Z. HIXON, WHOSE POST OFFICE ADDRESS IS NO. 1877 PRESTON ROAD, HAGERSTOWN, MARYLAND, MARY FREDERICKA HIXON, WHOSE POST OFFICE ADDRESS IS NO. 1877 PRESTON ROAD, HAGERSTOWN, MARYLAND, AND DALE M. MUELLER, WHOSE POST OFFICE ADDRESS IS NO. 642 FREDERICK STREET, HAGERSTOWN, MARYLAND, EACH BEING AT LEAST TWENTY - ONE YEARS OF AGE, DO HEREBY ASSOCIATE OURSELVES AS INCORPORATORS WITH THE INTENTION OF FORMING A CORPORATION UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND.

S E C O N D : THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE CORPORATION) IS HIXON INCORPORATED.

T H I R D : THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

TO ENGAGE GENERALLY IN THE REAL ESTATE AND INSURANCE BUSINESS, AS AGENT, BROKER, OR IN ANY OTHER LAWFUL CAPACITY AND GENERALLY TO TAKE, LEASE, PURCHASE, OR OTHERWISE ACQUIRE, AND TO OWN, USE, HOLD, SELL, CONVEY, EXCHANGE, LEASE, MORTGAGE, WORK, CLEAR, IMPROVE, DEVELOP, DIVIDE, AND OTHERWISE HANDLE, MANAGE, OPERATE, DEAL IN AND DISPOSE OF REAL ESTATE, REAL PROPERTY, LANDS, HOUSES, BUILDINGS OR OTHER WORKS AND ANY INTEREST OR RIGHT THEREIN; AND TAKE LEASE, PURCHASE OR OTHERWISE ACQUIRE, AND TO OWN, USE, HOLD, SELL, CONVEY, EXCHANGE, HIRE, LEASE, PLEDGE, MORTGAGE, AND OTHERWISE HANDLE, AND DEAL IN AND DISPOSE OF SUCH PERSONAL PROPERTY, CHATTELS, CHATTELS REAL, RIGHTS, EASEMENTS, PRIVILEGES, CHOSES IN ACTION, NOTES, BONDS, MORTGAGES, AND SECURITIES AS MAY LAWFULLY BE ACQUIRED, HELD, OR DISPOSED OF.

TO ERECT, CONSTRUCT, MAINTAIN, IMPROVE, REBUILD, ENLARGE, ALTER, MANAGE, AND CONTROL, DIRECTLY OR THROUGH OWNERSHIP OF STOCK IN ANY CORPORATION, ANY AND ALL KINDS OF BUILDINGS, HOUSES, STORES, OFFICES, SHOPS, WAREHOUSES, FACTORIES, MILLS, MACHINERY, AND PLANTS, AND ANY AND ALL OTHER STRUCTURES AND ERECTIONS WHICH MAY IN THE JUDGMENT OF THE BOARD OF DIRECTORS, AT ANY TIME BE NECESSARY, USEFUL, OR ADVANTAGEOUS, FOR THE PURPOSES OF THE CORPORATION, AND WHICH CAN LAWFULLY BE DONE.

TO MAKE, ENTER INTO, PERFORM AND CARRY OUT CONTRACTS FOR CONSTRUCTING, BUILDING, ALTERING, IMPROVING, REPAIRING, DECORATING, MAINTAINING, FURNISHING, AND FITTING UP BUILDINGS, TENEMENTS, AND STRUCTURES OF EVERY DESCRIPTION, AND TO ADVANCE MONEY TO AND ENTER INTO AGREEMENTS OF ALL KINDS WITH BUILDERS, CONTRACTORS, PROPERTY OWNERS, AND OTHERS, FOR SAID PURPOSE.

TO ACQUIRE BY PURCHASE, LEASE, GIFT, DEVISE, OR OTHERWISE, AND TO OWN, USE, HOLD, SELL, CONVEY, EXCHANGE, LEASE, MORTGAGE, WORK, IMPROVE, DEVELOP, DIVIDE AND OTHERWISE HANDLE, DEAL IN AND DISPOSE OF REAL ESTATE, REAL PROPERTY AND ANY INTEREST OR RIGHT THEREIN, WHETHER AS PRINCIPAL, AGENT, BROKER, OR OTHERWISE.

TO MANAGE, OPERATE, SERVICE, EQUIP, FURNISH, ALTER, AND KEEP IN REPAIR DWELLINGS, APARTMENT HOUSES, HOTELS, OFFICE BUILDINGS AND REAL AND PERSONAL PROPERTY OF EVERY KIND, NATURE AND DESCRIPTION, WHETHER AS PRINCIPAL, AGENT, BROKER, OR OTHERWISE, AND GENERALLY TO DO ANYTHING AND EVERYTHING NECESSARY AND

## HIXON INCORPORATED

PROPER AND TO THE EXTENT PERMITTED BY LAW IN CONNECTION WITH THE BUSINESS OF MANAGING AND OPERATING REAL AND PERSONAL PROPERTY OF ANY AND ALL KINDS.

TO LEND MONEY OR MAKE ADVANCES FROM TIME TO TIME TO SUCH EXTENT, TO SUCH BORROWERS, ON SUCH TERMS, AND ON SUCH SECURITY, IF ANY, AS THE BOARD OF DIRECTORS OF THE CORPORATION MAY DETERMINE, BUT ONLY TO THE EXTENT PERMITTED CORPORATIONS UNDER THE STATE CORPORATION LAW.

TO PURCHASE, EXCHANGE, HIRE, OR OTHERWISE ACQUIRE SUCH PERSONAL PROPERTY, CHATTELS, RIGHTS, EASEMENTS, PERMITS, PRIVILEGES, AND FRANCHISES AS MAY LAWFULLY BE PURCHASED, EXCHANGED, HIRED, OR ACQUIRED UNDER THE STATE CORPORATION LAW.

TO BORROW MONEY FOR ITS CORPORATE PURPOSES, AND TO MAKE, ACCEPT, ENDORSE, EXECUTE AND ISSUE PROMISSORY NOTES, BILLS OF EXCHANGE, BONDS, DEBENTURES OR OTHER OBLIGATIONS FROM TIME TO TIME, FOR THE PURPOSE OF PROPERTY OR FOR ANY PURPOSE IN OR ABOUT THE BUSINESS OF THE CORPORATION, AND, IF DEEMED PROPER, TO SECURE THE PAYMENTS OF ANY SUCH OBLIGATIONS BY MORTGAGE, PLEDGE, DEED OF TRUST OR OTHERWISE.

TO UNDERWRITE, PURCHASE, ACQUIRE, HOLD, PLEDGE, HYPOTHECATE, EXCHANGE, SELL, DEAL IN AND DISPOSE OF, ALONE OR IN SYNDICATES OR OTHERWISE IN CONJUNCTION WITH OTHERS, STOCKS, BONDS AND OTHER EVIDENCES OF INDEBTEDNESS AND OBLIGATIONS OF ANY CORPORATION, ASSOCIATION, PARTNERSHIP, SYNDICATE, ENTITY, PERSON OR GOVERNMENTAL, MUNICIPAL OR PUBLIC AUTHORITY, DOMESTIC OR FOREIGN, AND EVIDENCES OF ANY INTEREST IN RESPECT OF ANY SUCH STOCKS, BONDS, AND OTHER EVIDENCES OF INDEBTEDNESS AND OBLIGATIONS; TO ISSUE IN EXCHANGE THEREFOR ITS OWN STOCKS, BONDS OR OTHER OBLIGATIONS; AND, WHILE THE OWNER OR HOLDER OF ANY SUCH, TO EXERCISE ALL THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP IN RESPECT THEREOF; AND, TO THE EXTENT NOW OR HEREAFTER PERMITTED BY LAW, TO AID BY LOAN, SUBSIDY, GUARANTY OR OTHERWISE THOSE ISSUING, CREATING OR RESPONSIBLE FOR ANY SUCH STOCKS, BONDS, OR OTHER EVIDENCES OF INDEBTEDNESS OR OBLIGATIONS OR EVIDENCES OF ANY INTEREST IN RESPECT THEREOF.

TO PURCHASE, HOLD, SELL, TRANSFER, REISSUE OR CANCEL THE SHARES OF ITS OWN CAPITAL STOCK OR ANY SECURITIES OR OTHER OBLIGATIONS OF THE CORPORATION IN THE MANNER AND TO THE EXTENT NOW OR HEREAFTER PERMITTED TO CORPORATIONS ORGANIZED UNDER THE LAWS OF THE STATE OF MARYLAND; PROVIDED, THAT THE CORPORATION SHALL NOT USE ITS FUNDS OR OTHER ASSETS FOR THE PURCHASE OF ITS OWN SHARES OF STOCK WHEN SUCH USE WOULD CAUSE ANY IMPAIRMENT OF THE CAPITAL OF THE CORPORATION, EXCEPT AS OTHERWISE PERMITTED BY LAW, AND PROVIDED FURTHER, THAT SHARES OF ITS OWN CAPITAL STOCK BELONGING TO THE CORPORATION SHALL NOT BE VOTED UPON DIRECTLY OR INDIRECTLY.

TO APPLY FOR, PURCHASE, REGISTER, OR IN ANY MANNER TO ACQUIRE, AND TO HOLD, OWN, USE, OPERATE AND INTRODUCE, AND TO SELL, LEASE, ASSIGN, PLEDGE, OR IN ANY MANNER DISPOSE OF, AND IN ANY MANNER DEAL WITH PATENTS, PATENT RIGHTS, LICENSES, COPYRIGHTS, TRADE - MARKS, TRADE NAMES, AND TO ACQUIRE, OWN, USE OR IN ANY MANNER DISPOSE OF ANY AND ALL INVENTIONS, IMPROVEMENTS AND PROCESSES, LABELS, DESIGNS, BRANDS, OR OTHER RIGHTS, AND TO WORK, OPERATE, OR DEVELOP THE SAME, AND TO CARRY ON ANY SIMILAR BUSINESS, MANUFACTURING OR OTHERWISE, WHICH MAY, DIRECTLY OR INDIRECTLY, EFFECTUATE THESE OBJECTS OR ANY OF THEM.

## HIXON INCORPORATED

TO ACQUIRE AND TO TAKE OVER AS A GOING CONCERN AND THEREAFTER TO CARRY ON THE BUSINESS OF ANY PERSON, FIRM OR CORPORATION ENGAGED IN ANY BUSINESS WHICH THIS CORPORATION IS AUTHORIZED TO CARRY ON, AND IN CONNECTION THEREWITH, TO ACQUIRE THE GOOD WILL AND ALL OR ANY OF THE ASSETS AND TO ASSUME OR OTHERWISE PROVIDE FOR ALL OR ANY OF THE LIABILITIES OF SUCH BUSINESS.

TO CARRY ON BUSINESS AT ANY PLACE OR PLACES WITHIN THE JURISDICTION OF THE UNITED STATES, AND IN ANY AND ALL FOREIGN COUNTRIES, AND TO PURCHASE, HOLD, MORTGAGE, CONVEY, LEASE OR OTHERWISE DISPOSE OF AND DEAL WITH REAL AND PERSONAL PROPERTY AT ANY SUCH PLACE OR PLACES.

TO UNDERTAKE, CONTRACT FOR OR CARRY ON ANY BUSINESS INCIDENTAL TO OR IN AID OF, OR ADVANTAGEOUS IN PURSUANCE OF, ANY OF THE OBJECTS OR PURPOSES OF THE CORPORATION.

TO DO ANY OF THE THINGS HEREINBEFORE ENUMERATED FOR ITSELF OR FOR ACCOUNT OF OTHERS AND TO MAKE AND PERFORM CONTRACTS FOR DOING ANY PART THEREOF.

TO CONDUCT A PUBLIC ACCOUNTING PRACTICE, AND OR BOOKKEEPING SERVICE, SERVING THE GENERAL PUBLIC, AND TO PREPARE FEDERAL AND STATE INCOME TAX RETURNS, AND ANY OR ALL OTHER TAX RETURNS OR OTHER FORMS AND RETURNS THAT ARE REQUIRED FROM TIME TO TIME BY THE VARIOUS GOVERNMENTAL AGENCIES; TO ACT AND TO SERVE AS TAX CONSULTANTS, MANAGEMENT CONSULTANTS, MANAGEMENT ENGINEERS, TAX ADVISORS, MANAGEMENT ADVISORS AND AUDITORS, FOR PERSONS, FIRMS, CORPORATIONS OR OTHER BUSINESS ENTITIES THAT THIS CORPORATION WOULD BE AUTHORIZED TO SERVE UNDER THE LAWS OF THE STATE OF MARYLAND.

THE FOREGOING OBJECTS AND PURPOSES SHALL, EXCEPT WHEN OTHERWISE EXPRESSED, BE IN NO WAY LIMITED OR RESTRICTED BY REFERENCE TO OR INFERENCE FROM THE TERMS OR ANY OTHER CLAUSE OF THIS OR ANY OTHER ARTICLE OF THESE ARTICLES OF INCORPORATION OR OF ANY AMENDMENT THERETO, AND SHALL BE REGARDED AS INDEPENDENT, AND CONSTRUED AS POWERS AS WELL AS OBJECTS AND PURPOSES.

THE CORPORATION SHALL BE AUTHORIZED TO EXERCISE AND ENJOY ALL OF THE POWERS, RIGHTS AND PRIVILEGES GRANTED TO, OR CONFERRED UPON, CORPORATIONS OF A SIMILAR CHARACTER BY THE GENERAL LAWS OF THE STATE OF MARYLAND NOW OR HEREAFTER IN FORCE, AND THE ENUMERATION OF THE FOREGOING POWERS SHALL NOT BE DEEMED TO EXCLUDE ANY POWERS, RIGHTS OR PRIVILEGES SO GRANTED OR CONFERRED.

F O U R T H : THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS 642 FREDERICK STREET, HAGERSTOWN, MARYLAND. THE NAME AND POST OFFICE ADDRESS OF THE RESIDENT AGENT OF THE CORPORATION IN THIS STATE IS RAYMOND Z. HIXON, 1877 PRESTON ROAD, HAGERSTOWN, MARYLAND. SAID RESIDENT AGENT IS A CITIZEN OF THIS STATE AND ACTUALLY RESIDES HEREIN.

F I F T H : THE TOTAL NUMBER OF SHARES OF ALL CLASSES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS TWO THOUSAND EIGHT HUNDRED (2,800) SHARES HAVING AN AGGREGATE PAR VALUE OF ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) DIVIDED INTO EIGHT HUNDRED (800) SHARES OF PAR VALUE OF ONE HUNDRED DOLLARS (\$100.00) A SHARE OF PREFERRED STOCK HAVING AN AGGREGATE PAR VALUE OF EIGHTY THOUSAND DOLLARS (\$80,000.00), AND TWO THOUSAND (2,000) SHARES OF THE PAR VALUE OF TEN DOLLARS (\$10.00) A SHARE OF COMMON STOCK HAVING AN AGGREGATE PAR VALUE OF TWENTY THOUSAND DOLLARS (\$20,000.00).

## HIXON INCORPORATED

THE FOLLOWING IS A DESCRIPTION OF EACH CLASS OF THE STOCK WHICH THE CORPORATION SHALL BE AUTHORIZED TO ISSUE, WITH THE PREFERENCES, CONVERSION AND OTHER RIGHTS, VOTING POWERS, RESTRICTIONS, LIMITATIONS AS TO DIVIDENDS AND QUALIFICATIONS OF EACH CLASS:

THE HOLDERS OF THE PREFERRED STOCK SHALL BE ENTITLED TO RECEIVE, WHEN AND AS DECLARED BY THE BOARD OF DIRECTORS OF THE CORPORATION, OUT OF ANY ASSETS OF THE CORPORATION AVAILABLE FOR DIVIDENDS PURSUANT TO THE LAWS OF THE STATE OF MARYLAND, PREFERENTIAL DIVIDENDS AT THE RATE OF SIX PER CENTUM (6%) ON THE PAR VALUE THEREOF, PER ANNUM AND NO MORE, PAYABLE ANNUALLY, SEMI-ANNUALLY, OR QUARTERLY ON SUCH DATES AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS BEFORE ANY DIVIDENDS SHALL BE DECLARED OR PAID UPON OR SET APART FOR THE COMMON STOCK. SUCH DIVIDENDS UPON THE PREFERRED STOCK SHALL BE NON-CUMULATIVE SO THAT THE HOLDERS OF SAID SHALL BE ENTITLED TO RECEIVE ONLY SUCH DIVIDENDS NOT EXCEEDING DIVIDENDS AT THE RATE OF SIX PER CENTUM (6%) ON THE PAR VALUE THEREOF DURING ANY ONE YEAR, AS MAY, IN THE UNLIMITED DISCRETION OF THE BOARD OF DIRECTORS, BE DECLARED AND MADE PAYABLE. WHENEVER THE FULL DIVIDENDS UPON THE PREFERRED STOCK AT THE RATE OF SIX PER CENTUM (6%) ON THE PAR VALUE THEREOF SHALL HAVE BEEN PAID OR DECLARED AND A SUM SUFFICIENT FOR THE PAYMENT THEREOF SET APART IN ANY YEAR, THEN DIVIDENDS UPON THE COMMON STOCK MAY BE DECLARED BY THE BOARD OF DIRECTORS OUT OF THE REMAINDER OF THE ASSETS AVAILABLE THEREFOR.

THE CORPORATION MAY AT THE OPTION OF THE BOARD OF DIRECTORS, REDEEM THE WHOLE OR ANY PART OF THE OUTSTANDING PREFERRED STOCK AT ANY TIME AFTER THE DATE OF ISSUE BY PAYING ONE HUNDRED (\$100.00) FOR EACH SHARE THEREOF, TOGETHER WITH A SUM OF MONEY EQUIVALENT TO THE AMOUNT OF ANY DIVIDENDS DECLARED THEREON AND REMAINING UNPAID AT THE DATE OF REDEMPTION. NOTICE OF SUCH ELECTION TO REDEEM SHALL BE MAILED TO SUCH HOLDER, OR EACH HOLDER OF STOCK TO BE REDEEMED AT HIS ADDRESS AS IT APPEARS ON THE BOOKS OF THE CORPORATION, NOT LESS THAN THIRTY (30) DAYS PRIOR TO THE DATE UPON WHICH THE STOCK IS TO BE REDEEMED. IN CASE LESS THAN ALL OF THE OUTSTANDING PREFERRED STOCK IS TO BE REDEEMED, THE AMOUNT TO BE REDEEMED AND THE METHOD OF EFFECTING SUCH REDEMPTION, WHETHER BY LOT OR PRO RATA OR OTHER EQUITABLE METHOD, MAY BE DETERMINED BY THE BOARD OF DIRECTORS. IF, ON OR BEFORE THE REDEMPTION DATE NAMED IN SUCH NOTICE, THE FUNDS NECESSARY FOR SUCH REDEMPTION SHALL HAVE BEEN SET ASIDE BY THE CORPORATION SO AS TO BE AVAILABLE FOR PAYMENT ON DEMAND TO THE HOLDERS OF THE PREFERRED STOCK SO CALLED FOR REDEMPTION, THEN, NOTWITHSTANDING THAT ANY CERTIFICATE OF THE PREFERRED STOCK SO CALLED FOR REDEMPTION SHALL NOT HAVE BEEN SURRENDERED FOR CANCELLATION, THE DIVIDENDS THEREON SHALL CEASE TO ACCURE FROM AND AFTER THE DATE OF REDEMPTION SO DESIGNATED, AND ALL RIGHTS WITH RESPECT TO SUCH PREFERRED STOCK SO CALLED FOR REDEMPTION, INCLUDING ANY RIGHT TO VOTE OR OTHERWISE PARTICIPATE IN THE DETERMINATION OF ANY PROPOSED CORPORATE ACTION, SHALL FORTHWITH AFTER SUCH REDEMPTION DATE CEASE AND DETERMIN, EXCEPT ONLY THE RIGHT OF THE HOLDER TO RECEIVE THE REDEMPTION PRICE THEREOF, BUT WITHOUT INTEREST.

IN THE EVENT OF ANY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE AFFAIRS OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, THE HOLDERS OF THE PREFERRED STOCK SHALL BE ENTITLED, BEFORE ANY ASSETS OF THE CORPORATION SHALL BE DISTRIBUTED AMONG OR PAID OVER TO THE HOLDERS OF THE COMMON STOCK, TO BE PAID ONE HUNDRED DOLLARS (\$100.00) PER SHARE, TOGETHER WITH A SUM OF MONEY EQUIVALENT

TO THE AMOUNT OF ANY DIVIDENDS DECLARED THEREON AND REMAINING UNPAID AT THE DATE OF SUCH LIQUIDATION, DISSOLUTION OR WINDING UP OF THE CORPORATION. AFTER THE MAKING OF SUCH PAYMENTS TO THE HOLDERS OF PREFERRED STOCK, THE REMAINING ASSETS OF THE CORPORATION SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE COMMON STOCK ALONE, ACCORDING TO THE NUMBER OF SHARES HELD BY EACH. IF, UPON SUCH LIQUIDATION, DISSOLUTION OR WINDING UP, THE ASSETS OF THE CORPORATION DISTRIBUTABLE AS AFORESAID AMONG THE HOLDERS OF THE PREFERRED STOCK SHALL BE INSUFFICIENT TO PERMIT OF THE PAYMENT TO THEM OF SAID AMOUNT, THE ENTIRE ASSETS SHALL BE DISTRIBUTED RATABLY AMONG THE HOLDERS OF THE PREFERRED STOCK.

EXCEPT AS EXPRESSLY REQUIRED BY LAW OR AS HEREIN OTHERWISE PROVIDED, THE HOLDERS OF THE PREFERRED STOCK SHALL HAVE NO VOTING POWER NOR SHALL THEY BE ENTITLED TO NOTICE OF MEETING OF STOCKHOLDERS, ALL RIGHTS TO VOTE AND ALL VOTING POWER BEING VESTED EXCLUSIVELY IN THE HOLDERS OF THE COMMON STOCK.

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 AND SHALL NEVER BE LESS THAN THREE(3). THE NAMES OF THE DIRECTORS WHO SHALL ACT UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFY ARE:

- RAYMOND Z. HIXON
- MARY FREDERICKA HIXON
- DALE M. MUELLER

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND STOCKHOLDERS:

THE BOARD OF DIRECTORS OF THE CORPORATION IS HEREBY EMPOWERED TO AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF ITS STOCK OF ANY CLASS, WHETHER NOW OR HEREAFTER AUTHORIZED, OR SECURITIES CONVERTABLE INTO SHARES OF ITS STOCK OF ANY CLASS OR CLASSES, WHETHER NOW OR HEREAFTER AUTHORIZED.

NOTWITHSTANDING ANY PROVISION OF LAW REQUIRING A GREATER PROPORTION THAN A MAJORITY OF THE VOTES OF ALL CLASSES OR OF ANY CLASS OF STOCK ENTITLED TO BE CAST, TO TAKE OR AUTHDRIZE ANY ACTION, THE CORPORATION MAY TAKE OR AUTHORIZE SUCH ACTION UPON THE CONCURRENCE OF A MAJORITY OF THE AGGREGATE NUMBER OF THE VOTES ENTITLED TO BE CAST THEREON.

THE CORPORATION RESERVES THE RIGHT FROM TIME TO TIME TO MAKE ANY AMENDMENT OF ITS CHARTER, NOW OR HEREAFTER AUTHORIZED BY LAW, INCLUDING ANY AMENDMENT WHICH ALTERS THE CONTRACT RIGHTS, AS EXPRESSLY SET FORTH IN ITS CHARTER OF ANY OUTSTANDING STOCK.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON SEPTEMBER 10, 1962.

*Raymond Z. Hixon*  
 \_\_\_\_\_  
 RAYMOND Z. HIXON

*Mary Fredericka Hixon*  
 \_\_\_\_\_  
 MARY FREDERICKA HIXON

*Dale M. Mueller*  
 \_\_\_\_\_  
 DALE M. MUELLER

STATE OF MARYLAND- -

I HEREBY CERTIFY THAT ON Sept 10<sup>th</sup> 1962, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, PERSONALLY APPEARED RAYMOND Z. HIXON, MARY FREDERICKA HIXON, AND DALE M. MUELLER, AND SEVERALLY ACKNOWLEDGED THE FOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND NOTARIAL SEAL OR STAMP ON THE DAY AND YEAR LAST ABOVE WRITTEN.

*Jas. W. [Signature]*  
 \_\_\_\_\_  
 NOTARY PUBLIC - MARYLAND



ARTICLES OF INCORPORATION  
OF  
HIXON INCORPORATED

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. *226644*

Nov 15 9 40 AM '62

LIBER FOLIO  
LAND/C/MORTG/C/SALE  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 17, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17497

7

Recorded in Liber *F321*, folio *539*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....12.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles M. [Signature]*

Recorded November 15, 1962 at 9:40 A.M. Liber 94, Receipt No. 200044

ARTICLES OF INCORPORATION

OF

NORTHAVEN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John A. Abbott, Jr., whose post office address is 127 Clayton Avenue, Waynesboro, Pennsylvania; Carolyn S. Abbott, whose post office address is 127 Clayton Avenue, Waynesboro, Pennsylvania; and Samuel C. Strite, whose post office address is 122 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

NORTHAVEN, INC.

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

(a) To purchase or in any wise acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or tenure or any interest therein, and any property works or undertakings connected with the use or development of any property of the company with the States of Maryland, and Pennsylvania, and within any other state or territory of the United States; and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the company; and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the

company. To manage, improve, develop, and turn to account any land or contracts for purchase or sale of lands acquired by the company, or in which the company is interested, and, in particular, improving the same by laying out and preparing the same for building purposes, constructing, altering, and improving buildings thereon, and by advancing money to, making subscriptions for, and entering into contracts and arrangements of all kinds with buildings, tenants, and others. To construct, maintain, and operate parks, and other works and conveniences which the company may think, directly or indirectly, conducive to these objects and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control, and management thereof.

(b) 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 evidence of indebtedness issued or created by, any other corporation or association, organized under the Laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holders 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.

(c) 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.

(d) To loan or advance 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 and personal, including contract rights, whether at the time owned or thereafter acquired; and to sell pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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 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 2377 Pennsylvania Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Samuel C. Strite whose post office address is 122 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Thirty Thousand shares (30,000) of the par value of Ten (\$10.00) Dollars each, all of which shares are of one (1) class and are designated Common Stock. The aggregate value of all shares having par value is Three Hundred Thousand (\$300,000.00) Dollars.

SIXTH: The Corporation shall have three (3) directors and John A. Abbott, Carolyn S. Abbott and Samuel C. Strite shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance of Four Thousand Six Hundred Six (4,606) fully paid and non-assessable shares of the Common stock of the par value of Ten (\$10.00) Dollars per share to John A. Abbott, Jr. and Four Thousand Six Hundred Six (4,606) fully paid and non-assessable shares of the Common stock of the par value of Ten (\$10.00) Dollars per share to Carolyn S. Abbott in exchange for the assets of Northaven Trailer Court, said assets consisting of 18½ acres of real estate situate along the West side of U. S. Route 11 about three (3) miles Northward from the Corporate boundary of the City of Hagerstown, improved by an 85 space trailer court, tavern, industrial building and a residence property. The value of which consideration is hereby stated to be not less than

\$92,112.00.

(b) 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.

(c) 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 in which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or 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, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

(e) 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, re-classification or otherwise, but no such amendments 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 ( $4/5$ ) of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(f) No holder of stock of the Corporation, of whatever class, shall have any preferential right of subscription to 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 Directors in its discretion may fix; and any shares of 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.

(g) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holder 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.

(h) 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.

(i) 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 franchise, in whole or in part of other corporations or unincorporated business entreties.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 17<sup>th</sup> day of September, A.D., 1962.

WITNESS:

Linda M. Suffecool  
Linda M. Suffecool

John A. Abbott, Jr. (SEAL)  
John A. Abbott, Jr.

Carolyn S. Abbott (SEAL)  
Carolyn S. Abbott

Samuel C. Strite (SEAL)  
Samuel C. Strite

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

I HEREBY CERTIFY, That on this 17<sup>th</sup> day of September A.D., 1962, before me, the subscriber, a Notary Public of the State of Maryland in and for Washington County, personally appeared John A. Abbott, Jr., Carolyn S. Abbott, and Samuel C. Strite, and severally acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official Notarial Seal the day and date last above written.



Linda M. Suffecool  
Linda M. Suffecool  
Notary Public  
My Commission Expires:  
May 6, 1963

ARTICLES OF INCORPORATION  
OF  
NORTHAVEN, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 2000 44  
Nov 15 9 40 AM '62  
LIBER FOLIO  
LAND MORTGAGE SALES  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 19, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17528

Recorded in Liber 9 F321, folio 365, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....60.00.....Recording fee paid \$.....16.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles H. Bortys*

Recorded November 15, 1962 at 9:40 A.M. Liber 32, Receipt No. 200044  
MASSEY-SHARRETT, INC.

ARTICLES OF AMENDMENT

This is to certify:

FIRST: That the Charter of Massey-Sharrett, Inc., (originally Hughes Motor Co., Inc.), a Maryland Corporation, having its principal office in the City of Hagerstown, in Washington County, State of Maryland, (hereinafter called the Corporation), is hereby amended by striking out Paragraph 1 of Article Two of the Certificate of Incorporation, and inserting in lieu thereof the following:

"Paragraph 1, Article Two: The name of the Corporation which is hereinafter called the "Corporation" is

MASSEY-FORD, INC."

SECOND: That the Board of Directors of the Corporation at a meeting duly convened on September 20, 1962, duly advised the Amendment of the Charter of the Corporation hereinabove set forth by preparing a Resolution declaring that said Amendment is advisable and calling a meeting of the Stockholders to take action thereon.

THIRD: That the meeting of the Stockholders of the Corporation called by the Board of Directors of this Corporation as aforesaid, was held at the offices of the Corporation at 30 East Baltimore Street, in Hagerstown, Maryland, on September 20, 1962, pursuant to a Waiver of Notice duly executed and filed with the records of the meeting, and at said meeting the stockholders by the affirmative vote of the holders of more than two-thirds of the shares of stock outstanding and entitled to vote duly adopted the Amendment of the Charter of the Corporation hereinabove set forth.

IN WITNESS WHEREOF, the said Massey-Sharrett, Inc., has caused these presents to be signed in its name and on its behalf by its President, Paul C. Massey, and its corporate seal to be hereto affixed and duly attested by its Secretary, Helen R. Yeakle, this 20th day of September, A.D., 1962.

MASSEY-SHARRETT, INC.

Attest as to Corporate Seal:

By Paul C. Massey  
Paul C. Massey, President

Helen R. Yeakle  
Helen R. Yeakle, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 20th day of September, 1962, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul C. Massey, President of Massey-Sharrett, Inc., and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Helen R. Yeakle and made oath in due form of law that she was the Secretary of the meeting of the stockholders of the Corporation at which the Amendment of the Charter of the Corporation set forth in the foregoing Articles of Amendment was adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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

Robert F. Buskin  
Notary Public

My commission expires:  
May 6, 1963



ARTICLES OF AMENDMENT

OF

MASSEY-SHARRETT, INC.

changing its name to

MASSEY-FORD, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. *100044*  
NOV 15 9 40 AM '62  
LIBER FOLIO  
LAND & MORTGAGE SALES  
& LEASES SWYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland September 21, 1962 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 17562

3

Recorded in Liber *F322*, folio *162*, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....*10.00*.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. Dodge*

Recorded November 15, 1962 at 9:40 A.M. Liber 12, Receipt No. 200044

ARTICLES OF MERGER

of

Domestic Corporations Into

TRISTATE ELECTRICAL SUPPLY CO., INC.

THIS IS TO CERTIFY:

FIRST: The parties to the Articles agree to effect the merger in the manner hereinafter set forth.

SECOND: The corporation to survive the merger is Tristate Electrical Supply Co., Inc., a Maryland corporation, which will continue under the name Tristate Electrical Supply Co., Inc.

THIRD: The names of the parties to the Articles are Tristate Electrical Supply Co., Inc., and Graybill's, Inc., and the state of incorporation of both is Maryland.

FOURTH: No amendments to the Charter of the surviving corporation are to be effected as part of the merger.

FIFTH: Tristate Electrical Supply Co., Inc. has authority to issue a total of sixty thousand (60,000) shares of capital stock, consisting of three thousand (3,000) shares of 6% cumulative first preferred of the par value of Fifty Dollars (\$50.00) per share, seven thousand (7,000) shares of 6% cumulative second preferred of the par value of Fifty Dollars (\$50.00) per share, and fifty thousand (50,000) shares of common of the par value of Ten Dollars (\$10.00) per share, for an aggregate par value of such shares of all classes of One Million Dollars (\$1,000,000.00). Graybill's, Inc. has authority to issue a total of two thousand (2,000) shares of common of the par value of Twenty-Five Dollars (\$25.00) per share, for an aggregate par value of such shares of

all classes of Fifty Thousand Dollars (\$50,000.00).

SIXTH: The number of shares of common stock of Tristate Electrical Supply Co., Inc. to be issued to the stockholders of Graybill's, Inc., in exchange for their shares of the common stock of Graybill's, Inc., is one thousand six hundred thirty-three (1,633) shares of the par value of Ten Dollars (\$10.00) per share. The manner of converting the stock of Graybill's, Inc. into the stock of Tristate Electrical Supply Co., Inc. shall be by means of the surrender by the stockholders of Graybill's, Inc. of all their shares of stock of Graybill's, Inc. in exchange for the aforesaid shares of common stock of Tristate Electrical Supply Co., Inc.; no additional consideration of whatsoever nature is to be paid by Tristate Electrical Supply Co., Inc. for the shares of stock of Graybill's, Inc.

SEVENTH: The principal offices of Tristate Electrical Supply Co., Inc., in the State of Maryland, are located in Hagerstown, Washington County, Maryland, and the principal offices of Graybill's, Inc., in the State of Maryland, are located in Hagerstown, Washington County, Maryland. Graybill's, Inc. does not own any property, the title to which could be affected by the recording of an instrument among the land records.

EIGHTH: These Articles of Merger were duly advised by the Board of Directors of Tristate Electrical Supply Co., Inc., and approved by the affirmative vote of more than two-thirds (2/3) of all the votes entitled to be cast thereon by the stockholders of Tristate Electrical Supply Co., Inc., at a special joint meeting

of the Board of Directors and stockholders of Tristate Electrical Supply Co., Inc., duly called and held on August 17, 1962, notice of which meeting was given to all stockholders entitled to vote thereon, there being no stockholders not entitled to vote thereon whose contract rights, as expressly set forth in the Charter, are to be altered by the merger; these Articles of Merger were duly advised by the Board of Directors of Graybill's, Inc., and approved by the affirmative vote of all the stockholders of Graybill's, Inc., at a special joint meeting of the Board of Directors and stockholders of Graybill's, Inc., duly called and held on August 17, 1962; these Articles of Merger were duly advised and adopted in the manner and by the vote required by law and by the respective charters of the corporations parties hereto; and there are no objecting stockholders as defined in Article 23, Section 73 of the Maryland Code Annotated.

NINTH: Upon the filing of these Articles of Merger, Tristate Electrical Supply Co., Inc. shall possess any and all the purposes and powers of Graybill's, Inc., and all property, rights, privileges and franchises of Graybill's, Inc., of whatsoever nature and description, shall be transferred, vested and devolved upon Tristate Electrical Supply Co., Inc., subject to all debts and obligations of Graybill's, Inc., and the separate existence of Graybill's, Inc. shall immediately thereupon cease.

IN WITNESS WHEREOF, Tristate Electrical Supply Co., Inc. and Graybill's, Inc. have each caused these presents to be signed in its name and on its behalf by its President or Vice President

and its corporate seal to be hereunto affixed and attested by its Secretary on September 4, 1962.

ATTEST:

TRISTATE ELECTRICAL SUPPLY CO., INC.

[Signature]

By [Signature]  
John M. Waltersdorf, President

GRAYBILL'S, INC.

ATTEST:

[Signature]

By [Signature]  
Benjamin F. Moss, Vice President



STATE OF MARYLAND )  
COUNTY OF WASHINGTON)

Ss:

I HEREBY CERTIFY that on September 4, 1962, before me, the subscriber, a Notary Public for the State of Maryland in and for the County of Washington, personally appeared John M. Waltersdorf, President of Tristate Electrical Supply Co., Inc., a Maryland corporation, and ~~John M. Waltersdorf~~ Benjamin F. Moss, Vice President of Graybill's, Inc., a Maryland corporation, and in the name and on behalf of said corporations acknowledged the foregoing Articles of Merger to be the corporate act of said corporations; and at the same time personally appeared William Single, III, and made oath in due form of law that he was Secretary of the meetings of the stockholders of said corporations at which the Articles of Merger above set forth were approved, and that the matters and facts set forth in said Articles of Merger are true to the best of his knowledge, information and belief.

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

WEINBERG AND GREEN  
BALTIMORE 2, MD.

My comm. exp. 5-6-63

- 4 -

[Signature]  
Notary Public



ARTICLES OF MERGER

OF

GRAYBILL'S, INC. - a Md. corp.

merging into

TRISTATE ELECTRICAL SUPPLY CO., INC. - a Md. corp.

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 2000446  
NOV 15 9 40 AM '62  
LAW OFFICE OF G. MERON SWYDER CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland September 6, 1962 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 17362

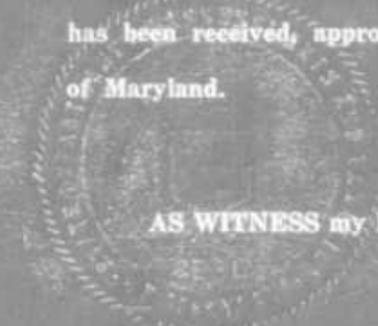
5

Recorded in Liber F320, folio 201, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. Bastgen*

# 88

Recorded November 15, 1962 at 9:40 A.M. Liber 12, Receipt No.  
200044

7/18/62  
W. S.

THE HAGERSTOWN CABINET COMPANY  
ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Certificate of Incorporation of The Hagerstown Cabinet Company, a Maryland Corporation having its principal office at 445 West Antietam Street, Hagerstown, Maryland, (hereinafter called the Corporation), is hereby amended by striking out Articles FIFTH and SIXTH of the said Certificate of Incorporation and inserting in lieu thereof the following:

"FIFTH: The total amount of authorized capital stock of the corporation is four thousand (4,000) shares of which two thousand (2,000) shares are shares of Class A Common Stock of the par value of One Dollar (\$1.00) each, amounting in the aggregate to Two Thousand (\$2,000.00) Dollars par value; one thousand (1,000) shares are shares of Class B Common Stock of the par value of One Dollar (\$1.00) each, amounting in the aggregate to One Thousand (\$1,000.00) Dollars par value; and one thousand (1,000) shares are shares of Preferred stock at the par value of One Hundred (\$100.00) Dollars each, amounting in the aggregate to One Hundred Thousand (\$100,000.00) Dollars par value."

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

A. PREFERRED STOCK

(1) The holders of the Preferred Stock

shall be entitled to receive from the surplus or net profits of the corporation, when and as declared by its Board of Directors, dividends at the rate of four percent (4%) per share per annum, payable semi-annually on the first days of September and March in each year. Such dividends shall be cumulative, accounting from the date of issue of each share of stock, and shall be payable for the current and previous years before any dividends shall be paid or set apart on the Common Stock. The Preferred Stock shall not be entitled to participate in or receive any dividend or share of profits, whether payable in cash, stock or property, in excess of the aforesaid cumulative dividends.

(2) In the event of liquidation, dissolution or winding up of the corporation (whether voluntary or involuntary) the holders of the issued and outstanding Preferred Stock shall be entitled to receive out of the assets before any distribution to the holders of any other class of stock a sum equal to One Hundred Dollars (\$100.00) for each share plus all accumulated and unpaid dividends thereon.

A consolidation or merger of the corporation with any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up within the meaning of this clause.

(3) Except as herein provided, or otherwise provided by law, the holders of the Preferred Stock shall not be entitled to vote under any circumstances, or in connection with any action taken by the corporation. However, if and whenever two consecutive

semi-annual dividends on the Preferred Stock shall have accrued and be unpaid in whole or in part, then so long as there shall be any such accrued unpaid dividends thereon each share of the Preferred Stock shall entitle the holder of record to one vote in respect thereof in all proceedings in which action shall be taken by Stockholders of the corporation, on an equal basis, share for share, with the holders of the Class A Common Stock. If all such accrued unpaid dividends shall be paid by the corporation at any time, then and thereupon all power of the Preferred Stock to vote as in this paragraph provided shall cease, subject, however, to being revived again upon any subsequent default by the corporation in the payment of two consecutive semi-annual dividends as provided above;

(4) At the option of the Board of Directors, the whole or any part of the Preferred Stock outstanding at any time may be redeemed on any of the respective dates fixed for the payment of dividends thereon, at One Hundred Dollars (\$100.00) per share, together with all unpaid dividends accrued thereon to the date of redemption, upon not less than thirty (30) days' previous notice given by mail to the holders of record of the Preferred Stock. In the event that less than all of the outstanding Preferred Stock is to be redeemed, the redemption may be effected either by lot or pro rata, in such manner as may be prescribed by resolution of the Board of Directors. After any of the outstanding Preferred Stock shall have been called for redemption have

been set aside by the Board of Directors, the holders thereof shall have no further rights as stockholders of the corporation but shall be entitled only upon presentation of the certificates properly endorsed to receive the redemption value thereof, as above set forth. Notice of redemption shall be deemed to have been given when addressed to such Preferred Stockholders at their addresses recorded on the books of the corporation and deposited in the United States mail.

B. COMMON STOCK

(1) Subject to the foregoing provisions, dividends may be declared on the Class A Common Stock and Class B Common Stock, such stock to share equally in dividends, but no dividends shall be payable on either the Class A Common Stock or the Class B Common Stock until all of the Preferred Stock shall have been fully retired.

(2) In the event of liquidation, dissolution or winding up of the corporation (whether voluntary or involuntary) the holders of the issued and outstanding Class A Common Stock and Class B Common Stock shall share equally.

(3) The holders of the Class B Common Stock shall have no voting rights with respect to their stock, except as provided by law.

Each share of Class A Common Stock shall entitle the holder thereof to one (1) vote in all proceedings in which action shall be taken by stockholders of the corporation.

(4) At the option of the Board of Directors, the whole or any part of the Class B Common Stock

outstanding at any time may be redeemed at a price of One Hundred Dollars (\$100.00) per share until June 1, 1962, and thereafter at One Hundred Dollars (\$100.00) per share plus annual increments at the rate of two percent (2%) per annum, upon not less than thirty (30) days' previous notice given by mail to the holders of record of the Class B Common Stock. In the event that less than all of the outstanding Class B Common Stock is to be redeemed, the redemption may be effected either by lot or pro rata, in such manner as may be prescribed by resolution of the Board of Directors. After any of the outstanding Class B Common Stock shall have been called for redemption and the holders thereof duly notified and the funds necessary to effect such redemption have been set aside by the Board of Directors, the holders thereof shall have no further rights as stockholders of the corporation but shall be entitled only upon presentation of the certificates properly endorsed to receive the redemption value thereof, as above set forth. Notice of redemption shall be deemed to have been given when addressed to such Class B Common Stockholders at their addresses recorded on the books of the corporation and deposited in the United States mail."

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on July 25, 1961, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon

at a special meeting of the Class A Common, Class B Common and Preferred Stockholders of the Corporation to be held on August 4, 1961.

THIRD: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the Class A Common, Class B Common and Preferred Stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the Class A Common, Class B Common and Preferred Stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of each class of stock entitled to vote thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Class A Common, Class B Common and Preferred Stockholders of the Corporation.

SIXTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

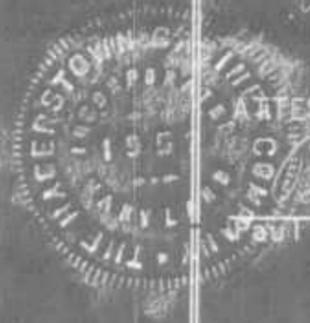
The total amount of the authorized capital stock of the Corporation is 2,250 shares, of which 1,000 shares are shares of Preferred Stock of the par value of \$100.00 each, amounting in the aggregate to \$100,000.00 par value; 1,000 shares are shares of Class A Common Stock of the par value of \$1.00 each, amounting in the aggregate to \$1,000.00 par value; and 250 shares are shares of Class B Common Stock of the par value of \$1.00 each, amounting in the aggregate to \$250.00 par value.

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class are as follows:

The total amount of authorized capital stock of the corporation is four thousand (4,000) shares of which two thousand (2,000) shares are shares of Class A Common Stock of the par value of One Dollar (\$1.00) each, amounting in the aggregate to Two Thousand (\$2,000.00) Dollars par value; one thousand (1,000) shares are shares of Class B Common Stock of the par value of One Dollar (\$1.00) each, amounting in the aggregate to One Thousand (\$1,000.00) Dollars par value; and one thousand (1,000) shares are shares of Preferred Stock at the par value of One Hundred (\$100.00) Dollars each, amounting in the aggregate to One Hundred Thousand (\$100,000.00) Dollars par value.

(c) A description of each class of stock of the Corporation with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications, of each class of the authorized capital stock as increased are as set forth in Article First hereof.

IN WITNESS WHEREOF, The Hagerstown Cabinet Company 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 the 7<sup>th</sup> day of August, A.D., 1961.



ATTEST:  
*Paul S. Cleaveland*  
Paul S. Cleaveland, Secretary

THE HAGERSTOWN CABINET COMPANY  
By *E. H. Smead*  
E. H. Smead, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 7th day of August, A.D., 1961, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared E. H. Smead, President of The Hagerstown Cabinet Company, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Louis Fahnestock, III and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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



Shelby J. Crawford  
Notary Public  
SHELBY J. CRAWFORD

ARTICLES OF AMENDMENT  
OF  
THE HAGERSTOWN CABINET COMPANY

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECORDS & DEEDS  
RECORD # 106  
NOV 19 9 40 AM '62  
LAW OFFICE OF J. W. WATSON  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 18, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17515

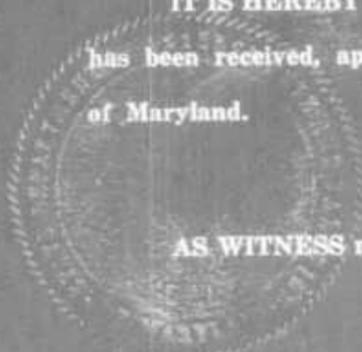
9

Recorded in Liber 5321, folio 445, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....16.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Paul W. Barton*

Recorded November 15, 1962 at 9:40 A.M. Liber 12, Receipt No. 200044

VICTOR SALE and CREDIT CORPORATION

Amended Articles of Incorporation

FIRST: We, the undersigned, John W. Cable, III whose post office address is 341 N. Calvert Street, Baltimore 2, Maryland, John S. McDaniel, Jr., whose post office address is 341 N. Calvert Street, Baltimore 2, Maryland, and Lawrence A. Kaufman, whose post office address is 341 N. Calvert Street, Baltimore 2, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of 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

VICTOR SALES and CREDIT CORPORATION

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

(a) To engage in the business of owning, operating, leasing and servicing any and all types of automatic, semi-automatic and manual vending machines and equipment for the vending and/or dispensing of beverages, foods and all other types of merchandise and of selling beverages, foods and all other types of merchandise to be vended through automatic, semi-automatic or manual vending machines and equipment.

(b) To acquire by purchase or lease or otherwise, lands and interests in lands, and to own, hold, improve, divide, subdivide, develop, restrict the use of, zone, re-zone, and manage any real estate so acquired, and to erect or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected

on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms or parts of buildings or other structures at any time owned or held by the Corporation.

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

(d) To engage in any other mercantile business of any kind or character whatsoever.

(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 stock, 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, 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.

(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, mortgage, pledge or otherwise

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

(h) To endorse, guarantee, indemnify and make secure the punctual performance of any obligations, covenants, or choses in action of any other person, firm, corporation, state, city, county or municipality.

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

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

The foregoing enumeration of the purposes, objects and 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 corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation is 901 Pope Avenue, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are John W. Cable, III, 341 N. Calvert Street, Baltimore 2, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of Stock which the Corporation has authority to issue is Five Thousand (5,000) shares of the par value of Twenty Dollars (\$20.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

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) nor more than nine (9); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are John W. Cable, III, John S. McDaniel, Jr. and Lawrence A. Kaufman.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, 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 director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of quorum at any

meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

(d) 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 to 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 Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to 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.

(e) Any officer or employee of the Corporation may be removed at any time with or without cause by the Board of Directors or by any committee or superior officer upon whom such power of

removal may be conferred by the By-Laws or by authority of the Board of Directors, and such action shall be conclusive on the officer or employee so removed.

(f) 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. Any such amendment which changes the terms of any of the outstanding stock or rights of stockholders shall be valid if authorized by the same vote and procedure as are required in the case of charter amendments not changing the terms of outstanding stock.

(g) Notwithstanding any provision of law now or hereafter in effect requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, such action shall be valid and effective if taken or authorized upon the concurrence of a majority of the aggregate number of votes entitled to be cast thereon.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Amended Articles of Incorporation on August 31, 1962.

WITNESS:

<u>Joseph Pickus</u>	AS TO	<u>John W. Cable III</u> John W. Cable, III
<u>Joseph Pickus</u>	AS TO	<u>John S. McDaniel, Jr.</u> John S. McDaniel, Jr.
<u>Joseph Pickus</u>	AS TO	<u>Lawrence A. Kaufman</u> Lawrence A. Kaufman

STATE OF MARYLAND )  
COUNTY OF BALTIMORE ) SS:

THIS IS TO CERTIFY that on the 31<sup>st</sup> day of August, 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City aforesaid, personally appeared JOHN W. CABLE, III, JOHN S. McDANIEL, JR. and LAWRENCE A. KAUFMAN and severally acknowledged the foregoing Amended Articles of Incorporation to be their respective act.

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

*Joseph Pickus*  
\_\_\_\_\_  
Joseph Pickus, Notary Public

My Commission Expires: 5/6/63.



TO CHANGE OR  
DATE: \_\_\_\_\_  
NAME: \_\_\_\_\_  
INITIALS: \_\_\_\_\_

AMENDED ARTICLES OF INCORPORATION

OF

VICTOR SALE and CREDIT CORP

changing its name to

VICTOR SALES and CREDIT CORPORATION

STATE OF M.D.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 20844  
NOV 15 9 40 AM '62  
CLERK  
G. MERLIN SWYDER

approved and received for record by the State Department of Assessments and Taxation of Maryland September 4, 1962 at 2:00 o'clock P. M. as in conformity with law and ordered recorded.

A 17329

Recorded in Liber 7319, folio 578, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$...16.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles D. Barton*



Recorded November 19, 1962 at 3:33 P.M. Liber 12

Enlargement of  
CORPORATE BOUNDARIES  
THE CITY OF HAGERSTOWN  
STATE OF MARYLAND.

TO:

- (a) City Clerk of The City of Hagerstown.
- (b) Commissioner of the Land Office.
- (c) Clerk of the Circuit Court of Washington County.
- (d) Director of the Department of Legislative Reference.

I, Winslow F. Burhans, Mayor of The City of Hagerstown, a municipal corporation of the State of Maryland, do hereby certify as follows:-

(1) That the said City has enlarged its corporate boundaries under the provisions of Section 19 of Article 23A of the Annotated Code of the Public General Laws of Maryland, Title "Corporation - Municipal", sub-titled "Annexation."

(2) That by a Resolution regularly introduced at a meeting of the Mayor and Council of The City of Hagerstown held on the 2nd day of August 1962, which Resolution was finally enacted on the 12th day of September 1962, and became in full force and effect on the 28th day of October 1962, after a full compliance with all of the provisions of said Section 19 of Article 23A, the corporate boundaries of the City of Hagerstown as defined in Section 2 of the Charter of The City of Hagerstown, as said Charter was enacted by Chapter 117 of the Laws of Maryland of 1949, were enlarged by adding or annexing to said corporate boundaries an area described in said resolution adjoining the Northern corporate boundary as it then existed.

(3) That the original corporate boundaries prior to the annexation of the area above mentioned were described in one paragraph designated as Paragraph (a) which is as follows:-

(a) Beginning at a stone in the North marginal line of the County Road leading from the Hagerstown-Leitersburg Turnpike to Fiddlersburg, said stone being 1850 feet East of the East marginal line of said Turnpike and running thence in a Northeasterly direction and at right angles to said County Road North 17 degrees 07½ minutes East 400 feet, thence at right angles in a Northwesterly direction North 72 degrees 52½ minutes West, with the same bearing as that of the aforesaid North marginal line of the said County Road 1917.55 feet to the center of the aforesaid Hagerstown-Leitersburg Turnpike, thence along said Turnpike North 10 degrees 41 minutes East 529.60 feet, thence leaving

said Turnpike and running North 63 degrees 22 minutes West 1497.10 feet, thence South 31 degrees 15 minutes West 797.68 feet, thence North 72 degrees 52½ minutes West 910.39 feet to the West boundary line of the Western Maryland Railway, thence running across Northern Avenue North 21 degrees 38 minutes East 51.27 feet to a post at the intersection of the West boundary line of said Railway and the North marginal line of Northern Avenue, thence continuing with the West boundary line of said Railway North 21 degrees 38 minutes East 481.00 feet to a point, thence leaving said Railway and running North 67 degrees 06 minutes West 440.00 feet to a point, thence South 13 degrees 00 minutes West 170.00 feet to a point at the intersection of the East marginal line of The Terrace North and the South marginal line of Orchard Road as shown on a plat of Fountainhead Heights Allotment No. 7 filed in the Plat Records at Folio 166A, and running thence down The Terrace North and across Northern Avenue South 35 degrees 27 minutes 43 seconds West 332.69 feet to a point in the South marginal line of Northern Avenue, thence South 21 degrees 03 minutes West 89.77 feet to a point, thence North 72 degrees 52 minutes 30 seconds West 6446.95 feet, thence at right angles to the above described second line and running in a Southwesterly direction South 17 degrees 07½ minutes West 5643.25 feet, thence North 69 degrees 58 minutes West 1040.39 feet, thence South 21 degrees 22 minutes West 1068.90 feet, thence South 67 degrees 52 minutes East 651.39 feet to a stone, thence South 29 degrees 27 minutes 31 seconds West 1129.90 feet, thence South 20 degrees 05 minutes West 266.08 feet, thence South 83 degrees 53 minutes East 434.75 feet, thence North 12 degrees 07 minutes East 140.80 feet to the South marginal line of Water Street, thence with the South marginal line of said Water Street South 83 degrees 53 minutes East 315.51 feet, thence South 17 degrees 07½ minutes West 8600.55 feet, thence at right angles and running in a Southeasterly direction South 72 degrees 52½ minutes East 2720.41 feet to a point in the South marginal line of the alley South of and parallel to Virginia Avenue, thence with said South marginal line of said alley South 67 degrees 03 minutes West 860.33 feet to a point, thence North 22 degrees 57 minutes West 257.50 feet to a point in the South marginal line of Virginia Avenue, thence with said South marginal line of Virginia Avenue South 67 degrees 03 minutes West 240.00 feet to a point, thence leaving the South marginal line of Virginia Avenue South 22 degrees 57 minutes East 257.50 feet to a point, thence North 67 degrees 03 minutes East 125.00 feet to a point, thence South 22 degrees 57 minutes East 400.00 feet to a point, thence South 43 degrees 37 minutes East 225.00 feet to a point, thence South 70 degrees 31 minutes East 683.98 feet to a point in the line between the properties of Edison Y. Groh and the Norfolk and Western Railway Company, thence North 27 degrees 45 minutes East 69.87 feet to a point and continuing on said division line North 25 degrees 17 minutes 30 seconds East 1013.70 feet to a concrete monument, thence South 72 degrees 52 minutes 30 seconds East 930.71 feet, to the East right-of-way line of the Norfolk and Western Railway Company and running thence with a portion of the said right-of-way line by a curve to the right having a radius of 2897.93 feet for a distance of 172.36 feet, the chord being South 16 degrees 41 minutes 16 seconds West 172.33 feet, thence South 18 degrees 23 minutes West 3969.45 feet to the North margin of Oak Ridge Drive, thence along the margin thereof South 84 degrees 00 minutes 44 seconds East 2836.56 feet, thence North 54 degrees 43 minutes East 57.23 feet, to the West margin of the Hagerstown-Sharpsburg Highway, thence binding on said Highway by a curve to the right having a radius of 1472.40 feet for a distance of 570.82 feet, the chord being North 00 degrees 12 minutes 38 seconds East 567.25 feet, thence North 11 degrees 19 minutes East 668.01 feet, thence North 11 degrees 19 minutes East 175.90 feet, thence by a curve to the left with a chord bearing North 3 degrees 49 minutes East and a chord length of 488.13 feet to a point, thence North 3 degrees 41 minutes West a distance of 148.67 feet to a point, thence by a curve to the right with a chord bearing North 7 degrees 29 minutes 30 seconds East and a chord length of 570.73 feet to a point, thence North 18 degrees 40 minutes East 988.97 feet to a point, thence South 72 degrees 52 minutes 30 seconds East to a corner in the East marginal line of Frederick Street a distance of 4913.45 feet, thence with the East marginal line of Frederick Street, South 13 degrees 54 minutes East 625 feet to an iron pin in the East marginal line of said street and on the South side of a proposed alley, thence along the South marginal line of said proposed alley South 84 degrees 30 minutes East 386 feet to an iron pin at the end of the third line of a deed from John W. Kennedy and wife to Thomas B. Watts, thence with the

fourth and part of the fifth lines of said deed, South 12 degrees East 825 feet, South 13 degrees East 353.2 feet, thence South 74 degrees 30 minutes West 247.5 feet to the aforementioned Frederick Street, thence along said street South 20 degrees East 193.9 feet to the Antietam Creek, thence 90 feet more or less, across said creek, thence up stream along the East bank thereof, said East bank being in part the Northern boundary line of Funkstown, and with the meanderings of said stream in a Northerly direction 12,512 feet, more or less, to a point in the left or East bank of said Antietam Creek approximately 1200 feet down stream from the bridge of the Mt. Aetna Road over the said stream, and running thence North 17 degrees 07½ minutes East 2353.53 feet to the North marginal line of the Dual Highway and running thence along said North marginal line by a curve to the right having a radius of 2939.79 feet for a distance of 1428.96 feet, the chord being South 39 degrees 04 minutes 30 seconds East 1414.93 feet, thence continuing along said marginal line crossing the Baltimore and Ohio Railroad South 25 degrees 09 minutes East 253.57 feet, thence leaving the Highway and running North 57 degrees 00 minutes East 131.53 feet, thence North 73 degrees 00 minutes East 478.50 feet, thence North 68 degrees 00 minutes West 160.87 feet, thence North 48 degrees 45 minutes East 198.00 feet, thence South 68 degrees 00 minutes East 94.87 feet, thence North 66 degrees 30 minutes East 82.5 feet, thence South 76 degrees 30 minutes East 309.37 feet, thence South 68 degrees 45 minutes East 297.00 feet, thence South 60 degrees 45 minutes East 92.4 feet, thence North 50 degrees 00 minutes East 198.00 feet, thence North 17 degrees 00 minutes East 495.00 feet, thence North 20 degrees 00 minutes West 325.87 feet, thence North 74 degrees 54 minutes West 473.05 feet to a concrete monument on the East margin of the Baltimore and Ohio Railroad, thence crossing said Railroad North 74 degrees 54 minutes West 349.27 feet, thence North 73 degrees 16 minutes 48 seconds West 307.93 feet, thence North 61 degrees 58 minutes West 121.43 feet, thence North 24 degrees 00 minutes East 1300.24 feet, to the South marginal line of Westwood Street, thence North 22 degrees 25 minutes 07 seconds East 60.86 feet to the North marginal line of said street, thence with a curve to the left whose chord bearing and distance is North 13 degrees 08 minutes 55 seconds East 750.41 feet and with a radius of 2472.61 feet to the South marginal line of Monroe Avenue, thence with the South marginal line of Monroe Avenue South 88 degrees 51 minutes West 378.32 feet, thence at right angles and in a Northwesterly direction North 1 degree 09 minutes West 240.00 feet, thence South 88 degrees 51 minutes West 682.77 feet, thence South 10 degrees 20 minutes West 787.63 feet to the South marginal line of Westwood Street, thence with said South marginal line North 77 degrees 10 minutes West 404.20 feet, thence North 17 degrees 07 minutes 30 seconds East 7799.88 feet to the place of beginning.

(4) That the new corporate boundaries described as two separate but contiguous areas in two paragraphs, designated as paragraphs (a) and (b) respectively, after the annexation of the area mentioned in paragraph (2) of this certificate are as follows:

(a) Being the same area or tract of land mentioned and described as sub-paragraph (a) of paragraph (3) of this certificate, reference to which is hereby made for a particular description thereof.

(b) Beginning at a point in the sixth line of the existing corporate boundary, said point being North 72 degrees 52 minutes 30 seconds West 389.74 feet from the end of the fifth line of said boundary and thence leaving said existing boundary and running North 24 degrees 23 minutes 31 seconds East 479.58 feet to an iron pin, thence North 46 degrees 02 minutes 13 seconds West 518.04 feet to an iron pin in the East right-of-way line of the Western Maryland Railway Company, thence crossing said right-of-way line North 68 degrees 13 minutes 30 seconds West 60.00 feet to a point in the West right-of-way line of said Railway Company, thence with the said West right-of-way line South 22 degrees 32 minutes West 184.76 feet to intersect the existing corporate boundary, thence with said corporate boundary South 21 degrees 38 minutes West 532.27 feet and

South 72 degrees 52 minutes 30 seconds East 520.65 feet to the place of beginning, containing 7.47 acres, more or less.

That there is attached hereto a copy of the Resolution enacted by The Mayor and Council of The City of Hagerstown at a meeting held on September 12, 1962 as set forth in paragraph (2) of this Certificate.

This Certificate is made and directed to the respective officials above mentioned in order that both the original corporate boundaries and new corporate boundaries as above designated, may be registered by them pursuant to the provisions of the aforesaid Section 19, sub-paragraph (n), of Article 23A of the Annotated Code of Public General Laws of Maryland.

IN WITNESS WHEREOF, I have hereunto subscribed my name and have caused the seal of The City of Hagerstown to be hereto affixed and duly attested by the City Clerk, this 31st day of October 1962.



*Winslow F. Burhans*

Winslow F. Burhans  
Mayor of The City of Hagerstown.

WITNESS as to signature and  
ATTEST as to the Corporate Seal  
of The City of Hagerstown

*John H. Conrad*  
John H. Conrad, City Clerk.

RESOLUTION OF THE COUNCIL OF THE CITY OF HAGERSTOWN TO ENLARGE THE CORPORATE BOUNDARIES AND THEREBY AMEND SECTION 2 OF ARTICLE I OF THE CHARTER OF THE CITY OF HAGERSTOWN.

RESOLUTION of the Council of The City of Hagerstown, adopted pursuant to the authority of Article 11-E of the Constitution of Maryland, and Section 19 of Article 23-A, of the Annotated Code of Maryland, 1957 Edition, title "Corporations, Municipal", sub-title "Home Rule", sub-heading "Annexation", as said section was amended by Chapter 314 of the Laws of Maryland of 1961, to enlarge the corporate boundaries of The City of Hagerstown as defined in Section 2 as amended of the Charter of The City of Hagerstown as said Charter was enacted by Chapter 117 of the Laws of Maryland of 1949, by adding or annexing to said corporate boundaries the following area adjoining the present Northern corporate boundary, to-wit:-

Beginning at a point in the sixth line of the existing corporate boundary, said point being North 72 degrees 52 minutes 30 seconds West 389.74 feet from the end of the fifth line of said boundary and thence leaving said existing boundary and running North 24 degrees 23 minutes 31 seconds East 479.58 feet to an iron pin, thence North 46 degrees 02 minutes 13 seconds West 518.04 feet to an iron pin in the East right-of-way line of the Western Maryland Railway Company, thence crossing said right-of-way line North 68 degrees 13 minutes 30 seconds West 60.00 feet to a point in the West right-of-way line of said Railway Company, thence with the said West right-of-way line South 22 degrees 32 minutes West 184.76 feet to intersect the existing corporate boundary, thence with said corporate boundary South 21 degrees 38 minutes West 532.27 feet and South 72 degrees 52 minutes 30 seconds East 520.65 feet to the place of beginning, containing 7.47 acres, more or less. Said tract of land being also shown in outline upon the Plat dated July 1962, which is on file in the Office of the City Engineer of The City of Hagerstown, bearing Drawing Number 83-137-01.

WHEREAS, the proposal to enlarge the corporate boundaries of The City of Hagerstown by adding or annexing thereto the above described area which adjoins the present Northern corporate boundary, was submitted only to owners of real property located in said area there being no persons residing in the said area who are registered voters in county elections; and

WHEREAS, the owners of all of the assessed valuation of the real property located in said area have consented to the proposal for the enlargement to the corporate boundaries of The City of Hagerstown as set forth in the title to this resolution, as will appear from their written consents presented to the meeting at which this resolution is introduced; and

WHEREAS, the Mayor has caused to be made a verification of the signatures on said written consents and has ascertained that the persons executing the same do represent the owners of all of the assessed valuation of the real property located in said area proposed to be annexed, the Mayor has ascertained also that no person resides in said area as will appear from the certificate of verification dated August 2<sup>nd</sup>, 1962, and subscribed by George W. Fisher, which certificate was presented at this meeting.

SECTION 1. NOW, THEREFORE, BE IT RESOLVED by the Council of The City of Hagerstown that the corporate boundaries of the City of Hagerstown be and the same are hereby enlarged by adding or annexing thereto the area adjoining the present Northern corporate boundary as particularly described in the title to this Resolution;

SECTION 2. AND BE IT FURTHER RESOLVED, that the conditions and circumstances applicable to the change in said corporate boundaries and to the residents and property within the area so annexed, are as follows:-

(a) That the persons residing in the area to be annexed and all property located therein shall be generally subject to the provisions of the Charter of The City of Hagerstown, without special treatment as to the rates of municipal taxation or as to municipal services and facilities.

(b) That said area shall be zoned in such manner as shall be deemed reasonable and proper, so that the spirit of the comprehensive Zoning Ordinance of the City shall be observed, whereupon said area shall become subject to all of the provisions and conditions of said ordinance.

(c) That said area shall constitute a part of such ward as the fair interpretation of the description of the wards of the City, contained in Section 10 of its Charter, shall permit, or a part of such ward as defined by said Section if and after same is amended prior to the next General or Special Municipal Election.

SECTION 3. AND BE IT FURTHER RESOLVED that the above mentioned written consents of property owners, and also the Certificate of Verification hereinabove referred to, be filed with the records of this meeting.

SECTION 4. AND BE IT FURTHER RESOLVED that Section 2 of Article 1 of the Charter of The City of Hagerstown, title "Incorporation and General Government" as originally enacted by, and adopted pursuant to the authority of Chapter 117 of the Laws of Maryland of 1949, said Charter being published as Part 1 in The Code of The City of Hagerstown, Maryland, 1956, the most recent text of said section as heretofore amended being set forth in the Certificate of Registration of Boundaries executed by the Mayor of The City of Hagerstown and dated May 17, 1962, be, and the same is hereby amended by eliminating from said existing section that part thereof which is hereinafter enclosed in double parentheses, and by adding thereto new matter which is hereinafter underscored, this amendment to the Charter to be known as Amendment No. 6, being the sixth amendment since the adoption of the City Code above mentioned, to-wit:-

AMENDMENT NO. 6.

Sec. 2 Taxable limits: authority beyond corporate limits. The taxable limits of the City of Hagerstown are declared to be as set forth in sub-paragraph (a) of this Section, together with such additional areas as may from time to time be incorporated within such limits by sub-paragraphs added to this Section in alphabetical sequence:-

(NOTE:- The following sub-paragraph (a) of this section combines in one description the three tracts heretofore described in the above mentioned certificate of registration of boundaries dated May 17, 1962 as sub-paragraphs (a), (b) and (c) respectively.)

(a) Beginning at a stone in the North marginal line of the County Road leading from the Hagerstown-Leitersburg Turnpike to Fiddlersburg, said stone being 1850 feet East of the East marginal line of said Turnpike and running thence in a Northeasterly direction and at right angles to said County Road North 17 degrees 07½ minutes East 400 feet, thence at right angles in a Northwesterly direction North 72 degrees 52½ minutes West, with the same bearing as that of the aforesaid North marginal line of the said County Road 1917.55 feet to the center of the aforesaid Hagerstown-Leitersburg Turnpike, thence along said Turnpike North 10 degrees 41 minutes East 529.60 feet, thence leaving said Turnpike and running North 63 degrees 22 minutes West 1497.10 feet, thence South

31 degrees 15 minutes West 797.68 feet, thence North 72 degrees 52½ minutes West 910.39 feet to the West boundary line of the Western Maryland Railway, thence running across Northern Avenue North 21 degrees 38 minutes East 51.27 feet to a post at the intersection of the West boundary line of said Railway and the North marginal line of Northern Avenue, thence continuing with the West boundary line of said Railway North 21 degrees 38 minutes East 481.00 feet to a point, thence leaving said Railway and running North 67 degrees 06 minutes West 440.00 feet to a point, thence South 13 degrees 00 minutes West 170.00 feet to a point at the intersection of the East marginal line of The Terrace North and the South marginal line of Orchard Road as shown on a plat of Fountainhead Heights Allotment No. 7 filed in the Plat Records at Folio 166A, and running thence down The Terrace North and across Northern Avenue South 35 degrees 27 minutes 43 seconds West 332.69 feet to a point in the South marginal line of Northern Avenue, thence South 21 degrees 03 minutes West 89.77 feet to a point, thence North 72 degrees 52 minutes 30 seconds West 6446.95 feet, thence at right angles to the above described second line and running in a Southwesterly direction South 17 degrees 07½ minutes West 5643.25 feet, thence North 69 degrees 58 minutes West 1040.39 feet, thence South 21 degrees 22 minutes West 1068.90 feet, thence South 67 degrees 52 minutes East 651.39 feet to a stone, thence South 29 degrees 27 minutes 31 seconds West 1129.90 feet, thence South 20 degrees 05 minutes West 266.08 feet, thence South 83 degrees 53 minutes East 434.75 feet, thence North 12 degrees 07 minutes East 140.80 feet to the South marginal line of Water Street, thence with the South marginal line of said Water Street South 83 degrees 53 minutes East 315.51 feet, thence South 17 degrees 07½ minutes West 8600.55 feet, thence at right angles and running in a Southeasterly direction South 72 degrees 52½ minutes East 2720.41 feet to a point in the South marginal line of the alley South of and parallel to Virginia Avenue, thence with said South marginal line of said alley South 67 degrees 03 minutes West 860.33 feet to a point, thence North 22 degrees 57 minutes West 257.50 feet to a point in the South marginal line of Virginia Avenue, thence with said South marginal line of Virginia Avenue South 67 degrees 03 minutes West 240.00 feet to a point, thence leaving the South marginal line of Virginia Avenue South 22 degrees

57 minutes East 257.50 feet to a point, thence North 67 degrees 03 minutes East 125.00 feet to a point, thence South 22 degrees 57 minutes East 400.00 feet to a point, thence South 43 degrees 37 minutes East 225.00 feet to a point, thence South 70 degrees 31 minutes East 683.98 feet to a point in the line between the properties of Edison Y. Groh and the Norfolk and Western Railway Company, thence North 27 degrees 45 minutes East 69.87 feet to a point and continuing on said division line North 25 degrees 17 minutes 30 seconds East 1013.70 feet to a concrete monument, thence ((in the South 72 degrees 52 minutes 30 seconds East corporate boundary line of the City of Hagerstown with said corporate boundary line,)) South 72 degrees 52 minutes 30 seconds East ((2113.43 feet to a point in the East marginal line of Maryland Avenue, thence South 87 degrees 44 minutes 30 seconds West 244.59 feet to a point, thence South 21 degrees 29 minutes 30 seconds West 445.16 feet to a point, thence South 26 degrees 34 minutes West 322.32 feet to a point, thence South 60 degrees 54 minutes West 447.84 feet to a point, thence South 60 degrees 30 minutes East 211.89 feet to a point, thence South 12 degrees 52 minutes West 732.34 feet to a point, thence South 56 degrees 30 minutes East 771.12 feet to a point, thence South 36 degrees 47 minutes East 347.79 feet to a point, thence South 73 degrees 08 minutes East 658.02 feet to a point in the West marginal line of South Potomac Street, thence with said West marginal line )) 930.71 feet, ((thence with said corporate boundary line, )) to the East right-of-way line of the Norfolk and Western Railway Company and running thence with a portion of the said right-of-way line by a curve to the right having a radius of 2897.93 feet for a distance of 172.36 feet, the chord being South 16 degrees 41 minutes 16 seconds West 172.33 feet, thence South 18 degrees 23 minutes West 3969.45 feet to the North margin of Oak Ridge Drive, thence along the margin thereof South 84 degrees 00 minutes 44 seconds East 2836.56 feet, thence North 54 degrees 43 minutes East 57.23 feet, to the West margin of the Hagerstown-Sharpsburg Highway, thence binding on said Highway by a curve to the right having a radius of 1472.40 feet for a distance of 570.82 feet, the chord being North 00 degrees 12 minutes 38 seconds East 567.25 feet, thence North 11 degrees 19 minutes East 668.01 feet, thence North 11 degrees 19 minutes East 175.90 feet, thence by a curve to the left with a chord bearing North 3 degrees 49 minutes East and a chord length of 488.13 feet to a point,

thence North 3 degrees 41 minutes West a distance of 148.67 feet to a point, thence by a curve to the right with a chord bearing North 7 degrees 29 minutes 30 seconds East and a chord length of 570.73 feet to a point, thence North 18 degrees 40 minutes East 988.97 feet to a point thence ((with said corporate boundary line)) South 72 degrees 52 minutes 30 seconds East to a corner in the East marginal line of Frederick Street a distance of 4913.45 feet, thence with the East marginal line of Frederick Street, South 13 degrees 54 minutes East 625 feet to an iron pin in the East marginal line of said street and on the South side of a proposed alley, thence along the South marginal line of said proposed alley South 84 degrees 30 minutes East 386 feet to an iron pin at the end of the third line of a deed from John W. Kennedy and wife to Thomas B. Watts, thence with the fourth and part of the fifth lines of said deed, South 12 degrees East 825 feet, South 13 degrees East 353.2 feet, thence South 74 degrees 30 minutes West 247.5 feet to the aforementioned Frederick Street, thence along said street South 20 degrees East 193.9 feet to the Antietam Creek, thence 90 feet more or less, across said creek, thence up stream along the East bank thereof, said East bank being in part the Northern boundary line of Funkstown, and with the meanderings of said stream in a Northerly direction 12,512 feet, more or less, to a point in the left or East bank of said Antietam Creek approximately 1200 feet down stream from the bridge of the Mt. Aetna Road over the said stream, and running thence North 17 degrees 07½ minutes East ((3115.10 feet, thence South 61 degrees 58 minutes East 1307.17 feet,)) 2353.53 feet to the North marginal line of the Dual Highway and running thence along said North marginal line by a curve to the right having a radius of 2939.79 feet for a distance of 1428.96 feet, the chord being South 39 degrees 04 minutes 30 seconds East 1414.93 feet, thence continuing along said marginal line crossing the Baltimore and Ohio Railroad South 25 degrees 09 minutes East 253.57 feet, thence leaving the Highway and running North 57 degrees 00 minutes East 131.53 feet, thence North 73 degrees 00 minutes East 478.50 feet, thence North 68 degrees 00 minutes West 160.87 feet, thence North 48 degrees 45 minutes East 198.00 feet, thence South 68 degrees 00 minutes East 94.87 feet, thence North 66 degrees 30 minutes East 82.5 feet, thence South 76 degrees 30 minutes East 309.37 feet, thence South 68 degrees 45 minutes East 297.00 feet, thence South 60 degrees

45 minutes East 92.4 feet, thence North 50 degrees 00 minutes East 198.00 feet, thence North 17 degrees 00 minutes East 495.00 feet, thence North 20 degrees 00 minutes West 325.87 feet, thence North 74 degrees 54 minutes West 473.05 feet to a concrete monument on the East margin of the Baltimore and Ohio Railroad, thence crossing said Railroad North 74 degrees 54 minutes West 349.27 feet, thence North 73 degrees 16 minutes 48 seconds West 307.93 feet, thence North 61 degrees 58 minutes West 121.43 feet, thence North 24 degrees 00 minutes East 1300.24 feet, to the South marginal line of Westwood Street, thence North 22 degrees 25 minutes 07 seconds East 60.86 feet to the North marginal line of said street, thence with a curve to the left whose chord bearing and distance is North 13 degrees 08 minutes 55 seconds East 750.41 feet and with a radius of 2472.61 feet to the South marginal line of Monroe Avenue, thence with the South marginal line of Monroe Avenue South 88 degrees 51 minutes West 378.32 feet, thence at right angles and in a Northwesterly direction North 1 degree 09 minutes West 240.00 feet, thence South 88 degrees 51 minutes West 682.77 feet, thence South 10 degrees 20 minutes West 787.63 feet to the South marginal line of Westwood Street, thence with said South marginal line North 77 degrees 10 minutes West 404.20 feet, thence North 17 degrees 07 minutes 30 seconds East 7799.88 feet to the place of beginning.

(( (b) Beginning at the intersection of the Southern Corporate boundary line with the East marginal line of the right-of-way of the Norfolk and Western Railway Company and running thence with a portion of the said right-of-way line by a curve to the right having a radius of 2897.93 feet for a distance of 172.36 feet, the chord being South 16 degrees 41 minutes 16 seconds West, 172.33 feet, thence South 18 degrees 23 minutes West, 3969.45 feet to the North margin of Oak Ridge Drive, thence along the margin thereof South 84 degrees 00 minutes 44 seconds East, 2836.56 feet, thence North 54 degrees 43 minutes East, 57.23 feet, to the West margin of the Hagerstown-Sharpesburg Highway, thence binding on said Highway by a curve to the right having a radius of 1472.40 feet for a distance of 570.82 feet, the chord being North 00 degrees 12 minutes 38 seconds East, 567.25 feet, thence North 11 degrees 19 minutes East, 668.01 feet, thence leaving the said Highway North 73 degrees 08 minutes West, 658.02 feet, thence North 36 degrees 47 minutes West, 347.79 feet, thence North 56 degrees 30 minutes West, 771.12 feet, thence North 12 degrees 52 minutes East,

732.34 feet, thence North 66 degrees 30 minutes West, 211.89 feet, thence North 60 degrees 54 minutes East, 447.84 feet, thence North 26 degrees 34 minutes East, 322.32 feet, thence North 21 degrees 29 minutes 30 seconds East, 445.16 feet, thence North 87 degrees 44 minutes 30 seconds East, 244.59 feet to the existing Southern Corporate Boundary line, thence with a portion of said Corporate Boundary North 72 degrees 52 minutes 30 seconds West, 1182.72 feet to the place of beginning.))

(( (c) Beginning at the intersection of the Eastern Corporate Boundary of The City of Hagerstown and the North marginal line of the Dual Highway and running thence along said North marginal line by a curve to the right having a radius of 2939.79 feet for a distance of 1428.96 feet, the chord being South 39 degrees 04 minutes 30 seconds East 1414.93 feet, thence continuing along said marginal line crossing the Baltimore and Ohio Railroad South 25 degrees 09 minutes East 253.57 feet, thence leaving the Highway and running North 57 degrees 00 minutes East 131.53 feet, thence North 73 degrees 00 minutes East 478.50 feet, thence North 68 degrees 00 minutes West 160.87 feet, thence North 48 degrees 45 minutes East 198.00 feet, thence South 68 degrees 00 minutes East 94.87 feet, thence North 66 degrees 30 minutes East 82.5 feet, thence South 76 degrees 30 minutes East 309.37 feet, thence South 68 degrees 45 minutes East 297.00 feet, thence South 60 degrees 45 minutes East 92.4 feet, thence North 50 degrees 00 minutes East 198.00 feet, thence North 17 degrees 00 minutes East 495.00 feet, thence North 20 degrees 00 minutes West 325.87 feet, thence North 74 degrees 54 minutes West 473.05 feet to a concrete monument on the East margin of the Baltimore and Ohio Railroad, thence crossing said Railroad North 74 degrees 54 minutes West 349.27 feet, thence North 73 degrees 16 minutes 48 seconds West 307.93 feet, thence North 61 degrees 58 minutes West 121.43 feet to intersect the Corporate Boundary of the City of Hagerstown, thence with said Corporate Boundary North 61 degrees 58 minutes West 1307.17 feet, and South 17 degrees 07 minutes 30 seconds West 761.57 feet to the place of beginning.))

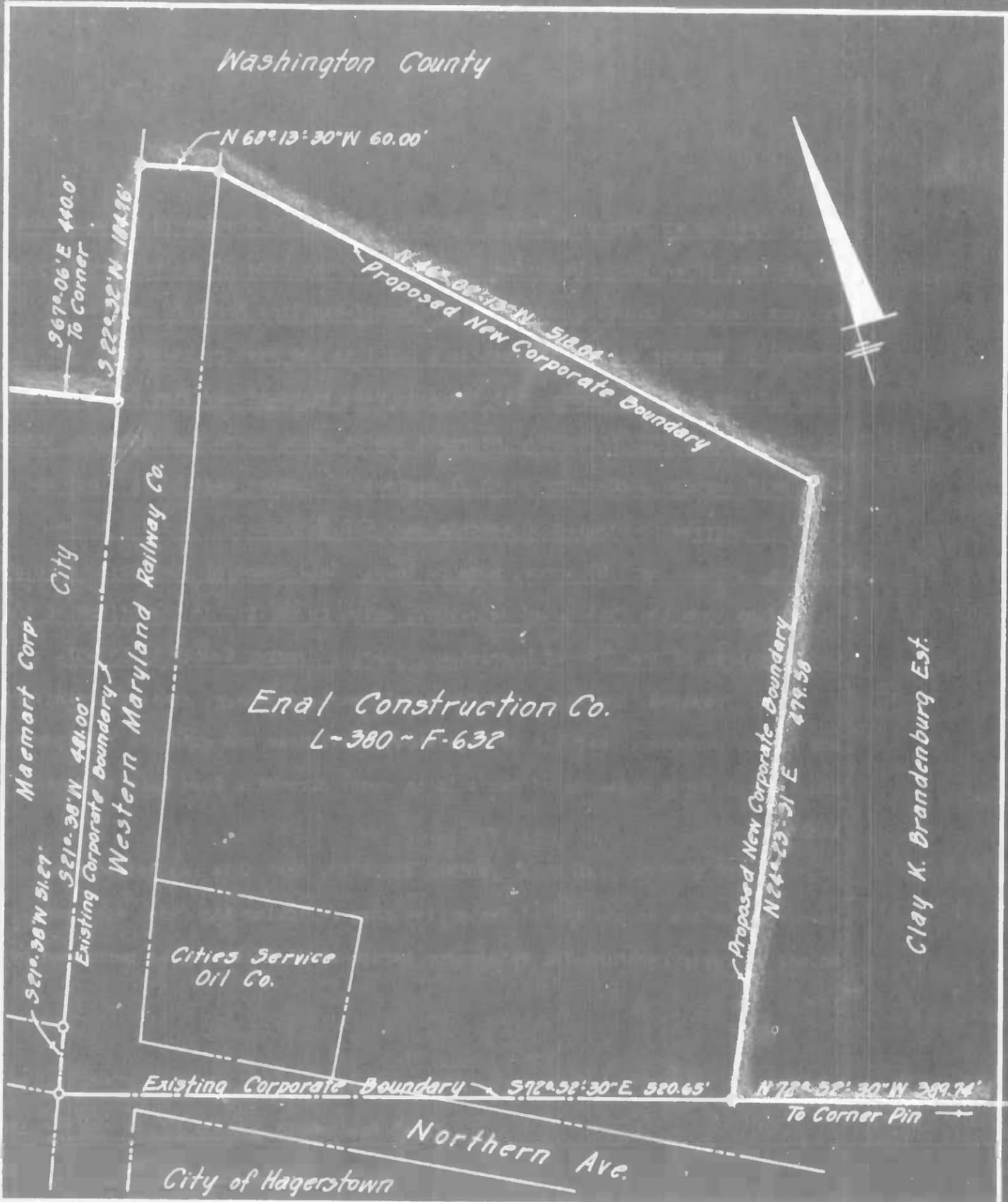
(b) Beginning at a point in the sixth line of the existing corporate boundary, said point being North 72 degrees 52 minutes 30 seconds West 389.74 feet from the end of the fifth line of said boundary and thence leaving said existing boundary and running North 24 degrees 23 minutes 31 seconds East

479.58 feet to an iron pin, thence North 46 degrees 02 minutes 13 seconds West 518.04 feet to an iron pin in the East right-of-way line of the Western Maryland Railway Company, thence crossing said right-of-way line North 68 degrees 13 minutes 30 seconds West 60.00 feet to a point in the West right-of-way line of said Railway Company, thence with the said West right-of-way line South 22 degrees 32 minutes West 184.76 feet to intersect the existing corporate boundary, thence with said corporate boundary South 21 degrees 38 minutes West 532.27 feet and South 72 degrees 52 minutes 30 seconds East 520.65 feet to the place of beginning, containing 7.47 acres, more or less. Said tract of land being also shown in outline upon the Plat dated July 1962, which is on file in the office of the City Engineer of The City of Hagerstown, bearing Drawing Number 83-137-01.

Provided, however, that for development, drainage, sewerage, sanitary and police purposes, the City of Hagerstown shall have and exercise full power and control for a distance of one mile in every direction from said corporate limits.

SECTION 5. AND BE IT FURTHER RESOLVED, that this resolution shall become effective at the end of forty-five days following its final enactment, unless a proper petition for referendum hereon shall be filed, as permitted by law.

Introduced: August 2<sup>nd</sup> 1962  
 Final Enactment: September 12<sup>th</sup> 1962  
 Effective: October 28<sup>th</sup> 1962



CITY OF HAGERSTOWN, MD. — ENGINEERING DEPARTMENT

Area To Be Annexed By The  
City of Hagerstown, Md.  
Total Area To Be Annexed = 7.47 Acres

	DATE	DWG. NO.
DRAWN R. Giffin	July '62	83-137-01
CHECKED		
APPROVED		SCALE 1" = 100'

Recorded December 14, 1962 at 9:16 A.M. Liber 12, Receipt No. 200733

ARTICLES OF INCORPORATION

OF

CHUBBY, REGULAR & MATERNITY SHOPPE, INC.

THIS IS TO CERTIFY:-

FIRST: That we, the subscribers, Hazel V. Bricker, whose post-office address is 1238 Salem Avenue, Hagerstown, Maryland, George F. Bricker, whose postoffice address is 1238 Salem Avenue, Hagerstown, Maryland, and Beverly V. Myers, whose postoffice address is 1606 Wabash Avenue, Hagerstown, Maryland, all being of full legal age, have, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associated ourselves with the intention of forming a corporation.

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

CHUBBY, REGULAR & MATERNITY SHOPPE, INC.

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

(a) To manufacture, purchase, sell at both wholesale and retail, and otherwise deal in women's and children's wearing apparel of every nature, kind and description.

(b) To operate and maintain a general retail store, and to buy, sell and otherwise deal in goods, wares and merchandise of every class and description.

(c) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.

(d) To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(e) To acquire all or any part of the good-will, rights, property and business of any person, firm, association or corporation heretofore or

hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

(f) In general, to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights, privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges.

FOURTH: The postoffice address of the place at which the principal office of the Corporation in this State will be located is No. 107 North Potomac Street, Hagerstown, Washington County, Maryland. The resident agent of the Corporation is Hazel V. Bricker, whose postoffice address is 1238 Salem Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors, and Hazel V. Bricker, George F. Bricker and Beverly V. Myers, shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The directors may be classified and the number thereof may be changed in such lawful manner as the by-laws from time to time may provide.

SIXTH: The total amount of authorized capital stock of the Corporation is ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS, divided into ONE THOUSAND (1,000) SHARES of the par value of ONE HUNDRED (\$100.00) DOLLARS each, and the said capital stock is to be known as Common Capital Stock.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance of TWO HUNDRED (200) fully paid and non-assessable shares of the par value of ONE HUNDRED (\$100.00) DOLLARS each of the Common Capital Stock of the Corporation to Hazel V. Bricker for the

following consideration:-

All of the property and assets, as an entirety, owned by the said Hazel V. Bricker, trading as Chubby, Regular & Maternity Shoppe, including her stock of goods, wares and merchandise, all fixtures, office equipment and supplies, situated in the premises in which the said Hazel V. Bricker now conducts said business and known as No. 107 North Potomac Street, in the City of Hagerstown, Washington County, Maryland, and including also her good-will, the lease on said premises, and all notes, bills and accounts receivable and cash; the Corporation to pay or assume the payment of all of the debts and liabilities of said business as shown by its books on the date that title to said property and assets is acquired by the Corporation.

The actual value of said consideration hereby fixed by the incorporators is not less than TWENTY THOUSAND (\$20,000.00) DOLLARS.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 28<sup>th</sup> day of September, 1962.

Hazel V. Bricker  
Hazel V. Bricker  
George F. Bricker  
George F. Bricker  
Beverly V. Myers  
Beverly V. Myers.

ATTEST:

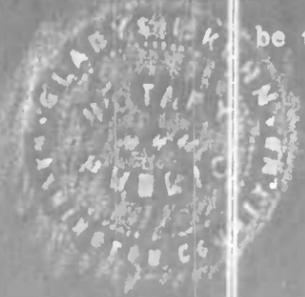
Gladys J. Kuhn

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

I HEREBY CERTIFY, that on this 28<sup>th</sup> day of September, 1962, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Hazel V. Bricker, George F. Bricker and Beverly V. Myers and severally acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my Official Notarial Seal the day and year last above mentioned.

Gladys J. Kuhn  
Notary Public.



ARTICLES OF INCORPORATION  
OF  
CHUBBY, REGULAR & MATERNITY SHOPPE

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 20233

DEC 14 9 16 AM '62

LIBER FOLIO  
LAND/C/MORTG/C/SALES  
G. MENLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 1, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17686

4

Recorded in Liber 8325, folio 51, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Recorded December 13, 1962 at 9:16 A.M. Liber 12, 1962 Receipt No. 200733

GALLO CORPORATION

ARTICLES OF INCORPORATION

- - -

THIS IS TO CERTIFY:

FIRST: We, the undersigned, ANTHONY GALLO, whose post office address is 1908 Knotty Pine Drive, Hagerstown, Maryland; SANTO F. GALLO, whose post office address is 401 West Franklin Street, Hagerstown, Maryland; MARY A. RABASCO, whose post office address is 405 West Franklin Street, Hagerstown, Maryland; and ROSE L. WHITE, whose post office address is 1416 Potomac Avenue, Hagerstown, Maryland; each being at least twenty-one (21) years of age; do hereby associate ourselves as incorporators with the intention of 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

GALLO CORPORATION.

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

A. To engage in and carry on a general real estate business;

B. To engage in and carry on a general merchandise business;

C. To engage in and carry on a general investment business;

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

E. To expressly possess all purposes as set forth in the General Incorporation Laws of the State of Maryland;

F. To engage in and promote any legal activity, subject to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

MARTIN V. B. BOSTETTER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

FOURTH: The post office address of the principal office of the Corporation in this State is 401 West Franklin Street, Hagerstown, Maryland. The resident agent of the Corporation is Santo F. Gallo, whose post office address is 401 West Franklin Street, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The total amount of the authorized capital stock of the Corporation is one hundred thousand (100,000) shares, consisting of one hundred thousand (100,000) fully paid and non-assessable shares of common stock of the par value of ONE DOLLAR (\$1.00) each.

SIXTH: Subject to the General Laws of the State of Maryland, the voting power is vested exclusively in the holders of the common stock.

SEVENTH: the number of directors of the Corporation shall be seven (7), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) nor more than seven (7); and the names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are ANTHONY GALLO, SANTO F. GALLO, ESTHER RICCITELLI, MARY A. RABASCO, ROSE L. WHITE, THERESA M. FREDERICKS and GENEVIEVE N. McDERMOTT.

EIGHTH: 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, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of

Incorporation this 29th day of September, A.D. 1962.

Anthony Gallo  
Anthony Gallo

Santo F. Gallo  
Santo F. Gallo

Mary A. Rabasco  
Mary A. Rabasco

TEST:

M. Frances Diffendal  
M. Frances Diffendal

Rose L. White  
Rose L. White

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 29th day of September, A.D. 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Anthony Gallo, Santo F. Gallo, Mary A. Rabasco and Rose L. White, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did severally acknowledge the same to be their act.

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

M. Frances Diffendal  
M. Frances Diffendal



My Commission Expires:  
May 6, 1963.

MARTIN V. B. BOSTETTER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

ARTICLES OF INCORPORATION  
OF  
GALLO CORPORATION

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 216235

DEC 14 9 16 AM '62

LIBER FOLIO  
LAND MORTG C/SALE  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland October 9, 1962 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 17820

4

Recorded in Liber F325, folio 119, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



*[Handwritten Signature]*

Recorded December 14, 1962 at 9:16 A.M. Liber 12, Receipt No. 200733

ARTICLES OF INCORPORATION  
OF  
EAST ANTIETAM CIVIC ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William R. Parkin, whose post-office address is Lehigh Avenue, Hagerstown, Maryland; Clarence S. Whaley, whose postoffice address is Catawba Avenue, Hagerstown, Maryland; and Earl J. Smith, whose postoffice address is 11 North Colonial Drive, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

EAST ANTIETAM CIVIC ASSOCIATION, INC.

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

(a) To better the existing conditions within the community; to advance educational, recreational and social functions within the community; to encourage a friendly relationship between the members of the Association; to protect the community against undesirable developments; to provide for and maintain a fund from dues or contributions from its members or by Association sponsored functions for the sole purpose of bettering the community.

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

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, encumber or dispose of any personal property used for civic improvement by way of amusements, playgrounds or any other community facilities.

The foregoing enumeration of the purposes, objects and business of the Association is made in furtherance, and not in limitation, of the

powers conferred upon the Association 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 Association. The Association is formed upon the articles, conditions and 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 postoffice address of the principal office of the Association in this State is Lehigh Avenue, Hagerstown, Maryland. The resident agent of the Association is William R. Parkin, whose postoffice address is Lehigh Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Association is not authorized to issue any capital stock and shall be a non stock and non profit corporation. No officer of the Association shall draw any salary.

SIXTH: Qualification for membership, number and duties of officers and other matters governing the functions of said Association are to be set forth and regulated by the By-Laws of the Association.

SEVENTH: The Association shall have three (3) directors and William R. Parkin, Clarence S. Whaley and Earl J. Smith shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 5<sup>th</sup> day of October, 1962.

WITNESS:

<u>Roland C. Ready</u>	<u>William R. Parkin</u> William R. Parkin
<u>Roland C. Ready</u>	<u>Clarence S. Whaley</u> Clarence S. Whaley
<u>Roland C. Ready</u>	<u>Earl J. Smith</u> Earl J. Smith

STATE OF MARYLAND )  
                                  ) ss.  
COUNTY OF WASHINGTON )

THIS IS TO CERTIFY, that on the 5<sup>th</sup> day of October, 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared William R. Parkin, Clarence S. Whaley and Earl J. Smith and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Roland C. Ready  
Notary Public

My Commission Expires:  
May 6, 1963



ARTICLES OF INCORPORATION  
OF  
EAST ANTIETAM CIVIC ASSOCIATION

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 24733  
DEC 14 9 16 AM '62  
LIBER FOLIO  
LAND MORTGAGE SALES  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 9, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17823

4

Recorded in Liber 7825, folio 139, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles J. Barber*

Recorded December 14, 1962 at 9:15 A.M. Liber 12, Receipt No.  
200733  
HAGERSTOWN TRANSFER, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Amos C. Baer whose post office address is Maugansville, Maryland, Hazel E. Baer whose post office address is Maugansville, Maryland, and W. Warren Stultz whose post office address is 2 Court Place, Hagerstown, Maryland, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation is Hagerstown Transfer, Inc.

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

To organize, maintain and operate for hire a transportation service in all parts of the world for the purpose of transporting merchandise and freight of every description whatsoever, including, but not limited to, the transportation of frozen foods and/or frozen products of every kind and nature, to and from all parts of the world; to buy, sell, job, process, transport, or otherwise deal in, either at wholesale or retail, meats, meat products, fruits, fruit products, vegetables, vegetable products, canned and/or frozen goods and/or products, and edible foods of every nature and description whether fresh, frozen, canned or otherwise processed; to manufacture, buy, sell, deal in, and to engage in, conduct, and carry on the business of manufacturing, processing, buying, selling and dealing in, goods, wares and merchandise of every class and description; to procure, purchase, lease, own, lay out, build, equip, furnish, maintain and operate terminal freight points, service stations and/or motor vehicle garages,

sales, service parts and/or repair establishments; to procure, purchase, own, lease, sell or otherwise deal in all and every kind of motor vehicles, automobiles, parts, accessories, gas, oil, diesel fuel, grease, utensils and appliances of every kind and description incident to the conduct of any of said businesses and/or in the furtherance of any of said purposes; and to purchase, own, hold, lease, convey, mortgage, pledge, transfer, acquire or dispose of any lands, buildings and other structures, and all property, whether real, personal or mixed, of every kind, class, description and character whatsoever, or any interest therein wanted, necessary or desirable for the carrying on and promoting of the aforesaid objects, purposes or business, or either or any of them, and to procure, sell, mortgage, lease, improve, construct, invest and deal in any real estate, of every kind and character, and wheresoever situate; and to construct, equip, operate, buy, sell, lease, rent, hire, manage and control, buildings, factories, stores, warehouses, and all other structures of every kind and description, wheresoever situate, together with all kinds of machinery, tools, implements, apparatus, equipment, automobiles, wagons, trucks, trailers, stock, appliances, merchandise, and all other things or property of every kind and character needed, wanted, necessary, used or desired in the furtherance or carrying on or promoting of the aforesaid objects, businesses or purposes, or either or any of them; and to purchase, own, sell, acquire and dispose of in any lawful manner the property, rights, business, structures, stocks, bonds, securities, good will, permits, licenses, franchises, assets, or any part thereof, of every kind, of any corporation, association, firm or individual carrying on in whole or any part for said business, or either of them of any allied manufacture, commercial, wholesale or retail business, or other business or enterprise of any kind whatsoever, or any other business to carry on and assume in any lawful manner the indebtedness

or liabilities thereof, and to undertake, guarantee, assume and pay the same in any lawful manner, and from time to time do any one or more of the acts and things hereinabove set forth, and to carry on any other business which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid purposes or objects, or either or any of them, to facilitate it in the transaction of its business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property or rights provided for in the transaction of its business; the corporation shall be subject to the laws of the jurisdiction in which the same is transacted or its property may be located, this Corporation is formed upon and subject to the articles, conditions and provisions herein expressed, and to the provisions, limitations relating to corporations which are contained in the Public General Laws of the State of Maryland. The said Corporation shall have full power to do any or all the acts, matters and things hereinbefore set forth, and shall also have all the powers insofar as the same may be applicable to it enumerated and more particularly set out in Article 23 of the Code of Public General Laws of the State of Maryland relating to corporations, and all amendments and supplements thereto, and to<sup>do</sup> every act or thing not inconsistent with law which may be appropriate to promote and attain the objects and purposes for which or for any of which this Corporation is formed.

FOURTH: Principal office and Resident Agent. The post office address of the place at which the principal office of the Corporation in this State will be located is No. 78 West Lee Street, Hagerstown, Maryland. The resident agent of the Corporation is Amos C. Baer whose post office address is Maugansville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: Directors. The corporation shall have three Directors, Amos C. Baer, Hazel E. Baer and W. Warren Stultz shall act as such until the first annual meeting of stockholders or until their successors are duly chosen and qualified.

SIXTH: Capital Stock. The total amount of the authorized capital stock of the corporation is One Hundred Thousand (\$100,000.00) Dollars par value divided into ten thousand shares of the par value of Ten (\$10.00) Dollars each.

SEVENTH: The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 17th day of October, 1962.

WITNESSES:

*Louise E. Lusk* Amos C. Baer  
Amos C. Baer

*Louise E. Lusk* Hazel E. Baer  
Hazel E. Baer

*Louise E. Lusk* W. Warren Stultz  
W. Warren Stultz

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17th day of October, 1962, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Amos C. Baer, Hazel E. Baer and W. Warren Stultz and did each acknowledge the foregoing Articles of Incorporation to be their respective act and deed.

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



J. Edwin Rohrer  
Notary Public

My Commission Expires:  
May 6, 1963.

ARTICLES OF INCORPORATION  
OF

HAGERSTOWN TRANSFER, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 2222

DEC 14 9 15 AM '62

LIBER 13110  
LAND CLERK'S OFFICE  
G. MELVIN SWYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 18, 1962 at 1:07 o'clock p. M. as in conformity  
with law and ordered recorded.

A 73

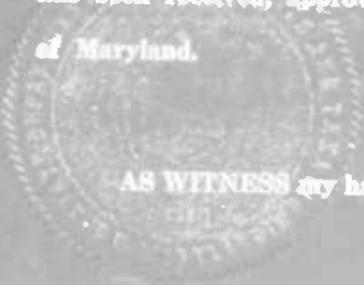
5

Recorded in Liber 7326, folio 168, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

10/24/62  
w. d.

Recorded December 14, 1962 at 9:15 A.M. Liber 12, Receipt No.

ARTICLES OF INCORPORATION<sup>200733</sup>

OF

SNOWBERGER, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers Joanne Snyder, whose postoffice address is 42 Jonathan Street, Hagerstown, Maryland; Irving M. Einbinder, whose postoffice address is 42 Jonathan Street, Hagerstown, Maryland; and Raymond A. Snowberger whose postoffice address is 219 East Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

SNOWBERGER, INC.

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

(a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

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

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

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, 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 stock, 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, 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.

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

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

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

(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 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 postoffice address of the principal office of the Corporation in this State is 219 East Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is Raymond A. Snowberger, whose postoffice address is 219 East Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is two hundred (200) shares of the par value of One Thousand (\$1,000.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is Two Hundred Thousand (\$200,000.00) Dollars.

SIXTH: The Corporation shall have three directors and Joanne Snyder, Irving M. Einbinder and Raymond A. Snowberger shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock and securities convertible into shares of its stock, 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 director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or 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, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in

dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

(e) 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 to declare and authorize the payment of stock dividends; 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, we have signed these Articles of Incorporation on this 23<sup>rd</sup> day of October, 1962.

Witness:

Evelyn C. Miller as to Joanne Snyder  
Evelyn C. Miller Joanne Snyder

Evelyn C. Miller as to Irving M. Einbinder  
Evelyn C. Miller Irving M. Einbinder

Evelyn C. Miller as to Raymond A. Snowberger  
Evelyn C. Miller Raymond A. Snowberger

STATE OF MARYLAND }  
COUNTY OF WASHINGTON } ss:

THIS IS TO CERTIFY, that on this 23<sup>rd</sup> day of October 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Joanne Snyder, Irving M. Einbinder and Raymond A. Snowberger, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

Evelyn C. Miller  
Evelyn C. Miller, Notary Public

My Commission Expires: May 6, 1963



ARTICLES OF INCORPORATION  
OF  
SNOWBERGER, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 8822

DEC 14 9 15 AM '62

LIBER FOLIO  
LAND RECORDS/CLERK  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 24, 1962 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

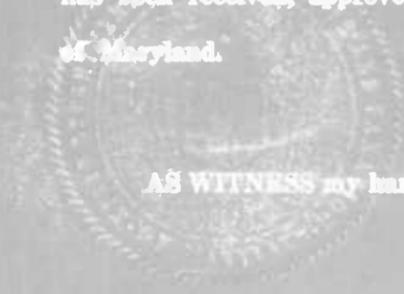
A 179

Recorded in Liber 5 *F327*, folio *311*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....*10.00*.....Recording fee paid \$.....*10.00*.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Recorded December 14, 1962 at 9:15 A.M. Liber 95, Receipt No. 200733

ARTICLES OF INCORPORATION

OF

LINCOLNEERS-LINCOLNETTES CLUB, WASHINGTON COUNTY, MARYLAND,  
INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, PATRICK J. SMITH, WHOSE POST OFFICE ADDRESS IS CHEWSVILLE, MARYLAND, VICTOR SMITH, WHOSE POST OFFICE ADDRESS IS CHEWSVILLE, MARYLAND, THEODORE R. ZARFOS, WHOSE POST OFFICE ADDRESS IS SMITHSBURG, ROUTE No. 2, MARYLAND, LUTHER F. TAYLOR, WHOSE POST OFFICE ADDRESS IS HAGERSTOWN, MARYLAND, MARVIN E. BURMAN, WHOSE POST OFFICE ADDRESS IS HAGERSTOWN, MARYLAND, FREDT WELFENBERGER, WHOSE POST OFFICE ADDRESS IS MAUGANSVILLE, MARYLAND, DAVID K. POOLE, JR., WHOSE POST OFFICE ADDRESS IS HAGERSTOWN, MARYLAND, ALL BEING OF FULL LEGAL AGE, DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND, AUTHORIZING THE FORMATION OF CORPORATION ASSOCIATE OURSELVES WITH THE INTENTION OF FORMING A CORPORATION.

SECOND: THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION") IS "LINCOLNEERS-LINCOLNETTES CLUB, WASHINGTON COUNTY, MARYLAND, INC."

THIRD: THE PURPOSE FOR WHICH THE CORPORATION IS FORMED AND THE BUSINESS OR OBJECTS TO BE CARRIED ON AND PROMOTED BY IT ARE AS FOLLOWS:

(A) TO GIVE PRIMACY TO THE HUMAN AND SPIRITUAL RATHER THAN TO THE MATERIAL VALUES OF LIFE.

(B) TO ENCOURAGE THE DAILY LIVING OF THE GOLDEN RULE IN ALL HUMAN RELATIONSHIPS.

(C) TO PROMOTE THE APPLICATION OF GOVERNMENT OF THE PEOPLE, BY THE PEOPLE, FOR THE PEOPLE, IN ACCORDANCE WITH

THE PRINCIPLES OF THE GREAT EMANCIPATOR, ABRAHAM LINCOLN.

(D) TO DEVELOP BY PRECEPT AND EXAMPLE, A MORE PROGRESSIVE AND LIBERAL CITIZENSHIP.

(E) TO PROVIDE THROUGH LINCOLNEERS-LINCOLNETTES CLUBS, A PRACTICE MEANS TO FORM ENDURING FRIENDSHIPS, AND TO RENDER CHARITABLE SERVICE, AND TO BUILD BETTER COMMUNITIES.

(F) TO COOPERATE IN CREATING AND MAINTAINING THAT SOUND PUBLIC OPINION AND HIGH IDEALISM WHICH MAKE POSSIBLE THE INCREASE OF RIGHTEOUSNESS, JUSTICE, PATRIOTISM AND GOOD WILL.

(G) TO WORK, TO ATTAIN, FREE EDUCATION, FOR ALL CHILDREN INCLUDING KINDERGARDEN AND TWO YEARS OF COLLEGE.

(H) TO DO ALL SUCH THINGS AS ARE INCIDENTAL OR CONDUCTIVE TO THE ATTAINMENT OF THE ABOVE OBJECTS, INCLUDING THE ENGAGING IN OR CARRYING ON OF ANY OTHER BUSINESS WHICH MAY BE CONVENIENTLY CONDUCTED IN CONJUNCTION THEREWITH.

(I) TO MANUFACTURE, PURCHASE OR PLEDGE, SELL, ASSIGN AND TRANSFER OR OTHERWISE DISPOSE OF, TO INVEST, TRADE, DEAL IN AND DEAL WITH, GOODS, WARES AND MERCHANDISE, AND REAL AND PERSONAL PROPERTY OF EVERY CLASS AND DESCRIPTION WHERESOEVER SITUATED.

FOURTH: THE POST OFFICE ADDRESS OF THE PLACE OF WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE WILL BE LOCATED IS: CHEWSVILLE, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS: VICTOR SMITH WHOSE POST OFFICE ADDRESS IS No. 92 POST OFFICE BOX, CHEWSVILLE, MARYLAND. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

FIFTH: THE CORPORATION IS FORMED WITHOUT CAPITAL STOCK FOR MUTUAL PURPOSES, AND NON-PROFIT, AND ANY PERSON ELIGIBLE UNDER THE LAWS OF THE CORPORATION SHALL BECOME A MEMBER

THEREOF UPON PAYMENT OF SUCH SUM AND AT SUCH TIME AS MAY BE SET FORTH IN THE BY-LAWS.

SIXTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE TWELVE, THE FOLLOWING PERSONS SHALL ACT AS DIRECTORS OF THE CORPORATION UNTIL THE FIRST ANNUAL MEETING, OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED BY THE MEMBERSHIP OF THE CORPORATION AS DEFINED IN THE BY-LAWS OF THE CORPORATION: PATRICK J. SMITH, DAVID H. SMITH, WILLIAM A. SLAYMAN, C. E. BOWEN, VICTOR SMITH, ROBERT W. WILLIAMS, CHRISTIAN A. MILLER, DANIEL F. SMITH, WILLIAM J. BRITTAIN, CARLTON DEHART, DAVID K. POOLE, JR., CLETUS "IKE" BOWLUS.

SEVENTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE, PATRICK J. SMITH, VICTOR SMITH, THEODORE R. ZARFOS, LUTHER T. TAYLOR, MARVIN E. BUHRMAN, ERNEST WOLFENBERGER, DAVID K. POOLE, JR., BEING ALL OF THE INCORPORATORS HEREIN ABOVE NAMED, HAVE HEREUNTO SET OUR RESPECTIVE HANDS AND SEALS, THIS 22<sup>nd</sup> DAY OF OCTOBER, 1962.

WITNESS:



Patrick J. Smith (SEAL)  
PATRICK J. SMITH

Victor Smith (SEAL)  
VICTOR SMITH

Theodore R. Zarfos (SEAL)  
THEODORE R. ZARFOS

Luther T. Taylor (SEAL)  
LUTHER T. TAYLOR

Marvin E. Buhrman (SEAL)  
MARVIN E. BUHRMAN

Ernest Wolfenberger (SEAL)  
ERNEST WOLFENBERGER

David K. Poole, Jr. (SEAL)  
DAVID K. POOLE, JR.

Dolly J. Stebens

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 22<sup>nd</sup> DAY OF OCTOBER, 1962,  
BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE  
STATE AND COUNTY AFORESAID, PERSONALLY APPEARED PATRICK  
J. SMITH, VICTOR SMITH, THEODORE R. ZARFOS, LUTHER T. TAYLOR,  
MARVIN E. BUHRMAN, ERNEST VOLKBERGER AND DAVID K. POOLE,  
JR., AND SEVERALLY ACKNOWLEDGED THE AFOREGOING ARTICLES OF  
INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

*Dolly Joyce Stevens*  
NOTARY PUBLIC

My Comm. Exp.  
5/6/63



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ARTICLES OF INCORPORATION  
OF  
LINCOLNBERS-LINCOLNETTES CLUB, WASHINGTON COUNTY, MARYLAND, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 8223  
OCT 14 9 15 AM '67  
CLERK  
MERLIN SNYDER

approved and received for record by the State Department of Assessments and Taxation  
of Maryland      October 29, 1962      at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A      218

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Recorded in Liber F327, folio 425, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the      Circuit      Court of      Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Merlin Snyder*

10/23/62  
W. S.

Recorded December 14, 1962 at 9:15 A.M. Liber 12, Receipt No. 200733

## ARTICLES OF INCORPORATION

OF

NORTHERN AVENUE MEDICAL LABORATORY, INC.

## THIS IS TO CERTIFY:

FIRST. That we, the subscribers, Merle S. Elliott, whose post-office address is 49 East Franklin Street, Hagerstown, Maryland; R. Noel Spence, whose postoffice address is Grice Building, Hagerstown, Maryland; and Omer T. Kaylor, Jr., whose postoffice address is Grice Building, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND. The name of the corporation (which is hereinafter called the Corporation) is Northern Avenue Medical Laboratory, Inc.

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

(a) To perform blood tests, including hematology, blood counts, immunologic tests, serology for bacteria, blood typing and Rh factor determination, hormonal tests and other blood chemistry studies, bacteriologic studies, including cultures and drug sensitivity testing, basal metabolic ratings, electrocardiograms, studies of other body fluids, including analysis of urine, stools, spinal fluid, serous effusions and seminal fluid, dermatologic tests and any and all other medical and chemical studies and analyses normally performed and conducted in the general business of a medical laboratory.

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

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

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

ation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

The foregoing enumeration of the purposes, objects and 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 corporations which are contained in the general laws of this State.

FOURTH. The postoffice address of the principal office of the Corporation in this State is 580 Northern Avenue, Hagerstown, Maryland. The resident agent of the Corporation in this State is Merle S. Elliott, whose postoffice address is 49 East Franklin Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH. The Corporation shall have at least three (3) directors and Merle S. Elliott, R. Noel Spence and Omer T. Kaylor, Jr. shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

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

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

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

(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 <sup>the</sup> stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) 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 en-

titled to be cast thereon, except as otherwise provided in this charter.

(e) 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<sup>or</sup> otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH. The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 21st day of September, 1962.

Merle S. Elliott  
Merle S. Elliott  
R. Noel Spence  
R. Noel Spence  
Omer T. Kaylor, Jr.  
Omer T. Kaylor, Jr.

Witness:

Donald Delosier

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21st day of September, 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Merle S. Elliott, R. Noel Spence and Omer T. Kaylor, Jr. and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Donald Delosier  
Notary Public

My commission expires: May 6, 1963



ARTICLES OF INCORPORATION  
OF  
NORTHERN AVENUE MEDICAL LABORATORY, INC.

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 22255  
OCT 14 9 15 AM '62  
FOR  
PUBLIC NOTICING SALES  
GLENIN SWYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 23, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 118

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Recorded in Liber 7326, folio 339, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....12.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Recorded December 14, 1962 at 9:15 A.M. Liber 12, Receipt No.  
ARTICLES OF INCORPORATION<sup>200733</sup>

OF  
SHANK FARMS INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Nevin M. Shank, whose post office address is Hagerstown, Maryland, Garry B. Shank, whose post office address is Hagerstown, Maryland, and Larry D. Shank, whose post office address is Hagerstown, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: "SHANK FARMS 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) To produce, buy and sell on commission or otherwise, at wholesale or retail, butter, milk, cheese and all other dairy products, eggs, poultry, fruit, meats, vegetables, and all kinds of farm produce and to transact all business incidental or appurtenant thereto.

(b) To establish and maintain a system of refrigeration by which the public may obtain materials for refrigerating purposes through pipes or conduits from central stations, and in furtherance of said business, to establish and maintain a warehouse or warehouses for the storage of merchandise.

(c) To manufacture the products and by-products, mixtures and compounds of corn, sugar, feeds, rice, sorghum, sago, wheat and other cereals and vegetables, and any article consisting, or partly consisting thereof.

To buy and sell or otherwise to deal or traffic in corn, feeds, rice, sorghum, sago, wheat and other cereals and vege-

tables, and any and all of the products and by-products thereof, and any mixtures or compounds thereof, and articles consisting or partly consisting thereof; and also to buy and sell or otherwise deal or traffic in glucose, starches, sugar, syrups, oils, chemicals and any and all of the products or by-products thereof, or any article consisting or partly consisting thereof, or any mixtures or compounds thereof. To buy, manufacture, sell, import, export and generally handle and deal in flour and feed and all other products of grain and other cereals.

(d) To carry on the business of manufacturing acid phosphates and other chemical compounds of any and all kinds, and to acquire letters patent and licenses thereof; and to do any and all acts and transact any and all business that shall or may be or become incident to or arise out of or be connected with such manufacturing business, or any part thereof, to the full extent that the same shall be or become allowable or authorized under any statute applicable thereto, now or hereafter to be in force.

(e) To buy and sell hides, tallow, oils, fats and waste animal products, live and dead animals, and to manufacture and sell glue, poultry food, tallow, oils, hides and any and all products derived and made from dead animals.

(f) To deal in, buy, sell and slaughter cattle, calves, hogs, sheep and live stock generally, and to manufacture and sell the products thereof.

(g) To purchase, can, jar and preserve vegetables, fruits and edible grains in wooden, tin, or glass cans or jars; to purchase and manufacture wooden, tin, or glass cans or jars, and any and all materials that may be necessary to the carrying on of the said canning, jarring, and preserving business; and to sell the said vegetables, fruits and edible grains in cans, jars or preserves.

(h) To manufacture and sell foods for cattle and poultry and other foods, and to transact all lawful business arising out

of the same, together with the manufacture and sale of such other useful articles, not prohibited by law, as may from time to time be determined upon.

(i) To purchase, sell and deal in milk and cream and other dairy products, and to manufacture and sell any of the products or derivatives of milk or cream, and for the purpose above described to operate an artificial cold storage plant, and to manufacture ice, and to conduct such other lines of business as may be necessary for carrying on a general dairy business.

(j) To manufacture, purchase, or otherwise acquire machinery of iron or any other material whatsoever, and to hold, own, sell or otherwise dispose of, trade in, deal in and deal with the same, and to purchase or otherwise acquire iron, scrap iron and any or all other minerals whatsoever, and to hold, own, sell or otherwise dispose of, trade in, deal in and deal with the same.

(k) To manufacture, buy and sell all kinds of lumber and mill work, and the transaction of all business pertaining thereto; to purchase and sell mills, land, standing timber, logs and lumber.

(l) To carry on a general mercantile or merchandise business at retail and wholesale and to purchase, sell and deal in such goods, supplies and merchandise as are or may be sold in a general store.

(m) To purchase, sell, mortgage, lease, improve, invest, and deal in real estate, wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.

(n) To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them, or any other business in whole or in part 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 property, rights, business, good will, franchises and assets so acquired in the stock, bonds, or other securities of the corporation, or otherwise.

(o) To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States, or any foreign country, and any and all processes and trademarks relating to or useful in connection with any business carried on by the Corporation.

(p) To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or either of them, or to facilitate it in the transaction of its aforesaid business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland, or any other State in which the corporation carries on business. The said corporation shall enjoy and exercise all the powers and rights conferred by the Statute upon the corporation, and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred by law.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Hagerstown, Maryland. The resident agent of the Corporation is Nevin M. Shank, Route #6, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have at least three (3) directors and not more than seven (7), and Nevin M. Shank, Garry B. Shank, and Larry D. Shank shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of authorized capital stock of the Corporation is Two Hundred Thousand (\$200,000.00) Dollars, divided into Twenty Thousand (20,000) shares of a par value of Ten (\$10) Dollars each.

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

(a) The Board of Directors of the corporation is hereby

empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, of such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the corporation.

(b) The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the corporation.

(c) The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the directors of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 26th day of September, 1962.

WITNESS:

Nevin M. Shank (SEAL)  
Nevin M. Shank

Garry B. Shank (SEAL)  
Garry B. Shank

Olive R. Shupp  
Olive R. Shupp

Larry D. Shank (SEAL)  
Larry D. Shank

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 26 day of September, 1962, before, me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Nevin M. Shank, Garry B.

-5-

Shank and Larry D. Shank and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

My Commission Expires:

May 6, 1963

Olive R. Shupp  
Notary Public  
Olive R. Shupp  


ARTICLES OF INCORPORATION

OF

SHANK FARMS INC.

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 22723  
DEC 14 9 15 AM '62  
LIBER FOLIO LAND MORTGAGE/SALE G. MERLIN SNYDER CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland October 4, 1962 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A. 17758

7

Recorded in Liber 7324, folio 246, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 12.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Handwritten signature*

Recorded December 14, 1962 at 9:15 A. M. Liber 95, Receipt No.  
200733

BARVAL CORPORATION

ARTICLES OF AMENDMENT.

Barval Corporation, a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The charter of the Corporation is hereby amended by striking out Paragraph 6 of the Articles of Incorporation and inserting in lieu thereof the following:

SIXTH: The total amount of authorized capital stock of the Corporation is \$300,000.00 divided into 3,000 shares of the par value of \$100.00 each and the said capital stock is to be known as Common Capital Stock.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on October 1st, 1962, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on October 5th, 1962.

THIRD: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of all of the stock entitled to vote thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

SIXTH: (a) The total number of shares of all stock of the Corporation heretofore authorized and the par value of the shares are as follows:

1,000 shares of the par value of \$100.00 each making a total authorized capital of \$100,000.00.

(b) The total number of shares of all stock of the Corporation

as increased, and the par value of the shares are as follows:

3,000 shares of the par value of \$100.00 each making a total authorized capital of \$300,000.00.

IN WITNESS WHEREOF, Barval Corporation 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 October 5th, 1962.

BARVAL CORPORATION

By Irene Y. Wingert  
Irene Y. Wingert, President.

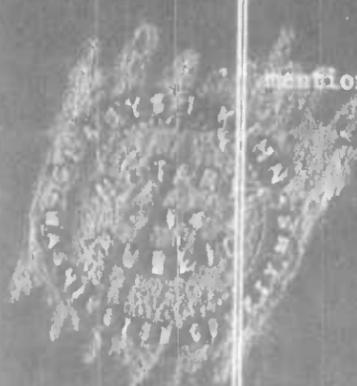


Martha W. Bristow  
Martha W. Bristow, Secretary.

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

I HEREBY CERTIFY, that on this 8<sup>th</sup> day of October, 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Irene Y. Wingert, President of Barval Corporation, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Martha W. Bristow and made oath in due form of law that she was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

Witness my hand and Notarial Seal, the day and year last above mentioned.



Gladys J. Kuback  
Notary Public.

X

ARTICLES OF AMENDMENT  
OF  
BARVAL CORPORATION

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 23  
DEC 14 9 15 AM '62  
LAW OFFICE  
LAW OFFICE  
C. WILSON SMITH  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 9, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17812

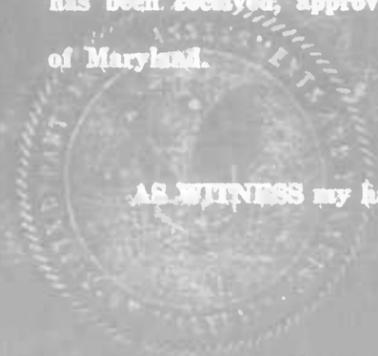
3

Recorded in Liber 7325, folio 59, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....10.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles B. [Signature]*

Recorded December 14, 1962 at 9:15 A. M. Liber 12, Receipt No. 200733

CHURCH OF THE BROTHERS OF  
BROADFORDING, WASHINGTON  
COUNTY, MARYLAND.

\*\*\*\*\*

ARTICLES OF AMENDMENT

\*\*\*\*\*

Church of the Brethren of Broadfording, Washington County, Maryland, a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The Charter of the Corporation is hereby amended as follows:

(1) By striking out "Article 2" of the Articles of Incorporation of the Corporation executed October 17, 1913, said Articles of Incorporation being recorded in Liber No. 2, folio 290, one of the Incorporation Records in the Office of the Clerk of the Circuit Court for said Washington County, Maryland, and inserting in lieu thereof the following:

"ARTICLE 2. The management of all property, real, personal and mixed, which the said Corporation may now have or which it may at any time hereafter acquire, shall be vested in a Board of Trustees consisting of seven (7) members, to be elected by ballot at the annual meeting of the members of the congregation to be held on the last Wednesday of August of each year, or at any adjournment thereof."

(2) The Charter is hereby further amended by striking out "Article 4" and inserting in lieu thereof the following:

"ARTICLE 4. The Trustees shall be chosen from the male members of the congregation, who are above the age of twenty-one years, at a meeting to be held annually on the last Wednesday of August of each year at 7:30 P. M., at the usual place of Worship of said congregation, and in case of failure from any cause to elect Trustees on said day, the old Board of Trustees

shall hold office until the election of their successors."

(3) The Charter is hereby further amended by striking out "Article 7" and inserting in lieu thereof the following:

"ARTICLE 7. The Board of Trustees as soon after their election as convenient shall meet and organize by electing a President, a Vice President, a Secretary, and a Treasurer."

SECOND: The Board of Trustees of the Corporation at a meeting duly convened and held on August 30, 1961, adopted a resolution in which was set forth the foregoing amendments to the Charter, declaring that the said amendments to the Charter were advisable, and directing that they be submitted to the members of the Congregation at a special meeting to be held after ten (10) days' notice, in conformity with the Articles of Incorporation and the provisions of the Code of Public General Laws of Maryland.

THIRD: Notice of the meeting and the amendments to the Charter proposed to be acted upon was thereupon read, and action thereon was postponed at least ten (10) days, and the members were notified to be present at the meeting appointed for action thereon.

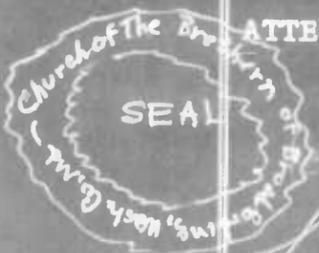
FOURTH: The amendment of the Charter of the Corporation as hereinabove set forth was approved by a two-third's vote of the members of the congregation present at the meeting held on the 16th day of September, 1962.

IN WITNESS WHEREOF, the Church of the Brethren of Broadfording, Washington County, Maryland, has caused these presents to be signed in its name and on its behalf by the President of the Board of Trustees, and its corporate seal to be hereto attached and attested by its Secretary on this 29<sup>th</sup> day of September, 1962.

ATTEST:

CHURCH OF THE BROTHERS OF BROAD-FORDING, WASHINGTON COUNTY, MARYLAND,

By: Paul D. Koontz  
Paul D. Koontz, President



Lawrence C. Stouffer  
Secretary  
Lawrence C. Stouffer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 29<sup>th</sup> day of September, 1962, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Paul D. Koontz, President of the Board of Trustees of the Church of the Brethren of Broadfording, Washington County, Maryland, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Lawrence E. Stouffer, and made ~~with~~<sup>affirmation</sup> in due form of law that he was Secretary of the meeting of the members 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 last above written.

  
Notary Public  
Edwin J. Carr  


X

ARTICLES OF AMENDMENT

OF

CHURCH OF THE BRETHREN OF BROADFORDING, WASHINGTON COUNTY

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 20723  
DEC 14 15 11 '62  
LIBRER FOLIO  
DAVID CHARLES CALED  
G. MERLIN SAITOE  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland October 26, 1962 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 175

Recorded in Liber 4 *F827*, folio *31*, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

✓  
12/29/62  
W.S.

Recorded December 14, 1962 at 9:15 A.M. Liber 12, Receipt No. 200733

FAIRCHILD ENGINE AND AIRPLANE FOUNDATION, INC.  
ARTICLES OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

\*\*\*\*\*

FAIRCHILD ENGINE AND AIRPLANE FOUNDATION, INC. a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Foundation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Foundation is hereby amended by striking out ARTICLE SECOND of the Certificate of Incorporation and inserting in lieu thereof the following:

"SECOND: The name of the Corporation (hereinafter called the Foundation), is FAIRCHILD STRATOS FOUNDATION, INC."

SECOND: The charter of the Foundation is further amended by striking out ARTICLE FOURTH of the Certificate of Incorporation and inserting in lieu thereof the following:

"FOURTH: The resident agent of this corporation in the State of Maryland is John L. Grabber, whose post-office address is c/o Fairchild Stratos Corporation, Hagerstown, Maryland. The said resident agent so designated is an individual actually residing in the State of Maryland."

The post-office address of the place at which the principal office of the corporation in this State will be located is c/o Fairchild Stratos Corporation, Hagerstown, Maryland."

THIRD: The Board of Directors of the Corporation at a meeting duly convened and held on June 8, 1962, adopting a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon at the Annual Meeting of the members of the Corporation to be held on June 8, 1962.

FOURTH: Notice setting forth the said amendment of Charter and stating that a purpose of the meeting of the members would be to take action thereon, was given as required by law to all members entitled to vote thereon; and like notice was given to all members of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the Charter would be altered by the amendment.

FIFTH: The Amendment of the Charter of the Corporation as hereinabove set forth was approved by the members of the Corporation at said meeting by the affirmative vote, in writing, of all votes entitled to be cast thereon.

SIXTH: The Amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the members of the Corporation in writing.

IN WITNESS WHEREOF, FAIRCHILD ENGINE AND AIRPLANE FOUNDATION, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on this 22nd day of August, 1962.

FAIRCHILD ENGINE AND AIRPLANE FOUNDATION, INC.

By: Walter Burke  
Walter Burke, President

ATTEST:

John L. Grabber  
John L. Grabber, Secretary

STATE OF MARYLAND )  
COUNTY OF WASHINGTON ) ss:

I HEREBY CERTIFY THAT on the 22nd day of August, 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared WALTER BURKE, President of FAIRCHILD ENGINE AND AIRPLANE FOUNDATION, INC., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared JOHN L. GRABER and made oath in the form of law that he was Secretary of the board of directors of said Foundation at which an amendment of Certificate of Incorporation of said Foundation set forth in said Articles of Amendment, was 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 last above written.



*Ella T. Shaffer*  
Ella T. Shaffer, Notary Public  
Notary Public, Washington County  
Certificates filed in Washington  
County  
Commission expires May 6, 1963

RECEIVED  
of  
State Department  
Articles and Taxation

SEARCHED	INDEXED
SERIALIZED	FILED
AUG 22 1962	
FBI - WASHINGTON	

RESIDENT AGENT	
PRINCIPAL OFFICE	
CORPORATE NAME	
CHANGE OF	

ARTICLES OF AMENDMENT  
 OF  
 FAIRCHILD ENGINE AND AIRPLANE FOUNDATION  
 changing its name to  
 FAIRCHILD STRATOS FOUNDATION, INC.

STATE OF MD. COUNTY  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD  
 RECEIPT NO. 22275  
 DEC 14 9 15 AM '62  
 LIBER FOLIO  
 LAND OFFICE/SALES  
 G. MERLIN SMYDER  
 CLERK

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland October 29, 1962 at 9:00 o'clock A. M. as in conformity  
 with law and ordered recorded.

A 256

4

Recorded in Liber 7327, folio 482, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
 has been received, approved and recorded by the State Department of Assessments and Taxation  
 of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. Boyd*

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the  
..... FULTON RADIO SALES, INC. ....

were received for record on October 15, 19<sup>62</sup>,  
in accordance with the provisions of Sec. 77 of Art. 23 of the  
Code (1957 Edition).

Albert W. Ward  
.....  
Director

211

Recorded December 14, 1962 at 9:15 A.M. Liber 95, Receipt No. 200733

FULTON RADIO SALES, INC.  
ARTICLES OF DISSOLUTION

FULTON RADIO SALES, INC., a Maryland corporation having its principal  
office in Washington County, Maryland, (hereinafter called the Corporation),  
hereby certifies to the State Department of Assessments and Taxation of  
Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth,  
and the post office address of the principal office of the Corporation in the  
State of Maryland is Main Street, Hancock, Washington County, Maryland.

THIRD: The name and post office address of the resident agent of  
the Corporation in the State of Maryland, service of process upon whom shall  
bind the Corporation in any action, suit or proceeding pending or hereafter  
instituted or filed against the Corporation for one year after dissolution and  
thereafter until the affairs of the Corporation are wound up, is Stanley M.  
Fulton, Main Street, Hancock, Washington County, Maryland. Said resident agent  
is an individual actually residing in this State.

FOURTH: The names and post office addresses of each of the directors  
of the Corporation are as follows:

<u>Name</u>	<u>Post Office Address</u>
Stanley M. Fulton	Main Street, Hancock, Maryland
Lucile E. Fulton	Main Street, Hancock, Maryland
Stanley E. Fulton	103 Canfield St., Johnstown, Pennsylvania
Lucinda A. Corkhill	135 Bartholomew Drive, Berwyn, Pennsylvania

FIFTH: The name, title and post office address of each of the  
officers of the Corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
Stanley M. Fulton	President	Main Street, Hancock, Maryland
Lucile E. Fulton	Vice President	Main Street, Hancock, Maryland
Lucile E. Fulton	Secretary	Main Street, Hancock, Maryland
Stanley M. Fulton	Treasurer	Main Street, Hancock, Maryland

SIXTH: By unanimous vote by the Board of Directors at a meeting of the Board of Directors of the Corporation duly convened and held on November 1, 1961, a resolution was adopted declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for action thereon at a special meeting of the Stock Holders of the Corporation to be held on November 1, 1961.

SEVENTH: Notice stating that a purpose of the meeting of the stockholders would be to take action upon the proposed dissolution of the Corporation was given, as required by law, to all stockholders entitled to vote thereon.

EIGHTH: The dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the affirmative vote of all stockholders of each class of stock entitled to vote thereon.

NINTH: The dissolution of the Corporation has been duly advised by the board of directors and authorized by the stockholders of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland (L. 1951, ch. 135).

TENTH: The Corporation has no known creditors.

ELEVENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Department of Assessments and Taxation) stating in effect that all taxes levied on assessments made by the said Commission and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:

Washington County and the Corporation of Hancock.

IN WITNESS WHEREOF, Fulton Radio Sales, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on September 25, 1962.

FULTON RADIO SALES, INC.

BY Stanley M. Fulton  
Stanley M. Fulton, President

ATTEST:

Lucile E. Fulton  
Lucile E. Fulton, Secretary

STATE OF MARYLAND :  
: ss:  
COUNTY OF WASHINGTON :

213

I HEREBY CERTIFY, that on September 25, 1962, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Washington, personally appeared Stanley M. Fulton, President of Fulton Radio Sales, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation; and at the same time personally appeared Lucile E. Fulton and made oath in due form of law that she was Secretary of the meeting of the stockholders of said corporation at which the dissolution of the corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of her knowledge, information and belief.



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

*Imogene T. Trager*  
Imogene T. Trager, Notary Public

213



THE MAYOR AND COUNCIL OF HANCOCK  
A MUNICIPAL CORPORATION  
HANCOCK, MARYLAND

September 11, 1962

State Department of Assessments and Taxation  
Baltimore, Maryland

Gentlemen:

This is to certify that all taxes for the year 1961 in the name of Fulton Radio Sales, Inc., Hancock, Maryland have been paid to the Town of Hancock.

This is to further certify that the Town has made no assessment for the year 1962 in the name of Fulton Radio Sales, Inc., Hancock, Maryland.

Very truly yours,

*D. R. Fleming*  
D. R. Fleming,  
Mayor

Attest: *T. L. Hill*  
T. L. Hill, Clerk

Hugh K. Troxell  
TREASURER  
OF  
WASHINGTON COUNTY, MD.  
Hagerstown, Maryland

September 17, 1962

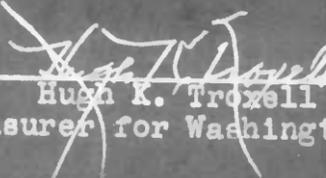
Re: Dissolution of Fulton RADIO SALES, INC.

THIS IS TO CERTIFY, That the books and records of the County Treasurer for Washington County show that all taxes levied on assessments made by the Maryland Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

FULTON RADIO SALES, INC.

have been paid to and including 1961 during which time the corporation was sold. Hence, no property was assessed for 1962 therefore this office can certify no taxes due for 1962.

WITNESS the hand and seal of Hugh K. Troxell, County Treasurer for Washington County, this 17th. day of September, A.D., 1962.

  
SEAL  
Hugh K. Troxell  
Treasurer for Washington County.



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466 — PHONE COLONIAL 8-3371  
ANNAPOLIS, MARYLAND

LOUIS L. GOLDSTEIN  
COMPTROLLER  
BERNARD F. NOSSEL  
CHIEF DEPUTY

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

FULTON RADIO SALES, INC.

have been paid.

WITNESS my hand and official seal this  
eleventh day of October A.D. 1962.



*[Signature]*  
Deputy Comptroller

ARTICLES OF DISSOLUTION  
OF  
FULTON RADIO SALES, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED  
OCT 14 9 15 AM '62  
C. WELSH, CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 15, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 86

7

Recorded in Liber F326, folio 108, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Special Fee  
~~Special Fee~~ paid \$....10.00.....Recording fee paid \$....12.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles M. Boyles*

THE MASTER PLUMBERS' ASSOCIATION OF  
WASHINGTON COUNTY, INCORPORATED .

ARTICLES OF REVIVAL

THE MASTER PLUMBERS' ASSOCIATION OF WASHINGTON COUNTY, INCORPORATED, A MARYLAND CORPORATION HAVING ITS PRINCIPAL OFFICE IN WASHINGTON COUNTY, MARYLAND (HEREINAFTER CALLED THE CORPORATION), HEREBY CERTIFIES TO THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, THAT:

FIRST: THE CHARTER OF THE CORPORATION WAS FORFEITED ON OCTOBER 25, 1943, FOR THE NON-PAYMENT OF TAXES OR FOR FAILURE TO FILE AN ANNUAL REPORT WITH STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, AND THESE ARTICLES OF REVIVAL ARE FOR THE PURPOSE OF REVIVING AND REINSTATING THE CHARTER OF THE CORPORATION.

SECOND: THE NAME OF THE CORPORATION AT THE TIME OF THE FORFEITURE OF ITS CHARTER WAS THE MASTER PLUMBERS' ASSOCIATION OF WASHINGTON COUNTY, INCORPORATED.

THIRD: THE NAME BY WHICH THE CORPORATION WILL HEREAFTER BE KNOWN IS WASHINGTON COUNTY, MARYLAND, ASSOCIATED PLUMBING CONTRACTORS, INC.

FOURTH: (A) THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THE STATE OF MARYLAND IS 317 BRYAN PLACE, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND, AND THE PRINCIPAL OFFICE IS LOCATED IN THE SAME COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION WAS LOCATED AT THE TIME OF THE FORFEITURE OF ITS CHARTER.

(B) THE NAME AND POST OFFICE ADDRESS OF THE RESIDENT AGENT OF THE CORPORATION IN MARYLAND ARE I. E. KIEFFER, ROUTE No. 5, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND, SAID RESIDENT AGENT IS A CITIZEN ACTUALLY RESIDING IN THIS STATE.

FIFTH: AT OR PRIOR TO THE FILING OF THESE ARTICLES OF REVIVAL, THE CORPORATION HAS:

(A) PAID ALL FEES REQUIRED BY LAW;

(B) FILED ALL ANNUAL REPORTS WHICH SHOULD HAVE BEEN FILED BY THE CORPORATION IF ITS CHARTER HAD NOT BEEN FOR-

FEITED;

(C) PAID ALL STATE AND LOCAL TAXES (OTHER THAN TAXES ON REAL ESTATE) AND ALL INTEREST AND PENALTIES DUE BY THE CORPORATION, IRRESPECTIVE OF ANY PERIOD OF LIMITATION OTHERWISE PRESCRIBED BY LAW AFFECTING THE COLLECTION OF ANY PART OF SUCH TAXES; AND

(D) PAID AN AMOUNT EQUAL TO ALL STATE AND LOCAL TAXES (OTHER THAN TAXES ON REAL ESTATE) AND ALL INTEREST AND PENALTIES WHICH, IRRESPECTIVE OF ANY PERIOD OF LIMITATION OTHERWISE PRESCRIBED BY LAW AFFECTING THE COLLECTION OF ANY PART OF SUCH TAXES, WOULD HAVE BEEN PAYABLE BY THE CORPORATION IF ITS CHARTER HAD NOT BEEN FORFEITED.

FOR EXECUTION BY OFFICERS

IN WITNESS WHEREOF, THE UNDERSIGNED, WHO WERE RESPECTIVELY THE LAST ACTING PRESIDENT AND SECRETARY OF THE CORPORATION, HAVE SIGNED THESE ARTICLES OF REVIVAL ON 1962.

*R.R. Smith*  
R.R. SMITH, PRESIDENT

*I.E. Kieffer*  
I.E. KIEFFER, SECRETARY

Seal

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 22<sup>nd</sup> DAY OF August, 1962, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, IN AND FOR THE COUNTY OF WASHINGTON, PERSONALLY APPEARED R.R. SMITH, THE LAST ACTING PRESIDENT, AND I.E. KIEFFER, THE LAST ACTING SECRETARY OF THE MASTER PLUMBERS'

ASSOCIATION OF WASHINGTON COUNTY, INCORPORATED, A MARYLAND CORPORATION, AND SEVERALLY ACKNOWLEDGED THE FOREGOING ARTICLES OF REVIVAL TO BE THEIR ACT.

WITNESS MY HAND AND NOTARIAL SEAL, THE DAY AND YEAR LAST ABOVE WRITTEN.

*Dolly Joyce Stevens*  
NOTARY PUBLIC

MY COMM. EXP.  
MAY 6, 1963



ARTICLES OF REVIVAL

OF

THE MASTER PLUMBERS' ASSOCIATION OF WASHINGTON COUNTY, INCORPORATED  
changing its name to  
WASHINGTON COUNTY, MARYLAND, ASSOCIATED PLUMBERS' CONTRACTORS INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 21735  
DEC 14 9 15 AM '62  
LIBER & MERLIN SIMPSON  
LAND & CONSTRUCTION  
C/SAL

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 2, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 17694

4

Recorded in Liber 3325, folio 19, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Special Fee  
~~///~~ Bonus tax paid \$.....5.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

6214-10  
6400 5

Of a Special Meeting  
Of the Board of Directors of  
Nationwide Homes of Salisbury, Incorporated

A special meeting of the Board of Directors was held in the Home Office of the Company, Virginia Avenue, Collinsville, Virginia, at 3:00 P.M., E.S.T., September 4, 1962. The following directors were present: Ralph C. Lester, Earle W. Greene and George W. Coleman.

A waiver of notice of the meeting, signed by all the directors, was presented. The waiver is attached and hereby made a part of these minutes.

Ralph C. Lester, Chairman, stated that the purpose of the meeting was to change the registered agent of the Corporation. After considerable discussion, it was:

RESOLVED, that the Registered Agent for Nationwide Homes of Salisbury, Incorporated, be changed from C. T. Corporation System to Evan Crossley, 130 West Washington Street, Hagerstown, Maryland, a resident of Hagerstown, Maryland.

There being no further business, upon motion duly made and seconded, the meeting was adjourned.

*George W. Coleman*  
Secretary

Approved:

*Ralph C. Lester*  
Chairman

NOTICE OF CHANGE OF RESIDENT AGENT

OF

NATIONWIDE HOMES OF SALISBURY, INCORPORATED

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 24733  
DEC 14 9 15 AM '62  
LIBER E2  
LAND RECORDS & MORTGAGE  
CLERK

received for record

October 5, 1962

at 9:15 A. M.

and recorded in Liber F No. 324

Folio No. 224 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the Clerk of the Circuit Court of Washington County.

AA N<sup>o</sup> 1563

Recording Fee Paid \$2.00

Received for Record Jan. 2, 1963 at 3:00PM Liber No. 12

Enlargement of  
CORPORATE BOUNDARIES  
THE CITY OF HAGERSTOWN  
STATE OF MARYLAND.

TO:

- (a) City Clerk of The City of Hagerstown.
- (b) Commissioner of the Land Office.
- (c) Clerk of the Circuit Court of Washington County.
- (d) Director of the Department of Legislative Reference.

I, Winslow F. Burhans, Mayor of The City of Hagerstown, a municipal corporation of the State of Maryland, do hereby certify as follows:-

(1) That the said City has enlarged its corporate boundaries under the provisions of Section 19 of Article 23A of the Annotated Code of the Public General Laws of Maryland, Title "Corporation - Municipal", sub-titled "Annexation."

(2) That by a Resolution regularly introduced at a meeting of the Mayor and Council of The City of Hagerstown held on the 6th day of September 1962, which Resolution was finally enacted on the 17th day of October 1962, and became in full force and effect on the 2nd day of December 1962, after a full compliance with all of the provisions of said Section 19 of Article 23A, the corporate boundaries of the City of Hagerstown as defined in Section 2 of the Charter of The City of Hagerstown, as said Charter was enacted by Chapter 117 of the Laws of Maryland of 1949, were enlarged by adding or annexing to said corporate boundaries an area described in said resolution adjoining the Eastern corporate boundary as it then existed.

(3) That the original corporate boundaries prior to the annexation of the area above mentioned were described as two contiguous areas as set forth in two paragraphs designated as Sub-paragraph (a) and Sub-paragraph (b) respectively which are as follows:-

(a) Beginning at a stone in the North marginal line of the County Road leading from the Hagerstown-Leitersburg Turnpike to Fiddlersburg, said stone being 1850 feet East of the East marginal line of said Turnpike and running thence in a Northeasterly direction and at right angles to said County Road North 17 degrees 07½ minutes East 400 feet, thence at right angles in a Northwesterly direction North 72 degrees 52½ minutes West, with the same bearing

as that of the aforesaid North marginal line of the said County Road 1917.55 feet to the center of the aforesaid Hagerstown-Leitersburg Turnpike, thence along said Turnpike North 10 degrees 41 minutes East 529.60 feet, thence leaving said Turnpike and running North 63 degrees 22 minutes West 1497.10 feet, thence South 31 degrees 15 minutes West 797.68 feet, thence North 72 degrees 52½ minutes West 910.39 feet to the West boundary line of the Western Maryland Railway, thence running across Northern Avenue North 21 degrees 38 minutes East 51.27 feet to a post at the intersection of the West boundary line of said Railway and the North marginal line of Northern Avenue, thence continuing with the West boundary line of said Railway North 21 degrees 38 minutes East 481.00 feet to a point, thence leaving said Railway and running North 67 degrees 06 minutes West 440.00 feet to a point, thence South 13 degrees 00 minutes West 170.00 feet to a point at the intersection of the East marginal line of The Terrace North and the South marginal line of Orchard Road as shown on a plat of Fountainhead Heights Allotment No. 7 filed in the Plat Records at Folio 166A, and running thence down The Terrace North and across Northern Avenue South 35 degrees 27 minutes 43 seconds West 332.69 feet to a point in the South marginal line of Northern Avenue, thence South 21 degrees 03 minutes West 89.77 feet to a point, thence North 72 degrees 52 minutes 30 seconds West 6446.95 feet, thence at right angles to the above described second line and running in a Southwesterly direction South 17 degrees 07½ minutes West 5643.25 feet, thence North 69 degrees 58 minutes West 1040.39 feet, thence South 21 degrees 22 minutes West 1068.90 feet, thence South 67 degrees 52 minutes East 651.39 feet to a stone, thence South 29 degrees 27 minutes 31 seconds West 1129.90 feet, thence South 20 degrees 05 minutes West 266.08 feet, thence South 83 degrees 53 minutes East 434.75 feet, thence North 12 degrees 07 minutes East 140.80 feet to the South marginal line of Water Street, thence with the South marginal line of said Water Street South 83 degrees 53 minutes East 315.51 feet, thence South 17 degrees 07½ minutes West 8600.55 feet, thence at right angles and running in a Southeasterly direction South 72 degrees 52½ minutes East 2720.41 feet to a point in the South marginal line of the alley South of and parallel to Virginia Avenue, thence with said South marginal line of said alley South 67 degrees 03 minutes West 860.33 feet to a point, thence North 22 degrees 57 minutes West 257.50 feet to a point in the South marginal line of Virginia Avenue, thence with said South marginal line of Virginia Avenue South 67 degrees 03 minutes West 240.00 feet to a point, thence leaving the South marginal line of Virginia Avenue South 22 degrees 57 minutes East 257.50 feet to a point, thence North 67 degrees 03 minutes East 125.00 feet to a point, thence South 22 degrees 57 minutes East 400.00 feet to a point, thence South 43 degrees 37 minutes East 225.00 feet to a point, thence South 70 degrees 31 minutes East 683.98 feet to a point in the line between the properties of Edison Y. Groh and the Norfolk and Western Railway Company, thence North 27 degrees 45 minutes East 69.87 feet to a point and continuing on said division line North 25 degrees 17 minutes 30 seconds East 1013.70 feet to a concrete monument, thence South 72 degrees 52 minutes 30 seconds East 930.71 feet, to the East right-of-way line of the Norfolk and Western Railway Company and running thence with a portion of the said right-of-way line by a curve to the right having a radius of 2897.93 feet for a distance of 172.36 feet, the chord being South 16 degrees 41 minutes 16 seconds West 172.33 feet, thence South 18 degrees 23 minutes West 3969.45 feet to the North margin of Oak Ridge Drive, thence along the margin thereof South 84 degrees 00 minutes 44 seconds East 2836.56 feet, thence North 54 degrees 43 minutes East 57.23 feet, to the West margin of the Hagerstown-Sharpsburg Highway, thence binding on said Highway by a curve to the right having a radius of 1472.40 feet for a distance of 570.82 feet, the chord being North 00 degrees 12 minutes 38 seconds East 567.25 feet, thence North 11 degrees 19 minutes East 668.01 feet, thence North 11 degrees 19 minutes East 175.90 feet, thence by a curve to the left with a chord bearing North 3 degrees 49 minutes East and a chord length of 488.13 feet to a point, thence North 3 degrees 41 minutes West a distance of 148.67 feet to a point, thence by a curve to the right with a chord bearing North 7 degrees 29 minutes 30 seconds East and a chord length of 570.73 feet to a point, thence North 18 degrees 40 minutes East 988.97 feet to a point, thence South 72 degrees 52 minutes 30 seconds East to a corner in the East marginal line of Frederick Street a distance of 4913.45 feet, thence with the East marginal line of Frederick Street, South 13 degrees 54 minutes East 625 feet to

an iron pin in the East marginal line of said street and on the South side of a proposed alley, thence along the South marginal line of said proposed alley South 84 degrees 30 minutes East 386 feet to an iron pin at the end of the third line of a deed from John W. Kennedy and wife to Thomas B. Watts, thence with the fourth and part of the fifth lines of said deed, South 12 degrees East 825 feet, South 13 degrees East 353.2 feet, thence South 74 degrees 30 minutes West 247.5 feet to the aforementioned Frederick Street, thence along said street South 20 degrees East 193.9 feet to the Antietam Creek, thence 90 feet more or less, across said creek, thence up stream along the East bank thereof, said East bank being in part the Northern boundary line of Funkstown, and with the meanderings of said stream in a Northerly direction 12,512 feet, more or less, to a point in the left or East bank of said Antietam Creek approximately 1200 feet down stream from the bridge of the Mt. Aetna Road over the said stream, and running thence North 17 degrees 07½ minutes East 2353.53 feet to the North marginal line of the Dual Highway and running thence along said North marginal line by a curve to the right having a radius of 2939.79 feet for a distance of 1428.96 feet, the chord being South 39 degrees 04 minutes 30 seconds East 1414.93 feet, thence continuing along said marginal line crossing the Baltimore and Ohio Railroad South 25 degrees 09 minutes East 253.57 feet, thence leaving the Highway and running North 57 degrees 00 minutes East 131.53 feet, thence North 73 degrees 00 minutes East 478.50 feet, thence North 68 degrees 00 minutes West 160.87 feet, thence North 48 degrees 45 minutes East 198.00 feet, thence South 68 degrees 00 minutes East 94.87 feet, thence North 66 degrees 30 minutes East 82.5 feet, thence South 76 degrees 30 minutes East 309.37 feet, thence South 68 degrees 45 minutes East 297.00 feet, thence South 60 degrees 45 minutes East 92.4 feet, thence North 50 degrees 00 minutes East 198.00 feet, thence North 17 degrees 00 minutes East 495.00 feet, thence North 20 degrees 00 minutes West 325.87 feet, thence North 74 degrees 54 minutes West 473.05 feet to a concrete monument on the East margin of the Baltimore and Ohio Railroad, thence crossing said Railroad North 74 degrees 54 minutes West 349.27 feet, thence North 73 degrees 16 minutes 48 seconds West 307.93 feet, thence North 61 degrees 58 minutes West 121.43 feet, thence North 24 degrees 00 minutes East 1300.24 feet, to the South marginal line of Westwood Street, thence North 22 degrees 25 minutes 07 seconds East 60.86 feet to the North marginal line of said street, thence with a curve to the left whose chord bearing and distance is North 13 degrees 08 minutes 55 seconds East 750.41 feet and with a radius of 2472.61 feet to the South marginal line of Monroe Avenue, thence with the South marginal line of Monroe Avenue South 88 degrees 51 minutes West 378.32 feet, thence at right angles and in a Northwesterly direction North 1 degree 09 minutes West 240.00 feet, thence South 88 degrees 51 minutes West 682.77 feet, thence South 10 degrees 20 minutes West 787.63 feet to the South marginal line of Westwood Street, thence with said South marginal line North 77 degrees 10 minutes West 404.20 feet, thence North 17 degrees 07 minutes 30 seconds East 7799.88 feet to the place of beginning.

(b) Beginning at a point in the sixth line of the existing corporate boundary, said point being North 72 degrees 52 minutes 30 seconds West 389.74 feet from the end of the fifth line of said boundary and thence leaving said existing boundary and running North 24 degrees 23 minutes 31 seconds East 479.58 feet to an iron pin, thence North 46 degrees 02 minutes 13 seconds West 518.04 feet to an iron pin in the East right-of-way line of the Western Maryland Railway Company, thence crossing said right-of-way line North 68 degrees 13 minutes 30 seconds West 60.00 feet to a point in the West right-of-way line of said Railway Company, thence with the said West right-of-way line South 22 degrees 32 minutes West 184.76 feet to intersect the existing corporate boundary, thence with said corporate boundary South 21 degrees 38 minutes West 532.27 feet and South 72 degrees 52 minutes 30 seconds East 520.65 feet to the place of beginning, containing 7.47 acres, more or less.

(4) That the new corporate boundaries described as three separate but contiguous areas in three Sub-paragraphs, designated as Sub-paragraphs (a), (b) and (c) respectively, after the annexation of the area mentioned in paragraph (2) of this certificate are as follows:

(a) Being the same area or tract of land mentioned and described as Sub-paragraph (a) of Paragraph (3) of this certificate, reference to which is hereby made for a particular description thereof.

(b) Being the same area or tract of land mentioned and described as Sub-paragraph (b) of Paragraph (3) of this certificate, reference to which is hereby made for a particular description thereof.

(c) Beginning at a point on the East bank of the Antietam Creek in the present Corporate Boundary of the City of Hagerstown, said point being South 58 degrees 14 minutes 25 seconds East 3028.2 feet from Stone 'D', said Stone 'D' being the Southeast corner of the 1914 Corporate Boundary, and running thence leaving the Antietam Creek and the present Corporate Boundary South 60 degrees 59 minutes East 431.21 feet to a post, thence so as to exclude the John R. Entler property North 51 degrees 48 minutes East 195.0 feet to a post, thence South 38 degrees 12 minutes East 194.27 feet into the center of the Funkstown-Chewsville Road, thence along or near the center thereof South 51 degrees 48 minutes West 405.74 feet, thence leaving the Road and running along the existing fence line South 58 degrees 45 minutes East 1190.63 feet, thence North 58 degrees 18 minutes East 2198.73 feet to a post standing in the right-of-way of U. S. Route No. 40, thence continuing in a straight line North 58 degrees 18 minutes East 165.59 feet to the Northeast margin of the said Highway, thence binding thereon South 25 degrees 06 minutes East 260.75 feet, thence leaving the Highway and running back therefrom North 48 degrees 03 minutes East 200.0 feet, thence parallel with the Highway North 25 degrees 06 minutes West 150.0 feet to intersect the boundary of the Henrietta M. Smith farm, thence with same North 48 degrees 03 minutes East 750.50 feet to a post, thence North 60 degrees 42 minutes West 876.74 feet into the aforesaid Funkstown-Chewsville Road also known as Edgewood Drive, thence along said Road South 72 degrees 30 minutes West 139.88 feet, thence leaving the Road and running North 40 degrees 00 minutes West 678.43 feet to an iron pipe, thence crossing U. S. Route No. 40 South 57 degrees 20 minutes West 344.01 feet to a point, thence so as to exclude the William B. Hammaker property South 28 degrees 33 minutes East 149.36 feet to a post, thence South 56 degrees 46 minutes West 265.23 feet into the center of the Howell Road, thence along or near the center thereof North 40 degrees 47 minutes West 1612.16 feet, and North 9 degrees 27 minutes West 1518.54 feet, thence leaving the Road and running South 83 degrees 20 minutes West 264.06 feet to a post, thence North 4 degrees 27 minutes West 236.8 feet to the East bank of the Antietam Creek and to intersect the present Corporate Boundary, thence with said Corporate Boundary down the East bank of the Creek with the meanderings thereof for a distance of 7400 feet, more or less, to the place of beginning, containing 321 acres, more or less.

That there is attached hereto a copy of the Resolution enacted by The Mayor and Council of The City of Hagerstown at a meeting held on October 17, 1962 as set forth in paragraph (2) of this Certificate.

This Certificate is made and directed to the respective officials above mentioned in order that both the original corporate boundaries and new corporate boundaries as above designated, may be registered by them pursuant to the provisions of the aforesaid Section 19, sub-paragraph (n), of Article 23A of the Annotated Code of Public General Laws of Maryland.

IN WITNESS WHEREOF, I have hereunto subscribed my name and have caused the seal of The City of Hagerstown to be hereto affixed and duly attested by the City Clerk, this 10th day of December 1962.



*Winslow F. Burhans*  
Winslow F. Burhans  
Mayor of The City of Hagerstown.

WITNESS as to signature and  
ATTEST as to the Corporate Seal  
of The City of Hagerstown

*John H. Conrad*  
John H. Conrad, City Clerk.

RESOLUTION OF THE COUNCIL OF THE CITY OF HAGERSTOWN TO ENLARGE THE CORPORATE BOUNDARIES AND THEREBY AMEND SECTION 2 OF ARTICLE I OF THE CHARTER OF THE CITY OF HAGERSTOWN.

RESOLUTION of the Council of The City of Hagerstown, adopted pursuant to the authority of Article 11-E of the Constitution of Maryland, and Section 19 of Article 23-A, of the Annotated Code of Maryland, 1957 Edition, title "Corporations, Municipal", sub-title "Home Rule", sub-heading "Annexation", as said section was amended by Chapter 314 of the Laws of Maryland of 1961, to enlarge the corporate boundaries of The City of Hagerstown as defined in Section 2 as amended of the Charter of The City of Hagerstown as said Charter was enacted by Chapter 117 of the Laws of Maryland of 1949, by adding or annexing to said corporate boundaries the following area adjoining the present Eastern corporate boundary along the Antietam Creek and lying in part on both sides of U. S. Route No. 40, to-wit:-

Beginning at a point on the East bank of the Antietam Creek in the present Corporate Boundary of the City of Hagerstown, said point being South 58 degrees 14 minutes 25 seconds East 3028.2 feet from Stone 'D', said Stone 'D' being the Southeast corner of the 1914 Corporate Boundary, and running thence leaving the Antietam Creek and the present Corporate Boundary South 60 degrees 59 minutes East 431.21 feet to a post, thence so as to exclude the John R. Entler property North 51 degrees 48 minutes East 195.0 feet to a post, thence South 38 degrees 12 minutes East 194.27 feet into the center of the Funkstown-Chewsville Road, thence along or near the center thereof South 51 degrees 48 minutes West 405.74 feet, thence leaving the Road and running along the existing fence line South 58 degrees 45 minutes East 1190.63 feet, thence North 58 degrees 18 minutes East 2198.73 feet to a post standing in the right-of-way of U. S. Route No. 40, thence continuing in a straight line North 58 degrees 18 minutes East 165.59 feet to the Northeast margin of the said Highway, thence binding thereon South 25 degrees 06 minutes East 260.76 feet, thence leaving the Highway and running back therefrom North 48 degrees 03 minutes East 200.0 feet, thence parallel with the Highway North 25 degrees 06 minutes West 150.0 feet to intersect the boundary of the Henrietta M. Smith farm, thence with same North 48 degrees 03 minutes East 750.50 feet to a post, thence North 60 degrees 42 minutes West 876.74 feet into the aforesaid Funkstown-Chewsville Road also known as Edgewood Drive, thence along said Road South 72 degrees 30 minutes West 139.88 feet, thence leaving the Road and running North 40 degrees 00 minutes West 678.43 feet to an iron pipe, thence crossing U. S. Route No. 40 South 57 degrees 20 minutes West 344.01 feet to a point, thence so as to exclude the William B. Hammaker property South 28 degrees 33 minutes East 149.36 feet to a post, thence South 56 degrees 46 minutes West 265.23 feet into the center of the Howell Road, thence along or near the center thereof North 40 degrees 47 minutes West 1612.16 feet, and North 9 degrees 27 minutes West 1518.54 feet, thence leaving the Road and running South 83 degrees 20 minutes West 264.06 feet to a post, thence North 4 degrees 27 minutes West 236.8 feet to the East bank of the Antietam Creek and to intersect the present Corporate Boundary, thence with said Corporate Boundary down the East bank of the Creek with the meanderings thereof for a distance of 7400 feet, more or less, to the place of beginning, containing 321 acres, more or less. Said tract of land being also shown in outline upon the Plat dated August 1962, which is on file in the Office of the City Engineer of The City of Hagerstown, bearing Drawing Number 83-138-01.

WHEREAS, the proposal to enlarge the corporate boundaries of The City of Hagerstown by adding or annexing thereto the above described area which adjoins the present Eastern corporate boundary, was submitted to various persons residing in said area who are registered voters in county elections and also to owners of real property located in said area; and

WHEREAS, more than twenty-five per centum (25%) of the persons who reside in said area and who are registered voters in county elections, and also the owners of more than twenty-five per centum (25%) of the assessed valuation of the real property located in said area have consented to the proposal for the enlargement to the corporate boundaries of The City of Hagerstown as set forth in the title to this resolution, as will appear from their written consents presented to the meeting at which this resolution is introduced; and

WHEREAS, the Mayor has caused to be made a verification of the signatures on said written consents and has ascertained that the persons executing the same do represent at least twenty-five per centum (25%) of the persons who reside in the area proposed to be annexed and who are registered as voters in county elections in the precinct or precincts in which the said area is located, and also the owners of at least twenty-five per centum (25%) of the assessed valuation of the real property located in said area, as will appear from the certificate of verification dated September 6<sup>th</sup>, 1962, and subscribed by George W. Fisher, which certificate was presented at this meeting.

SECTION 1. NOW, THEREFORE, BE IT RESOLVED by the Council of The City of Hagerstown that the corporate boundaries of the City of Hagerstown be and the same are hereby enlarged by adding or annexing thereto the area adjoining the present Eastern corporate boundary as particularly described in the title to this Resolution;

SECTION 2. AND BE IT FURTHER RESOLVED, that the conditions and circumstances applicable to the change in said corporate boundaries and to the residents and property within the area so annexed, are as follows:-

(a) That the persons residing in the area to be annexed and all property located therein shall be generally subject to the provisions of the Charter of The City of Hagerstown, without special treatment as to the rates of municipal taxation or as to municipal services and facilities.

(b) That said area shall be zoned in such manner as shall be deemed reasonable and proper, so that the spirit of the comprehensive Zoning Ordinance of the City shall be observed, whereupon said area shall become subject to all of the provisions and conditions of said ordinance.

(c) That said area shall constitute a part of such ward as the fair interpretation of the description of the wards of the City, contained in Section 10 of its Charter, shall permit, or a part of such ward as defined by said Section if and after same is amended prior to the next General or Special Municipal Election.

SECTION 3. AND BE IT FURTHER RESOLVED that the above mentioned written consents of residents and registered voters, and of property owners, and also the Certificate of Verification hereinabove referred to, be filed with the records of this meeting.

SECTION 4. AND BE IT FURTHER RESOLVED that Section 2 of Article 1 of the Charter of The City of Hagerstown, title "Incorporation and General Government" as originally enacted by, and adopted pursuant to the authority of Chapter 117 of the Laws of Maryland of 1949, said Charter being published as Part 1 in The Code of The City of Hagerstown, Maryland, 1956, the most recent text of said section as heretofore amended being set forth in the Certificate of Registration of Boundaries executed by The Mayor of The City of Hagerstown and dated May 17, 1962, be, and the same is hereby amended by adding thereto new matter which is hereinafter underscored, this amendment to the Charter to be known as Amendment No. 7, being the seventh amendment since the adoption of the City Code above mentioned, to-wit:-

(NOTE:- The tract described in sub-paragraph (b) of said Sec. 2 of Article 1 of the Charter, as set forth in the following Amendment No. 7, is the area proposed to be annexed by a resolution introduced at a meeting of the Mayor and Council of The City of Hagerstown held on February 1, 1962. This area will not become a part of or be included within the corporate boundaries of The City of Hagerstown unless and until such resolution is finally enacted and shall become effective. If said resolution is not finally enacted or does not become effective as aforesaid, then the context of this Amendment No. 7 shall be changed accordingly.)

## AMENDMENT NO. 7.

Sec. 2 Taxable limits: authority beyond corporate limits. The taxable limits of the City of Hagerstown are declared to be as set forth in sub-paragraph (a) of this Section, together with such additional areas as may from time to time be incorporated within such limits by sub-paragraphs added to this Section in alphabetical sequence:-

(a) Beginning at a stone in the North marginal line of the County Road leading from the Hagerstown-Leitersburg Turnpike to Fiddlersburg, said stone being 1850 feet East of the East marginal line of said Turnpike and running thence in a Northeasterly direction and at right angles to said County Road North 17 degrees 07½ minutes East 400 feet, thence at right angles in a Northwesterly direction North 72 degrees 52½ minutes West, with the same bearing as that of the aforesaid North marginal line of the said County Road 1917.55 feet to the center of the aforesaid Hagerstown-Leitersburg Turnpike, thence along said Turnpike North 10 degrees 41 minutes East 529.60 feet, thence leaving said Turnpike and running North 63 degrees 22 minutes West 1197.10 feet, thence South 31 degrees 15 minutes West 797.68 feet, thence North 72 degrees 52½ minutes West 910.39 feet to the West boundary line of the Western Maryland Railway, thence running across Northern Avenue North 21 degrees 38 minutes East 51.27 feet to a post at the intersection of the West boundary line of said Railway and the North marginal line of Northern Avenue, thence continuing with the West boundary line of said Railway North 21 degrees 38 minutes East 481.00 feet to a point, thence leaving said Railway and running North 67 degrees 06 minutes West 440.00 feet to a point, thence South 13 degrees 00 minutes West 170.00 feet to a point at the intersection of the East marginal line of The Terrace North and the South marginal line of Orchard Road as shown on a plat of Fountainhead Heights Allotment No. 7 filed in the Plat Records at Folio 166A, and running thence down The Terrace North and across Northern Avenue South 35 degrees 27 minutes 43 seconds West 332.69 feet to a point in the South marginal line of Northern Avenue, thence South 21 degrees 03 minutes West 89.77 feet to a point, thence North 72 degrees 52 minutes 30 seconds West 6446.95 feet, thence at right angles to the above described second line and running in a Southwesterly direction South 17 degrees 07½ minutes West 5643.25 feet, thence North 69 degrees

58 minutes West 1040.39 feet, thence South 21 degrees 22 minutes West 1068.90 feet, thence South 67 degrees 52 minutes East 651.39 feet to a stone, thence South 29 degrees 27 minutes 31 seconds West 1129.90 feet, thence South 20 degrees 05 minutes West 266.08 feet, thence South 83 degrees 53 minutes East 434.75 feet, thence North 12 degrees 07 minutes East 140.80 feet to the South marginal line of Water Street, thence with the South marginal line of said Water Street South 83 degrees 53 minutes East 315.51 feet, thence South 17 degrees 07½ minutes West 8600.55 feet, thence at right angles and running in a South-easterly direction South 72 degrees 52½ minutes East 2720.41 feet to a point in the South marginal line of the alley South of and parallel to Virginia Avenue, thence with said South marginal line of said alley South 67 degrees 03 minutes West 860.33 feet to a point, thence North 22 degrees 57 minutes West 257.50 feet to a point in the South marginal line of Virginia Avenue, thence with said South marginal line of Virginia Avenue South 67 degrees 03 minutes West 240.00 feet to a point, thence leaving the South marginal line of Virginia Avenue South 22 degrees 57 minutes East 257.50 feet to a point, thence North 67 degrees 03 minutes East 125.00 feet to a point, thence South 22 degrees 57 minutes East 400.00 feet to a point, thence South 43 degrees 37 minutes East 225.00 feet to a point, thence South 70 degrees 31 minutes East 683.98 feet to a point in the line between the properties of Edison I. Grch and the Norfolk and Western Railway Company, thence North 27 degrees 45 minutes East 69.87 feet to a point and continuing on said division line North 25 degrees 17 minutes 30 seconds East 1013.70 feet to a concrete monument, thence South 72 degrees 52 minutes 30 seconds East 930.71 feet, to the East right-of-way line of the Norfolk and Western Railway Company and running thence with a portion of the said right-of-way line by a curve to the right having a radius of 2897.93 feet for a distance of 172.36 feet, the chord being South 16 degrees 41 minutes 16 seconds West 172.33 feet, thence South 18 degrees 23 minutes West 3969.45 feet to the North margin of Oak Ridge Drive, thence along the margin thereof South 84 degrees 00 minutes 44 seconds East 2836.56 feet, thence North 54 degrees 43 minutes East 57.23 feet, to the West margin of the Hagerstown-Sharpsburg Highway, thence binding on said Highway by a curve to the right having a radius of 1472.40 feet for a distance of 570.82 feet, the chord being North 00 degrees 12 minutes

38 seconds East 567.25 feet, thence North 11 degrees 19 minutes East 668.01 feet, thence North 11 degrees 19 minutes East 175.90 feet, thence by a curve to the left with a chord bearing North 3 degrees 49 minutes East and a chord length of 488.13 feet to a point, thence North 3 degrees 41 minutes West a distance of 148.67 feet to a point, thence by a curve to the right with a chord bearing North 7 degrees 29 minutes 30 seconds East and a chord length of 570.73 feet to a point, thence North 18 degrees 40 minutes East 988.97 feet to a point thence South 72 degrees 52 minutes 30 seconds East to a corner in the East marginal line of Frederick Street a distance of 4913.45 feet, thence with the East marginal line of Frederick Street, South 13 degrees 54 minutes East 625 feet to an iron pin in the East marginal line of said street and on the South side of a proposed alley, thence along the South marginal line of said proposed alley South 84 degrees 30 minutes East 386 feet to an iron pin at the end of the third line of a deed from John W. Kennedy and wife to Thomas B. Watts, thence with the fourth and part of the fifth lines of said deed, South 12 degrees East 825 feet, South 13 degrees East 353.2 feet, thence South 74 degrees 30 minutes West 247.5 feet to the aforementioned Frederick Street, thence along said street South 20 degrees East 193.9 feet to the Antietam Creek, thence 90 feet more or less, across said creek, thence up stream along the East bank thereof, said East bank being in part the Northern boundary line of Funkstown, and with the meanderings of said stream in a Northerly direction 12,512 feet, more or less, to a point in the left or East bank of said Antietam Creek approximately 1200 feet down stream from the bridge of the Mt. Aetna Road over the said stream, and running thence North 17 degrees 07½ minutes East 2353.53 feet to the North marginal line of the Dual Highway and running thence along said North marginal line by a curve to the right having a radius of 2939.79 feet for a distance of 1428.96 feet, the chord being South 39 degrees 04 minutes 30 seconds East 1414.93 feet, thence continuing along said marginal line crossing the Baltimore and Ohio Railroad South 25 degrees 09 minutes East 253.57 feet, thence leaving the Highway and running North 57 degrees 00 minutes East 131.53 feet, thence North 73 degrees 00 minutes East 478.50 feet, thence North 68 degrees 00 minutes West 160.87 feet, thence North 48 degrees 45 minutes East 198.00 feet, thence South 68 degrees 00 minutes East 94.87 feet, thence North 66 degrees 30 minutes East 82.5 feet,

thence South 76 degrees 30 minutes East 309.37 feet, thence South 68 degrees 45 minutes East 297.00 feet, thence South 60 degrees 45 minutes East 92.4 feet, thence North 50 degrees 00 minutes East 198.00 feet, thence North 17 degrees 00 minutes East 495.00 feet, thence North 20 degrees 00 minutes West 325.87 feet, thence North 74 degrees 54 minutes West 473.05 feet to a concrete monument on the East margin of the Baltimore and Ohio Railroad, thence crossing said Railroad North 74 degrees 54 minutes West 349.27 feet, thence North 73 degrees 16 minutes 48 seconds West 307.93 feet, thence North 61 degrees 58 minutes West 121.43 feet, thence North 24 degrees 00 minutes East 1300.24 feet, to the South marginal line of Westwood Street, thence North 22 degrees 25 minutes 07 seconds East 60.86 feet to the North marginal line of said street, thence with a curve to the left whose chord bearing and distance is North 13 degrees 08 minutes 55 seconds East 750.41 feet and with a radius of 2472.61 feet to the South marginal line of Monroe Avenue, thence with the South marginal line of Monroe Avenue South 88 degrees 51 minutes West 378.32 feet, thence at right angles and in a Northwesterly direction North 1 degree 09 minutes West 240.00 feet, thence South 88 degrees 51 minutes West 682.77 feet, thence South 10 degrees 20 minutes West 787.63 feet to the South marginal line of Westwood Street, thence with said South marginal line North 77 degrees 10 minutes West 404.20 feet, thence North 17 degrees 07 minutes 30 seconds East 7799.88 feet to the place of beginning.

(b) Beginning at a point in the sixth line of the existing corporate boundary, said point being North 72 degrees 52 minutes 30 seconds West 389.74 feet from the end of the fifth line of said boundary and thence leaving said existing boundary and running North 24 degrees 23 minutes 31 seconds East 479.58 feet to an iron pin, thence North 46 degrees 02 minutes 13 seconds West 518.04 feet to an iron pin in the East right-of-way line of the Western Maryland Railway Company, thence crossing said right-of-way line North 68 degrees 13 minutes 30 seconds West 60.00 feet to a point in the West right-of-way line of said Railway Company, thence with the said West right-of-way line South 22 degrees 32 minutes West 184.76 feet to intersect the existing corporate boundary, thence with said corporate boundary South 21 degrees 38 minutes West 532.27 feet and South 72 degrees 52 minutes 30 seconds East 520.65 feet to the place of beginning, containing 7.47 acres, more or less. Said tract of land being also

shown in outline upon the Plat dated July 1962, which is on file in the office of the City Engineer of The City of Hagerstown, bearing Drawing Number 83-137-01.

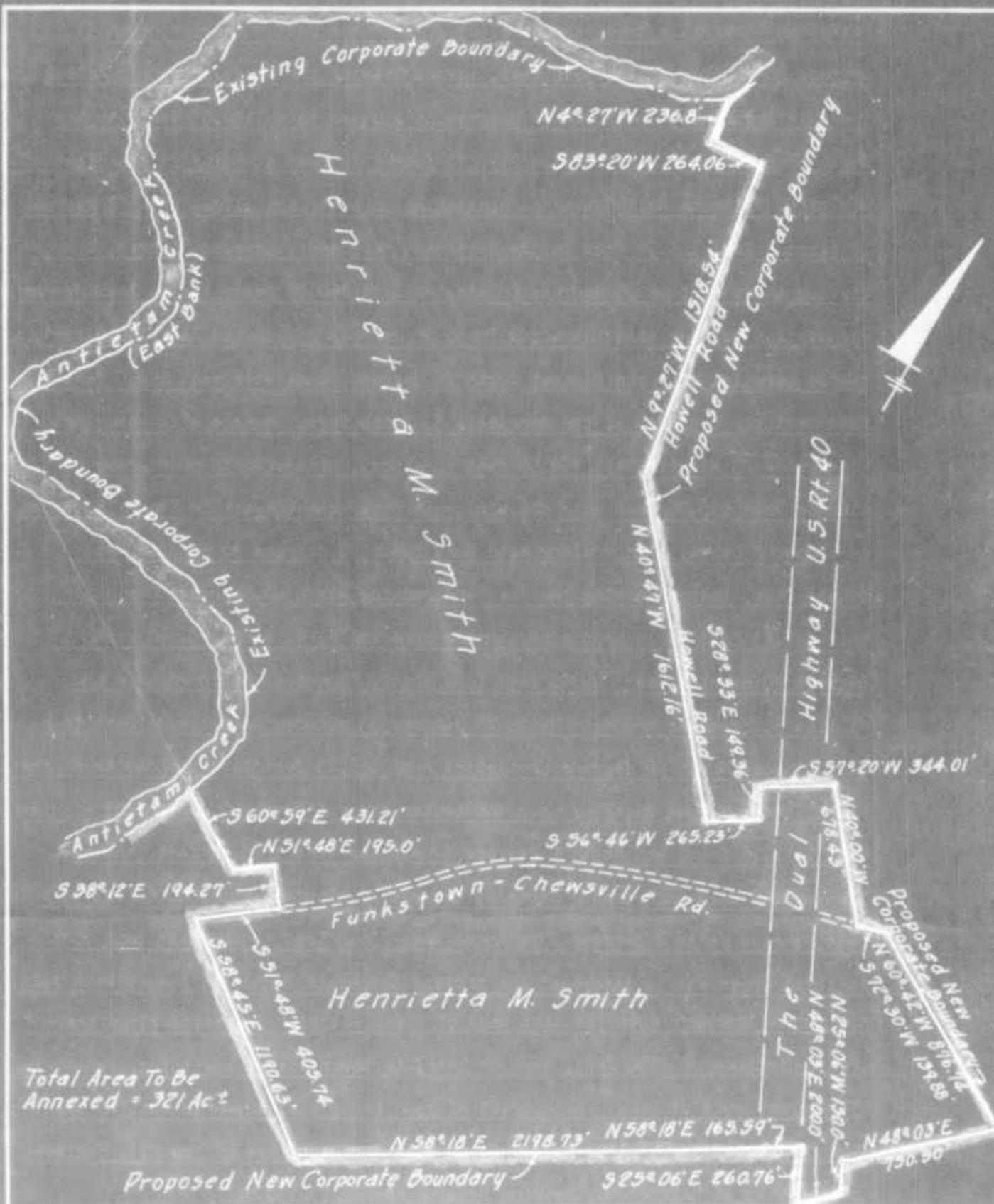
(c) Beginning at a point on the East bank of the Antietam Creek in the present Corporate Boundary of the City of Hagerstown, said point being South 58 degrees 14 minutes 25 seconds East 3028.2 feet from Stone 'D', said Stone 'D' being the Southeast corner of the 1914 Corporate Boundary, and running thence leaving the Antietam Creek and the present Corporate Boundary South 60 degrees 59 minutes East 431.21 feet to a post, thence so as to exclude the John R. Entler property North 51 degrees 48 minutes East 195.0 feet to a post, thence South 38 degrees 12 minutes East 194.27 feet into the center of the Funkstown-Chewsville Road, thence along or near the center thereof South 51 degrees 48 minutes West 405.74 feet, thence leaving the Road and running along the existing fence line South 58 degrees 45 minutes East 1190.63 feet, thence North 58 degrees 18 minutes East 2198.73 feet to a post standing in the right-of-way of U. S. Route No. 40, thence continuing in a straight line North 58 degrees 18 minutes East 165.59 feet to the Northeast margin of the said Highway, thence binding thereon South 25 degrees 06 minutes East 260.76 feet, thence leaving the Highway and running back therefrom North 48 degrees 03 minutes East 200.0 feet, thence parallel with the Highway North 25 degrees 06 minutes West 150.0 feet to intersect the boundary of the Henrietta M. Smith farm, thence with same North 48 degrees 03 minutes East 750.50 feet to a post, thence North 60 degrees 42 minutes West 876.74 feet into the aforesaid Funkstown-Chewsville Road also known as Edgewood Drive, thence along said Road South 72 degrees 30 minutes West 139.88 feet, thence leaving the Road and running North 40 degrees 00 minutes West 678.43 feet to an iron pipe, thence crossing U. S. Route No. 40 South 57 degrees 20 minutes West 344.01 feet to a point, thence so as to exclude the William B. Hamaker property South 28 degrees 33 minutes East 149.36 feet to a post, thence South 56 degrees 46 minutes West 265.23 feet into the center of the Howell Road, thence along or near the center thereof North 40 degrees 47 minutes West 1612.16 feet, and North 9 degrees 27 minutes West 1518.54 feet, thence leaving the Road and running South 83 degrees 20 minutes West 264.06 feet to a post, thence North 4 degrees 27 minutes West 236.8 feet to the East bank of the Antietam Creek and to intersect the present Corporate Boundary, thence with said Corporate Boundary down the East bank of the Creek with the meanderings thereof for a distance of 7400 feet, more or less, to the place of beginning, containing 321 acres, more or less. Said tract of land being also shown in outline upon the Plat dated August 1962, which is on file in the Office of the City Engineer of The City of Hagerstown, bearing Drawing Number 83-138-01.

Provided, however, that for development, drainage, sewerage, sanitary and police purposes, the City of Hagerstown shall have and exercise full power and control for a distance of one mile in every direction from said corporate limits.

SECTION 5. AND BE IT FURTHER RESOLVED, that this resolution shall become effective at the end of forty-five days following its final enactment, unless a proper petition for referendum hereon shall be filed, as permitted by law.

Introduced: September 6<sup>th</sup> 1962  
 Final Enactment: October 17<sup>th</sup> 1962  
 Effective: December 2<sup>nd</sup> 1962

234



Total Area To Be Annexed = 321 Ac±

CITY OF HAGERSTOWN, MD. — ENGINEERING DEPARTMENT

Area To Be Annexed By The City Of Hagerstown, Md.

DRAWN <i>R.E. Giffin</i>	DATE <i>8-'62</i>	DWG. NO. <i>83-138-01</i>
CHECKED		SCALE <i>1" = 600'</i>
APPROVED		

Recorded J,nuary 22, 1963 at 9:49 A.M. Liber 12, Receipt No. 201570

ARTICLES OF INCORPORATION

OF

HEATING OIL DEALERS OF WASHINGTON COUNTY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, J. Edward Shafer, whose post office address is P. O. Box 444, Hagerstown, Maryland, Alfred Bendell, Jr., whose post office address is 515 Gordon Circle, Hagerstown, Maryland, and Lynn F. Meyers, whose post office address is 1731 Woodlawn Drive, Hagerstown, Maryland, all being at least twenty-one (21) years and residents of Washington County, Maryland, do under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: HEATING OIL DEALERS OF WASHINGTON COUNTY, INC.

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

a. To organize and operate an association exclusively for the mutual benefit and advantage of the members thereof, no part of the net earnings of which is to inure to the benefit of any member, share holder, or other individual.

b. For the general purposes aforesaid, the Corporation shall have the power to promote the business and products of the members; to assist said members thereof in the solution of their mutual problems; to conduct the business of bringing to the attention of the public through the press and by other means, the characteristics, ability and other qualities tending to establish in the minds of the public the character and nature of the products of the members; to promote a mutual understanding between its members and the general public.

c. To loan or advance money with or without security, without limitation 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 for money borrowed or for any other lawful consideration.

d. To accept, obtain, receive and demand of its members, by any lawful means, funds for any or all of the purposes for which this Corporation is formed.

The Corporation is formed to do each and every act necessary, suitable or proper for the accomplishment of any one of the objects or purposes or the attainment of any one or more of the subjects herein enumerated, conducive to or expedient for the interests or benefits of the members of the Corporation; the aforesaid enumeration is made in furtherance, and not in limitation of the power conferred upon the Corporation by law, and is not intended 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. In addition to the foregoing, the Corporation shall have all of the powers, rights and privileges of a Corporation organized under the Laws of the State of Maryland.

FOURTH: That the post office address of the principal office of the Corporation is 49 Summit Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Lynn F. Meyers, whose post office address is 49 Summit Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have no capital stock.

SIXTH: The Corporation shall have Three (3) directors which number may be increased pursuant to the By-Laws of the Corporation but shall never be less than three (3); and the names of the directors who shall act as directors until the first meeting or until their successors are duly chosen and qualified are: S. J. Gower, Jr., Don Ardinger, and M. R. Smith.

SEVENTH: 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 or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of

Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or 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, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

EIGHTH: This Corporation shall regulate all the terms, rights and conditions of membership by its By-Laws. The Corporation reserves the right to alter, change and amend the said By-Laws from time to time.

NINTH: Presence in person of members entitled to cast a vote shall be Sixty per cent (60%) of the bona fide paid up members which shall be sufficient to constitute a quorum at any regular or special meeting of the members of the Corporation and the majority of votes cast shall be sufficient to pass any measure except any action (including the adoption of any amendment of the Charter) required by law to be taken or authorized to be taken by a friendly vote of the majority or other designated majority.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 27<sup>th</sup> day of November, A.D., 1962.

J. Edward Shafer (SEAL)  
J. Edward Shafer

Elouise M. Detrow  
Witness

Alfred S. Bendell Jr. (SEAL)  
Alfred Bendell, Jr.

Lynn F. Meyers (SEAL)  
Lynn F. Meyers

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 27<sup>th</sup> day of November, A.D., 1962 before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared J. Edward Shafer, Alfred Bendell, Jr., and Lynn F. Meyers, all of whom being personally known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and

did each acknowledge the foregoing Articles of Incorporation to be their respective act and deed.

Witness my hand and Official Notarial Seal.



Elouise M. Detrow  
Notary Public

235 35 12 238

ARTICLES OF INCORPORATION  
OF  
HEATING OIL DEALERS OF WASHINGTON

STATE OF MD. WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 222  
JAN 22 9 49 AM '63  
LIBER FOLIO  
LAND & MORTGAGE SALE  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 28, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 638

5

Recorded in Liber 7331, folio 320, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. [Signature]*

Recorded January 22, 1963 at 9:49 A.M. Liber 12, Receipt No. 201570

ARTICLES OF INCORPORATION  
OF  
WILLIAMSPORT ESSO SERVICE CENTER, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Orville M. Ernst, whose post office address is Big Spring, Maryland, Pearl B. Ernst, whose post office address is Big Spring, Maryland, and Robert E. Kuczynski, whose post office address is 82 West Washington St., Hagerstown, Maryland, each being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: "WILLIAMSPORT ESSO SERVICE CENTER, INC."

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

1. To manufacture, buy, sell and deal in, at wholesale and retail, all oils, greases, gasoline and all other materials used in, on or about an automobile truck or motor vehicle of any kind.
2. To buy, sell and deal in automobiles, motors and vehicles of all kinds, and in all articles and supplies used in connection therewith.
3. To buy, sell, store and repair automobiles and motor vehicles of all description, and their parts and accessories.
4. To lease, purchase, sell and otherwise deal in all machines, tools, implements, apparatus, equipment, accessories and appliances of every kind used in connection with the manufacturing, repairing or replacement of all makes of automobiles, and generally to deal in, at wholesale and retail, any materials whatsoever necessary or convenient in the manufacture of motor vehicles or parts incident thereto.

5. 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.

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

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

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

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

9. To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland. The said Corporation shall enjoy and exercise all the powers and rights conveyed by Statute upon the Corporation, and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the General Powers conferred by law.

FOURTH: The post office address of the principal office of the Corporation in this State is: the SE corner of Potomac and Artizan Sts., Williamsport, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is: Orville M. Ernst, Big Spring, Washington County, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 of the par value of Ten (\$10.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having a par value is Fifty Thousand (\$50,000.00) Dollars.

SIXTH: The Corporation shall have three directors, and Orville M. Ernst, Pearl E. Ernst and Thomas L. Ernst shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

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:

1. 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, add 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.

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

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

to such extent and in such manner and upon such lawful terms as 243  
the Board of Directors shall deem expedient.

4. 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.

5. 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.

EIGHTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 29th day of November, 1962.

WITNESS:

Olive R. Shuff

Orville M. Ernst (SEAL)  
Orville M. Ernst

Pearl E. Ernst (SEAL)  
Pearl E. Ernst

Robert E. Kuczynski (SEAL)  
Robert E. Kuczynski

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 29th day of November, 1962, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Orville M. Ernst, Pearl E. Ernst and Robert E. Kuczynski, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

My commission expires:  
May 6, 1963.

Olive R. Shuff  
Notary Public



ARTICLES OF INCORPORATION  
OF  
WILLIAMSPORT ESSO SERVICE CENTER

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 201522

JAN 22 9 49 AM '63

LIBER FOLIO  
LAND RECORDS/SALES  
G. MERLIN SWYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 30, 1962 at 11:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 698

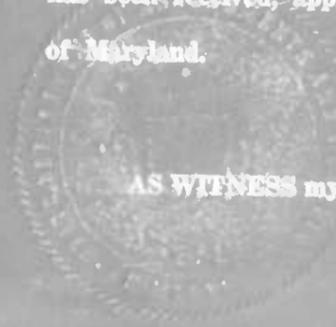
7

Recorded in Liber F332, folio 316, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....12.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. [Signature]*

Bill of Materials 9/24/66

B/

ARTICLES OF AMENDMENT  
OF  
FEDERAL IMPROVEMENT AND REALTY CORPORATION, INC.

FEDERAL IMPROVEMENT AND REALTY CORPORATION, INC., a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Articles of Incorporation of the Corporation is hereby amended by striking out ARTICLE SECOND of the Certificate of Incorporation and inserting in lieu thereof the following:

The name of the corporation (hereinafter called the Corporation), is  
SHARRETT IMPORTS, INC.

SECOND: The Articles of Incorporation are hereby amended by increasing the purposes for which the Corporation is formed and the business or objects to be carried on and promoted by an amendment and addition to Paragraph THIRD of the Certificate of Incorporation as follows:

- (15) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.
- (16) To engage in the retail and wholesale sales of auto parts and accessories.
- (17) To engage in and to own, operate and run, conduct and manage a business engaged in repairing and reconditioning automobiles, automotive and mechanical products, and other personal property of any and every sort, character, nature, and description, and to do such other things as are incidental, proper, or necessary to the operation of the

business, or to carrying out of any or all of the purposes.

THIRD: The Articles of Incorporation are hereby amended by striking the Paragraph in the Certificate of Incorporation which provides "The total amount of the capital stock of said Corporation is Ten Thousand (\$10,000.00) Dollars divided into one thousand (1000) shares of common stock of the par value of Ten (\$10.00) Dollars each" and inserting in lieu thereof the following:

"The total amount of authorized capital stock of the Corporation is Two Hundred Thousand (\$200,000.00) Thousand Dollars divided into Twenty/(20,000) shares of common stock of the par value of Ten (\$10.00) Dollars each".

FOURTH: The Board of Directors of the Corporation on October 29, 1962, duly adopted a resolution in which was set forth the foregoing amendments to the Articles of Incorporation, declaring that the said amendments of the Articles of Incorporation, were advisable and directing that they be submitted for action thereon by the stockholders at a special meeting to be held on October 29, 1962.

FIFTH: At the special meeting of the stockholders held on October 29, 1962, all stockholders were present and waived any required notice and statement of the purpose of the meeting. The amendments of the Articles of Incorporation as hereinabove set forth were approved by all of the stockholders of the Corporation at said meeting by the affirmative vote of all the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, FEDERAL IMPROVEMENT AND REALTY CORPORATION, INC.  
has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its

Secretary, on this 31st day of October, 1962.



FEDERAL IMPROVEMENT AND REALTY CORPORATION, INC.

BY Ralph L. Sharrett  
Ralph L. Sharrett, President

Shirley C. Soltis  
Shirley C. Soltis, Secretary

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STATE OF MARYLAND :  
: SS:  
COUNTY OF WASHINGTON :

I HEREBY CERTIFY, that on October 31, 1962, before me the subscriber, a notary public of the State of Maryland, in and for the County of Washington, personally appeared Ralph L. Sharrett, President of Federal Improvements and Realty Corporation, Inc., a Maryland corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Shirley C. Soltis, and made oath in due form of law that she was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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



Catherine M. Hess  
Catherine M. Hess, Notary Public

ARTICLES OF AMENDMENT  
 OF  
 FEDERAL IMPROVEMENT AND REALTY CORPORATION, INC.  
 changing its name to  
 SHARRETT IMPORTS, INC.

STATE OF MD.  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD  
 RECEIPT NO. 20570  
 JAN 22 9 41 AM '63  
 LIBER. VOL. 30  
 LAND RECORDS CLERK  
 C. MERLIN SWYDER  
 CLERK

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland November 8, 1962 at 9:00 o'clock A. M. as in conformity  
 with law and ordered recorded.

A 387

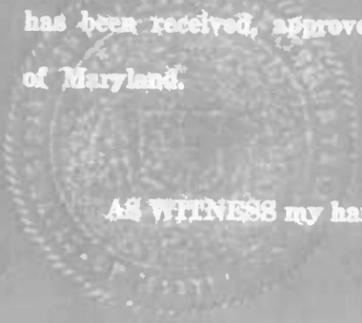
5

Recorded in Liber F329, folio 277, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
 has been received, approved and recorded by the State Department of Assessments and Taxation  
 of Maryland.



As WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Recorded January 22, 1963 at 9:49 A.M. Liber 12, Receipt No. 201570

ARTICLES OF INCORPORATION

OF

BLOOD GENETICS INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, RAY C. MICKELSON WHOSE POST OFFICE ADDRESS IS BOONSBORO, ROUTE 2, HAGERSTOWN, MARYLAND, JACOB B. BERKSON WHOSE POST OFFICE ADDRESS IS 74 WEST WASHINGTON STREET, HAGERSTOWN, MARYLAND, AND LUCILLE E. BROWN WHOSE POST OFFICE ADDRESS IS 1022 MAIN AVENUE, HAGERSTOWN, MARYLAND, ALL BEING AT LEAST TWENTY-ONE YEARS OF AGE, DO UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS ASSOCIATE OURSELVES WITH THE INTENTION OF FORMING A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION") IS:

BLOOD GENETICS INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

(A) TO OWN, MAINTAIN, BREED, PRODUCE AND IMPROVE POULTRY AND OTHER LIVESTOCK AND TO CONDUCT, OPERATE AND CARRY ON SCIENTIFIC RESEARCH AND IN THE COURSE OF SUCH RESEARCH TO BUY, SELL, SHIP, STORE AND OTHERWISE USE, DEAL IN, ACQUIRE AND DISPOSE OF EVERY KIND OF POULTRY, LIVESTOCK OR EQUIPMENT NECESSARY OR CONVENIENT TO THE OPERATION AND CONDUCT OF THE GENERAL BUSINESS OF BREEDING POULTRY AND LIVESTOCK.

(B) TO MANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, HOLD, MORTGAGE, PLEDGE, SELL, TRANSFER, OR IN ANY MANNER ENCUMBER OR DISPOSE OF GOODS, WARES, MERCHANDISE, IMPLEMENTS, AND OTHER PERSONAL PROPERTY OR EQUIPMENT OF EVERY KIND.

(C) TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, SELL, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREVER SITUATED.

(D) TO CARRY ON AND TRANSACT, FOR ITSELF OR FOR ACCOUNT OF OTHERS, THE BUSINESS OF GENERAL MERCHANTS, GENERAL BROKERS, GENERAL AGENTS, MANUFACTURERS, BUYERS AND SELLERS OF, DEALERS IN, IMPORTERS AND EXPORTERS OF NATURAL PRODUCTS, RAW MATERIALS, MANUFACTURED PRODUCTS AND MARKETABLE GOODS, 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 COR-

PORATION, CO-PARTNERSHIP OR INDIVIDUAL (INCLUDING THE ESTATE OF A DECEDENT), CARRYING ON OR HAVING CARRIED ON IN WHOLE OR IN PART ANY OF THE AFORESAID BUSINESSES OR ANY OTHER BUSINESSES THAT THE CORPORATION MAY BE AUTHORIZED TO CARRY ON, AND TO UNDERTAKE, GUARANTEE, ASSUME AND PAY THE INDEBTEDNESS AND LIABILITIES THEREOF, AND TO PAY FOR ANY SUCH PROPERTY, RIGHTS, BUSINESS, CONTRACTS, GOOD-WILL, FRANCHISES OR ASSETS BY THE ISSUE, IN ACCORDANCE WITH THE LAWS OF MARYLAND, OF STOCK, BONDS, OR OTHER SECURITIES OF THE CORPORATION OR OTHERWISE.

(F) TO APPLY FOR, OBTAIN, PURCHASE, OR OTHERWISE ACQUIRE, ANY PATENTS, COPYRIGHTS, LICENSES, TRADEMARKS, TRADENAMES, RIGHTS, PROCESSES, FORMULAE, AND THE LIKE, WHICH MIGHT BE USED FOR ANY OF THE PURPOSES OF THE CORPORATION; AND TO USE, EXERCISE, DEVELOP, GRANT LICENSES IN RESPECT OF, SELL AND OTHERWISE TURN TO ACCOUNT, THE SAME.

(G) TO PURCHASE OR OTHERWISE ACQUIRE, HOLD AND RE-ISSUE SHARES OF ITS CAPITAL STOCK OF ANY CLASS; AND TO PURCHASE, HOLD, SELL, ASSIGN, TRANSFER, EXCHANGE, LEASE, MORTGAGE, PLEDGE OR OTHERWISE DISPOSE OF, ANY SHARES OF STOCK OF, OR VOTING TRUST CERTIFICATES FOR ANY SHARES OF STOCK OF, OR ANY BONDS OR OTHER SECURITIES OR EVIDENCES OF INDEBTEDNESS ISSUED OR CREATED BY, ANY OTHER CORPORATION OR ASSOCIATION ORGANIZED UNDER THE LAWS OF THE STATE OF MARYLAND OR OF ANY OTHER STATE, TERRITORY, DISTRICT, COLONY OR DEPENDENCY OF THE UNITED STATES OF AMERICA, OR OF ANY FOREIGN COUNTRY, AND WHILE THE OWNER OR HOLDER OF ANY SUCH SHARES OF STOCK, VOTING TRUST CERTIFICATES, BONDS OR OTHER OBLIGATIONS, TO POSSESS AND EXERCISE IN RESPECT THEREOF ANY AND ALL THE RIGHTS, POWERS, AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE ON ANY SHARES OF STOCK SO HELD OR OWNED; AND UPON A DISTRIBUTION OF THE ASSETS OR 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 OWNED OR THERE-

AFTER ACQUIRED; AND TO SELL, PLEDGE, DISCOUNT OR OTHERWISE DISPOSE OF SUCH BONDS, NOTES OR OTHER OBLIGATIONS OF THE CORPORATION FOR ITS CORPORATE PURPOSES. 251

(J) 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 ENCHANCE 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 AFOREGOING 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 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 ROOM 309, EARLE BUILDING, 74 WEST WASHINGTON STREET, HAGERSTOWN, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS JACOB B. BERKSON, WHOSE POST OFFICE ADDRESS IS 74 WEST WASHINGTON STREET, HAGERSTOWN, MARYLAND. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

FIFTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS 10,000 SHARES (TEN THOUSAND) OF THE PAR VALUE OF \$10.00 (TEN DOLLARS) 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 \$100,000.00 (ONE HUNDRED THOUSAND DOLLARS).

SIXTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE FOUR, WHICH NUMBER MAY BE INCREASED OR DECREASED PURSUANT TO THE BY-LAWS OF THE CORPORATION, BUT SHALL NEVER BE LESS THAN THREE; AND THE NAMES OF THE DIRECTORS WHO SHALL ACT UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFY ARE RAY C. MICKELSON, WALTER WHEELOCK, HALL TEAGUE AND JOHN MELDAHL.

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND STOCKHOLDERS:

(A) THE BOARD OF DIRECTORS OF THE CORPORATION IS HEREBY EMPOWERED TO AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF ITS STOCK, 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) 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 SUCH SURPLUS OR NET PROFITS IN PURCHASING OR ACQUIRING ANY OF THE SHARES OF THE STOCK OF THE CORPORATION, OR ANY OF ITS BONDS OR OTHER EVIDENCES OF INDEBTEDNESS, TO SUCH EXTENT AND IN SUCH MANNER AND UPON SUCH LAWFUL TERMS AS THE BOARD OF DIRECTORS SHALL DEEM EXPEDIENT.

(c) 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 CLASSIFICATIONS, RE-CLASSIFICATION 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 A MAJORITY OF ALL OF SUCH STOCK AT THE TIME OUTSTANDING, BY VOTE AT A MEETING OR IN WRITING WITH OR WITHOUT A MEETING.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 27th DAY OF November A.D., 1962.

WITNESS:

<u>Pearl H. Gehr</u>	<u>Ray C. Mickelson</u> RAY C. MICKELSON
<u>Pearl H. Gehr</u>	<u>Jacob B. Berkson</u> JACOB B. BERKSON
<u>Pearl H. Gehr</u>	<u>Lucille E. Brown</u> LUCILLE E. BROWN

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STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 27th DAY OF November, A.D., 1962, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, IN AND FOR WASHINGTON COUNTY, PERSONALLY APPEARED RAY C. MICKELSON, JACOB B. BERKSON AND LUCILLE E. BROWN AND SEVERALLY ACKNOWLEDGED THE FOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY OFFICIAL NOTARIAL SEAL THE DAY AND YEAR LAST ABOVE WRITTEN.



Pearl H. Gehr  
NOTARY PUBLIC

MY COMMISSION EXPIRES: May 6, 1963.

ARTICLES OF INCORPORATION  
OF  
BLOOD GENETICS INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 261822

JUN 22 9 49 AM '63

LIBER FOLIO  
LAND RECORDS/SALES  
G. MERLIN SWYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 28, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 661

6

Recorded in Liber 7332, folio 209, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



Recorded January 22, 1963 at 9:49 A.M. Liber 12, Receipt No. 201570

ARTICLES OF INCORPORATION

OF

J & G MFG., INC.

- - - -

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, David W. Byron, whose postoffice address is 100 West Washington Street, Hagerstown, Maryland, Betty M. Baker, whose postoffice address is Route 3, Hagerstown, Maryland, and Geraldine M. Lum, whose postoffice address is 2307 Gay Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is J & G MFG., INC.

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

(a) To engage in the manufacture and sale of women's and children's dresses, including the sewing, trimming and shipping of women's and children's dresses, housecoats and wearing apparel generally of every description, including the purchasing of fabrics and materials of all kinds necessary for the manufacture of said dresses and the shipping of said dresses to customers.

(b) To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer, invest, trade, or otherwise deal in real or personal property, stocks, bonds, securities, choses in action or any interest

therein.

(c) To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, warehouse receipts, bonds, debentures and other negotiable and non-negotiable instruments.

(d) To carry on any of the business 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 or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(e) 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 state and in foreign countries, and to maintain offices and agencies therein.

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.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 238 Mealey Parkway, Hagerstown, Maryland. The resident agent of the Corporation is David W. Byron, whose postoffice address is 100 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one hundred thousand

(100,000) shares of the par value of One Dollar (\$1.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000).

SIXTH: The Corporation shall have four (4) directors, which number may be increased or decreased pursuant to the bylaws of the Corporation, but shall never be less than three; and Joseph Elpern, Gail Frances Elpern, Harold C. Elpern and Anna M. Elpern shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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 shareholders:

(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 director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of

this corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

EIGHTH: The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on November 2, 1962.

WITNESS AS TO ALL SIGNATURES:

David W. Byron  
David W. Byron

Joyce E. Wade

Betty M. Baker  
Betty M. Baker

Geraldine M. Lum  
Geraldine M. Lum

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2<sup>nd</sup> day of November, 1962, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David W. Byron, Betty M. Baker and Geraldine M. Lum, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

My Commission Expires  
May 6, 1963

Joyce E. Wade  
Notary Public  


ARTICLES OF INCORPORATION  
OF  
J & G MFG., INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 252  
JUN 22 9 49 AM '63  
FOLIO  
RECORDED  
MERRILL BANTON  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 5, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 375

5

Recorded in Liber F329, folio 355, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles M. Barton*

11/27/62  
W. J.

Recorded January 22, 1963 at 9:49 A.M. Liber 12, Receipt No. 201570

## ARTICLES OF INCORPORATION

OF

PROSPECT HILL, INC.

## THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Sam B. Hough, whose post-office address is 4920 Chain Bridge Road, McLean, Virginia; Vincent P. Wozniak, whose postoffice address is 4703 Chain Bridge Road, McLean, Virginia; and Omer T. Kaylor, Jr., whose postoffice address is Grice Building, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the Corporation) is Prospect Hill, Inc.

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

(a) To operate, maintain and carry on a general restaurant business and any or all allied or kindred businesses, including therein the right to operate in connection therewith a tavern and such other services as may be found advantageous, such as a motel or hotel or other facilities for caring for transient guests or recreational facilities for the entertainment of transient guests and the general public.

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

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

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, 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 business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

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

assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

(i) 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 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 postoffice address of the principal office of the Corporation in this State is Route 1, Knoxville, Washington County, Maryland. The resident agent of the Corporation is Omer T. Kaylor, Jr., whose postoffice address is Grice Building, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is two thousand (2,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is Two Hundred Thousand (\$200,000.00) Dollars. The subscriptions for and the ownership of all shares of stock in this Corporation are made and taken upon the condition that no transfer of the Common Stock of this Corporation shall be valid until thirty (30) days after the Corporation, through its Secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer; and during said thirty (30) day period the Corporation shall have the sole option to purchase said shares at the price named. The foregoing restrictions shall appear upon the reverse of every certificate of stock issued by the Corporation.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased to not more than seven pursuant to the By-laws of the Corporation; the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Sam B. Hough, Vincent P. Wozniak and Omer T. Kaylor, 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:

(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 director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or 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 trans-

action, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

(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, re-classification 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) 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 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, we have signed these Articles of Incorporation on this 21st day of November, 1962.

Sam B. Hough  
Sam B. Hough

Vincent P. Wozniak  
Vincent P. Wozniak

Omer T. Kaylor, Jr.  
Omer T. Kaylor, Jr.

Witness:

Anna C. Delosier  
Anna C. Delosier

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21st day of November, 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Sam B. Hough, Vincent P. Wozniak and Omer T. Kaylor, Jr. and acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.



Anna C. Delosier  
Notary Public

My commission expires: May 6, 1963

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ARTICLES OF INCORPORATION  
OF  
PROSPECT HILL, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 2222

JAN 22 9 49 AM '63

LIBERTY TOLSON  
LAW OFFICE  
G. MERLIN SHYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 27, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 598

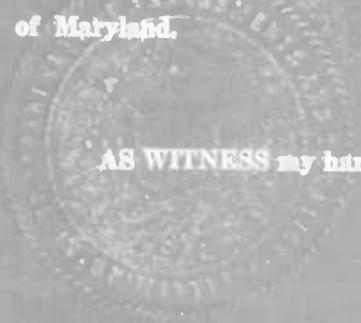
8

Recorded in Liber 3331, folio 417, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....40.00.....Recording fee paid \$.....14.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

ARTICLES OF INCORPORATION

OF

GREENVILLE INDUSTRIES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Kenneth J. Mackley, whose postoffice address is 100 West Washington Street, Hagerstown, Maryland, Betty M. Baker, whose postoffice address is Route 3, Hagerstown, Maryland, and Geraldine M. Lum, whose postoffice address is 2307 Gay Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

"GREENVILLE INDUSTRIES, INC."

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

(a) To engage generally in the manufacture, rental, sale and lease of mobile homes, transportable homes and trailers, including the prefabrication and assembly of component parts of the above, whether manufactured by the company or purchased from other companies; to purchase, sell, rent and deal in equipment, furniture and appliances to be installed in and used in connection with the aforesaid homes and trailers; to employ dealers and agents in connection with the sale of said homes and trailers in all states of the United States and in foreign countries.

(b) To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer, invest, trade, or otherwise deal in real or personal property, stocks, bonds, securities, choses in action or any interest therein.

(c) To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, warehouse receipts,

bonds, debentures and other negotiable and non-negotiable instruments.

(d) To carry on any of the business 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 or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(e) To carry out all or any part of the aforesaid purpose, and to conduct its business in all or any of its branches in any state and in foreign countries, and to maintain offices and agencies therein.

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.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 25 East Antietam Street, Hagerstown, Maryland. The resident agent of the Corporation is Kenneth J. Mackley, whose postoffice address is 100 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is one hundred thousand five hundred (100,500) shares having an aggregate par value of One Hundred Fifty Thousand (\$150,000) Dollars, divided into one hundred thousand (100,000) shares of the par value of One (\$1.00) Dollar a share of Common Stock having an aggregate par value of One Hundred Thousand (\$100,000) Dollars, and five hundred (500) shares of the par value of One Hundred (\$100.00) Dollars a share of Preferred Stock having an aggregate par value of Fifty Thousand (\$50,000) Dollars.

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

The holders of the Preferred Stock shall be entitled to receive from the surplus or net profits of the Corporation, when and as declared by the Board of Directors, quarterly dividends at the rate of but not exceeding six per cent (6%) per annum, payable on January, April, July and October 1 of each, said dividends to be cumulative. The holders of the Preferred Stock shall not be entitled to participate in or receive any dividends or share of the profits, whether payable in cash, stock or property, in excess of the aforementioned dividends.

In the event of liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary) the holders of the issued and outstanding Preferred Stock shall be entitled to receive out of the assets, before any distribution to the holders of any other class of stock, a sum equal to One Hundred (\$100.00) Dollars for each share plus all declared but unpaid (if any there be) dividends thereon before any amount shall be distributed or paid to the holders of Common Stock.

The holders of the Preferred Stock shall not be entitled to vote under any circumstances or in connection with any action taken by the Corporation, except as may be required by law.

The Preferred Stock may be redeemed in whole or in part of any of the respective dates fixed for the payment of dividends thereon at One Hundred Eight (\$108.00) Dollars, together with all declared but unpaid dividends thereon to the date of redemption. In event the redemption of less than all of the outstanding Preferred Stock has been authorized by the Common Stockholders as hereinabove provided, the redemption may be effected in such manner as may be prescribed by resolution of the Board of Directors, provided, however, that not less than thirty (30) days previous notice be given by mail to the holders of record of the Preferred Stock to be redeemed. After any of the outstanding Preferred Stock shall have been called for redemption and the holders thereof duly notified and the funds necessary to effect such redemption shall have been set aside by the Board of Directors, the holders thereof shall have no further rights as stockholders of the Corporation, but shall be entitled only upon presentation of the certificates properly endorsed to receive the redemption value thereof as above set forth. Notice of redemption shall be deemed to have been given when addressed to such Preferred Stockholders at the addresses recorded on the books of the Corporation and mailed at the City of Hagerstown, Maryland.

COMMON STOCK

After all dividends on the outstanding Preferred Stock shall have been paid or the Corporation shall have set apart a sum sufficient therefor, the holders of the common stock shall be entitled to receive out of the remaining surplus or net profits such dividends equally share for share as may from time to time be declared by the Board of Directors.

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the outstanding common stock, after the payments hereinbefore provided for have been made to the holders of the outstanding preferred stock, shall be entitled to share equally share for share in all remaining assets available for distribution.

Each share of common stock shall entitle the holder of record thereof to one vote in all proceedings in which action shall be taken by the stockholders of the Corporation.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased

pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Eugene M. Geyer, Albert Donus and Ralph Michael.

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 shareholders:

(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 director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation, which

shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

EIGHTH: The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on November 2, 1962.

WITNESS:

Joyce E. Stadel

Kenneth J. Mackley  
Kenneth J. Mackley

Betty M. Baker  
Betty M. Baker

Geraldine M. Lum  
Geraldine M. Lum

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2<sup>nd</sup> day of November, 1962, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, Betty M. Baker and Geraldine M. Lum, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Joyce E. Stadel  
Notary Public  
Commission Expires  
5/6/63



ARTICLES OF INCORPORATION  
OF  
GREENVILLE INDUSTRIES, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 226

Nov 27 9 17 AM '63

CLERK  
LAND RECORDS  
G. MELVIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 8, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 398

Recorded in Liber 5329, folio 7 408, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...30.00.....Recording fee paid \$.....12.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



Received for record February 13, 1963 at 11:44 A.M. Liber 12,  
Receipt No. 202121

THE BRETHREN MUTUAL INSURANCE COMPANY  
ARTICLES OF AMENDMENT

The Brethren Mutual Insurance Company, a Maryland corporation, having its principal office in Washington County, Maryland, (hereinafter called the Corporation), HEREBY CERTIFIES to The State Department of Assessments and Taxation, that:

FIRST: The Charter of the Corporation, and Articles of Amendment thereto, is hereby further amended as follows:

In Section 3 of the Amended Certificate of Incorporation, under "Purposes for which the Corporation is Formed", there shall be added an additional sub-division to be known as "(5)", to read as follows:

"(5): To insure against any damage or loss by fire and against all risks and all liabilities, casualties and hazards upon any and every kind of property, real, personal and mixed; to cause itself to be insured against all risks it may have in any property, either in its own right, or by virtue of any bonds or advances, or of any policy or contract of insurance; and in general, the company shall have authority to write all lines of insurance authorized by the Laws of the State of Maryland, except title insurance, life insurance, and annuities."

That Section 3, sub-section 5 of the Amended Certificate of Incorporation shall be stricken out and a new sub-section 5 shall be inserted, to read as follows:

"Sub-section 5: Membership of the Corporation shall consist of the persons, firms or corporations, who have been issued a Brethren Mutual Insurance Company policy, and which is in full force and effect. Membership shall cease when such insurance is cancelled or terminated for any cause whatsoever."

SECOND: That the Board of Directors of the Corporation, at a meeting duly convened and held on the 5th day of October, 1962, adopted a resolution in which was set forth the foregoing Amendment to the Charter, declaring that the said Amendment of the

Charter was advisable and directing that it be submitted for action thereon at the Annual Meeting of Members of the Corporation, to be held on the 1st day of December, 1962.

THIRD: Notice setting forth a summary of the changes to be effected by said Amendment of the Charter, and stating that the purpose of the meeting of the members would be to take action thereon, was given, as required by law, to all members entitled to vote thereon; and like notice was given to all members of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the Charter would be altered by the amendment.

FOURTH: The Amendment of the Charter of the Corporation as hereinabove set forth was approved by the members of the Corporation at said meeting by the affirmative vote of two-third's of all the votes entitled to be cast thereon.

FIFTH: The Amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the members of the Corporation.

IN WITNESS WHEREOF, The Brethren Mutual Insurance Company 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 31 day of December, 1962.

TEST AS TO  
CORP. SEAL:

THE BROTHERS MUTUAL INSURANCE COMPANY,

By John S. Bowlus  
John S. Bowlus - President

Paul D. Horst  
Paul D. Horst, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 31 day of December, 1962, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John S. Bowlus, President of The Brethren Mutual Insurance Company, a Maryland corporation, and in the name and on behalf of said Corporation acknowledged



the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Paul D. Horst and made oath in due form of law that he was Secretary of the Meeting of Members of said Corporation at which the Amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

My commission expires:  
May 6, 1963.

*J. L. Mullenbore*  
Notary Public



I HEREBY CERTIFY, That I have examined the foregoing Amendment to the Certificate of Incorporation of The Brethren Mutual Insurance Company and hereby endorse the same as being in accordance with the provisions of Article 48A of the Annotated Code of Maryland, 1957, relating to insurance and insurance companies, and not inconsistent with the laws and Constitution of this State.

Dated this 10<sup>th</sup> day of December, 1962.



*John L. ...*  
DEPUTY Insurance Commissioner

276  
273

ARTICLES OF AMENDMENT  
OF  
THE BRETHREN MUTUAL INSURANCE COMPANY

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 282737  
Feb 13 11 44 AM '63  
CLERK  
G. MICHAEL SWYDER

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 10, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 844

5  
Recorded in Liber F333, folio 461, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles M. Swyger*

✓  
12/4/62  
W. S.

Received for record February 13, 1963 at 11:44 A.M. Liber 12,  
Receipt No. 202121

ARTICLES OF INCORPORATION  
OF  
TAYLOR'S LANDING ROD & GUN CLUB, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Earl Spong, whose postoffice address is Route 1, Williamsport, Maryland; Ralph E. Shaw, whose postoffice address is Route 1, Sharpsburg, Maryland; and J. William Ambrose, whose postoffice address is Route 1, Sharpsburg, Maryland, all being at least twenty-one years, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the Corporation) is Taylor's Landing Rod & Gun Club, Inc.

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

(a) To organize, own, manage and operate a club exclusively for pleasure, recreation and any other non-profitable purposes, no part of the net earnings of which is to inure to the benefit of any private shareholder, individual or member.

(b) To acquire, lease, rent, construct, purchase, own, furnish, manage, operate, sell or otherwise own and control, by any lawful means, buildings, clubhouses, meeting places, lands, grounds, equipment, traps and other appliances and any other property of any kind or description for the use, pleasure and enjoyment of its members and guests in sports, shooting, fishing and any other recreational, sporting and social activities.

(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 situate.

(d) To loan or advance money with or without security,

without limitation 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 for money borrowed or for any other lawful consideration.

(e) To accept, obtain, receive and demand of its members, by any lawful means, funds for any or all of the purposes for which this Corporation is formed, and to pay for the same by any lawful means.

(f) To encourage, obligate and require its members to obey the letter and spirit of all fish and game laws, and encourage by personal conduct, influence and otherwise, general regard by its members as well as the public generally for all fish and game laws.

(g) To encourage, obligate and require its members to obey the letter and spirit of all rules, regulations, orders and laws for the protection, preservation and propagation of fish, game and other wild life,

(h) To foster and increase the fish, game and wild life supply in any lawful manner.

(i) From time to time to do any one or more of the acts and things hereinbefore set forth for pleasure, amusement and enjoyment and as a non-profitable enterprise or business, and to carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid purposes or objects, or either or any of them, to facilitate it in the transaction of any other business that may be calculated, directly or indirectly to enhance the value of its property or rights, provided that in the transaction of its business, the Corporation shall be subject to the laws of the jurisdiction in which the same is transacted or its property may be located.

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 corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Route 1, Sharpsburg, Maryland (P. O. Box 364, Hagerstown). The resident agent of the Corporation is R. Noel Spence, whose postoffice address is Grice Building, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars. Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders up to a maximum of ten votes for each single proprietor. The stock is redeemable at the option of the stockholder at any time after fifteen years from the date of issue at par value.

SIXTH: The number of directors of the Corporation shall be thirteen (13); the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Glenn A. Malotte, Louis F. Whittington, H. L. Powers, Jr., H. G. Foutz, Simon Summers, Harold Semler, Earl Spong, Early Bates, Clarence Koontz, Joseph Sprecher, Paul W. Palmer, James Curry and W. B. Worthington.

SEVENTH: This Corporation shall regulate all the terms, rights and conditions of membership by its by-laws. The Corporation reserves the right to alter, change and amend the said by-laws from time to time.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 5<sup>th</sup> day of December, 1962.

Earl Spong  
Earl Spong

Ralph E. Shaw  
Ralph E. Shaw

J. William Ambrose  
J. William Ambrose

Witness:

Auna Delosier

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5<sup>th</sup> day of December, 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Earl Spong, Ralph E. Shaw and J. William Ambrose and acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Auna Delosier  
Notary Public



My commission expires: May 6, 1963

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 20272  
FEB 13 11 04 AM '62  
LIVER FOLIO  
LAND CLERK  
G. MERLIN SWINER  
CLERK

ARTICLES OF INCORPORATION  
OF  
TAYLOR'S LANDING ROD & GUN CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 6, 1962 at 3:50 o'clock P. M. as in conformity  
with law and ordered recorded.

A 785

5

Recorded in Liber 333, folio 312, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record February 13, 1963 at 11:45 A.M. Liber 12,  
Receipt No.202121

FAIRVIEW SPORTSMENS ASSOCIATION, Inc.

Articles of Incorporation.

THIS IS TO CERTIFY: that the subscribers, David L. Mills, whose address is Rt.#5, Hagerstown, Md., J. Leroy Moore, whose address is 113 South Locust St., Hagerstown, Md., H. Marshall Moore, whose address is 1548 Mt. Aetna Road, Hagerstown, Md., William S. Barnes, Jr., whose address is 212 East Lincoln Ave., Hagerstown, Md., Vaughn J. Thompson, whose address is Cavetown, Md., Earl W. Neikirk, whose address is Cavetown, Md., and Howard W. Weaver, Jr., whose address is 24 Reynolds Road, Hagerstown, Md.; all of full legal age, do hereby certify that we, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves together for the purpose of forming a Corporation.

1. The name of said Corporation is, Fairview Sportsmens Association, Inc.

2. The purpose or purposes for which and for any of which the corporation is formed and the business or objectives to be carried on and promoted by it are: to provide a controlled and safe place to promote interest in lawful hunting, the protection, propagation and feeding of wild game, fish and bird, preservation and reforestation of wood land, good sportsmanship, social and recreational and all lawful purposes incident thereto; and the corporation is formed under and subject to the articles, conditions and provisions herein expressed and subject to the provisions of Article 23 of the Annotated Code of Public General Laws of Maryland and Amendments thereto and subject in all particulars to the limitations relating to corporations which are contained in the Annotated Code of Public General Laws of the State of Maryland.

3. The principal office of said Corporation shall be located at Rt.#5, Hagerstown, Washington County, Maryland; and the name

of the corporation's resident agent is David L. Mills, a citizen of Maryland and actually residing therein, and the address of said resident agent is Rt.#5, Hagerstown, Washington County, Maryland.

4. The total amount of capital stock of the said Corporation is \$100,000.00 divided into 10,000 shares of the par value of \$10.00 each; and none of the said shares of capital stock shall be sold, given, transferred to or otherwise placed in the possession and control of any person or persons who is or are not members of said corporation, who have been duly chosen or elected to membership in accordance with the By-laws of said corporation.

5. The said Corporation shall have seven (7) directors and David L. Mills, J. Leroy Moore, H. Marshall Moore, William S. Barnes, Jr., Vaughn J. Thompson, Earl W. Neikirk and Howard W. Weaver, Jr., all of whom are citizens of the State of Maryland and reside in Washington County, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

6. That said Corporation shall be regulated by its By-laws, which among other things shall set forth the terms and conditions of membership and define who are members. Said Corporation shall also have the right to purchase, own, hold, lease, sub-lease, convey, mortgage, pledge, transfer or otherwise acquire or dispose of land, buildings and other structures and all other property real and personal of every kind, class and description or any interest therein in such quantity, kind or amount as the Directors may deem necessary or desirable for the purpose of carrying on the aforesaid business or purpose or either of them. In general, said Corporation shall have all the powers in so far as the same may be applicable to it enumerated and more particularly set out in Section 9 of Article 23 of the Annotated Code of Public General Laws of Maryland, relating to corporations and to

GEORGE G. SNYDER  
ATTORNEY-AT-LAW  
612 2ND NATIONAL  
BANK BLDG.  
HAGERSTOWN, MARYLAND

do every act or thing not inconsistent with law which may be appropriate to promote and attain the objects and purposes for which or for any of which the Corporation was formed.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on this 3<sup>rd</sup> day of December A.D. 1962.

Test:

to all signatures

*David L. Mills*  
David L. Mills

*J. Leroy Moore*  
J. Leroy Moore

*H. Marshall Moore*  
H. Marshall Moore

*William S. Barnes, Jr.*  
William S. Barnes, Jr.

*Vaughn J. Thompson*  
Vaughn J. Thompson

*Earl W. Neikirk*  
Earl W. Neikirk

*Howard W. Weaver, Jr.*  
Howard W. Weaver, Jr.

*Anna M. Martin*

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3<sup>rd</sup> day of December A.D. 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared, David L. Mills, J. Leroy Moore, H. Marshall Moore, William S. Barnes Jr., Vaughn J. Thompson, Earl W. Neikirk, and Howard W. Weaver, Jr., and severally acknowledge the foregoing Certificate to be their respective act.

WITNESS my hand and Official Notarial Seal.

*Anna M. Martin*

Notary Public  
My Commission Expires: 5/6/1963



GEORGE G. SNYDER  
ATTORNEY-AT-LAW  
612 2ND NATIONAL  
BANK BLDG.  
HAGERSTOWN, MARYLAND

U.S. DEPARTMENT OF COMMERCE  
WASHINGTON, D.C. 20540  
RECEIVED FOR RECORD  
FEB 13 11 44 AM '63  
K. KESLIN SHYDER  
CLERK

ARTICLES OF INCORPORATION  
OF  
REVIEW SPORTSMENS ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 10, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 832

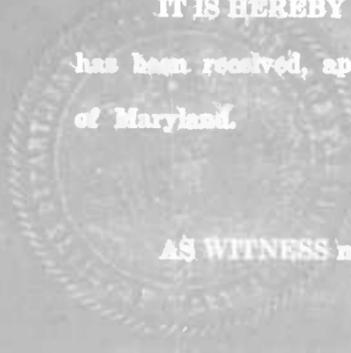
4

Recorded in Liber 334, folio 330 of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$...10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record February 13, 1963 at 11:44 A. M. Liber 12, Receipt No. 202121

CUMBERLAND VALLEY TELEVISION, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

✓  
12/13/62  
v.  
S.

FIRST: WE THE UNDERSIGNED, Wilfred H. Needy, whose Post Office address is 11 Reessner Avenue, Hagerstown, Maryland; Merle S. Elliott, whose Post Office address is 49 East Franklin Street, Hagerstown, Maryland; and Lynn F. Meyers, whose Post Office address is 1731 Woodlawn Drive, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of 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 CUMBERLAND VALLEY TELEVISION, INC.

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

(a) To own and operate radio and television broadcasting stations and any and all advertising businesses of any kind, whether by electrical transmissions or otherwise.

(b) To employ, hire, retain, contract with or utilize professional or amateur talent, technical assistants and all other individuals, firms, companies or associations in the promotion and transaction of the businesses of the corporation as aforesaid.

(c) 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.

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

(e) To purchase or otherwise acquire, hold and reissue shares of its capital stock, debentures or securities and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock, debentures or securities of any other corporation or association organized under the laws of the State of Maryland or of any other State; and upon a distribution of the assets or division of the profits of this Corporation, to distribute any such shares of stock among the stockholders of this Corporation.

-2-

(f) To loan or advance money with or without security, without limitation 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 for money borrowed or for any other lawful consideration.

(g) 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 directly or indirectly effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them or to enhance the value of its property, business or rights.

(h) To carry on all or any part of the aforesaid purposes and to conduct its business in any or all of the States of the United States of America and to maintain offices or places of business in any of the States of the United States of America.

(i) To obtain and secure all licenses, authorizations or rights necessary in the operation of the businesses aforesaid from any agency or regulatory body, local, state or federal.

(j) 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 of business, in any manner, 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 corporations which are contained in the general laws of the State.

FOURTH: The Post Office address of the principal office of the Corporation in this State is 49 Summit Avenue, Hagerstown, Maryland. The name and address of the resident agent of the Corporation is Wilfred H. Needy, 11 Roessner Avenue, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Fifteen Thousand (15,000) shares of the par value of Ten (\$10.00) Dollars a share, all of one class, and having an aggregate par value of One Hundred Fifty Thousand (\$150,000.00) Dollars.

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; and the names of the directors who shall act

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

1. Wilfred H. Needy
2. Merle S. Elliott
3. Lynn F. Meyers

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock 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.

(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 or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or 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, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(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 businesses 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.

(d) The Corporation reserves the right from time to time to make 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, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms have been authorized by the holders of TWO-THIRDS (66-2/3%) 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 to 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 Directors in its discretion shall 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 30th. day of October, A.D., 1962.

Elouise M. Detrow  
Witness

Wilfred H. Needy  
Wilfred H. Needy

Merle S. Elliott  
Merle S. Elliott

Lynn F. Meyers  
Lynn F. Meyers

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 30th. day of October, A.D., 1962, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Wilfred H. Needy, Merle S. Elliott and Lynn F. Meyers, and severally acknowledged the foregoing Articles of Incorporation to be their act.

Witness my hand and Official Notarial Seal.



Elouise M. Detrow  
Notary Public

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 26279  
FEB 13 11 44 AM '63  
LAND RECORDS SECTION  
G. MERLIN SHYDER  
CLERK

ARTICLES OF INCORPORATION  
OF  
CUMBERLAND VALLEY TELEVISION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 13, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

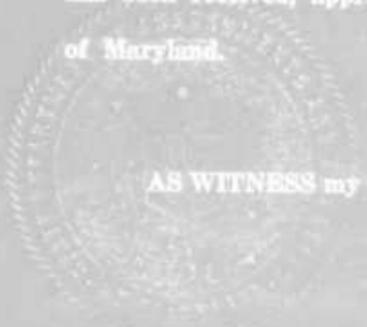
A 898

Recorded in Liber 5 F334, folio 37A, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....30.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. Budge*

\*194

Received for record February 13, 1963 at 11:44 A.M. Liber 12,  
Receipt No. 202121

## ARTICLES OF INCORPORATION

OF

GEORGE H. DAY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, George H. Day, whose post office address is Dual Highway, Route #1, Hagerstown, Maryland, Ethel P. Stephey, whose post office address is 138 West Washington Street, Hagerstown, Maryland, and John M. Colton, whose post office address is 138 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

GEORGE H. DAY, INC.

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

1. To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incumber, lease, hire and deal in real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities, in Washington County, State of Maryland, and at such other place or places that may be determined upon by the Board of Directors of this Corporation, and to do and transact such other business, subject to the laws of this or any other State or Country.

2. 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.

3. 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.

4. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

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

6. 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.

7. To purchase or otherwise acquire, hold and re-issue 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 evidence of indebtedness, issued or created by, any other corporation or association organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership; including the right to vote of 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.

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

9. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures,

notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate business.

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

11. 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 mentioning of any particular purpose, object or business, in any manner to limit or restrict the

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

FOURTH: The post office address of the principal office of the Corporation in this state is Dual Highway, Route #1, Hagerstown, Maryland; the resident agent of the corporation is George H. Day, whose post office address is Dual Highway, Route #1, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is 25,000 shares of the par value of \$10.00 each, all of which shares are of one class, and are designated common stock. The aggregate par value of all shares having par value is \$250,000.00.

SIXTH: The corporation shall have three directors, and George H. Day, Ethel P. Stephey and John M. Colton, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify. The number of Directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

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:

1. 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.

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

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

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

4. 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 classifications, re-classifications or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes 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.

5. No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or any securities convertible into shares of stock of the Corporation, nor any right of subscription to 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 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.

6. 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.

7. 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 stocks, 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.

8. 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, we have signed these Articles of Incorporation on this 21st day of December, A.D., 1962.

Witness:

*Raymond C. Hazel*

*George H. Day* (SEAL)  
George H. Day

*Ethel P. Stephey* (SEAL)  
Ethel P. Stephey

*John M. Colton* (SEAL)  
John M. Colton

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21st day of December, A.D., 1962, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George H. Day, Ethel P. Stephey and John M. Colton, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

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

*Raymond C. Hazel*  
Notary Public



Commission expires:  
May 6, 1963

STATE OF MARYLAND  
DEPARTMENT OF ASSESSMENTS AND TAXATION  
FEB 23 11 44 AM '62

ARTICLES OF INCORPORATION  
OF  
GEORGE H. DAY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 26, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1045

10

Recorded in Liber 7336, folio 76, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....50.00.....Recording fee paid \$.....18.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record February 13, 1963 at 11:45 A.M. Liber 12,  
Receipt No. 202121

*THE* HAGERSTOWN GIRLS' CLUB OF HAGERSTOWN, MARYLAND, INC.

ARTICLES OF AMENDMENT.

*THE* Hagerstown Girls' Club of Hagerstown, Maryland, Inc., a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The charter of the Corporation is hereby amended by adding a new paragraph thereto, said new paragraph to follow immediately after Paragraph FIFTH of the Charter and to be known as Paragraph FIFTH - A, which paragraph shall read as follows:-

FIFTH - A. No part of the Corporation's income or principal shall inure to the private benefit of any individual except in payment for authorized services for the administration and conduct of the affairs of the Corporation or in carrying out its charitable, educational, scientific and religious purposes.

In the event of dissolution, the assets of this Corporation, after paying all obligations, shall be transferred to:-

- (1) A State, a Territory, a possession of the United States, or any political subdivision of any of the foregoing, or to the United States or the District of Columbia, to be used exclusively for public purposes; or
- (2) A corporation, trust, or community chest, fund or foundation:
  - (a) Created or organized in the United States or in any possession thereof, or under the law of the United States or Territory, the District of Columbia, or any possession of the United States;
  - (b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals;
  - (c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and
  - (d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization, listed above, shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on November 12th, 1962, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the Corporation Members to be held on

November 26th, 1962.

THIRD: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the Corporation Members would be to take action thereon, was given, as required by law, to all Corporation Members entitled to vote thereon.

FOURTH: The Amendment of the charter of the Corporation as hereinabove set forth was approved by the Corporation Members at said meeting by the affirmative vote of all Corporation Members present at said meeting in person and by proxy which was more than two-thirds of all members.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Corporation Members.

IN WITNESS WHEREOF, Hagerstown Girls' Club of Hagerstown, Maryland, Inc., has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary, on the 7<sup>th</sup> day of December, 1962.

~~THE~~ HAGERSTOWN GIRLS' CLUB OF HAGERSTOWN, MARYLAND, INC.

By Anne D. Carter  
Anne D. Carter, President.

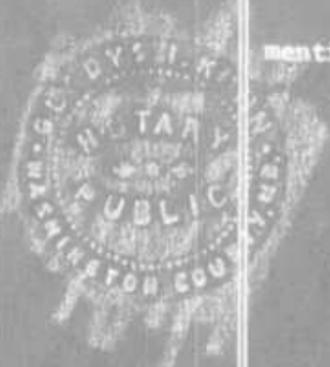
ATTEST:  
Doris D. Anthony  
Doris D. Anthony, Secretary.

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

I HEREBY CERTIFY, that on this 7<sup>th</sup> day of December, 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Anne D. Carter, President of ~~Hagerstown~~ <sup>THE</sup> Hagerstown Girls' Club of Hagerstown, Maryland, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Doris D. Anthony and made oath in due form of law that she

was Secretary of the meeting of the Corporation Members at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

Witness my hand and Notarial Seal, the day and year last above mentioned.



Gladys J. Kuhns  
Notary Public.

X

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 247121  
FEB 13 11 45 AM '63  
LINDA J. CAMPBELL  
& MERLIN SWOPE  
CLERK

ARTICLES OF AMENDMENT  
OF

THE HAGERSTOWN GIRLS' CLUB OF HAGERSTOWN, MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 10, 1962 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 847

4

Recorded in Liber F033, folio 450 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the  
SCENIC VIEW HOMES, INC.

were received for record on January 28, 1963, in accordance with the provisions of Sec. 77 of Art. 23 of the Code (1957 Edition).

Albert W. Ward

Director

Received for record March 22, 1963 at 9:31 A.M. Liber 12,  
Receipt No. 203143 SCENIC VIEW HOMES, INC.

## ARTICLES OF DISSOLUTION

Scenic View Homes, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is Route No. 1, Boonsboro, Washington County, Maryland, at the residence of Plummer E. Koontz.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, are Anna M. Koontz, 2343 Jefferson Boulevard, in the City of Hagerstown, Washington County, Maryland. Said resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

Name	Post Office Address
Plummer E. Koontz	Route No. 1, Boonsboro, Maryland
Howard W. Koontz	2343 Jefferson Blvd., Hagerstown, Maryland
Ethel L. Koontz	Route No. 1, Boonsboro, Maryland

FIFTH: The name, title and post office address of each of the officers of the Corporation are as follows:

Name	Title	Post Office Address
Plummer E. Koontz	President	Route No. 1 Boonsboro, Maryland
Howard W. Koontz	Vice-President	2343 Jefferson Blvd. Hagerstown, Maryland

Ethel L. Koontz                      Secretary                      Route No. 1,  
Boonsboro, Maryland

Ethel L. Koontz                      Treasurer                      Route No. 1,  
Boonsboro, Maryland

SIXTH: The dissolution of the Corporation was duly advised by the Board of Directors at a meeting held on December 6, 1962, and was authorized and approved by the stockholders of the Corporation at a meeting held on December 10, 1962 by the affirmative vote of all the stockholders of record of the said Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland.

SEVENTH: The Corporation has no known creditors.

EIGHTH: That immediately upon dissolution all the assets of the Corporation of every nature and description shall be distributed to the stockholders in proportion to their respective holdings of shares of stock of this Corporation.

NINTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and a certificate from the State Department of Assessments and Taxation of the State of Maryland that there are no assessments of personal property taxable to the Corporation which the State Department of Assessments and Taxation has certified to the Counties and Cities for collection of taxes, stating in effect that there are no taxes levied on assessments made by the State Department of Assessments and Taxation and billed by and payable to any collecting authorities by the Corporation, except taxes barred by Section 212 of Article 81 or otherwise; and that the Corporation disposed of its assets and discontinued business in the year 1962.

In Witness Whereof, These Articles of Dissolution are signed in the name and on the behalf of Scenic View Homes, Inc. by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on the *31st* day of December, A. D. 1962.

SCENIC VIEW HOMES, INC.

By Plummer E. Koontz  
Plummer E. Koontz, President

ATTEST AS TO CORPORATE SEAL:

Ethel L. Koontz  
Ethel L. Koontz, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 25<sup>th</sup> day of January, A. D. 1963, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Plummer E. Koontz, President of Scenic View Homes, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation; and at the same time personally appeared Ethel L. Koontz, and made oath in due form of Law that she was Secretary of the stockholders' meeting of said Corporation at which the dissolution of the Corporation was approved, and that the matters and facts authorizing the dissolution of the Corporation as set forth in said Articles of Dissolution are true to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.



*Reba L. Souders*  
REBA L. SOUDERS  
Notary Public

STATE OF MARYLAND

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 WEST PRESTON STREET  
BALTIMORE 1

ALBERT W. WARD  
DIRECTOR  
WILLIAM H. RILEY  
CHIEF SUPERVISOR  
OF ASSESSMENTS



November 30, 1962

Mr. T. Aubrey Kemp, Esq.  
Grice Building  
Hagerstown, Maryland

Dear Sir:

THIS IS TO CERTIFY that according to the records of the State Department of Assessments and Taxation, assessments of personal property taxable to

SCENIC VIEW HOMES, INC.

a Maryland corporation, have been certified to the following counties and cities for the collection of taxes thereon, which taxes are not barred by Section 212 of Article 81 or otherwise:

NONE

This certificate is made pursuant to Chapter 135 of the Acts of 1951.

WITNESS my hand and the Seal of the State Department of Assessments and Taxation of Maryland, at Baltimore, this 30th day of November, 1962.

*Harvey C. Babanks*  
Harvey C. Babanks



HCE:RAH



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466 — PHONE COLONIAL 8-3371  
ANNAPOLIS, MARYLAND

LOUIS L. GOLDSTEIN  
COMPTROLLER  
BERNARD F. NOSSEL  
CHIEF DEPUTY

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

SCENIC VIEW HOMES, INC.

have been paid.

WITNESS my hand and official seal this  
seventeenth day of January A.D. 1963.



*H. M. Zide*  
Deputy Comptroller

ARTICLES OF DISSOLUTION  
OF  
SCENIC VIEW HOMES, INC.

STATE OF MD. WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 203143  
JAN 29 9 31 AM '63  
CLERK  
S. MERLIN SWYDER

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 28, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

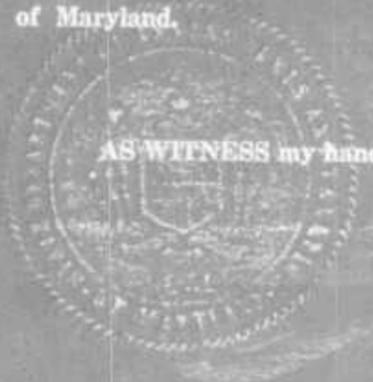
A 1555

Recorded in Liber 7341, folio 204, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Spec. Fee  
Books/fo's paid \$ 10.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles H. Burtgen*

Received for record March 22, 1963 at 9:31 A.M. Liber 12,  
Receipt No. 203143

HAGERSTOWN CONCRETE PRODUCTS, INC.

ARTICLES OF AMENDMENT

Hagerstown Concrete Products, Inc., a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by striking out the second paragraph of Article FIFTH of said Charter and inserting in lieu thereof the following paragraph which will henceforth be the second paragraph of Article FIFTH:

The holders of the Preferred Stock shall be entitled to receive out of the surplus or net earnings of the Corporation and the Corporation shall have power to pay thereon as and when declared by its Board of Directors dividends in an amount not to exceed seven per cent (7%) per annum, payable semi-annually.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on the 24th day of July, 1962 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders to be held on the 13th day of August, 1962.

THIRD: Notice setting forth the said amendment to the Charter and stating that the purpose of the meeting of the stockholders would be to take action thereon was given to all stockholders entitled to vote thereon.

FOURTH: The amendment of the Charter as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the unanimous vote of the stock entitled to vote thereon and by the unanimous vote of the holders of all the shares

of the Preferred Stock of the Corporation.

FIFTH: The amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Hagerstown Concrete Products, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary this 30th day of January, 1963.

HAGERSTOWN CONCRETE PRODUCTS, INC.

ATTEST TO CORPORATE SEAL:

BY Theodore M. Myers, Pres.  
Theodore M. Myers - President

Anna Irene Swartz  
Secretary  
Anna Irene Swartz



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30th day of January, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Theodore M. Myers, President of Hagerstown Concrete Products, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and at the same time also personally appeared Anna Irene Swartz, Secretary, and made oath in due form of law that she was the Secretary of the meeting of the stockholders of said Corporation at which the amendment of the Charter of the Corporation therein set forth was approved and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal.

Anna Delosin  
Notary Public



My commission expires: May 6, 1963

ARTICLES OF AMENDMENT  
OF  
HAGERSTOWN CONCRETE PRODUCTS, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED  
JAN 29 9 31 AM '63  
MELVIN GAYDA  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 31, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1620

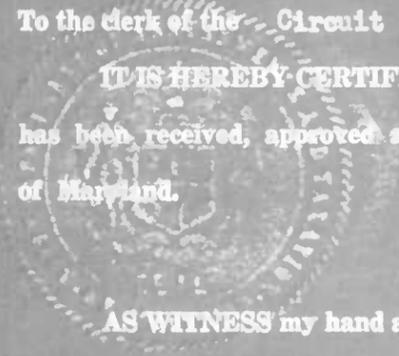
3

Recorded in Liber FB41, folio 376, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record March 22, 1963 at 9:31 A.M. Liber 12, Receipt No. 203143

AMENDED ARTICLES OF INCORPORATION

OF

GOULD VISION INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, HERBERT GOULD whose post office address is 2129 Blue Ridge Road, Hagerstown, Maryland, HARRIET GOULD whose post office address is 2129 Blue Ridge Road, Hagerstown, Maryland, and HERBERT A. SCHWARTZ whose post office address is 3209 Labyrinth Road, Baltimore, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

"ECONO-LENS" INC.

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

(A) To own, maintain, conduct, operate, and carry on the business of dispensing opticians, and, in the course of the business, to buy, sell, ship, store and otherwise use, deal in, acquire, and dispose of every kind of optical, ophthalmic, and scientific instrument, glass, lens, or equipment necessary or convenient to the operation and conduct of the general business of dispensing opticians.

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

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

(D) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, 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 stock, bonds, or other securities of the Corporation or otherwise.

(F) 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.

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

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

(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 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 2129 Blue Ridge Road, Hagerstown, Maryland. The Resident Agent of the Corporation is Dr. Herbert Gould, whose post office address is 2129 Blue Ridge Road, Hagerstown, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1,000 shares (one thousand) of the par value of \$100.00 (One Hundred Dollars) 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 \$100,000.00 (One Hundred Thousand Dollars).

SIXTH: The number of Directors of the Corporation shall be four, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the First Annual Meeting or until their successors are duly chosen and qualify are Herbert Gould, Harriet Gould, Frank Ray and Arline Ray.

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

(A) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, 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) 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 such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(C) 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 classifications, re-classification 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 ( $\frac{4}{5}$ ) of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Amended Articles of Incorporation this 5<sup>th</sup> day of January, 1963.

WITNESS:

Alan D. Havel

Herbert Gould  
Herbert Gould

Alan D. Havel

Harriet Gould  
Harriet Gould

Alan D. Havel

Herbert A. Schwartz  
Herbert A. Schwartz

STATE OF MARYLAND, <sup>Baltimore</sup> WASHINGTON COUNTY, to wit:

I HEREBY CERTIFY that on this 5<sup>th</sup> day of January, 1963, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared HERBERT GOULD and HARRIET GOULD and severally acknowledged the foregoing Amended Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Alan D. Havel  
Notary Public



STATE OF MARYLAND, CITY (OR COUNTY) OF <sup>Baltimore</sup>, to wit:

I HEREBY CERTIFY that on this 5<sup>th</sup> day of January, 1963, before me, the subscriber, a Notary Public of the State and City (or County) aforesaid, personally appeared HERBERT A. SCHWARTZ and acknowledged the foregoing Amended Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Alan D. Havel  
Notary Public



AMENDED ARTICLES OF INCORPORATION

OF  
GOULD VISION INC.  
changing its name to  
ECONO-LENS INC.

STATE OF MD. WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 243772

MAR 22 9 31 AM '63

LIBRER FOLIO  
LAND CHAMBERG C/SALECI  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 18, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1444

6

Recorded in Liber 340, folio 170, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$...10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles A. Butts*

Received for record March 22, 1963 at 9:31 A. M. Liber 12, Receipt No. 203143.

THE POTOMAC TRADING COMPANY

CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, D. Raymond Snively, whose postoffice address is 151 South Prospect Street, Hagerstown, Maryland, Homer E. Rowland, whose postoffice address is Boonsboro, R.F.D. #1, Maryland, and E. Stuart Bushong, whose postoffice address is Boonsboro, R.F.D. #1, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

THE POTOMAC TRADING COMPANY

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. To carry on business in the United States or elsewhere as factors, agents, brokers, commission merchants or merchants to buy, sell and deal in, for its account or for the account of others, at wholesale, retail, or direct mail, merchandise, goods, wares and commodities of every sort, kind or description; to open stores, offices or agencies throughout the United States or elsewhere in the conduct of its business and to conduct merchandising shows or exhibitions throughout the United States or elsewhere, to display merchandise for sale or destined to be sold by it, either as agent or for its own account, and generally to do everything necessary to sell merchandise of every description throughout the United States or elsewhere for its own account or for the account of others.

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, subdivide, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

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

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 of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this

Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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 purchase, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

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

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 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 postoffice address of the place at which the principal office of the Corporation in this state will be located is The Potomac Trading Company, Boonsboro, Maryland. The resident agent of the Corporation is D. Raymond Snively, whose postoffice address is 151 South Prospect Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of Authorized Capital Stock of the Corporation is (\$100,000) Dollars divided into 12,000 common shares of Class A Voting Stock with a Par Value of (\$5.00) each and 4,000 Common Shares of Class B Non-Voting Stock with a Par Value of (\$5.00) each and 1,000 shares of Non-Voting Preferred Stock with a par value of (\$20.00) Dollars each. The Preferred Stockholders shall be entitled to receive, when and as declared, from the Surplus or Net Profits of the Corporation dividends at the rate of 5 1/2 Percentum and no more.

SIXTH: The Corporation shall have not more than seven (7) directors and D. Raymond Snively, Homer E. Rowland and E. Stuart Bushong shall act as such until the first annual meeting of the stockholders, or until their successors are duly chosen and qualified.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on the 3rd day of January, A.D., 1963.

WITNESS:

Geraldine M. Lum

D. Raymond Snively  
D. Raymond Snively

Homer E. Rowland  
Homer E. Rowland

E. Stuart Bushong  
E. Stuart Bushong

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 3rd day of January, A.D., 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared D. Raymond Snively, Homer E. Rowland and E. Stuart Bushong, and severally acknowledged the foregoing Certificate of Incorporation to be their respective act.

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

Geraldine M. Lum  
Notary Public



My commission expires:  
May 6, 1963

ARTICLES OF INCORPORATION  
OF  
THE POTOMAC TRADING COMPANY

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 245/413

MAR 22 9 31 AM '63

LIBER, FOLIO  
UNDERSIGNED: CASALE  
G. MERLW SHYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 4, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1196

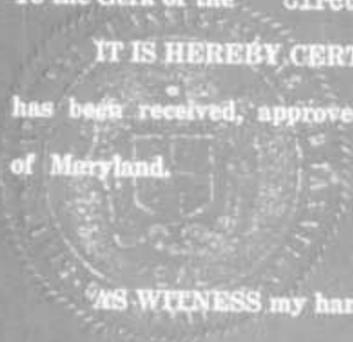
6

Recorded in Liber F337, folio 347, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

1/11/63  
H. J.  
R. J.

Received for record March 22, 1963 at 9:31 A.M. Liber 12, Receipt No. 203143

LE BEL, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Lem E. Kirk, whose post office address is Main Street, Hancock, Maryland; J. Donald Seibel, whose post office address is 11 Church Street, Hancock, Maryland; and John A. Latimer, Jr., whose post office address is 130 West Washington Street, Hagerstown, Maryland; each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of 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

LE BEL, INC.

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

1. To design, buy and sell, import and export, and generally deal in, at wholesale or retail, ladies' dresses, shirtwaists, sweaters, skirts, suits, coats, cloaks, hosiery, gowns, undergarments, corsets, millinery, overcoats, footwear and every other kind of ladies' wearing apparel. To design, manufacture, and sell custom made wearing apparel for women and generally to conduct ladies' dressmaking and furnishing stores or shops.

2. To engage in, operate, conduct, and maintain the business of manufacturing, buying, selling, importing, exporting, or otherwise dealing in, in wholesale or retail quantities, clothing of all kinds for men, women, and children, haberdashery, drygoods, fancy goods, cloths, stuffs, notions, maternity garments, clothing accessories, trimmings, millinery goods, and the like, and all supplies, materials, findings, tools, machines, appliances, and apparatus employed in or related to the manufacture of such wares.

3. To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, lease as lessor, and otherwise dispose of retail stores or departments therein and to conduct a general merchandising business therein.

4. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

5. To manufacture leather goods and fabric goods and to conduct, maintain, manage, and operate the business of a general and commissioned agent dealing in leather goods, fabric goods, and generally the items above mentioned.

6. To conduct and carry on the business of manufacturing, buying, selling, distributing, and otherwise dealing in infants' and children's clothing, shoes, accessories, and other dry goods, cosmetics, toilet articles, and manufactured goods.

7. To buy, sell, trade, manufacture, deal in, and deal 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; to hold, acquire, mortgage, lease, and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, and otherwise.

8. To purchase, sell, mortgage, lease, improve, invest and deal in real estate, wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description; to borrow and lend money in furtherance of the businesses of the Corporation and to execute necessary documents to secure obligations of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is West Main Street, Hancock, Maryland. The name and post office address of the resident agent of the Corporation in this State is Lem E. Kirk, Main Street, Hancock, Maryland. Said resident agent is a citizen of this State and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Fifty Thousand Dollars (\$150,000.00), par value,

divided into One Thousand Five Hundred (1500) shares of the par value of One Hundred Dollars (\$100.00) each.

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; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Lem E. Kirk, J. Donald Seibel and John A. Latimer, Jr.

SEVENTH: 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 9<sup>th</sup> day of January, 1963.

WITNESS:

[Signature] Lem E. Kirk (SEAL)  
Lem E. Kirk

[Signature] J. Donald Seibel (SEAL)  
J. Donald Seibel

[Signature] John A. Latimer, Jr. (SEAL)  
John A. Latimer, Jr.

STATE OF MARYLAND, COUNTY OF WASHINGTON: To-wit:

I HEREBY CERTIFY, that on this 9<sup>th</sup> day of January, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Lem E. Kirk, J. Donald Seibel and John A. Latimer, Jr. and severally acknowledged the foregoing Articles of Incorporation to be their act.

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



Catherine M. Hess  
Notary Public

ARTICLES OF INCORPORATION  
OF  
LE BEL, INC.

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 243243  
MAR 22 9 31 AM '63  
LIBER FOLIO  
LAND RECORDS DIVISION  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 10, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1315

4

Recorded in Liber F338, folio 22, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....30.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. Bartles*

Received for record March 22, 1963 at 9:32 A.M. Liber 12, Receipt  
No. 203143

ARTICLES OF INCORPORATION  
OF  
CREAGER GAS SERVICE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Richard G. Creager, whose post office address is Post Office Box 25, Hancock, Maryland, Verna J. Creager, whose post office address is Post Office Box 25, Hancock, Maryland, and John M. Colton, whose post office address is 138 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

CREAGER GAS SERVICE, INC.

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

1. To establish, maintain, conduct, and operate, either wholesale or retail, a general business dealing with the buying, selling, manufacturing, storing, and exchanging of propane gas, together with appliances relating thereto in the Town of Hancock, State of Maryland, and at such other place or places that may be determined upon by the Board of Directors of this Corporation, and to do and transact such other business, subject to the laws of this or any other State or Country.

2. To establish, maintain, conduct and operate one or more stores, either at wholesale or retail, for the sale of, and dealing with, all kinds of goods, wares, merchandise,

materials, and machinery, in connection with the general propane gas business, and to engage in and carry on the business of importing, exporting, manufacturing, producing, buying, selling and otherwise dealing in and with goods, wares, and merchandise of every class and description.

3. 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.

4. 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.

5. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

6. To purchase, lease or otherwise acquire, all or any part of the property, rights, business, contracts, goodwill, franchises and assets of every kind, or any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business 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, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation

or otherwise.

7. 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.

8. 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 evidence of indebtedness, issued or created by, any other corporation or association organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership; including the right to vote of 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.

9. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures,

notes, securities, or other evidence of indebtedness, created or issued by any such other corporation or association.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this state is 29 East Main Street, Hancock, Maryland; the resident agent of the Corporation is Richard G. Creager, whose post office address is Post Office Box 25, Hancock, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is 10,000 shares of the par value of \$10.00 each, all of which shares are of one class, and are designated common stock. The aggregate par value of all shares having par value is \$100,000.00.

SIXTH: The corporation shall have four directors, and Richard G. Creager, Verna J. Creager, Roscoe Creager and Omar N. Carryer shall act as such until the first annual meeting, or until their successors are duly chosen and qualify. The number of Directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

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;

1. 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.

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

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

4. 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 classifications, re-classifications or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes 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.

5. No holders of Stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or any securities convertible into shares of stock of the Corporation, nor any right of subscription to 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 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.

6. 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.

7. 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 stocks, 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.

8. 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, we have signed these Articles of Incorporation on this 11th day of January, A.D., 1963.

Witness:

Cecil P. Stephy

Richard G. Creager (SEAL)  
Richard G. Creager

Verna J. Creager (SEAL)  
Verna J. Creager

John M. Colton (SEAL)  
John M. Colton

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 11th day of January, A.D., 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard G. Creager, Verna J. Creager, and John M. Colton, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

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

Cecil P. Stephy  
Notary Public



My commission expires:  
May 6, 1963

ARTICLES OF INCORPORATION  
OF  
CREAGER GAS SERVICE, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
JAN 14 1963  
9 32 AM '63

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 14, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1354

10

Recorded in Liber 338, folio 578, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

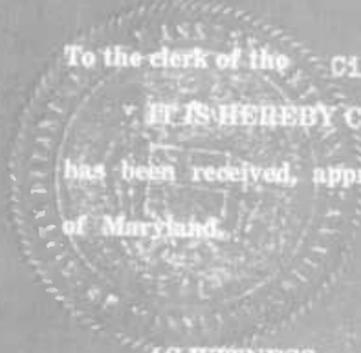
Bonus tax paid \$.....20.00.....Recording fee paid \$.....18.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. [Signature]*



Received for record March 22, 1963 at 9:32 A.M. Liber 12, Receipt No. 203143

ARTICLES OF INCORPORATION

HUB CITY ELECTRIC COMPANY, INC.

- - - - -

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Wayne G. Wishard and Frances I. Wishard, his wife, whose post office address is 2207 Ontario Drive, Hagerstown, Maryland, and Bernice W. Bowers, whose post office address is 903 Pin Oak Road, Hagerstown, Maryland, all 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, associate themselves with the intention of forming a corporation by the execution and filing of these articles.

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

HUB CITY ELECTRIC COMPANY, INC.

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

- a. To engage in a general merchandising business.
- b. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- c. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- d. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, 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, trade-marks, trade-names, rights, processes, formulae, the like, which might be used for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

g. To purchase, or otherwise acquire, hold and re-issue 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, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets, or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

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 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 2320 Virginia Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Wayne G. Wishard whose post office address is 401 Guilford Avenue, Hagerstown, Maryland; said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00)

SIXTH: The Corporation shall have three (3) directors and Wayne G. Wishard, Frances I. Wishard and Bernice W. Bowers shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

a. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such 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 director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation, or 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, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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, re-classification 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 to 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 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.

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 re-classify 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 conversions 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 entitles.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 14th day of January, A.D. 1963.

Wayne G. Wishard (SEAL)  
Wayne G. Wishard

Frances I. Wishard (SEAL)  
Frances I. Wishard

TEST:  
Jack B. Welch  
Jack B. Welch

Bernice W. Bowers (SEAL)  
Bernice W. Bowers

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 14th day of January, A.D. 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Wayne G. Wishard, Frances I. Wishard and Bernice W. Bowers, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the same to be their respective act.

WITNESS my hand and Official Notarial Seal.

Jack B. Welch  
Jack B. Welch - (Notary Public)

My Commission Expires  
May 6, 1963



ARTICLES OF INCORPORATION  
OF  
HUB CITY ELECTRIC COMPANY, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
FEB 17 1963  
9 22 AM '63  
MERCANTILE SALES  
MERLIN SWYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 16, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1401

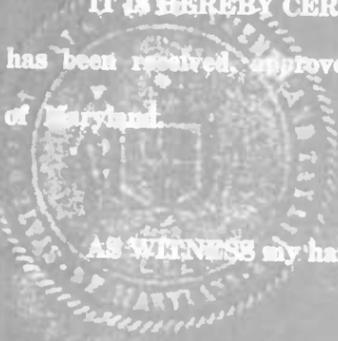
6

Recorded in Liber 7339, folio 180, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles D. Burtin*

Received for record March 22, 1963 at 9:32 A.M. Liber 12, Receipt No. 203143

ARTICLES OF INCORPORATION

OF

THE HAGERSTOWN CABLE SERVICE CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Chester F. Delphey, whose post office address is 237 East Franklin Street, Hagerstown, Maryland, Stuart B. Abraham, whose post office address is 1401 Jefferson Boulevard, Hagerstown, Maryland, and Samuel C. Strite, whose post office address is 122 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

THE HAGERSTOWN CABLE SERVICE CORPORATION

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

(a) To erect, construct, maintain and operate television transmission and service distribution facilities including, but not limited to, the erection of poles, cables, wires, and other appurtenances and additions thereto in, under, over, along, across and upon the streets, lanes, avenues, sidewalks, alleys, bridges, parking lots, and other public places in the City of Hagerstown, and subsequent additions thereto for the purpose of transmission and distribution by cable of television impulses and television energy to the residents thereof in all forms, in accordance with the laws and regulations of the United States of America and the State of Maryland, and the ordinances and regulations of the City of Hagerstown.

(b) 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 the stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities of evidence of indebtedness issued or created by, any other corporation or association, organized under the Laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holders of any such shares of stock, voting trust certificates, bonds or other obligations to possess and exercise in respect thereof any and all 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.

(c) 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 by or issued by any such other corporation or association.

(d) To loan or advance 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 and personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, notes or other securities of the Corporation for its corporate purposes.

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 purposes, object or business, in any manner to limit or restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to the limitations, in all particulars, 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 122 West Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is Samuel C. Strite, whose post office address is 122 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of One (1) class and are designated Common Stock. The aggregate value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The Corporation shall have three (3) directors and Chester F. Delphey, Stuart B. Abraham and Samuel C. Strite, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) The Board of Directors for 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 of or officers of, such other corporation; any directors individually, or any firm in which any director may be a member, may be a part 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 be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such

director or officer of such other corporation or not so interested.

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

(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, re-classification or otherwise, but no such amendments 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 ( $4/5$ ) of all of such stock at the time outstanding by a vote at a meeting or in writing with or without a meeting.

(e) No holder of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such prices as the Board of Directors in its discretion may fix; and any shares of 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 classes of stock at

the time existing to the exclusion of any or all other classes at the time existing.

(f) Notwithstanding any provisions 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 and 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 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 the stock dividends, whether or not payable in stock of one class to holders of stock of any other 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 franchise, in whole or part of other corporations, or unincorporated business entreties.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 23rd day of January, A.D., 1963.

WITNESS:

Chester F. Delphey (SEAL)  
Chester F. Delphey

Stuart B. Abraham (SEAL)  
Stuart B. Abraham

Linda M. Suffecool  
Linda M. Suffecool

Samuel C. Strite (SEAL)  
Samuel C. Strite

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

I HEREBY CERTIFY, That on this 23rd day of January, A.D., 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Chester F. Delphey, Stuart B. Abraham and Samuel C. Strite, and severally acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official Notarial Seal the date and day last above written.



Linda M. Suffecool  
Linda M. Suffecool  
Notary Public  
My Commission Expires:  
May 6, 1963

ARTICLES OF INCORPORATION  
OF  
THE HAGERSTOWN CABLE SERVICE CORPORATION

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 248743  
JAN 25 9 32 AM '63  
LAW OFFICE  
C. BALIN SINDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland January 25, 1963 at 3:27 o'clock P. M. as in conformity with law and ordered recorded.

A 1559

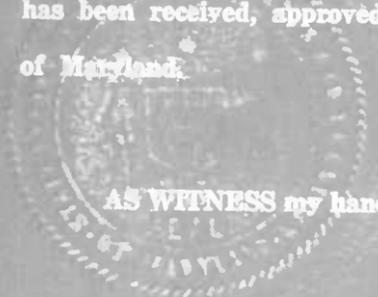
8

Recorded in Liber F 340, folio 619, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$...14.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record March 22, 1963 at 9:32 A. M. Liber 12, Receipt No. 203143

ARTICLES OF INCORPORATION

OF

JOHN L. SWAIN AGENCY, INC.

THIS IS TO CERTIFY:-

FIRST: That we, the subscribers, John L. Swain, whose postoffice address is 1917 Virginia Avenue, Hagerstown, Maryland, D. Raymond Snively, whose postoffice address is 151 South Prospect Street, Hagerstown, Maryland, and John W. Hoffman, whose postoffice address is 856 Rolling Road, Hagerstown, Maryland, all being of full legal age, have, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associated ourselves with the intention of forming a corporation.

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

JOHN L. SWAIN AGENCY, INC.

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

(a) To engage in the general real estate and insurance business, either as agent or broker, to make appraisals, to arrange and consummate loans and to perform any and all services ordinarily connected with said business.

(b) To purchase, lease, or otherwise acquire, hold, sub-divide, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real estate wherever situate.

(c) To acquire by purchase, lease or otherwise all or any part of the good-will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

(d) 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 purchase, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

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

(f) In general, to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights, privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges.

FOURTH: The postoffice address of the place at which the principal office of the Corporation in this State will be located is No. 24 North Jonathan Street, Hagerstown, Washington County, Maryland. The resident agent of the Corporation is John L. Swain, whose postoffice address is 1917 Virginia Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors, and John L. Swain, D. Raymond Snively and John W. Hoffman, shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The

directors may be classified and the number thereof may be changed in such lawful manner as the by-laws from time to time may provide.

SIXTH: The total amount of authorized capital stock of the Corporation is TEN THOUSAND (\$10,000.00) DOLLARS, divided into ONE THOUSAND (1,000) SHARES of the par value of TEN (\$10.00) DOLLARS each, and the said capital stock is to be known as Common Capital Stock.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance of FIVE HUNDRED (500) fully paid and non-assessable shares of the par value of TEN (\$10.00) DOLLARS each of the Common Capital Stock of the Corporation to John L. Swain, trading as John L. Swain Agency, including furniture, signs, good-will, fixtures, office equipment and supplies (but not to include accounts payable or accounts receivable), situate in the premises in which the said John L. Swain now conducts said business and known as No. 24 North Jonathan Street, in the City of Hagerstown, Maryland, and including the right to occupy and lease said premises; the Corporation to pay or assume the payment of the debts of said business as of the date title to said property and assets is acquired by said Corporation.

The actual value of said consideration is hereby fixed by the incorporators is not less than FIVE THOUSAND (\$5,000.00) DOLLARS.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 23<sup>rd</sup> day of January, 1963.

John L. Swain  
John L. Swain  
D. Raymond Snively  
D. Raymond Snively  
John W. Hoffman  
John W. Hoffman.

ATTEST:

Gladys I. Kuhn

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

I HEREBY CERTIFY, that on this 23<sup>rd</sup> day of January, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John L. Swain, D. Raymond Snively and John W. Hoffman and severally acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my Official Notarial Seal the day and year last above mentioned.

Gladys I. Kuhn  
Notary Public.



ARTICLES OF INCORPORATION  
OF  
JOHN L. SWAIN AGENCY, INC.

STATE OF MD  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO 20743

MAR 22 9 32 AM '63

LIBR  
FOLD  
LAND RECORDS/SALES  
G. MERLEN SINDOR  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 24, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1503

5

Recorded in Liber 7340, folio 384, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$...10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record March 22, 1963 at 9:32 A. M. Liber 12, Receipt No. 203143

## ARTICLES OF INCORPORATION

OF

## THE PARADISE HOMES CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Adam R. Martin, whose post office address is Mountain View Avenue, Maugansville, Maryland, J. Mark Petre, whose post office address is Weaver Avenue, Maugansville Maryland, and Samuel C. Strite, whose post office address is 122 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

## THE PARADISE HOMES CORPORATION

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

(a) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm, or corporation.

(b) 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 the stock of, or voting trust certificates for any shares of stock of, or any bonds or other

securities of evidence of indebtedness issued or created by, any other corporation or association, organized under the Laws of the State of Maryland or of any other state, territory, district, colony, or dependency of the United States of America, or of any foreign country; and while the owner or holders of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all 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.

(c) 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.

(d) To loan or advance 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 and personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds,

notes or other securities of the Corporation for its corporate purposes.

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 purposes, 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 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 Mountain View Avenue, Maugansville, Maryland. The resident agent of the Corporation is Adam R. Martin, whose post office address is Mountain View Avenue, Maugansville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of One (1) class and are designated Common Stock. The aggregate value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The Corporation shall have three (3) directors and Adam R. Martin, J. Mark Petre and Samuel C. Strite shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

of the Corporation and of the directors and stockholders:

(a) The Board of Directors for 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 in which any director may be a member, may be a part 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 be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(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, re-classification or otherwise, but no such amendments 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 (4/5) of all of such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

(e) No holder of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such prices as the Board of Directors in its discretion may fix; and any shares of 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 classes of stock at the time existing to the exclusion of any or all other classes at the time existing.

(f) Notwithstanding any provisions 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 and 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 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 any other 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 franchise, in whole or in part of other corporations, or unincorporated business entiresities.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 15<sup>th</sup> day of January, A.D., 1963.

WITNESS:

Adam R. Martin (SEAL)  
Adam R. Martin

J. Mark Petre (SEAL)  
J. Mark Petre

Linda M. Suffecool Samuel C. Strite (SEAL)  
Linda M. Suffecool Samuel C. Strite

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

I HEREBY CERTIFY, That on this 15<sup>th</sup> day of January, A.D., 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Adam R. Martin, J. Mark Petre and Samuel C. Strite, and severally acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official Notarial Seal the day and date last above written.



*Linda M. Suffecool*

Linda M. Suffecool  
Notary Public  
My Commission Expires:  
May 6, 1963

ARTICLES OF INCORPORATION  
OF  
THE PARADISE HOMES CORPORATION

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED 2/25/63  
MAR 22 9 33 AM '63  
FOLIO  
CAROL A. MORTGAGE SALES  
S. MERLIN SAWYER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 18, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1434

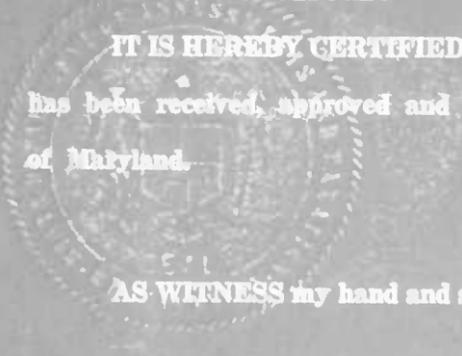
8

Recorded in Liber 3339, folio 556, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$...14.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. [Signature]*

CERTIFIED RESOLUTION

I, RICHARD H. LEVIN, do hereby certify that I am the Secretary of D. A. STICKELL & SONS, INC., a Maryland corporation, duly elected, qualified and acting as such; that as such Secretary I have custody of the minutes of the proceedings of directors and stockholders of said corporation, and of the corporate seal; that at a meeting of the Board of Directors of said corporation, duly convened and held on January 21, 1963, at which meeting a quorum was present and acting throughout, the following resolution was adopted:

"RESOLVED, that LYLE ARPIN, a citizen of the State of Maryland and actually residing therein, whose address is 67 West Baltimore Street, Hagerstown, Maryland, be and he is hereby designated Resident Agent of this corporation in the State of Maryland."

and that said resolution has not been modified or amended and is presently in full force and effect, all of which appears from the minutes of said meeting in my custody.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation, this 21st day of January, 1963.



*Richard H. Levin*  
Richard H. Levin, Secretary of  
D. A. Stickell & Sons, Inc.

NOTICE OF CHANGE OF RESIDENT AGENT

OF  
D. A. STICKELL & SONS, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 203931  
APR 19 10 30 AM '63  
LIME FOLIO  
LAND & FOREST  
& MERLIN SNYDER  
CLERK

received for record February 15, 1963, at 9:37 A. M.  
and recorded in Liber F No. 343 Folio No. 411 one of  
the charter records of the State Department of Assessments and Taxation of Maryland.  
To the Clerk of the Circuit Court of Washington County.

AA N<sup>o</sup> 1749

Recording Fee Paid \$2.00

2/4/63  
W. A.  
Received for record April 19, 1963 at 10:30 A.M. Liber 12, Receipt No. 203931

ARTICLES OF AMENDMENT  
OF  
VULCANA CORPORATION

Vulcana Corporation, a Maryland corporation, having its principal office in Washington County, Maryland (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

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

FIFTH: The total number of shares of stock of all classes which the corporation has authority to issue is FIVE HUNDRED THOUSAND (500,000) shares of the par value of ONE DOLLAR (\$1.00) each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is FIVE HUNDRED THOUSAND DOLLARS (\$500,000).

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on June 22nd, 1962, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at the annual meeting of the stockholders of the Corporation to be held on December 14, 1962.

THIRD: Notice setting forth a summary of the changes to be effected by said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; such persons being all of the stockholders of the Corporation.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all votes entitled to be cast thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

SIXTH: (a) The total number of shares of stock of the Corporation heretofore authorized, and the par value of each share, are as follows:

ONE HUNDRED THOUSAND (100,000) shares of the par value of ONE DOLLAR (\$1.00) a share.

(b) The total number of shares of stock of the Corporation as increased, and the par value of each share, are as follows:

FIVE HUNDRED THOUSAND (500,000) shares of the par value of ONE DOLLAR (\$1.00) a share.

(c) The capital stock of the Corporation is not divided into classes.

IN WITNESS WHEREOF, Vulcana Corporation 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 December 27, 1962.

ATTEST:

Robert J. Thieblot  
Robert J. Thieblot, Secretary

VULCANA CORPORATION

By: Armand J. Thieblot  
Armand J. Thieblot, President



STATE OF MARYLAND  
COUNTY OF <sup>Baltimore</sup> WASHINGTON, ss:

I HEREBY CERTIFY that on this 28<sup>th</sup> day of December, 1962, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Washington, personally appeared Armand J. Thieblot, President of Vulcana Corporation, a Maryland corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Robert J. Thieblot and made oath in due form of law that he was chairman of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters 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 last above written.

*Edward C. Mackie*  
Notary Public



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 22257  
APR 19 10 30 AM '63  
LARRY F. FLEID  
LAND CONTRACTS SALES  
G. MERLIN SNYDER  
CLERK

ARTICLES OF AMENDMENT  
OF  
VULCANIA CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland February 4, 1963 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

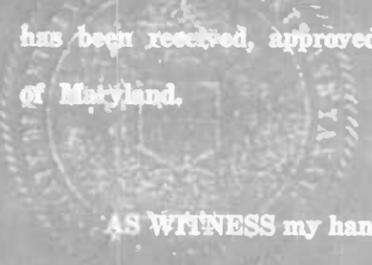
A 1646

Recorded in Liber 3341, folio 610, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....80.00. Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record April 19, 1963 at 10:30 A.M. Liber 12,  
Receipt No. 203931

NORTHERN AVENUE MEDICAL LABORATORY, INC.

ARTICLES OF AMENDMENT

Northern Avenue Medical Laboratory, Inc., a Maryland corporation having its principal office at 580 Northern Avenue, Hagerstown, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by striking out Paragraph FIFTH of said Charter and inserting in lieu thereof the following paragraph to be designated as Paragraph FIFTH:

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars. The subscriptions for and the ownership of all shares of stock in this Corporation are made and taken upon the condition that no transfer of the Common Stock of this Corporation shall be valid until sixty (60) days after the Corporation through its Secretary shall have had written notice of the proposed sale and the number of shares proposed to be sold; and during said sixty (60) day period the Corporation shall have the sole option to purchase said shares at the book value thereof, said book value to be determined by reference to the accountant's report as of the close of the most recent fiscal year. The foregoing restrictions shall appear on the reverse of every certificate of stock issued by the Corporation.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on the 15th day of February, 1963 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders to be held on the 18th day of February, 1963.

THIRD: Notice setting forth the said amendment to the Charter and stating that the purpose of the meeting of the stockholders would be to take action thereon was given to all stockholders entitled to vote thereon.

FOURTH: The amendment to the Charter as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by a unanimous vote of the stock entitled to vote thereon.

FIFTH: The amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Northern Avenue Medical Laboratory, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Assistant Secretary this 19<sup>th</sup> day of February, 1963.



ATTEST TO CORPORATE SEAL:

*Shirley Berger*  
Shirley Berger, Assistant Secretary

NORTHERN AVENUE MEDICAL LABORATORY, INC.

BY *Merle S. Elliott*  
Merle S. Elliott, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 19<sup>th</sup> day of February, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Merle S. Elliott, President of Northern Avenue Medical Laboratory, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time also personally appeared Shirley Berger, Assistant Secretary, and made oath in due form of law that she was Secretary of the meeting of the stockholders of said Corporation at which the amendment of the Charter therein set forth was approved and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal.



*Donald Delouis*  
Notary Public

My commission expires: May 6, 1963

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 2484  
APR 19 10 30 AM '63  
LINES 1043  
LINDA J. NORTH  
CL. MESSLER SIMON  
CLERK

ARTICLES OF AMENDMENT  
OF

NORTHERN AVENUE MEDICAL LABORATORY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 20, 1963 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 1904

3

Recorded in Liber 3344, folio 278, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

2/25/63  
W. S.

Received for record April 19, 1963 at 10:30 A.M. Liber 12, Receipt No. 203931

ARTICLES OF AMENDMENT  
OF  
THE DANZER METAL WORKS COMPANY

THIS IS TO CERTIFY:

FIRST: That on December 31, 1962, the hereinafter outlined Amendment to the charter of the Corporation was unanimously approved by all of the Directors of the Corporation at a meeting duly held, and by unanimous action approval of the Stockholders was requested.

SECOND: Immediately after the meeting of the Board of Directors the hereinafter outlined Amendment was unanimously adopted and approved by a meeting of the Stockholders of the Company representing more than two-thirds of the outstanding common voting stock of the Company present in person or by proxy and voting thereon, prior notice of the time, place and subject of the meeting having been waived by all the Stockholders of the Company, Vernon L. Van Horn being meeting Chairman.

THIRD: The charter of the Company dated March 27, 1935, is therefore amended by increasing the authorized capital stock of the corporation from 1,000 shares of a par value of \$100.00, to 1,500 shares of a par value of \$100.00.

IN WITNESS WHEREOF, these Articles of Amendment having been signed and acknowledged in the name and on behalf of the Corporation by Vernon L. Van Horn, President, and the corporate seal affixed and attested by H. Jeannette Danzer, Secretary, this 31st day of December, 1962, the principal office of the Corporation being 101 W. Lee St., Hagerstown, Md.

THE DANZER METAL WORKS COMPANY

BY Vernon L. Van Horn  
Vernon L. Van Horn, President

ATTEST AS TO SEAL:

H. Jeannette Danzer  
H. Jeannette Danzer, Secretary



STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 31st day of December, 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Vernon L. Van Horn, President of The Danzer Metal Works Company and Chairman of the Stockholders' Meeting referred to in the hereinabove Articles of Amendment, who, being duly sworn acknowledged his execution of the foregoing Articles of Amendment, and acknowledged that the matters and facts set forth in the said Articles of Amendment with respect to the approval of the Board of Directors and the Stockholders are true and correct.

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

Catherine M. Hess  
Catherine M. Hess  
Notary Public

My Commission Expires May 6, 1963.



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
APR 19 10 30 AM '63  
LUCIE FOLIO  
LAND COMMISSIONER/GRADE  
& MERLIN SNIDER  
CLERK

ARTICLES OF AMENDMENT  
OF  
THE DANZER METAL WORKS COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 25, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1965

Recorded in Liber 7345, folio 122, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

✓  
2/25/63  
W L

Received for record April 19, 1963 at 10:30 A.M. Liber 12, Receipt No. 203931

## AMENDED ARTICLES OF INCORPORATION

OF

"ECONO-LENS" INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, HERBERT GOULD whose post office address is 2129 Blue Ridge Road, Hagerstown, Maryland, HARRIET GOULD whose post office address is 2129 Blue Ridge Road, Hagerstown, Maryland, and HERBERT A. SCHWARTZ whose post office address is 3209 Labyrinth Road, Baltimore, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

ECONO-LENS INC.

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

(A) To own, maintain, conduct, operate, and carry on the business of dispensing opticians, and, in the course of the business, to buy, sell, ship, store and otherwise use, deal in, acquire, and dispose of every kind of optical, ophthalmic, and scientific instrument, glass, lens, or equipment necessary or convenient to the operation and conduct of the general business of dispensing opticians.

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

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

(D) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, 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 stock, bonds, or other securities of the Corporation or otherwise.

(F) 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.

(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 of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or 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 owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

(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 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 2129 Blue Ridge Road, Hagerstown, Maryland. The Resident Agent of the Corporation is Dr. Herbert Gould, whose post office address is 2129 Blue Ridge Road, Hagerstown, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1,000 shares (one thousand) of the par value of \$100.00 (One Hundred Dollars) 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 \$100,000.00 (One Hundred Thousand Dollars).

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until

the First Annual Meeting or until their successors are duly chosen and qualify are Herbert Gould, Harriet Gould, and Herbert Schwartz.

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

(A) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, 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) 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 such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(C) 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 classifications, re-classification 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 (4/5) of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Amended Articles of Incorporation this 21 day of February, 1963.

WITNESS:

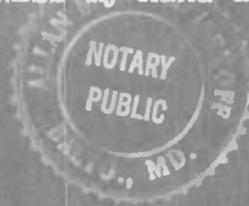
Allan Michael Dehoff  
Allan Michael Dehoff  
Allan Michael Dehoff

Herbert Gould  
Herbert Gould  
Harriet Gould  
Harriet Gould  
Herbert A. Schwartz  
Herbert A. Schwartz

STATE OF MARYLAND, City of Baltimore, to wit:

I HEREBY CERTIFY that on this 21<sup>st</sup> day of February, 1963, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared HERBERT GOULD and HARRIET GOULD and severally acknowledged the foregoing Amended Articles of Incorporation to be their act.

AS WITNESS my Hand and Notarial Seal.

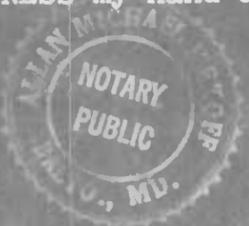


Allan Michael DeKoff  
Notary Public

STATE OF MARYLAND, CITY (OR COUNTY) OF Baltimore, to wit:

I HEREBY CERTIFY that on this 21<sup>st</sup> day of February, 1963, before me, the subscriber, a Notary Public of the State and City (or County) aforesaid, personally appeared HERBERT A. SCHWARTZ and acknowledged the foregoing Amended Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.



Allan Michael DeKoff  
Notary Public

LAND RECORDS  
C. MERLIN SNYDER  
CLERK

Feb 19 10 30 AM '63

STATE OF MD  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 2887

AMENDED ARTICLES OF INCORPORATION  
OF  
ECONO-LENS INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 25, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1990

6

Recorded in Liber 3845, folio 493, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record April 19, 1963 at 10:30 A.M. Liber 12,  
Receipt No. 203931

## ARTICLES OF INCORPORATION

OF

PAT'S LIQUORS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Clyde C. Springer, whose post office address is 801 Virginia Avenue, Hagerstown, Maryland, Mary C. Springer, whose post office address is 801 Virginia Avenue, Hagerstown, Maryland, and Patsy Ann Springer, whose post office address is 801 Virginia Avenue, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

PAT'S LIQUORS, INC.

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

(a) To engage in the operation, conduct, and management of a liquor store for the sale of beer, wine, distilled spirits, and sundry merchandise, and other allied business.

(b) 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 the stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities of evidence of indebtedness issued or created by, any other corporation or association, organized under the Laws of the State of Maryland or of any other state, territory, district, colony, or dependency of the United States of America, or of any

foreign country; and while the owner or holders of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all 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 the stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(c) 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 any 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.

(d) To loan or advance 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 and personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other securities of the Corporation for its corporate purposes.

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 purposes, 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 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 in 801 Virginia Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Clyde C. Springer, whose post office address is 801 Virginia Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of One (1) class and are designated Common Stock. The aggregate value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The Corporation shall have three (3) directors and Clyde C. Springer, Mary C. Springer and Patsy Ann Springer, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) The Board of Directors for the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without a 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 of or officers of, such other corporation; and any directors individually, or any firm in which any director may be a member, may be a part 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 be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

(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, re-classification or otherwise, but no such amendments 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 (4/5) of all such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

(e) No holder of stock of the Corporation of whatever class, shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such prices as the Board of Directors in its discretion may fix; and any shares of 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 classes of stock at the time existing to the exclusion of any or all other classes at the time existing.

(f) Notwithstanding any provisions 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 a vote of the stockholders, such action shall be effective and valid if taken and 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 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 any other 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 franchise in whole or in part of other corporations, or unincorporated business entreties.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 22<sup>nd</sup> day of February, A.D., 1963.

WITNESS:

Clyde C. Springer (SEAL)  
Clyde C. Springer

Mary C. Springer (SEAL)  
Mary C. Springer

Linda M. Suffecool  
Linda M. Suffecool

Patsy Ann Springer (SEAL)  
Patsy Ann Springer

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

I HEREBY CERTIFY, That on this 22<sup>nd</sup> day of February,  
A.D., 1963, before me, the subscriber, a Notary Public of the State  
of Maryland, in and for Washington County, personally appeared  
Clyde C. Springer, Mary C. Springer and Patsy Ann Springer, and  
severally acknowledged the foregoing Articles of Incorporation  
to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name  
and affixed my official Notarial Seal the day and date last above  
written.



*Linda M. Suffecool*

Linda M. Suffecool  
Notary Public  
My Commission Expires:  
May 6, 1963

ARTICLES OF INCORPORATION

OF

PAT'S LIQUORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 28, 1963 at 9:00 o'clock A. M. as in conformity with law and orders recorded.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 28  
APR 19 10 30 AM '63  
LIBER 3345  
LAND & CONSTRUCTION  
G. MERLIN SMYER

A 2022

Recorded in Liber 3345, folio 472 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00...Recording fee paid \$.....14.00....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland



AS WITNESS my hand and seal of the said Department at Baltimore.

*Barbara W. Barton*

Received for record April 19, 1963 at 10:31 A.M. Liber 12, Receipt  
No. 203931

## ARTICLES OF INCORPORATION

OF

INGRAM'S MEN'S SHOP, INC.

## THIS IS TO CERTIFY:

FIRST: That we, the subscribers, J. Frank Fearnow, whose post office address is 810 Forest Drive, Hagerstown, Maryland, John M. Colton, whose post office address is 138 West Washington Street, Hagerstown, Maryland, and Ethel P. Stephey, whose post office address is 138 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

INGRAM'S MEN'S SHOP, INC.

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

1. To establish, maintain, conduct, and operate, either wholesale or retail, a general business dealing with the buying, selling, storing and exchanging of men's and boy's wearing apparel, clothing and furnishings of all kinds, in the City of Hagerstown, State of Maryland, and at such other place or places that may be determined upon by the Board of Directors of this Corporation, and to do and transact such other business, subject to the laws of this or any other State or Country.

2. To establish, maintain, conduct and operate one or more stores, either at wholesale or retail, for the sale

of, and dealing with, all kinds of goods, wares, merchandise, and materials, in connection with the general men's and boy's haberdashery business, and to engage in and carry on the business of importing, exporting, manufacturing, producing, buying, selling and otherwise dealing in and with goods, wares, and merchandise of every class and description.

3. 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.

4. 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.

5. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

6. To purchase, lease or otherwise acquire, all or any part of the property, rights, business, 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 business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation

or otherwise.

7. 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.

8. 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 evidence of indebtedness, issued or created by, any other corporation or association organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership; including the right to vote of 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.

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

issued by any such other corporation or association.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this state is 28-32 North Jonathan Street, Hagerstown, Maryland; the resident agent of the corporation is J. Frank Fearnow, whose post office address is 810 Forest Drive, Hagerstown, Maryland, Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The corporation shall have four directors, and J. Frank Fearnow, Terrace S. Fearnow, C. Dennis Fearnow and Gary V. Fearnow shall act as such until the first annual meeting, or until their successors are duly chosen and qualify. The number of Directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

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:

1. 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.

2. 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; and directors individually, or any firm of which any director may be a member, may be a part 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 be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

3. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if

any, what part, of the surplus of the Corporation, or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

4. 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 classifications, re-classifications or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes 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.

5. No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or any securities convertible into shares of stock of the Corporation, nor any right of subscription to 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 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.

6. 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.

7. 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 stocks, 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.

8. 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, we have signed these Articles

of Incorporation on this 5<sup>th</sup> day of February, A.D., 1963.

Witness:

Hazel C. Hager

J. Frank Fearnow (SEAL)  
J. Frank Fearnow

John M. Colton (SEAL)  
John M. Colton

Ethel P. Stephey (SEAL)  
Ethel P. Stephey

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5<sup>th</sup> day of February, A.D., 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. Frank Fearnow, John M. Colton, and Ethel P. Stephey, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

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



Hazel C. Hager  
Notary Public

My Commission expires:  
May 6, 1963

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
RECORDS SECTION  
APR 10 10 31 AM '63  
CLERK

ARTICLES OF INCORPORATION  
OF  
INGRAM'S MEN'S SHOP, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 6, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1709

10

Recorded in Liber 3342, folio 477, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....18.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



*[Handwritten Signature]*

Received for record April 19, 1963 at 10:31 A.M. Liber 12, Receipt No. 203931

ARTICLES OF INCORPORATION

OF

BLUE RIDGE GERMAN SHEPHERD DOG CLUB, INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, WILLIAM B. MARTIN, WHOSE POST OFFICE ADDRESS IS 1860 PENNSYLVANIA AVENUE, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; PHILIP G. MOON, 36 AVALON ROAD, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; AND GEORGE YORK, WHOSE POST OFFICE ADDRESS IS 1-B Linden Avenue, Frederick, Frederick County, Maryland; ALL BEING AT LEAST TWENTY-ONE YEARS OF AGE, DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND, AUTHORIZING THE FORMATION OF CORPORATION, ASSOCIATE OURSELVES WITH THE INTENTION OF FORMING A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE CORPORATION) IS:

BLUE RIDGE GERMAN SHEPHERD DOG CLUB, INC.

THIRD: THE PURPOSE OR PURPOSES FOR WHICH AND FOR ANY OF WHICH THE CORPORATION IS FORMED AND THE BUSINESS OR OBJECTS TO BE CARRIED ON OR PROMOTED BY IT ARE AS FOLLOWS:

A. TO ENCOURAGE AND PROMOTE THE BREEDING OF PURE-PURE-BRED GERMAN SHEPHERD DOGS AND TO DO EVERYTHING POSSIBLE TO BRING THEIR NATURAL QUALITIES TO PERFECTION.

B. TO URGE MEMBERS AND BREEDERS TO ACCEPT THE STANDARD OF THE BREED AS APPROVED BY THE AMERICAN KENNEL CLUB AS THE ONLY STANDARD OF EXCELLENCE BY WHICH GERMAN SHEPHERD DOGS SHALL BE JUDGED.

C. TO DO ALL IN ITS POWER TO PROTECT AND ADVANCE THE INTERESTS OF THE BREED BY ENCOURAGING SPORTSMANLIKE COMPETITION AT DOG SHOWS, FIELD TRIALS AND OBEDIENCE TRIALS.

D. TO CONDUCT SANCTIONED AND LICENSED SPECIALTY SHOWS, INCLUDING FIELD TRIALS, AND OBEDIENCE TRIALS, UNDER THE RULES OF THE AMERICAN KENNEL CLUB.

E. TO ORGANIZE, OWN, MANAGE AND OPERATE A CLUB EXCLUSIVELY FOR PLEASURE, RECREATION AND ANY OTHER NON-PROFITABLE PURPOSES, NO PART OF THE NET EARNINGS OF WHICH IS TO INURE

TO THE BENEFIT OF ANY PRIVATE SHARE HOLDERS, INDIVIDUAL OR MEMBER.

F. TO ACQUIRE, LEASE, RENT, CONSTRUCT, PURCHASE, OWN, FURNISH, MANAGE, OPERATE, SELL AND OTHERWISE OWN AND CONTROL, BY ANY LAWFUL MEANS, BUILDING, CLUBHOUSE, MEETING PLACE, LANDS, GROUNDS, EQUIPMENT, TRAPS AND OTHER APPLIANCES AND ANY OTHER PROPERTY OF ANY KIND OR DESCRIPTION FOR THE USE, PLEASURE AND ENJOYMENT OF ITS MEMBERS AND GUESTS IN SPORTS, SHOOTING, FISHING AND ANY OTHER RECREATIONAL, SPORTING AND SOCIAL ACTIVITIES.

G. TO ACCEPT, OBTAIN, RECEIVE AND DEMAND OF ITS MEMBERS, BY ANY LAWFUL MEANS, FUNDS FOR ANY OR ALL OF THE PURPOSES FOR WHICH THIS CORPORATION IS FORMED, AND TO PAY FOR THE SAME BY ANY LAWFUL MEANS.

H. FROM TIME TO TIME TO DO ANY ONE OR MORE OF THE ACTS AND THINGS HEREINBEFORE SET FORTH FOR PLEASURE, AMUSEMENT AND ENJOYMENT AND AS A NON-PROFITABLE ENTERPRISE OR BUSINESS, AND TO CARRY ON ANY OTHER BUSINESS WHICH MAY SEEM TO THE CORPORATION TO BE CALCULATED DIRECTLY OR INDIRECTLY TO EFFECTUATE THE AFORESAID PURPOSES OR OBJECTS, OR EITHER OR ANY OF THEM, TO FACILITATE IT IN THE TRANSACTION OF ANY OTHER BUSINESS THAT MAY BE CALCULATED, DIRECTLY OR INDIRECTLY TO ENHANCE THE VALUE OF ITS PROPERTY OR RIGHTS PROVIDED, THAT IN THE TRANSACTION OF ITS BUSINESS, THE CORPORATION SHALL BE SUBJECT TO THE LAWS OF THE JURISDICTION IN WHICH THE SAME IS TRANSACTED OR ITS PROPERTY MAY BE LOCATED.

I. THIS CORPORATION IS FORMED ON AND SUBJECT TO THE ARTICLES, CONDITIONS AND PROVISIONS HEREIN EXPRESSED AND TO THE PROVISIONS AND LIMITATIONS RELATING TO CORPORATIONS WHICH ARE CONTAINED IN THE PUBLIC GENERAL LAWS OF THE STATE OF MARYLAND AND SAID CORPORATION SHALL HAVE FULL POWER TO DO ANY AND ALL OF THE ACTS, MATTERS AND THINGS HEREINBEFORE SET FORTH AND SHALL ALSO HAVE ALL THE POWER INSOFAR AS THE SAME MAY BE APPLICABLE TO IT AND ENUMERATED AND MORE PARTICULARLY SET OUT IN ARTICLE 23 OF THE CODE OF PUBLIC GENERAL LAWS OF MARYLAND RELATING TO CORPORATIONS, AND ALL AMENDMENTS AND SUPPLEMENTS THERETO, AND TO DO EVERY ACT OR THING NOT INCONSISTENT WITH LAW WHICH MAY BE APPROPRIATE TO PROMOTE AND ATTAIN THE OBJECTS AND PURPOSES FOR WHICH OR FOR ANY OF WHICH THIS CORPORATION IS FORMED.

THE AFOREGOING 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 CORPORATIONS WHICH ARE CONTAINED IN THE GENERAL LAWS OF THIS STATE.

FOURTH: THE PRINCIPAL OFFICE OF SAID CORPORATION WILL BE LOCATED AT 1860 PENNSYLVANIA AVENUE, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; THE RESIDENT AGENT OF THE CORPORATION IS WILLIAM B. MARTIN, WHOSE POST OFFICE ADDRESS IS 1860 PENNSYLVANIA AVENUE, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND, SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND, AND ACTUALLY RESIDES THEREIN.

FIFTH: THE CORPORATION SHALL HAVE NO CAPITAL STOCK.

SIXTH: MEMBERS MAY RESIGN OR BE REMOVED, VACANCIES MAY BE FILLED AND ADDITIONAL MEMBERS ELECTED, AS PROVIDED IN THE BY-LAWS, WHICH MAY PRESCRIBE DIFFERENT CLASSES OF MEMBERS AND PRESCRIBE THE POWERS AND DUTIES OF EACH CLASS.

SEVENTH: THE SAID CORPORATION SHALL HAVE THREE (3) DIRECTORS WHICH NUMBER MAY BE INCREASED OR DECREASED PURSUANT TO THE BY-LAWS OF THE CORPORATION BUT SHALL NEVER BE LESS THAN THREE (3); AND THE NAME OF THE DIRECTORS WHO SHALL ACT AS DIRECTORS UNTIL THE FIRST MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFIED ARE WILLIAM B. MARTIN, PHILIP G. MOON AND GEORGE YORK.

EIGHTH: THIS CORPORATION SHALL REGULATE ALL THE TERMS, RIGHTS AND CONDITIONS OF MEMBERSHIP BY ITS BY-LAWS. THE CORPORATION RESERVES THE RIGHT TO ALTER, CHANGE AND AMEND THE SAID BY-LAWS FROM TIME TO TIME.

NINTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON THE 31<sup>st</sup> DAY OF JANUARY, 1963.

WITNESS:

Jane K. Dixon William B. Martin (SEAL)  
 WILLIAM B. MARTIN

Jane K. Dixon Phillip G. Moon (SEAL)  
 PHILIP G. MOON

Jane K. Dixon George York (SEAL)  
 GEORGE YORK

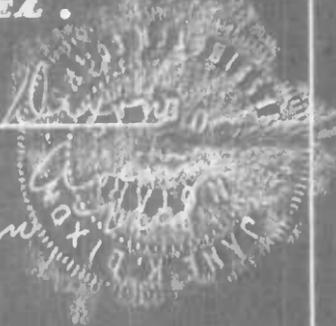
STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 31<sup>st</sup> DAY OF JANUARY, 1963,  
 BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE  
 STATE AND COUNTY AFORESAID, PERSONALLY APPEARED WILLIAM B.  
 MARTIN, PHILIP G. MOON AND GEORGE<sup>2</sup> YORK AND SEVERALLY  
 ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE  
 THEIR ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Comm. Exp.  
 May 6, 1963

Jane K. Dixon  
 NOTARY PUBLIC  
 134 East  
 Hagerstown



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 22872  
APR 19 10 31 AM '63  
C. MERLIN SWIGER  
CLERK

ARTICLES OF INCORPORATION  
OF  
RIDGE GERMAN SHEPHERD DOG CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 7, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1733

5

Recorded in Liber FB43, folio 92, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record April 19, 1963 at 10:31 A.M. Liber 12, Receipt No. 203931

ARTICLES OF INCORPORATION  
OF  
"PRICE FARMS, INC."

THIS IS TO CERTIFY:

FIRST: That the subscribers, Chester A. Price, whose post office address is Rural Route No. 1, Boonsboro, Washington County, Maryland, Coy A. Price, whose post office address is Rural Route No. 1, Boonsboro, Washington County, Maryland, Terry A. Price, whose post office address is Rural Route No. 3, Hagerstown, Washington County, Maryland, John D. Price, whose post office address is Rural Route No. 1, Boonsboro, Washington County, Maryland, and Fred V. Barnhart, whose post office address is Rural Route No. 1, Sharpsburg, Washington County, Maryland, and all being of legal age and Citizens of the United States of America and of the State of Maryland, do, under and by virtue of the Public General Laws of the State of Maryland authorizing the formation of corporations, hereby associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is "Price Farms, Inc."

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

1. To engage in and carry on a general dairy and farming business.
2. To engage in and carry on commercial farming for others in Washington County and elsewhere.
3. To engage in and carry on the business of buying, collecting, selling and distributing at wholesale or retail milk and any products thereof.
4. To engage in and carry on the business of breeding livestock and poultry, with all the rights and powers incidental thereto.

HARVEY M. MILLER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

5. To engage in and carry on the business of hauling and otherwise transporting farm and dairy products for others in Washington County and elsewhere.

6. To engage in and carry on the business of buying and selling at wholesale or retail all kinds of farm produce, merchandise and supplies, including farm machinery, equipment, spraying materials, fertilizers, feeds and remedies, etc.

7. To engage in and carry on a public garage and/or filling station business with all the rights and powers incidental thereto.

8. To purchase, lease or otherwise acquire, hold, own, use, manage, improve, maintain, develop, sell, transfer, exchange, mortgage, convey or otherwise acquire and dispose of all kinds of property, whether real or personal, in this State or in any other State, District or Territory of the United States, which shall be necessary or desirable in connection with or in carrying on any of the purposes of said Corporation, or any part thereof.

9. To engage in and carry on the business of developing real estate of every nature and description, including urban and rural properties, and including the right to plat, impose restrictions upon and negotiate and consummate sales thereof, and the financing thereof, including the right to develop home and commercial sites of every nature and description and for that purpose to own, acquire, sell, dispose of, lease, mortgage and otherwise to deal in real estate of every manner and form authorized by law, and while in process of developing said real estate to farm the same if advantageous to do so.

10. To apply for, obtain, purchase or otherwise acquire patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or incidental to any of the purposes of the Corporation and to use,

HARVEY M. MILLER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

exercise, develop and grant licenses in respect thereto and sell or otherwise dispose of and deal in the same.

11. To purchase or otherwise acquire all or any part of the property, stock, goodwill, rights, credits, accounts and/or any other assets of the business of any persons, partnerships, firms, associations or corporations heretofore or hereafter engaged in business similar to any business which this Corporation has the right to conduct, and to hold, utilize, enjoy, or in any manner dispose of the whole or any part of the property, stock, rights, credits, accounts and any other assets of any business so acquired and to assume in connection with any such purchase all debts, contracts, obligations and liabilities of any such persons, partnerships, firms, associations or corporations.

12. To subscribe for, acquire, sell, hold, exchange and deal in shares of stock, bonds, obligations and securities of any public or private corporation, government or municipality and to have the express power to hold, purchase, or otherwise acquire, sell, transfer, pledge, mortgage or otherwise dispose of, absolutely, or upon condition, shares of the capital stock, bonds, or other evidences of indebtedness created by any other corporation, and, while the owner thereof, to exercise all the incidents of ownership.

13. To issue shares of it's stock of any class in the manner permitted by Law, to raise money for any of the purposes of the Corporation or in payment for property purchased or for services rendered the Corporation or for any other lawful consideration.

14. 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, to secure the repayment of money so borrowed or in payment of

property purchased, or for any other lawful consideration and to secure the payment thereof and the interest thereon by mortgage upon, or pledge, or conveyances, 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 by the Corporation or thereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for it's corporate purposes.

15. To carry on any other business in connection with the business of the Corporation which may seem to be calculated, directly or indirectly, to effectuate the aforesaid purposes and objects or any of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland.

16. The Corporation shall enjoy and exercise all of the powers and rights conferred by Law upon corporations and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred by law upon Corporations.

FOURTH: The post office address of the principal office of the Corporation in this State will be <sup>c/o Coy A. Price</sup> Rural Route No. 1, Boonsboro, Washington County, Maryland, and the resident agent of the Corporation is Coy A. Price, whose post office address is Rural Route No.1, Boonsboro, Washington County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is Three Thousand (3000) shares at par value of One Hundred (\$100.00) Dollars per share, which have an aggregate

par value of Three Hundred Thousand (\$300,000.00) Dollars.

SIXTH: The Corporation shall have five directors and Chester A. Price, Coy A. Price, Terry A. Price, John D. Price and Fred V. Barnhart, all sui juris and residents of Washington County, Maryland, and actually residing therein, shall act as said directors until the first annual meeting of said Corporation or until their successors are duly chosen and qualified. The number of directors may be changed as the by-laws of the Corporation may from time to time provide, subject to the provisions of the Code of Public General Laws of the State of Maryland.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 1st day of December, A.D. 1962.

Chester A. Price (SEAL)  
Chester A. Price

Coy A. Price (SEAL)  
Coy A. Price

Terry A. Price (SEAL)  
Terry A. Price

John D. Price (SEAL)  
John D. Price

TEST:

Louise P. Spessard  
Louise P. Spessard

Fred V. Barnhart (SEAL)  
Fred V. Barnhart

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 1st day of December, A.D. 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Chester A. Price, Coy A. Price, Terry A. Price, John D. Price and Fred V. Barnhart, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

Witness my hand and Official Notarial Seal.

Louise P. Spessard  
Louise P. Spessard  
Notary Public



HARVEY M. MILLER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

ARTICLES OF INCORPORATION  
OF  
PRICE FARMS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 15, 1963 at 4:12 o'clock P. M. as in conformity  
with law and ordered recorded.

A 1835

Recorded in Liber 6 *F343*, folio *456*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....*60.00*...Recording fee paid \$.....*10.00*..

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record April 19, 1963 at 10:31 A.M. Liber 12, Receipt No. 203931

## ARTICLES OF INCORPORATION

OF

MASON DIXON CENTER COMBINE ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William T. Light, whose post office address is Hagerstown, Maryland, John L. Bradshaw, whose post office address is R.D.#1 Butterfly Lane, Frederick, Maryland, and George W. Poole, Jr., whose post office address is R.D. #2 Middletown, Maryland, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereinafter called "Corporation") is: MASON DIXON CENTER COMBINE 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) To improve the breed of homing pigeons; to advance the security, development and popularity of the sport of pigeon racing; to better the welfare of its members and to maintain a large number of highly-bred, virile and tested racing pigeons to serve as a security arm of the member countries in times of war or other emergencies.

(b) To manufacture, purchase, or otherwise acquire, own, lease, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

(d) This corporation does not contemplate pecuniary gain or profit to the members thereof, and is organized for nonprofit purposes, and no part of any net earnings thereof shall inure to the benefit of any member, or any other individual.

FOURTH: The post office address of the principal office of the corporation in this state is Hagerstown, Maryland. The resident agent of the corporation John L. Bradshaw, R.D. #1 Butterfly Lane, Frederick, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

W. L. Poole  
Apr 16, 1964

2/28/63  
W. L.

FIFTH: The corporation formed hereby shall have no capital stock, and shall be composed of members rather than stockholders, and any person eligible under the constitution and by-laws of the corporation shall become a member thereof.

SIXTH: The management and the control of the corporation shall be vested in an Executive Committee consisting of the following officers of the corporation: William T. Light, John L. Bradshaw and George W. Poole, Jr., and they shall act as such until the first annual meeting, or until their successors are duly elected by the membership of the corporation as defined in the by-laws of the corporation.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 26 day of February, 1963.

*William T. Light*  
William T. Light

*John L. Bradshaw*  
John L. Bradshaw

*George W. Poole, Jr.*  
George W. Poole, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 26<sup>th</sup> day of February, 1963 before me, the subscriber, A Notary Public in and for the State and County aforesaid, personally appeared William T. Light, and severally acknowledged the foregoing Articles of Incorporation to be his act.

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



*Dolly Joyce Stevens*  
Notary Public

MY COMMISSION EXPIRES:

May 6, 1963

STATE OF MARYLAND, FREDERICK COUNTY, to-wit:

I HEREBY CERTIFY, That on this 23 day of February, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John L. Bradshaw and George W. Poole, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their act.

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



My Commission Expires:  
May 6, 1963  
My Commission expires:

*Lowell Edward White*  
Notary Public  
LOWELL EDWARD WHITE

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 219957  
APR 19 10 31 AM '63  
LIDER FOLIO  
LAND TO RENT/SALE  
E. MERLIN SWOPE  
CLERK

ARTICLES OF INCORPORATION  
OF  
MASON DIXON CENTER COMBINE ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 27, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2014

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Recorded in Liber F345, folio 440, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. Bester*

Received for record May 3, 1963 at 2:41 P.M. Liber 12, Receipt No. 204321

NEMO, INC.

ARTICLES OF AMENDMENT

NEMO, INC., a Maryland Corporation having its principal office in Baltimore, Maryland (hereinafter called the Corporation) hereby certifies to the State Tax Commission of Maryland, that,

FIRST: The Charter of the Corporation is hereby amended by substituting in paragraph SECOND thereof, for the present name, "NEMO, INC.," the name "POPCORN PROCESSING COMPANY, INC."

SECOND: The Board of Directors and stockholders of the company, by unanimous written consent pursuant to the provisions of Article 23, Sections 43 and 54 respectively, duly adopted recommendations declaring that the foregoing amendment to the charter was advisable and unanimously approving the same, respectively, said consents being dated October 1, 1954.

THIRD: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, NEMO, INC. has caused these presents to be signed in its name and on its behalf by its president, R. Stanley Boykin, and its corporate seal to be hereunto affixed and attested by its secretary on October 1, 1954.



NEMO, INC. R. Stanley Boykin  
BY: R. Stanley Boykin  
R. STANLEY BOYKIN, PRESIDENT

STATE OF MARYLAND  
COUNTY OF BALTIMORE

I hereby certify that on October 1, 1954 before me, the subscriber, a notary public of the State of Maryland, in and for the County of Baltimore, personally appeared R. Stanley Boykin, President of NEMO, INC., a Maryland Corporation, and in the

name and on behalf of said corporation acknowledged the afore-  
 going Articles of Amendment to be the corporate act of said cor-  
 poration and at the same time personally appeared Barbara B.  
 Boykin and made oath in due form of law that she is secretary of  
 the corporation, that to her personal knowledge all of the Dir-  
 ectors and all of the stockholders of the corporation signed  
 consents pursuant to law in lieu of respective meetings of the  
 Board of Directors and stockholders to the amendment of the charter  
 of the corporation hereinabove set forth, and that the matters  
 and facts set forth in said Articles of Amendment are true to the  
 best of her knowledge, information and belief.

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



*Sarah C. Kirby*  
 Notary Public

Commission expires:  
 May 2, 1955.

See letter by similar  
 corporation authorizing  
 use of name *10-1-54*  
*CAB*

ARTICLES OF AMENDMENT  
OF

NEMO, INC.  
changing its name to  
POPCORN PROCESSING COMPANY, INC.

approved by the State Tax Commission of Maryland      October 4, 1954      and  
received for record      October 4, 1954      at 12:10      o'clock A. M. as  
in conformity with law and ordered recorded.

A 10303

*Deely K. Nice*  
*Annul Mitchell*  
Commissioner

Recorded in Liber 475, folio 150, one of the Charter Records of the State Tax  
Commission of Maryland.

Capital -

Increase of Capital

Bonus tax paid \$..... Recording fee paid \$ 10.00

To the clerk of the Superior Court for Baltimore City

## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

THIS IS TO CERTIFY THAT the within instrument is a true  
copy of the

ARTICLES OF AMENDMENT

OF

NEMO, INC.  
changing its name to  
POPCORN PROCESSING COMPANY, INC.

as approved and received for record by the State Department of  
Assessments and Taxation of Maryland,      October 4, 1954,  
at 12:10 o'clock      A. M.

AS WITNESS my hand and official seal of the said Department  
at Baltimore this 2nd day of May, 1963.



*Charles A. Bartgis*  
Charles A. Bartgis  
Chief Clerk

Received for record May 29, 1963 at 9:01 A.M. Liber 12, Receipt No. 204984

3/29/63  
W.S.

COLONIAL HARDWOOD FLOORING CO., Inc.

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Charter of Colonial Hardwood Flooring Co., Inc., formerly Colonial Hardwood Flg., Company, a Maryland Corporation, having its principal office in Hagerstown, Maryland (hereinafter called the Corporation), in hereby amended by striking out Article Third of the Certificate of Incorporation and the Amendment granted as of June 1, 1953 and inserting in lieu thereof the following:

THIRD: The amount of the capital stock shall be One Million (\$1,000,000.00) Dollars to Consist of Ten Thousand Shares (10,000) of Which Seven hundred (700) shares shall be preferred convertible, bearing interest at 6% , of the par value of One Hundred (\$100.00) Dollars each, and Nine Thousand Three Hundred (9,300) shares shall be common stock of par value of One hundred (\$100.00) dollars each.

SECOND: That the Board of Directors of the Corporation at a meeting duly convened and held on the 7th day of February, 1963, A.D., duly advised the amendment of the Charter of the Corporation hereinabove set forth by passing a resolution declaring that said amendment is advisable and calling a meeting of the stockholders to take action thereon.

THIRD: That the meeting of stockholders of the Corporation called by the Board of Directors of the Corporation as aforesaid, and duly warned in the manner provided by law, was held in Hagerstown, Maryland on the 7th day of March, 1963 A.D., and at said meeting the stockholders, by the affirmative vote of the holders of two thirds of the shares of each class of stock outstanding and entitled to vote, duly adopted the amendment of the Charter of the Corporation hereinabove set forth.

FOURTH: (a) That the total number and par value of the shares of the capital stock hereintofore authorized and the number

-2-

and par value of the shares of each class are as follows: Five Thousand (5,000) shares of the par value of One hundred (\$100.00) Dollars each, of which Two Hundred (200 Shares) are preferred stock and Four Thousand eight hundred (4,800) Shares are common stock.

(b) That the total number and par value of the shares of the authorized capital stock as increased and the number and par value of the shares of each class are set forth in Article First hereof.

(c) That the preferences, voting powers, restrictions and qualifications of each class of the authorized capital stock as increased are as set forth in the Charter.

IN WITNESS WHEREOF, Colonial Hardwood Flooring Co., Inc., has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto attached and attested by its Secretary on this eleventh day of March, 1963, A.D.

COLONIAL HARDWOOD FLOORING CO , Inc.

by: William A. Danzer  
William A. Danzer, its President

ATTEST:

Stewart B. Detrich  
Stewart B. Detrich, its Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 11th day of March, A.D., 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared William A. Danzer, President of the Colonial Hardwood Flooring Co., Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Stewart B. Detrich, and made oath in due form of law that he was Secretary of the meeting of stock holders of the Corporation at which the amendment of the charter of the Corporation set forth in said Articles of Amendment was 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 last above written.



Alice V. Everitts  
Alice V. Everitts

Notary Public  
My Commission Expires  
May 6, 1963

LIBER 1910  
LAND RECORDS/SALES  
G. MERLIN SHYDER  
CLERK  
MAY 29 9 01 AM '63  
STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 2462

ARTICLES OF AMENDMENT  
OF  
COLONIAL HARDWOOD FLOORING CO., INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 26, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2462

4  
Recorded in Liber 3349, folio 87, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....100.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



CERTIFICATION FOR CHANGE OF ADDRESS OF RESIDENT AGENT

State Department of Assessments and Taxation of Maryland, 301 West Preston Street, Baltimore 1, Maryland.

Pursuant to the provisions of Section 90 of Article 23 of the Annotated Code of Maryland, the undersigned, a corporation formed and existing under the laws of the State of Maryland, hereby certifies to the State Department of Assessments and Taxation of Maryland:

CHANGE OF ADDRESS OF RESIDENT AGENT

That the address of Walter E. Thomas, the resident agent of the Corporation in the State of Maryland, has been changed from No. 9130 Walden Road, Silver Spring, Maryland, to No. 2106 Dexter Avenue, Silver Spring, Maryland.

Hagerstown Automotive, Inc.  
(Exact corporate title)



By Walter E. Thomas President

Dated: 3/6/63

NOTICE OF CHANGE OF ADDRESS OF RESIDENT AGENT

OF  
HAGERSTOWN AUTOMOTIVE, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 204984  
MAY 29 9 01 AM '63  
LIBER 22 FOLIO 155  
LAND RECORDS SECTION  
G. MERLIN SNIDER  
CLERK

received for record March 13, 1963, at 2:34 P. M.

and recorded in Liber F No. 347 Folio No. 155 one of the charter records of the State Department of Assessments and Taxation of Maryland.

To the Clerk of the Circuit Court of Washington County.

AA No 1791

Recording Fee Paid \$2.00

421

Received for record May 29, 1963 at 9:01 A.M. Liber 12, Receipt No. 204984

ARTICLES OF MERGER

MERGING

ROTOBLAST ABRASIVES, INC.  
(A corporation of the Commonwealth of Pennsylvania)

INTO

PANGBORN CORPORATION  
(A corporation of the State of Maryland)

1. ROTOBLAST ABRASIVES, INC., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania (hereinafter sometimes referred to as "Rotoblast") and PANGBORN CORPORATION, a corporation organized and existing under the laws of the State of Maryland (hereinafter sometimes referred to as "Pangborn") hereby agree that Rotoblast shall be merged into Pangborn. The terms and conditions of the merger and the mode of carrying the same into effect are hereinafter set forth in these Articles of Merger.

2. Pangborn Corporation, a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the name of Pangborn Corporation (hereinafter sometimes called the "Surviving Corporation").

3. The parties to these Articles of Merger are Rotoblast Abrasives, Inc., a corporation incorporated on the 23rd day of September, 1957, under the Business Corporation Law of the Commonwealth of Pennsylvania and Pangborn Corporation, a corporation incorporated on the 16th day of August, 1913, under the General Corporation Law of the State of Maryland. Rotoblast is not qualified or registered to do business in the State of Maryland.

4. The amendments to the charter of Pangborn, the

surviving corporation, which are to be effected as a part of the merger are as follows:

The first paragraph of Article 4 of the Articles of Restatement of the Charter of the Pangborn Corporation dated June 22, 1959 shall be deleted and there shall be inserted in lieu thereof the following:

4. The total amount of the capital stock of the Corporation is Two Million, Six Hundred Thousand Dollars (\$2,600,000.00) divided into one hundred sixty thousand (160,000) shares of common stock of the par value of Ten Dollars (\$10.00) each; eight thousand (8,000) shares of eight per cent (8%) Cumulative First Preferred Stock of the par value of One Hundred Dollars (\$100.00) each; and two thousand (2,000) shares of ten per cent (10%) Cumulative Second Preferred Stock of the par value of One Hundred Dollars (\$100.00) each.

5. a. The total number of shares of stock of all classes which Pangborn is authorized to issue is one hundred fifty thousand (150,000) shares consisting of one hundred forty thousand (140,000) shares of common stock of the par value of Ten Dollars (\$10.00) each, eight thousand (8,000) shares of eight per cent (8%) Cumulative First Preferred Stock of the par value of One Hundred Dollars (\$100.00) each, and two thousand (2,000) shares of ten per cent (10%) Cumulative Second Preferred Stock of the par value of One Hundred Dollars (\$100.00) each. The aggregate par value of all such authorized shares is Two Million Four Hundred Thousand Dollars (\$2,400,000.00).

b. The total number of shares of stock of all classes which Rotoblast is authorized to issue is one hundred thousand (100,000) shares of common stock having a par value of One Dollar (\$1.00) per share and an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

6. a. Upon the effective date of the merger the authorized capital stock of the Surviving Corporation shall be

as set forth in its Articles of Restatement as amended by these Articles of Merger. The Surviving Corporation shall issue sixteen thousand (16,000) shares of its common stock for the one hundred thousand (100,000) shares of common stock of Rotoblast held by the stockholders of Rotoblast and there shall not be any other consideration paid, transferred or issued by the Surviving Corporation for shares of any class of either Pangborn or Rotoblast.

b. The manner of converting the stock of Rotoblast into the stock of the Surviving Corporation is as follows:

Each 6.25 shares of stock of Rotoblast which shall be outstanding on the effective date of the merger shall thereupon be converted into one share of the common stock of the Surviving Corporation. As soon as practicable thereafter, each holder of record of any outstanding certificate or certificates theretofore representing common stock of Rotoblast, upon the surrender to the Surviving Corporation for cancellation of the certificate or certificates representing his share or shares of stock, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of whole shares of common stock of the Surviving Corporation to which such holder is entitled by reason of this merger, as evidenced by the certificate or certificates so surrendered.

Each share of common, first preferred and second preferred stock of Pangborn outstanding upon the effective date of the merger shall continue to be outstanding and shall be undisturbed by the merger. Each share of such stocks which may, at that time, be authorized and unissued shall continue to be authorized and unissued and shall be undisturbed by the merger.

7. The principal office of Pangborn is located at Pangborn Boulevard, Hagerstown, Washington County, Maryland, and Washington County is the only County in this State in which Pangborn owns property, the title to which could be affected by the recording of an instrument among the Land Records. Rotoblast has not been registered or qualified and has no office or place of business in the State of Maryland and does not own any property in the State of Maryland.

8. These Articles of Merger were:

a. Duly advised by the Board of Directors of Pangborn by the adoption on the 4<sup>th</sup> day of *February*, 1963 of a resolution declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles of Merger and directing that the proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of Pangborn; and

b. Duly approved by the stockholders of Pangborn in the manner and by the vote required by law and by the charter of Pangborn at the said meeting of the stockholders of Pangborn held on the 26<sup>th</sup> day of *February*, 1963, by the affirmative vote of the votes of more than two-thirds of all the stock entitled to vote thereon.

9. The merger to be effective as provided herein and these Articles of Merger were duly advised, authorized and approved by Rotoblast in the manner and by the vote required by the laws of the Commonwealth of Pennsylvania and the charter of Rotoblast.

10. Except insofar as is provided by statute or as may be requisite for carrying out the purposes of these Articles of Merger, upon the effective date of this merger, the separate existence of Rotoblast shall cease, the Surviving

Corporation shall possess any and all of the purposes and powers of Rotoblast and all the property, rights, privileges and franchises of whatever nature and description of each of the corporations parties to these Articles of Merger shall be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed. Notwithstanding the foregoing, confirmatory deeds or other like instruments, when deemed desirable to evidence such transfer, vesting or devolution of any property, rights, privileges or franchises, may, at any time or from time to time, be made and delivered in the name of either corporation party to these Articles of Merger by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

Upon the effective date of this merger, the Surviving Corporation shall be liable for all the debts and obligations of each of the corporations parties to these Articles of Merger; and any claim existing or action or proceeding pending by or against any such corporation may be prosecuted to judgment or decree as if the merger had not taken place, or the Surviving Corporation upon motion by it or by any party may be substituted as a party in place of any such corporation and such judgment or decree against any such corporation shall constitute a lien upon the property of the Surviving Corporation, provided, however, that the rights of creditors or any liens upon the property of any of the corporations parties to these Articles of Merger shall in no way be impaired by the merger.

IN WITNESS WHEREOF, ROTOBLAST ABRASIVES, INC. and PANGBORN CORPORATION, the corporations parties to the merger, have caused these Articles of Merger to be signed in their

respective corporate names and on their behalf by their respective Presidents or Vice Presidents and their corporate seals to be hereunto affixed and attested by their respective Secretaries or Assistant Secretaries, all as of the 26th day of February, 1963.



Helen R. Fisher  
Helen R. Fisher, Secretary

ROTOBLAST ABRASIVES, INC.  
By R. M. Trent  
R. M. Trent, President

Helen R. Fisher  
Helen R. Fisher, Secretary

PANGBOEN CORPORATION  
By R. M. Trent  
R. M. Trent, President

STATE OF MARYLAND  
SS:  
COUNTY OF WASHINGTON

I HEREBY CERTIFY that on this 26th day of February 1963, before the subscriber, a Notary Public of the State of Maryland, in and for Washington County aforesaid, personally appeared R. M. Trent, President of ROTOBLAST ABRASIVES, INC., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporation; and at the same time personally appeared Helen R. Fisher and made oath in due form of law that she was the Secretary of the meeting of the stockholders of said corporation at which said Articles of Merger were approved and that the said Articles of Merger were duly advised by the Board of Directors and approved by the stockholders of the said corporation in the manner and by the vote required by law and by the charter of said corporation.

WITNESS my hand and Notarial Seal.



Blaine H. Duesy  
Notary Public  
Blaine H. Duesy

STATE OF MARYLAND  
COUNTY OF WASHINGTON

SS:

I HEREBY CERTIFY that on this *26th* day of *February* 1963, before the undersigned, a Notary Public of the State of Maryland, in and for Washington County aforesaid, personally appeared *R. M. Frank*, President of PANGBORN CORPORATION, a corporation organized and existing under the laws of the State of Maryland, and in the name of and on behalf of said corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporation; and at the same time personally appeared *Helen R. Trish* and made oath in due form of law that she was the Secretary of the meeting of the stockholders of said corporation at which said Articles of Merger were approved and that said Articles of Merger were duly advised by the Board of Directors and approved by the stockholders of the said corporation in the manner and by the vote required by law and by the charter of said corporation.

WITNESS my hand and Notarial Seal.



*Blaine H. Duey*  
Notary Public  
Blaine H. Duey

ARTICLES OF MERGER

OF

NOTOLAST ABRASIVES, INC. - a Pa. corp.

merging into

FANBORN CORPORATION - a Md. corp. the surviving corp.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
MAY 29 9 01 AM '63  
LINDA C. MORRIS, CLERK  
G. MERLIN SNYDER, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 1, 1963 at 10:18 o'clock A. M. as in conformity with law and ordered recorded.

A 2055

8

Recorded in Liber 7346, folio 19, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$....20.00.....Recording fee paid \$.....11.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles H. Budge*

3/5/63  
W.S.

Received for record May 29, 1963 at 9:01 A.M. Liber 12, Receipt No. 204984

SMITHOVER INSTITUTE OF ELECTRONICS, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Donald A. Smith, whose post office address is 1126 Outer Drive, Hagerstown, Maryland, Alice L. Hoover, whose post office address is 1330 Potomac Ave., Hagerstown, Maryland, and Margaret F. Smith, whose post office address is 1126 Outer Drive, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of 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

SMITHOVER INSTITUTE OF ELECTRONICS, INC.

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

1. To conduct and carry on an educational training program, school or courses, in the field of electronics, including all related subjects and fields of information, such as basic electronics, communications, electronic drafting, radio and television service, industrial electronics, or other educational programs.
2. To conduct and carry on research in and related to the field of electronics or consistent therewith.
3. To prepare, sell and distribute educational, promotional, research or other material or products in the field of electronics or related or connected therewith.
4. To establish, operate and carry on demonstration, research, or teaching projects, communications systems, amateur radio stations, educational F. M. stations, or any other activity of any kind helpful to or consistent with the general purposes of the corporation.
5. To generally conduct and carry on research and educational training of all kinds and engage in all activities related thereto or consistent therewith.
6. To buy, sell, hold, improve, rent, mortgage, lease or other wise deal in any real estate or personal property that may be necessary or advisable in connection with the foregoing purposes.
7. To borrow and lend money in furtherance of the foregoing purposes, including the execution of necessary documents to secure the obligations of the Corporation.

8. To buy, sell, acquire, merge, or associate with any other business or activity which may be helpful to the carrying out of the foregoing purposes, or which may be advantageously carried on in conjunction with or incidental to any such purpose.

FOURTH: The principal office of the Corporation is Professional Arts Building, Public Square, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in the State of Maryland, is Donald A. Smith, 1126 Outer Drive, Hagerstown, Maryland, and the said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into 10,000 shares of the par value of Ten Dollars (\$10.00) each.

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 (3); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Donald A. Smith, Alice L. Hoover and Margaret F. Smith.

SEVENTH: The Board of Directors of the Corporation are 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. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its capital stock for cash or for such consideration as the Board of Directors shall consider advisable and for this purpose the Board of Directors shall have the power to determine the actual value of the property, services or other consideration for which the stock is to be issued.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 14<sup>th</sup> day of March, 1963.

Donald A. Smith (SEAL)  
Donald A. Smith

Alice L. Hoover (SEAL)  
Alice L. Hoover

Margaret F. Smith (SEAL)  
Margaret F. Smith

WITNESS:

Catherine M. Hess  
Catherine M. Hess  
Catherine M. Hess

STATE OF MARYLAND, COUNTY OF WASHINGTON: ss,

I HEREBY CERTIFY, that on this 4<sup>th</sup> day of March, 1963, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Donald A. Smith, Alice L. Hoover and Margaret F. Smith and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Catherine M. Hess  
Catherine M. Hess, Notary Public



Commission Expires May 6, 1963.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVING  
MAY 29 9 01 AM '63  
UNDER FILED  
LAND RECORDS SECTION  
G. MERLIN SNYDER  
CLERK

ARTICLES OF INCORPORATION  
OF  
SMITROVER INSTITUTE OF ELECTRONICS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 5, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2078

4

Recorded in Liber J346, folio 90, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles H. [Signature]*

Received for record May 29, 1963 at 9:01 A.M. Liber 12, Receipt No. 204984

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN TRAVEL CLUB INC.

FIRST: We, the undersigned, ARTHUR B. RICHARDS, JR, whose post office address is 61 East Franklin Street, Hagerstown, Maryland; RAYMOND<sup>R</sup> TEWALT, whose post office address is 826 Washington Avenue, Hagerstown, Maryland; and JOHN G. STEFFEY, whose post office address is 203 South Prospect Street, Hagerstown, Maryland, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of 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 ~~the~~ HAGERSTOWN TRAVEL CLUB INC.

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

A. To provide members with an opportunity for social and group activity and exploration in the field of travel through various types of programs.

B. To acquire, own, hold, sell, lease, pledge, mortgage or otherwise dispose of any property, real or personal, necessary to the operation of the Corporation.

C. To borrow money, contract debts, make contracts and to exercise any and all powers as any person could lawfully make, to perform or exercise, which may be necessary, convenient, or expedient for the accomplishment of any of the objects or purposes of the Corporation, providing the same not be inconsistent with the laws of the State of Maryland; and to that end, enumeration of such powers may not be deemed inclusive.

FOURTH: The post office address of the principle office of the Corporation, in this state, is 61 East Franklin Street,

Hagerstown, Maryland; the name and post office address of the resident agent is Arthur B. Richards, Jr., 61 East Franklin Street, Hagerstown, Maryland, said resident agent is a citizen of this state and actually resides therein.

FIFTH: The Corporation shall be without capital stock and shall not operate for a profit.

SIXTH: The number of directors of the Corporation shall not be less than four (4) and not more than ten (10), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall not be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Arthur B. Richards, Jr., Mrs. Joseph Boswell, John Perham, Lois Rowland, John G. Steffey, <sup>Jr</sup> Leona Potts, Glendine Kershner and Mildred Perham.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: Upon dissolution of the Corporation as provided by the laws of the State of Maryland, three (3) members, as a corporation, shall be designated as Trustees who shall liquidate the assets thereof and after paying all debts and liabilities of the Corporation, shall distribute the surplus equally among the members thereof.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 20th day of February, A.D. 1963.

WITNESS:

Arthur B. Richards Jr. (SEAL)  
Arthur B. Richards, Jr.

Katherine L. Magike

Raymond R. Tewalt (SEAL)  
Raymond Tewalt

John G. Steffey Jr. (SEAL)  
John G. Steffey, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this *20th* day of February, A.D. 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Arthur B. Richards, Jr., Raymond Tewart and John G. Steffey, and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

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

*Katherine L. [Signature]*



My Commission Expires:  
May 6, 1963

RECEIVED  
Notary Public  
Washington County, Maryland

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
MAY 29 9 01 AM '63  
LIBER  
LAWD COMPTON  
G. MERLIN SMYDER  
CLERK

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN TRAVEL CLUB INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 1, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2097

4

Recorded in Liber 7346, folio 268, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles R. [Signature]*

3/5/63  
W. S.

Received for record May 29, 1963 at 9:01 A.M. Liber 12,  
Receipt No. 204984

ARTICLES OF INCORPORATION

OF

W. G. PORTER, INC.

THIS IS TO CERTIFY:

FIRST. That we, the subscribers, Emilie Z. Porter, whose postoffice address is 1229 Ravenwood Heights, Hagerstown, Maryland, William G. Porter, Jr., whose postoffice address is 1632 Sherman Avenue, Hagerstown, Maryland, and Omer T. Kaylor, Jr., whose postoffice address is Grice Building, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND. That the name of the corporation (which is hereinafter called the Corporation) is W. G. PORTER, INC.

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

(a) To carry on the general wholesale and retail business of buying and selling and distributing tobacco and tobacco products and other allied products.

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

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

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers of natural products, raw materials, manufac-

tured 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 stock, bonds, or other securities of the Corporation or otherwise.

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

stockholders of this Corporation.

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

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

(i) 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 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 postoffice address of the principal office of the Corporation in this State is 216 West Franklin Street, Hagerstown, Maryland. The resident agent of the Corporation is William G. Porter, Jr., whose postoffice address is 1632 Sherman Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH. The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of one hundred (\$100.00) dollars each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is one hundred thousand (\$100,000.00) dollars.

SIXTH. The Corporation shall have three (3) directors, and Emilie Z. Porter, William G. Porter, Jr., and Omer T. Kaylor, Jr., shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

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

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

securities convertible into shares of its stock, with or without par value, of any class, for such 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 director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or 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, any may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

(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, re-classification 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) 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 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, we have signed these Articles of Incorporation on this 1st day of March, 1963.

*Emilie Z. Porter*  
Emilie Z. Porter

*William G. Porter Jr.*  
William G. Porter, Jr.

*Omer T. Kaylor, Jr.*  
Omer T. Kaylor, Jr.

Witness:

*Ronald Delosier*

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1st day of March, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Emilie Z. Porter, William G. Porter, Jr. and Omer T. Kaylor, Jr. and acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

*Ronald Delosier*  
Notary Public

My commission expires: May 6, 1963



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. *148*  
MAY 29 9 01 AM '63  
LIBR  
LAND OFFICER'S OFFICE  
G. MERLIN SHRYVE  
CLERK

ARTICLES OF INCORPORATION  
OF  
W. G. PORTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 4, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2086

Recorded in Liber 7346, folio 333, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$.....14.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. Porter*

Received for record May 29, 1963 at 9:01 A.M. Liber E2, Receipt No. 204984

ARTICLES OF INCORPORATION

OF

*DEVENGCO, INC.*

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John Young, whose postoffice address is 1324 Potomac Avenue, Hagerstown, Maryland; Jane S. Young, whose postoffice address is 1324 Potomac Avenue, Hagerstown, Maryland; and Omer T. Kayler, Jr., whose postoffice address is Grice Building, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the Corporation) is *DEVENGCO, INC.*

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

(a) To design, develop, sell and market ~~engineering~~ models, tools and tooling, precision components and assemblies of all types, and to perform research, ~~engineering~~ and testing thereon.

(a) 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 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, copartner-

ship or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

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

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

holders of this Corporation.

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

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

(i) 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 such other, 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 corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is c/o Omer T. Kaylor, Jr., Grice Building, Hagerstown, Maryland. The resident agent of the Corporation is John Young, whose postoffice address is 1324 Potomac Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have three directors and John Young, Jane S. Young and Omer T. Kaylor, Jr. shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such 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 Bylaws 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 director may be a member, may be a part 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 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, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 19<sup>th</sup> day of February, 1963.

John Young (SEAL)  
Jane S. Young (SEAL)  
Omer T. Kaylor, Jr. (SEAL)

Witness:

Anna Celosius

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 19th day of February, 1963,  
 before me, the subscriber, a Notary Public of the State of Mary-  
 land, in and for Washington County, personally appeared John Young,  
 Jane S. Young and Omer T. Kaylor, Jr. and severally acknowledged  
 the foregoing Articles of Incorporation to be their respective  
 act.

WITNESS my hand and Notarial Seal.

Anna Celosius  
 Notary Public

My commission expires: May 6, 1963



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED IN  
MAY 29 9 01 AM '63  
CLERK  
G. MERLIN SMYDER  
LAND RECORDS  
CLERK

ARTICLES OF INCORPORATION  
OF  
DEVENOCO, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 26, 1963 at 3:10 o'clock P. M. as in conformity  
with law and ordered recorded.

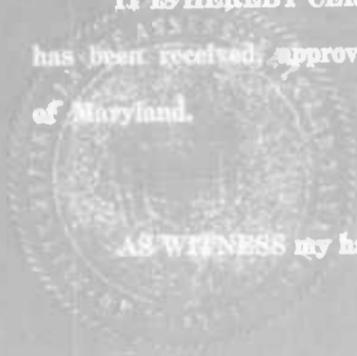
A 2364

Recorded in Liber 349, folio 1, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00...Recording fee paid \$.....11.00...

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record May 29, 1963 at 9:01 A.M. Liber 12, Receipt  
No. 204984

## ARTICLES OF INCORPORATION

OF

## TRUSTEES OF THE PINESBURG BAPTIST CHURCH

THIS IS TO CERTIFY:

That the majority of the persons of the congregation of the Pinesburg Baptist Church in Washington County, Maryland, above the age of twenty-one years, being desirous of electing certain sober and discreet persons to act as trustees in the name and behalf of the Pinesburg Baptist Church and to manage the estate, property, interest, and inheritance of the same after such trustees shall become a body corporate under and in pursuance of the provisions of the Code of Public General Laws of the State of Maryland in such cases made and provided, did assemble together in their meeting house in Pinesburg, Maryland, on October 7, 1962, pursuant to notice; and such members did then and there elect according to the law and common usage of the Church as and for such trustees the following sober and discreet persons, members of said congregation, and above the age of twenty-one years, namely:

Catherine L. Eichelberger  
Route 2  
Williamsport, Maryland

Kenneth M. Hoover  
Route 2  
Williamsport, Maryland

Angelo Zello  
Box 386  
Williamsport, Maryland

Percival R. King  
Keedysville, Maryland

Graham S. Boggs  
336 Daycotah Avenue  
Hagerstown, Maryland

✓  
3/22/63  
W. J.

And the members of said congregation did also then and there determine upon the following plan, agreement, or regulation, to-wit:

Article I - The name of the congregation shall be "PINESBURG BAPTIST CHURCH", and the name of the corporation shall be "TRUSTEES OF THE PINESBURG BAPTIST CHURCH.

Article II - There shall be an annual business meeting of the members of the congregatbn of the Pinesburg Baptist Church on the last Wednesday in September of each and every year, of which notice shall be given to the members in advance. In order to constitute a quorum at any meeting ten per cent of the members of the congregation must be present in person or by proxy.

Article III - Every two years there shall be elected at the annual meeting by the ballot of the members of the congrega- tion above twenty-one years of age five sober and discreet members of the congregation above twenty-one years of age to be the trustees of the corporation for the ensuing two years. No individual shall be considered elected unless he receives a majority of all of the votes of the members present and qualified to vote. In the event there shall be no election at the annual meeting, the trustees then in office shall continue in office until others are elected and qualified.

Article IV - All business of the congregation shall be transacted at the annual business meeting or at special meetings assembled in accordance with the provisions of such by-laws or rules as may hereafter from time to time be adopted in conformity with the laws of the State of Maryland. All such proceedings shall be registered in a good and sufficient record book provided and kept for that purpose.

Article V - All property - real, personal, and mixed, of whatever kind and description and wheresoever situate - shall be held by and in the name of the corporation for the benefit and interest of the congregation and subject to the direction of the majority of the qualified members of the congregation present at meetings lawfully called and held. The corporation shall purchase, sell, mortgage, lease, or otherwise acquire and dispose of any property only when directed so to do by the majority of the qualified members of the quorum and when so directed, the trustees then in office shall authorize their duly elected president or a vice-president and secretary or treasurer for and in the name of the corporation to execute and deliver all requisite deeds, leases, mortgages, or other instruments in writing. The trustees shall elect a president, vice-presidents, a secretary, and a treasurer, whose duties, unless otherwise provided, shall be those usually attendant to such offices. All proceedings of the trustees shall be recorded.

Article VI - The trustees by virtue of their office shall exercise no control or influence whatsoever in the discipline of the congregation.

Article VII - Whenever any trustee shall cease to be a member of the congregation, he shall automatically cease to be a member of the corporation. Whenever any trustee shall cease to be a member of the corporation by reason of his death, resignation, removal, or otherwise, a majority of the remaining trustees shall fill such vacancy by the election of another duly qualified member of the congregation, who shall hold office until the next annual business meeting of the congregation and until his successor is elected and qualified.

Article VIII - The said religious corporation shall be undenominational in character, but nothing contained in these articles shall preclude the said religious corporation from becoming denominational and from placing it under the control or authority of any given religious denomination.

Article IX - That should this religious corporation be dissolved pursuant to the laws of the State of Maryland, then all assets of said corporation shall be converted into cash by the last duly elected trustees or the survivors of them or such other person or persons as shall be duly and legally authorized to do so; and after the payment of all debts and obligations of said religious corporation the balance remaining, if any, shall be distributed and paid to all members of the corporation, whose names appear on the roster, who are twenty-one years of age or over.

Article X - The post office address of the place at which the principal office of the corporation in this state will be located is 336 Daycotah Avenue, Hagerstown, Maryland. The resident agent of the corporation is Graham S. Boggs, whose post office address is 336 Daycotah Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

IN WITNESS WHEREOF the undersigned have executed these Articles of Incorporation this *27th* day of March, 1963.

WITNESS:

Angelo Zello

Catherine L. Eichelberger (SEAL)  
Catherine L. Eichelberger

Janet L. Dwyer

Kenneth M. Hoover (SEAL)  
Kenneth M. Hoover

Janet L. Dwyer

Angelo Zello (SEAL)  
Angelo Zello

WITNESS:

Janet L. Shryock Percival R. King (SEAL)  
Percival R. King

Janet L. Shryock Graham S. Boggs (SEAL)  
Graham S. Boggs

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 21<sup>st</sup> day of March, A.D., 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Catherine L. Eichelberger, Kenneth M. Hoover, Angelo Zello, Percival R. King, and Graham S. Boggs and severally acknowledged the foregoing Articles of Incorporation to be their act.

As witness my hand and Notarial Seal.

Janet L. Shryock  
Janet L. Shryock  
Notary Public

My Commission Expires:  
May 6, 1963



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
MAY 29 9 01 AM '63  
LILLI FOUN  
LAND COMMISSIONER/SALES  
& MSHLM SWIGER  
CLERK

ARTICLES OF INCORPORATION  
OF  
TRUSTEES OF THE PINESBURG BAPTIST CHURCH

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 22, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2353

6

Recorded in Liber 7348, folio 105, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00...

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles H. Martin*

Received for record May 29, 1963 at 9:01 A.M. Liber 12, Receipt  
No. 204984

ARTICLES OF INCORPORATION

OF

BOONSBORO SENIOR HIGH SCHOOL BAND BOOSTERS, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Norman W. Haines, whose postoffice address is Brightwood Drive, Hagerstown, Maryland; C. Donald Meredith, whose postoffice address is Mapleville Road, Boonsboro, Maryland; and Mildred N. Carson, whose postoffice address is Boonsboro, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

BOONSBORO SENIOR HIGH SCHOOL BAND BOOSTERS, INCORPORATED

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

(a) To create and stimulate, throughout our district, an interest in the instrumental music program of the school.

(b) To provide the main source of financial aid needed for a well-rounded instrumental music program.

(c) To provide for and maintain a fund from dues or contributions from its members or by Corporation sponsored functions for the sole purpose of promoting the music program of the Boonsboro Senior High School band.

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,



NS

Live Filed  
LAND RECORDS/CLERK  
G. MERLIN SWICK

MAY 29 9 00 AM '63

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
REGISTER NO. 224224

ARTICLES OF INCORPORATION  
OF  
BOONSBORO SENIOR HIGH SCHOOL BAND BOOSTERS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 14, 1963 at 1:49 o'clock P. M. as in conformity  
with law and ordered recorded.

A 2258

3

Recorded in Liber 7348, folio 54, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

3/11/63  
H.S.  
Received for record May 29, 1963 at 9:01 A.M. Liber 12, Receipt No. 204984

ARTICLES OF INCORPORATION  
OF  
COVENANT UNITED PRESBYTERIAN CHURCH

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, George L. Baldwin, whose postoffice address is 1815 Harwood Avenue, Hagerstown, Maryland; Davis L. Baughman, whose postoffice address is 125 Clearview Road, Hagerstown, Maryland; James R. Wilson, whose postoffice address is Route 2, Smithsburg, Maryland; and Warren H. Bitner, whose postoffice address is Route 1, Hagerstown, Maryland, each being at least twenty-one years of age, elected by the members of the Congregation of Covenant United Presbyterian Church to act as Trustees in the name and on behalf of said Congregation to manage the estate, property, interest and inheritance of the same, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.

SECOND: The name of the Congregation and of the Corporation shall be Covenant United Presbyterian Church.

THIRD: The plan and purpose of the Corporation adopted at the meeting of the members of the Congregation electing the Trustees are as follows:

(1) To adopt a seal and bylaws, to purchase, receive, hold, manage and transfer property, to mortgage, lease, pledge, encumber and hypothecate property and further to facilitate the management of its corporate affairs in such a manner as may be directed by the Covenant United Presbyterian Church from time to time in conformity with the Constitution of the United Presbyterian Church in the United States of America.

(2) To conduct a church for religious purposes of the Presbyterian faith, such purposes being the proclamation of the

Gospel for the salvation of men; the shelter, nurture and spiritual fellowship of the children of God; the maintenance of divine worship; the preservation of the truth; the promotion of social righteousness; and the exhibition of the Kingdom of Heaven to the world.

(3) The trustees who shall be not less than four nor more than twenty-five shall be divided into three classes, one class of whom shall be elected each year at the annual meeting for a three year term. No trustee shall serve on the board of trustees for consecutive terms either full or partial aggregating more than six years but shall be ineligible to serve thereon for a further term until at least one year has elapsed from the expiration of the last term for which he was elected. No one shall be elected trustee who is not a communicant member of full age in good standing of this Church. The trustees shall be elected by the communicant members of the Church in good and regular standing. Vacancies on the board of trustees by reason of death, resignation or removal for other cause shall be filled at the next annual meeting of the Corporation unless the trustees by resolution earlier call a special meeting for such purpose.

(4) For the purpose of conforming with the election and succession of trustees in classes as hereinbefore set forth, Trustee, George L. Baldwin, shall serve until the next annual meeting of the Congregation, at which time his successor shall be elected for a full term of three years; Trustees, Davis L. Baughman and James R. Wilson, shall serve until the annual meeting of the Congregation to be held in 1965, at which time their successors shall be elected for a full term of three years; Trustee, Warren H. Bitner, shall serve until the annual meeting of the Congregation to be held in 1966, at which time his successor shall be elected for a full term of three years.

FOURTH: The Church shall be located in Washington County,

Maryland and the mailing address of the Corporation is 227 Pheasant Trail, Hagerstown, Maryland. The resident agent of the Corporation is R. Noel Spence, whose postoffice address is Grice Building, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

IN WITNESS WHEREOF, we, the Trustees, have signed these Articles of Incorporation on this 7th day of March, 1963.

George L. Baldwin (SEAL)  
George L. Baldwin

Davis L. Baughman (SEAL)  
Davis L. Baughman

James R. Wilson (SEAL)  
James R. Wilson

Witness:

Anna C. Delosier  
Anna C. Delosier

Warren H. Bitner (SEAL)  
Warren H. Bitner

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 7th day of March, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared George L. Baldwin, Davis L. Baughman, James R. Wilson and Warren H. Bitner and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

Anna C. Delosier  
Notary Public  
Anna C. Delosier

My commission expires: May 6, 1963



ARTICLES OF INCORPORATION

B

COVENANT UNITED PRESBYTERIAN CHURCH

STATE DEPT. OF ASSESSMENTS AND TAXATION  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
MAY 29 9 02 AM '63  
LAND RECORDS SECTION  
G. MICHAEL SWIDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 8, 1963 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 2144

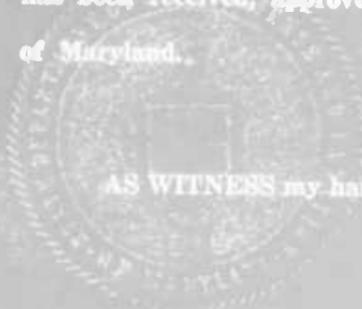
4

Recorded in Liber 7347, folio 84, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$ 10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record May 29, 1963 at 9:01 A.M. Liber 12, Receipt  
No. 204984

467

ARTICLES OF INCORPORATION  
FLAMELESS HEATING SUPPLY INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert N. Bowers and  
Bernice W. Bowers, his wife, whose post office address is 903 Pin Oak Road,  
Hagerstown, Maryland, and Frances I. Wishard, whose post office address is  
2207 Ontario Drive, Hagerstown, Maryland, all 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, associate themselves with  
the intention of forming a corporation by the execution and filing of these  
articles.

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

FLAMELESS HEATING SUPPLY INC.

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

- a. To engage in a general merchandising business.
- b. To manufacture, purchase or otherwise acquire, hold, mortgage,  
pledge, sell, transfer, or in any manner encumber or dispose of goods, wares,  
merchandise, implements, and other personal property or equipment of every  
kind.
- c. To purchase, lease or otherwise acquire, hold, develop,  
improve, mortgage, sell, exchange, let, or in any manner encumber or  
dispose of real property wherever situated.
- d. To carry on and transact, for itself or for account  
of others, the business of general merchants, general brokers,  
general agents, manufacturers, buyers and sellers of, dealers in,  
importers and exporters of natural products, raw materials, manufactured  
products and marketable goods, 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 carries 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, fran-  
chises 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, trade-marks, trade-names, rights processes, formulae, the like, which might be used for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

g. To purchase, or otherwise acquire, hold and re-issue 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, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets, or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

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 State 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 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 2318 Virginia Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Robert M. Bowers whose post office address is 903 Pin Oak Road, Hagerstown, Maryland; said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00)

SIXTH: The Corporation shall have three (3) directors and Robert M. Bowers, Bernice W. Bowers and Frances I. Wishard shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

a. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such 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 director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation, or 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, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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, re-classification 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 to 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 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.

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 re-classify 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 conversions 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, we have signed these Articles of Incorporation on this 6th day of March, A.D. 1963.

Robert N. Bowers (SEAL)  
Robert N. Bowers

Bernice W. Bowers (SEAL)  
Bernice W. Bowers

Frances I. Wishard (SEAL)  
Frances I. Wishard

TEST:

Jack B. Welch  
Jack B. Welch

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 6th day of March, A.D. 1962, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert N. Bowers, Bernice W. Bowers, and Frances I. Wishard, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the same to be their respective act.

WITNESS my hand and Official Notarial Seal.

Notary Commission  
Exp. 6, 1963



Jack B. Welch  
Jack B. Welch - (Notary Public)

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECORD NO. 24444  
MAY 29 9 01 AM '63  
LAND CLERK  
Q. MERLIN SWYDER  
CLERK

ARTICLES OF INCORPORATION  
OF  
FLAMELESS HEATING SUPPLY INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 8, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2181

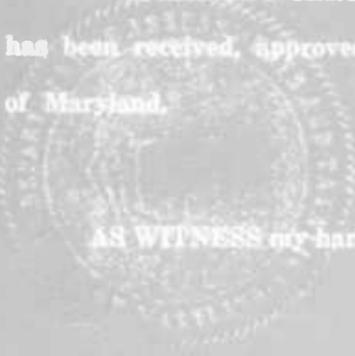
6

Recorded in Liber F346, folio 552, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record June 28, 1963 at 8:53 A. M. Liber 12, Receipt No. 205903

LINCOLNEERS-LINCOLNETTES CLUB,  
WASHINGTON COUNTY, MARYLAND, INC.

ARTICLES OF AMENDMENT

LINCOLNEERS-LINCOLNETTES CLUB, WASHINGTON COUNTY, MARYLAND, INC., A MARYLAND CORPORATION, HAVING ITS PRINCIPAL OFFICES AT CHEWSVILLE, MARYLAND, (HEREINAFTER CALLED CORPORATION) HEREBY CERTIFIES TO THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND THAT:

FIRST: THE CHARTER OF THE CORPORATION IS HEREBY AMENDED BY STRIKING OUT THE SECOND PARAGRAPH OF THE CHARTER (OR CERTIFICATE OF INCORPORATION) OF THIS COMPANY AND INSERTING IN LIEU THEREOF THE FOLLOWING:

"SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE CORPORATION) IS

LINCOLNEERS CLUB, INC."

SECOND: THE CHARTER OF THE CORPORATION IS HEREBY AMENDED BY DELETING PARAGRAPH 3, SUB-SECTION (G) FROM THE ARTICLES OF INCORPORATION.

THIRD: THE CHARTER OF THE CORPORATION IS HEREBY AMENDED BY STRIKING OUT THE THIRD PARAGRAPH, SUB-SECTION (E) AND INSERTING IN LIEU THEREOF THE FOLLOWING:

"(E) TO PROVIDE THROUGH LINCOLNEERS CLUB, INC., A PRACTICAL MEANS TO FORM ENDURING FRIENDSHIPS, AND TO RENDER CHARITABLE SERVICE, AND TO BUILD BETTER COMMUNITIES."

FOURTH: THAT THE DIRECTORS OF THE SAID CORPORATION AT A MEETING DULY CONVENED AND HELD ON THE 28TH DAY OF JANUARY, 1963, ADOPTED A RESOLUTION/IN WHICH WAS SET FORTH THE AFOREGOING AMENDMENTS TO THE CHARTER, DECLARING THAT SAID AMENDMENTS TO THE CHARTER WERE ADVISABLE.

FIFTH: THAT THE AMENDMENTS TO THE CHARTER OF THE CORPORATION AS HEREINABOVE SET FORTH WERE DULY APPROVED BY

UNANIMOUS CONSENT  
/AOF THE MEMBERS OF SAID CORPORATION AT SAID MEETING.

IN WITNESS WHEREOF, SAID CORPORATION HAS CAUSED THESE  
ARTICLES OF AMENDMENTS TO BE DULY SIGNED FOR AND ON ITS  
BEHALF BY ITS PRESIDENT AND HAS CAUSED ITS CORPORATE SEAL  
TO BE HEREUNTO DULY ATTACHED DULY ATTESTED BY ITS SECRETARY.



LINCOLNEERS-LINCOLNETTES CLUB  
WASHINGTON COUNTY, MARYLAND, INC.

By: Patrick J. Smith  
PATRICK J. SMITH, PRESIDENT

ATTEST AS TO CORP. SEAL:

Joseph H. Sardella  
JOSEPH H. SARDELLA

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 10th DAY OF April , 1963,  
BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE  
STATE AND COUNTY AFORESAID, PERSONALLY APPEARED PATRICK  
J. SMITH, PRESIDENT AND JOSEPH H. SARDELLA, SECRETARY, OF  
THE LINCOLNEERS-LINCOLNETTES CLUB, WASHINGTON COUNTY,  
SEVERALLY  
MARYLAND, INC., WHO DID/MAKE OATH IN DUE FORM OF LAW THAT  
HE IS AND WAS THE PRESIDENT AND SECRETARY OF THE ABOVE  
AND ALSO SECRETARY  
NAMED CORPORATION/AT THE SPECIAL MEETING OF MEMBERS ALLEGED  
IN THE ABOVE ARTICLES OF AMENDMENT AND WHO MADE FURTHER  
OATH IN DUE FORM OF LAW THAT THE MATTERS AND FACTS SET FORTH  
IN THE AFOREGOING ARTICLES OF AMENDMENT ARE TRUE TO THE  
BEST OF THEIR KNOWLEDGE INFORMATION AND BELIEF.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Helvin L. Shipley  
HELVIN L. SHIPLEY  
NOTARY PUBLIC



My Comm. Exp.  
May 6, 1963

ARTICLES OF AMENDMENT  
OF  
LINCOLNEERS-LINCOLNETTES CLUB,  
WASHINGTON COUNTY, MARYLAND, INC.  
changing its name to  
LINCOLNEERS CLUB, INC.

STATE OF MD. WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECORDING NO. 2872  
JUN 28 8 53 AM '63  
LISA J. COOK  
LAND CLERK/C/SALES  
G. MERLIN SHYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 23, 1963 at 3:43 o'clock P. M. as in conformity  
with law and ordered recorded.

A 2872

3

Recorded in Liber 353, folio 369, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

476

RJM:lvd 7 3/14/63 31798

Received for record June 28, 1963 at 8:53 A.M. Liber 12, Receipt No. 205903

PANGBORN CORPORATION  
ARTICLES OF AMENDMENT

PANGBORN CORPORATION, a Maryland Corporation, having its principal office in Washington County, Maryland, (sometimes hereinafter referred to as PANGBORN), hereby certifies to the State Department of Assessment And Taxation of Maryland, that:

FIRST: The Charter of PANGBORN is hereby amended by striking out Sections 1 and 2 of paragraph First of the Articles of Incorporation as set forth in the Articles of Restatement of the Charter of the Corporation dated June 22, 1959 and inserting in lieu thereof the following:

1. The name of the Corporation is PANGBORN INVESTMENT COMPANY.

2. The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are the following:

(a) To carry on the business of an investment company and for that purpose to employ persons, firms or corporations as financial advisers or for any other purpose in connection with the business or operations of the Corporation.

(b) To purchase, lease, hire or otherwise acquire, hold, own, develop, improve, mortgage and in any manner dispose of, and to aid and subscribe toward the acquisition, development or improvement of, real and personal property, and rights and privileges therein suitable or convenient for any of the business of the Corporation.

(c) To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has

the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

(d) To apply for, obtain, purchase or otherwise acquire any copyrights, licenses, trade-marks, trade-names, rights and the like which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop and grant licenses in respect of, and sell and otherwise turn the same to account.

(e) To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with any shares of stock, bonds, debentures, notes, mortgages, obligations or other securities, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same, or representing any other rights or interest therein or in any property or assets issued or created by any persons, firms, associations, corporations, syndicates or by any governments, Federal, State or foreign, or subdivisions thereof, and to possess and exercise in respect thereof any and all of the rights, powers and privileges of individual holders.

(f) To purchase or otherwise acquire, and to hold, sell or otherwise dispose of and to retire, redeem or reissue shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

(g) To borrow or raise money for any purpose of the Corporation, and to issue bonds, debentures, notes or any obligation of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or otherwise acquired, or for any lawful consideration, and to secure the repayment thereof and the interest thereon by mortgage, pledge, 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 that time owned or thereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the Corporation for its corporate purposes.

(h) To aid in any manner any person, firm, association, corporation or syndicate, of which any shares of stock, bonds, debentures, notes, mortgages and other obligations or any securities or other certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interest therein are held by or for this Corporation or in the welfare of which this Corporation shall have any interest and to do any acts or things designed to protect, preserve, improve or enhance the value of any such property or interest or any other property of this Corporation.

(i) To guarantee the payment of dividends upon any shares of stock or the performance of any contract by any other corporation or association in which the Corporation has an interest, and to underwrite or otherwise guarantee the payment of the principal and interest, or either, of any bonds,

debentures, notes or other evidences of indebtedness created by any other such corporation or association.

(j) To carry out all or any part of the foregoing objects as principals, factors, agents, contractors or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contract, and to do any acts and things and to exercise any power suitable or convenient or proper for the accomplishment of the objects and purposes herein enumerated or incident to the powers herein specified or which at any time may appear conducive to or expedient for the accomplishment of any such objects and purposes.

(k) And, in general, to exercise and enjoy all other powers, rights and privileges granted to or conferred upon corporations of this character by the General Laws of the State of Maryland, now or hereafter in force; and the purposes and powers specified in the clauses of this Section 2 of Article FIRST of this certificate shall, except when otherwise expressed in said clause, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this or any other paragraph in this certificate, but the purposes and powers specified in each of the clauses of this Section 2 shall be regarded as independent purposes and powers, and the specification herein contained of particular powers of the Corporation is not intended to be, and is not, in limitation but in furtherance of the powers granted to corporations under the General Laws of the State

of Maryland under and in pursuance of the provisions of which the Corporation is formed.

SECOND: The Board of Directors of Pangborn at a special meeting duly convened and held on the 19th day of March, 1963, adopted a resolution in which was set forth the foregoing amendment to the Charter of Pangborn, declaring that the said amendment of the Charter of Pangborn was advisable and directing that it be submitted for action thereon at the annual meeting of the stockholders of Pangborn to be held on the 3rd day of April, 1963.

THIRD: Notice setting forth a summary of the changes to be effected by said amendment of the Charter of Pangborn and stating that a purpose of the meeting of the stockholders would be to take action thereon was given as required by law to all stockholders entitled to vote thereon.

FOURTH: The amendment of the Charter of Pangborn as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of more than two-thirds of all the votes entitled to be cast thereon.

FIFTH: The amendment of the Charter of Pangborn as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of Pangborn, all in accordance with the Charter of Pangborn and the laws of Maryland.

IN WITNESS WHEREOF Pangborn Corporation has caused these Articles of Amendment 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 this 18<sup>th</sup> day of April, 1963.

PANGBORN CORPORATION

By Ralph M. Trent

President RALPH M. TRENT

Attest:  
  
Helen R. Fisher  
 Secretary HELEN R. FISHER

STATE OF MARYLAND, COUNTY OF WASHINGTON: SS

I HEREBY CERTIFY that on the            day of April, 1963, before me the subscriber a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Ralph M. Trent, President of Pangborn Corporation, a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time, personally appeared Helen R. Fisher, and made oath in due form of law that he was secretary of the meeting of the stockholders of said Corporation at which the amendment of the Charter of the Corporation therein set forth was approved and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal the day and

~~year~~ last above written.  
  
 TO BE FILED IN THE OFFICE OF THE CLERK OF THE DISTRICT COURT OF THE DISTRICT OF COLUMBIA

Blainett Huey  
 Notary Public  
 BLAINETT HUEY

ARTICLES OF AMENDMENT  
OF  
PANGBORN CORPORATION  
changing its name to  
PANGBORN INVESTMENT COMPANY

STATE OF MD. WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 205122  
JUN 20 8 53 AM '63  
LIBER SOLD  
LAND COMPTROLLER  
G. MERLIN SWYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 19, 1963 at 9:02 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2792

7

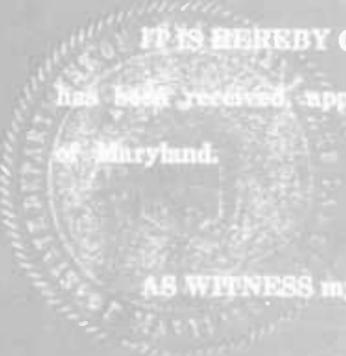
Recorded in Liber 354, folio 365, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....12.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



*[Handwritten Signature]*

Received for record June 28, 1963 at 8:53 A.M. Liber 12, Receipt No. 205903

ARTICLES OF SALE OF ALL OR SUBSTANTIALLY ALL OF THE PROPERTY AND ASSETS OF PANGBORN CORPORATION, A CORPORATION ORGANIZED UNDER THE LAWS OF MARYLAND, TO THE PANGBORN CORPORATION, A CORPORATION ORGANIZED UNDER THE LAWS OF DELAWARE.

Pursuant to Section 70 of Article 23 of the Annotated Code of Maryland (1957 Edition).

FIRST: Pangborn Corporation, a corporation organized and existing under the laws of the State of Maryland (hereinafter sometimes called "Pangborn") agrees to sell substantially all of its property and assets, other than its cash, government and municipal securities and insurance on the lives of its officers and employees. The terms and conditions thereof and the mode of carrying the same into effect are as herein set forth in these Articles of Sale.

SECOND: The name of the Transferee of such property and assets is The Pangborn Corporation (hereinafter sometimes called "Transferee"), and the Post Office address of the principal place of business of Transferee in Maryland is Pangborn Boulevard, Hagerstown, Maryland.

THIRD: The parties to these Articles of Sale are Pangborn Corporation, a corporation organized and existing under the laws of the State of Maryland and The Pangborn Corporation, a corporation organized and existing under the laws of the State of Delaware. Said The Pangborn Corporation was incorporated on the 21st day of March, 1963, under the general laws of the State of Delaware and is not qualified to do business in this state. It proposes to qualify in this state immediately after the filing of these Articles of Sale.

FOURTH: The nature and amount of the consideration to be paid, transferred or issued by Transferee for the property and assets of Pangborn, the transferor corporation is \$ 10,434,642.22 and the assumption by Transferee of all of the liabilities of Pangborn.

FIFTH: The principal office of Pangborn is located in

Hagerstown, Washington County, Maryland. Washington County, Maryland, is the only county in this state in which Pangborn owns property, the title to which could be effected by the recording of an instrument among the land records. The principal office in this state of Transferee, is located at Hagerstown, Washington County, Maryland.

SIXTH: The location of the principal office of Transferee corporation in the state of its incorporation, is 100 W. Tenth Street, Wilmington, Delaware, and the name and post office address of a resident agent of Transferee in Maryland, service of process upon whom shall bind such corporation in any action, suit or proceeding pending at the time of the filing of these Articles of Sale or thereafter instituted or filed against it under the provisions of Sections 65-73 inclusive of Article 23 of the Code of Public General Laws of Maryland (1957 Edition), until the appointment of a substitute resident agent is duly certified to the State Department of Assessments and Taxation of Maryland, is The Corporation Trust Incorporated, whose address is First National Bank Building, Baltimore, Maryland.

SEVENTH: These Articles of Sale were (a) duly advised by the Board of Directors of Pangborn by the adoption on the 19th day of March, 1963, of a resolution declaring said sale therein proposed advisable substantially upon the terms and conditions set forth in these Articles of Sale and directing that said proposed Articles of Sale be submitted for action thereon at the annual meeting of the stockholders of Pangborn; and (b) duly approved by the stockholders of Pangborn in the manner and by the vote required by Section 66 of Article 23 of the Code of Public General Laws of Maryland (1957 Edition), at the said meeting of the stockholders held on the 3rd day of April, 1963, by the affirmative vote of more than two-thirds of the votes which all of the outstanding stock of Pangborn was entitled to cast at said meeting.

EIGHTH: The sale to be effected by these Articles of Sale was duly advised and authorized and approved by the said Transferee in the manner and by the vote required by the charter of such corporation and by the laws of the State of Delaware, its state of incorporation.

IN WITNESS WHEREOF Pangborn Corporation and The Pangborn Corporation, the parties hereto, have caused these Articles of Sale to be signed in their respective corporate names and on their behalf by their respective Presidents or Vice Presidents and their corporate seals to be hereunto affixed, attested by their respective Secretaries or Assistant Secretaries, all as of the 18th day of April, 1963.

*Helen R. Fisher*  
 Secretary  
 HELEN R. FISHER

*Helen R. Fisher*  
 Secretary  
 HELEN R. FISHER

STATE OF MARYLAND  
 1963  
 COUNTY OF WASHINGTON

PANGBORN CORPORATION

By *Ralph M. Trent*  
 President  
 RALPH M. TRENT  
 THE PANGBORN CORPORATION

By *Edward A. Montgomery*  
 Vice President  
 EDWARD A. MONTGOMERY

ss.

I HEREBY CERTIFY that on this 18th day of April, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County aforesaid, personally appeared

*Ralph M. Trent*, President of Pangborn Corporation, a corporation organized and existing under the laws of Maryland and in the name and on behalf of such corporation acknowledged the afore-going Articles of Sale to be the corporate act of such corporation; at the same time personally appeared *Helen R. Fisher* and made oath in due form of law that she was the Secretary of the meeting of the stockholders of the said corporation at which the said Articles were approved and that said Articles were duly advised by

the Board of Directors and approved by the Stockholders of the said corporation in the manner and by the vote stated in said Articles of Sale.

WITNESS my hand and Notarial Seal the day and year hereinabove written.



*Blainett Duey*  
Notary Public  
BLAINETT DUEY

STATE OF MARYLAND }  
COUNTY OF WASHINGTON } ss.

I HEREBY CERTIFY that on this *18th* day of *April*, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington aforesaid, personally appeared *Edward A. Montgomery, Vice* President of The Pangborn Corporation, a corporation organized and existing under the laws of the State of Delaware and in the name and on behalf of such corporation acknowledged the foregoing Articles of Sale to be the corporate act of said corporation and further acknowledged that said Articles were duly advised, authorized and approved by said corporation in the manner and by the vote required by the laws of the State of Delaware and by the charter of said corporation.

WITNESS my hand and Notarial Seal the day and year hereinabove written.



*Blainett Duey*  
Notary Public  
BLAINETT DUEY

ARTICLES OF SALE

OF

THE FANGBORN CORPORATION - a Del. corp.

from

PANGBORN CORPORATION - a Md. corp. Transferor

STATE OF MD. COUNTY WASHINGTON RECEIVED FOR RECORD JUN 28 8 53 AM '63 LAND & MORTGAGE SALES C. MERLIN SANDER CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland April 19, 1963 at 9:00, o'clock A. M. as in conformity with law and ordered recorded.

A 2793

Recorded in Liber 354, folio 560, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$10.00.....  
2.00 Certif. to Land Rec. Off. Washington Co.  
12.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record June 12, 1963 at 8:53 A.M. Liber 12, Receipt No. 205903

ARTICLES OF INCORPORATION  
OF  
WASHINGTON COUNTY MILK CO., INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Joseph J. Kirk, whose post office address is 715 Maple Avenue, DuBois, Pennsylvania, Vinetta H. Kirk, whose post office address is 715 Maple Avenue, DuBois, Pennsylvania, and Robert E. Kuczynski, whose post office address is Williamsport, Maryland, each being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: "WASHINGTON COUNTY MILK CO., INC."

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

1. To purchase, sell and deal in milk and cream and other dairy products, and to manufacture, store, purchase and sell, at wholesale and retail, milk, dairy and food products and the by-products thereof, and to conduct such other lines of business as may be necessary for carrying on a general dairy business.
2. 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.
3. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee,

assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

4. To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland. The said Corporation shall enjoy and exercise all the powers and rights conveyed by Statute upon the Corporation, and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the General Powers conferred by law.

FOURTH: The post office address of the principal office of the Corporation in this State is: #206 Second National Bank Bldg., Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is: Leo H. Miller, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The Corporation shall have three directors, and Joseph J. Kirk, Vinetta H. Kirk and James R. Kirk shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

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:

1. 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.

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

EIGHTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 25th day of April, 1963.

WITNESS:

Joseph J. Kirk (SEAL)  
Joseph J. Kirk

Vinetta H. Kirk (SEAL)  
Vinetta H. Kirk

Robert E. Kuczynski (SEAL)  
Robert E. Kuczynski

Olive R. Shupp  
Olive R. Shupp

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 25th day of April, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph J. Kirk, Vinetta H. Kirk and Robert E. Kuczynski, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

My commission expires:  
May 6, 1963.

Olive R. Shupp  
Notary Public  
Olive R. Shupp  


ARTICLES OF INCORPORATION  
OF  
WASHINGTON COUNTY MILK CO., INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECORDED  
APR 26 1963  
CLERK  
RECORDED  
WASHINGTON COUNTY  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 26, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2940

Recorded in Liber 354, folio 322, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County



IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

4/29/63  
w. s.  
R.S.  
Received for record June 28, 1963 at 8:53 A.M. Liber 12, Receipt No. 205903

KIRK FORD SALES, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Lem E. Kirk, whose post office address is Main Street, Hancock, Maryland; Leo S. Shives, whose post office address is Maryland Avenue, Hancock, Maryland; and John A. Latimer, Jr., whose post office address is 134 W. Washington Street, Hagerstown, Maryland; each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of 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

KIRK FORD SALES, INC.

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

1. To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.
2. To engage in the retail and wholesale sales of auto parts and accessories.
3. To engage in and to own, operate and run, conduct and manage a business engaged in repairing and reconditioning automobiles, automotive and mechanical products, and other personal property of any and every sort, character, nature, and description, and to do such other things as are incidental, proper, or necessary to the operation of the business, or to carrying out of any or all of the purposes.
4. To engage in the business of buying, selling, distributing, leasing, servicing, repairing, and otherwise dealing in agricultural implements, vehicles, materials, machinery, and equipment, and in implements, vehicles, materials, machinery, and equipment of allied lines.
5. To render services in connection with storage of automobiles and to store same, and to perform all services necessary and incidental to such storage,

including the selling and supplying of gasoline, oil, and other petroleum products, automobiles accessories, electrical appliances, and equipment.

6. To manufacture, purchase, import, or otherwise acquire, sell, rent, repair, take upon storage, exchange, export, and otherwise deal in and dispose of any or all of the following: motors, engines, or other machinery or contrivances for the generation of steam, electricity, gasoline or other forms of power now known or which may be hereafter discovered; automobiles, cars, trucks, carriages, wagons, boats, airplanes and airships, and vehicles of every kind and description for the transportation of passengers or goods; machinery, machine supplies, and engineering appliances, hardware, tools, parts, batteries, self-starters, magnetos, igniters, tires, rims, wagon and carriage bodies and all other accessories, apparatus, and appliances; and fuel, oils, and other materials useful in connection with the ownership, use, or enjoyment of any of the above.

7. To make, sell, distribute, and supply gas and residual products for lighting, heating, manufacturing, or mechanical purposes, in the Town of Hancock and adjoining towns, or for either or any of such purposes, with all the rights and privileges and powers, and subject to all the restrictions and liabilities, by law incident to corporations of a similar nature.

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

9. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

10. To purchase, sell, mortgage, lease, improve, invest and deal in real estate, wherever situate, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description; to borrow and lend money in furtherance of the businesses of the Corporation and to execute necessary documents

to secure obligations of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is West Main Street, Hancock, Maryland. The name and post office address of the resident agent of the Corporation in this State is Lem E. Kirk, Main Street, Hancock, Maryland. Said resident agent is a citizen of this State and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is Two Hundred Thousand Dollars (\$200,000.00), par value, divided into Two Thousand (2000) shares of the par value of One Hundred Dollars (\$100.00) each.

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; and the names of the Directors who shall act until the first annual meeting or until their successors are fully chosen and qualified are Lem E. Kirk, Leo S. Shives and John A. Latimer, Jr.

SEVENTH: 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 22<sup>nd</sup> day of April, 1963.

WITNESS:

Catherine M. Hess  
Catherine M. Hess

Lem E. Kirk (SEAL)  
Lem E. Kirk

Catherine M. Hess  
Catherine M. Hess

Leo S. Shives (SEAL)  
Leo S. Shives

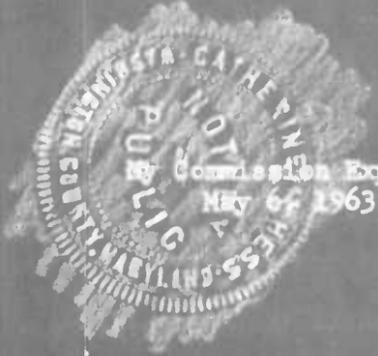
Catherine M. Hess  
Catherine M. Hess

John A. Latimer, Jr. (SEAL)  
John A. Latimer, Jr.

STATE OF MARYLAND, COUNTY OF WASHINGTON: To-wit:

I HEREBY CERTIFY, that on this 22<sup>nd</sup> day of April, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Lem E. Kirk, Leo S. Shives and John A. Latimer, Jr. and severally acknowledged the foregoing Articles of Incorporation to be their act.

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



*Catherine M. Hess*  
Catherine M. Hess, Notary Public

ARTICLES OF INCORPORATION  
OF  
KIRK FORD SALES, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED 8/23/63

JUN 18 8 53 AM '63

CLERK  
LAND & MORTGAGE SALES  
S. MERLIN SHYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 23, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2854

5

Recorded in Liber F353, folio A12, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



*Charles W. Butts*

Received for record June 28, 1963 at 8:53 A.M. Liber 12, Receipt No. 205903

ARTICLES OF INCORPORATION  
OF  
BYRD'S AUTO EXCHANGE, INCORPORATED

THIS IS TO CERTIFY:

1. That We, Kenneth W. Byrd, 800 Corbett Street, Hagerstown, Washington County, Maryland; Dorothy I. Byrd, 800 Corbett Street, Hagerstown, Washington County, Maryland; and Harold H. Hoffman, Room 308 Wareham Building, 138 W. Washington Street, Hagerstown, Washington County, Maryland, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

2. The name of the corporation is:

BYRD'S AUTO EXCHANGE, INCORPORATED.

3. The purposes for which and any of which this corporation is formed and the business or objects to be carried on and promoted by it are as follows:

A- To buy, sell both wholesale and retail, service and repair automobiles and automobile equipment and accessories and parts of all kinds and description.

B- The purchase and sell wholesale and retail all types of automobile accessories, equipment, tools, parts, equipment, etc., in fact, to buy and sell and service and repair all merchandise having any relation to the automobile industry.

C- To engage in and carry on a business of importing, exporting, manufacturing, producing, buying and selling and otherwise dealing in and with goods, wares, merchandise of any and every class or description.

D- To engage in and carry on any other business which may be conveniently included in connection with any of the business of this corporation which business is principally the buying and selling of automobiles, used and new, automobile accessories, equipment and parts of all kinds, tools and machinery of all kinds.

E- To purchase, lease, hire or otherwise acquire, hold or develop, improve and dispose of and to aid and subscribe towards the acquisition, development or improvement of any real and personal property and rights and privileges and therein suitable or convenient for any of the business.

F- To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate and to aid and subscribe towards the acquisition of, construction and improvement of mills, factories, plants, works, buildings, machinery and equipment and facilities or any other property or accessories or appliances which may appertain or be used in and for the conduct of any of the business of the corporation.

G- To acquire all or any part of the good will, rights, property and business of any person, firm or organization, association or corporation heretofore or hereafter engaged in, any business similar to any business which the corporation has the power to conduct and so hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired and to assume in connection therewith any liability of any such person, firm, association or corporation.

H- To apply for and obtain, purchase or otherwise acquire any patents, copyrights, licenses, trade-marks, trade-names, rights, processes, formulae and the like which may seem capable of being 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.

I- 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 share 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 any other state, territory, district,

colony or dependency of the United States of America, or 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 the Corporation.

J- And in general to carry on any lawful business and to have and exercise all powers, rights, privileges carried on, conferred upon the corporation of this character by the said general laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon a corporation of this character by the General Laws now or hereafter enforced; the enumeration of certain powers as herein specified are not intended to exclude any such powers, rights or privileges.

4. The principal office of said Corporation in the State of Maryland will be located at 800 Corbett Street, in Hagerstown, Washington County, Maryland, and the resident agent of said Corporation in the State of Maryland is Kenneth W. Byrd, whose address is 800 Corbett Street, Hagerstown, Maryland, said agent is a resident of the State of Maryland, and actually resides therein.

5. The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars; of the authorized capital stock, there shall be One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars per share in common stock.

The following is a description of the class of stock with the voting powers, restrictions and qualifications thereof;

COMMON STOCK

The Common Stock shall be vested with exclusive voting power for the election of the Directors and for all other purposes except as may be otherwise provided by Statute.

And the Board of Directors shall have the power subject to any limitations or restrictions set forth in the Charter and to the limitations or restrictions set forth with respect to Charter Amendments to classify or reclassify any unissued stock by fixing or altering in any one or more specified respects from time to time before the issuance of said stock the preference voting powers, instructions and qualifications of, the fixed annual dividends on and the terms and prices of redemption of such stock.

6. The Board of Directors are hereby empowered to authorize the issuance from time to time of not exceeding One Thousand (1000) shares fully paid and non assessable shares of common stock of the Corporation for money not less than One Hundred (\$100.00) Dollars per share thereof subject to such restrictions, if any, as may be set forth in the By-laws of the Corporation.

7. The said Corporation shall have three (3) directors, Kenneth W. Byrd, Dorothy I. Byrd, and Harold H. Hoffman, who shall act as such until the First Annual Meeting or until their successors are duly chosen and qualified.

8. The management of the property, business and affairs of the Corporation shall be vested in the Board of Directors who shall dictate its general business policy, and subject to any provisions of the Laws of the State of Maryland, or to the vote of its stockholders to determine all matters and questions pertaining to the business and affairs. In addition to the aforesaid business powers and to the powers conveyed by the Statute, the Board of Directors shall have the power to fix and vary amounts to be reserved as working capital; to direct and determine the use and disposition of any surplus and net profits over and above the capital stock paid in; to determine whether any, and if any, what part of any surplus or net profits shall be declared in dividends, and when to be paid to the stockholders; and at its discretion

the Board of Directors may use and apply any surplus, or accumulated profits in purchasing or acquiring bonds or other obligations.

9. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders;

The Board of Directors of the Corporation is hereby empowered to authorize the issuance of Four Hundred (400) shares of fully paid and non-assessable stock of the par value of One Hundred (\$100.00) Dollars each of Common Stock to Mr. Kenneth W. Byrd, for the following consideration, Forty Thousand (\$40,000.00) Dollars interest of the business conducted by the said Kenneth W. Byrd, individually, at cor. Wilson & Virginia Ave., Hagerstown, Maryland, doing business as Ken Byrd's Auto Exchange, which consists of the stock, parts, equipment, supplies, used automobiles, office equipment, stationery, etc., located the place of business, at corner of Wilson Blvd., and Virginia Avenue, Hagerstown, Md.

10. The Board of Directors are hereby empowered to authorize the issuance from time to time shares of its stock of any class whether now or hereafter authorized for such considerations as the Board of Directors may deem advisable subject to such restrictions or limitations if any as set forth in the By-Laws of the Corporation.

11. The duration of the Corporation shall be perpetual.

12. The above granted powers to the Corporation and Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the Board of Directors of the Corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and Seals this 5<sup>th</sup> day of April, A. D., 1963.

WITNESS:

*Kenneth W. Byrd* (SEAL)  
KENNETH W. BYRD

*Dorothy I. Byrd* (SEAL)  
DOROTHY I. BYRD

*Harold H. Hoffman* (SEAL)  
HAROLD H. HOFFMAN

*Margaret S. Green*

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

On this 5<sup>th</sup> day of April, A. D., 1963, before me, the undersigned Officer, a Notary Public of the State and County aforesaid, personally appeared Kenneth W. Byrd and Dorothy I. Byrd, and Harold H. Hoffman, all of whom being personally known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did acknowledge foregoing instrument to be their respective act and deed, and further that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

  
Margaret S. Greene, Notary Public



My Comm. Ex: May 6, 1963

ARTICLES OF INCORPORATION  
OF  
BYRD'S AUTO EXCHANGE, INCORPORATED

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED  
JUN 20 8 53 AM '63  
LUCAS  
LAND RECORDS  
G. MARLON STYON  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 17, 1963 at 10:34 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2773

7

Recorded in Liber F353, folio 41, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....12.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESSED my hand and seal of the said Department at Baltimore.

*Charles M. Styer*

4/15/63  
W. X.

Received for record June 28, 1963 at 8:53 A.M. Liber 12, Receipt No. 205903

ARTICLES OF INCORPORATION  
OF  
BLUE AND GRAY YOUTH BRIGADE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Mrs. Virginia Hammond, whose Post Office Address is Keedysville, Maryland, Eston Munday, whose Post Office Address is 2006 Lexington Avenue, Hagerstown, Maryland and Angelo L. Palladino, whose Post Office Address is 309 Liberty Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of a corporation associate themselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is ~~the~~ BLUE AND GRAY YOUTH BRIGADE, INC.

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

To organize and operate an association exclusively for educational and recreational purposes, no part of the net earnings of which is to inure to the benefit of any member, shareholder or other individual.

For the general purposes aforesaid, and limited to those purposes, the Corporation shall have the following powers and purposes:

(a) To promote and provide supervised competitive close order and extended order drilling and military exercises; to teach and implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and reverence, so that said children may be finer, stronger and happier and will grow to be good, clean, healthy adults; to purchase or lease, and to maintain and operate buildings, playing fields or other structures

as incidental to the above purposes, and to sell, lease, mortgage or otherwise dispose of the same.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is Second National Bank Building, Hagerstown, Maryland. The resident agent of the Corporation is William J. Dwyer, whose post office address is Second National Bank Building, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock. The following shall be the first members of the Corporation: Virginia Hammond, Eston Munday and Angelo L. Palladino. Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the By-Laws, which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than three (3); and the names of the directors who shall act until duly qualified are: Virginia Hammond, Eston Munday and Angelo L. Palladino.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 25<sup>th</sup> day of January, 1963.

Virginia Hammond  
Virginia Hammond

Eston Munday  
Eston Munday

Angelo L. Palladino  
Angelo L. Palladino

WITNESS AS TO ALL:

Norma A. Scadella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, this 25<sup>th</sup> day of January, A.D., 1963, before me, the subscriber, a Notary Public of the State of Maryland in and for Washington County, personally appeared Virginia Hammond, Eston Munday and Angelo L. Palladino and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and official Notarial Seal the day and date last above written.



Norma A. Sardella  
Notary Public

Commission Expires:  
1/15/63

508  
✓ NS

ARTICLES OF INCORPORATION  
OF  
BLUE AND GRAY YOUTH BRIGADE, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED  
APR 15 1963  
CLERK OF THE COURT  
G. W. WILSON, CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 15, 1963 at 4:25 o'clock P. M. as in conformity  
with law and ordered recorded.

A 2715

4

Recorded in Liber 332, folio 411, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles H. ...*

4/9/63  
W.

Received for record June 28, 1963 at 8:53 A.M. Liber 12, Receipt No. 205903

ARTICLES OF INCORPORATION  
OF  
GRAFF TRADING, INC.

THIS IS TO CERTIFY:

FIRST. That we, the subscribers, Vincent J. Graff, whose postoffice address is Boonsboro, Route #1, Washington County, Maryland, Mary C. Graff, whose postoffice address is Boonsboro, Route 1, Washington County, Maryland, and Anna G. Urban, whose postoffice address is 416 East 71st Street, New York City, New York, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND. That the name of the corporation (which is hereinafter called the Corporation) is GRAFF TRADING, INC.

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

(a) To carry on a general mercantile or merchandise business and to purchase, sell, and deal in such goods, supplies and merchandise as are or may be sold in a general store, such articles of merchandise to include alcoholic beverages, confections and any and all other food products.

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

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

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers 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 stock, bonds, or other securities of the Corporation or otherwise.

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

corporate purposes.

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

The foregoing enumeration of the purposes, objects and 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 corporations which are contained in the general laws of this State.

FOURTH. The postoffice address of the principal office of the Corporation in this State is Boonsboro, Route 1, Washington County, Maryland. The resident agent of the Corporation is Mary C. Graff, whose postoffice address is Boonsboro, Route 1, Washington County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH. The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of one hundred (\$100.00) dollars each, all of which shares are of one class and are designated Common Stock.

The aggregate par value of all shares having par value is one hundred thousand (\$100,000.00) dollars.

SIXTH. The Corporation shall have three (3) directors, and Vincent J. Graff, Mary C. Graff, and Anna G. Urban, shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

SEVENTH. The following provisions are hereby adopted for the purpose of defining, limiting and regulation 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 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 director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this

Corporation who is also a director or officer of such other corporation or 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, any may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) 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, we have signed these Articles of Incorporation on this 18<sup>th</sup> day of March, 1963.

Witness:

<u>Anna C. Delosier</u> Anna C. Delosier	<u>Vincent J. Graff</u> Vincent J. Graff
<u>Joseph Windt</u> Joseph Windt	<u>Mary C. Graff</u> Mary C. Graff
	<u>Anna G. Urban</u> Anna G. Urban

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 18<sup>th</sup> day of March, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Vincent J. Graff, and Mary C. Graff, ~~xxxxxxx~~ and acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

My commission expires: May 6, 1963

Anna C. Delosier  
Notary Public  
Anna C. Delosier



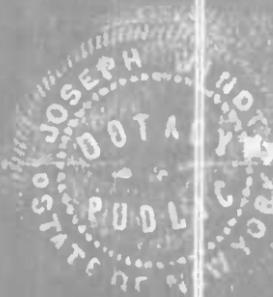
STATE OF NEW YORK, NEW YORK COUNTY, to-wit:

I HEREBY CERTIFY, that on this 28<sup>th</sup> day of March, 1968,  
before me, the subscriber, a Notary Public of the State of New  
York, in and for New York County, personally appeared Anna Urban<sup>G.</sup>  
and acknowledged the foregoing Articles of Incorporation to be  
her act and deed.

WITNESS my hand and Notarial Seal.

*Joseph Winot*  
Notary Public

NOTARY PUBLIC, State of New York  
No. 31-430200  
Qualified in New York County  
Commission Expires March 30, 1969



My commission expires:

JOSEPH WINOT  
Notary Public, State of New York  
No. 31-430200  
Qualified in New York County  
Commission Expires March 30, 1969

ARTICLES OF INCORPORATION  
OF  
GRAFF TRADING, INC.

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 2452

JUN 28 8 53 AM '63

CLERK  
LAWD, C. MORRIS  
G. MERLIN SNIDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 8, 1963 at 10:39 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2624

Recorded in Liber 7351, folio 512, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....12.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Handwritten signature*

Received for record June 28, 1963 at 8:53 A. M. Liber 12, Receipt No. 205903

ARTICLES OF INCORPORATION

OF

THE CLUB ASSOCIATION OF WASHINGTON COUNTY, INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, FRED R. ROHRER, WHOSE POST OFFICE ADDRESS IS 1204 HAMILTON BOULEVARD, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; E. LEROY KARN, JR., WHOSE POST OFFICE ADDRESS IS 136 BROADWAY, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; AND MELVIN C. JENNINGS, WHOSE POST OFFICE ADDRESS IS CEARFOSS, WASHINGTON COUNTY, MARYLAND; ALL BEING AT LEAST TWENTY-ONE YEARS OF AGE, DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND, AUTHORIZING THE FORMATION OF CORPORATION, ASSOCIATE OURSELVES WITH THE INTENTION OF FORMING A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE CORPORATION) IS:

THE CLUB ASSOCIATION OF WASHINGTON COUNTY, INC.

THIRD: THE PURPOSE OR PURPOSES FOR WHICH AND FOR ANY OF WHICH THE CORPORATION IS FORMED AND THE BUSINESS OR OBJECTS TO BE CARRIED ON OR PROMOTED BY IT ARE AS FOLLOWS:

A. TO WORK TOGETHER FOR THE BETTERMENT OF ALL FRATERNAL, VETERAN, AND SPORTSMAN'S CLUBS LOCATED IN WASHINGTON COUNTY, MARYLAND, WHICH BELONG TO THIS CORPORATION.

B. TO KEEP INFORMED OF ALL LEGISLATIVE ACTION IN THE STATE OF MARYLAND AND TO WORK TOGETHER TO HELP ASSURE FAVORABLE AND BENEFICIAL LEGISLATION TO THE CLUBS BELONGING TO THIS ORGANIZED CORPORATION.

C. TO PROVIDE FOR A COMMUNITY OF PURPOSES AND MUTUAL BENEFIT OF ALL CLUBS BELONGING TO THIS CORPORATION PARTICULARLY WITH WORKING OUT ALL PROBLEMS THAT MAY ARISE; TO HELP ONE ANOTHER IN THEIR SOCIAL EVENTS; TO HELP IN PROMOTING BENEFICIAL PUBLICITY FOR ALL THE CLUBS BELONGING TO THIS CORPORATION; AND TO PROVIDE LEGAL ASSISTANCE, WHENEVER NECESSARY, FOR THE BENEFIT OF ALL CLUBS BELONGING HERETO.

D. TO ACQUIRE, LEASE, RENT, CONSTRUCT, PURCHASE, OWN, FURNISH, MANAGE, OPERATE, SELL AND OTHERWISE OWN AND CONTROL,

BY ANY LAWFUL MEANS, BUILDING, CLUBHOUSE, MEETING PLACE, LANDS, GROUNDS, EQUIPMENT, TRAPS AND OTHER APPLIANCES AND ANY OTHER PROPERTY OF ANY KIND OR DESCRIPTION FOR THE USE, PLEASURE AND ENJOYMENT OF ITS MEMBERS AND GUESTS IN SPORTS, SHOOTING, FISHING AND ANY OTHER RECREATIONAL, SPORTING AND SOCIAL ACTIVITIES.

E. To ACCEPT, OBTAIN, RECEIVE AND DEMAND OF ITS MEMBERS, BY ANY LAWFUL MEANS, FUNDS FOR ANY OR ALL OF THE PURPOSES FOR WHICH THIS CORPORATION IS FORMED, AND TO PAY FOR THE SAME BY ANY LAWFUL MEANS.

F. FROM TIME TO TIME TO DO ANY ONE OR MORE OF THE ACTS AND THINGS HEREINBEFORE SET FORTH FOR PLEASURE, AMUSEMENT AND ENJOYMENT AND AS A NON-PROFITABLE ENTERPRISE OR BUSINESS, AND TO CARRY ON ANY OTHER BUSINESS WHICH MAY SEEM TO THE CORPORATION TO BE CALCULATED DIRECTLY OR INDIRECTLY TO EFFECTUATE THE AFORESAID PURPOSES OR OBJECTS, OR EITHER OR ANY OF THEM, TO FACILITATE IT IN THE TRANSACTION OF ANY OTHER BUSINESS THAT MAY BE CALCULATED, DIRECTLY OR INDIRECTLY TO ENHANCE THE VALUE OF ITS PROPERTY OR RIGHTS PROVIDED, THAT IN THE TRANSACTION OF ITS BUSINESS, THE CORPORATION SHALL BE SUBJECT TO THE LAWS OF THE JURISDICTION IN WHICH THE SAME IS TRANSACTED OR ITS PROPERTY MAY BE LOCATED.

G. THIS CORPORATION IS FORMED ON AND SUBJECT TO THE ARTICLES, CONDITIONS AND PROVISIONS HEREIN EXPRESSED AND TO THE PROVISIONS AND LIMITATIONS RELATING TO CORPORATIONS WHICH ARE CONTAINED IN THE PUBLIC GENERAL LAWS OF THE STATE OF MARYLAND AND SAID CORPORATION SHALL HAVE FULL POWER TO DO ANY AND ALL OF THE ACTS, MATTERS AND THINGS HEREINBEFORE SET FORTH AND SHALL ALSO HAVE ALL THE POWERS INSOFAR AS THE SAME MAY BE APPLICABLE TO IT AND ENUMERATED AND MORE PARTICULARLY SET OUT IN ARTICLE 23 OF THE CODE OF PUBLIC GENERAL LAWS OF MARYLAND RELATING TO CORPORATIONS, AND ALL AMENDMENTS AND SUPPLEMENTS THERETO, AND TO DO EVERY ACT OR THING NOT INCONSISTENT WITH LAW WHICH MAY BE APPROPRIATE TO PROMOTE AND ATTAIN THE OBJECTS AND PURPOSES FOR WHICH OR FOR ANY OF WHICH THIS CORPORATION IS FORMED.

THE AFOREGOING 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 CORPORATIONS WHICH ARE CONTAINED IN THE GENERAL LAWS OF THIS STATE.

FOURTH: THE PRINCIPAL OFFICE OF SAID CORPORATION WILL BE LOCATED AT 1204 HAMILTON BOULEVARD, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; THE RESIDENT AGENT OF THE CORPORATION IS FRED R. ROHRER, WHOSE POST OFFICE ADDRESS IS 1204 HAMILTON BOULEVARD, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND, SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND, AND ACTUALLY RESIDES THEREIN.

FIFTH: THE CORPORATION SHALL HAVE NO CAPITAL STOCK.

SIXTH: MEMBERS MAY RESIGN OR BE REMOVED, VACANCIES MAY BE FILLED AND ADDITIONAL MEMBERS ELECTED, AS PROVIDED IN THE BY-LAWS, WHICH MAY PRESCRIBE DIFFERENT CLASSES OF MEMBERS AND PRESCRIBE THE POWERS AND DUTIES OF EACH CLASS.

SEVENTH: THE SAID CORPORATION SHALL HAVE THREE (3) DIRECTORS WHICH NUMBER MAY BE INCREASED OR DECREASED PURSUANT TO THE BY-LAWS OF THE CORPORATION BUT SHALL NEVER BE LESS THAN THREE (3); AND THE NAME OF THE DIRECTORS WHO SHALL ACT AS DIRECTORS UNTIL THE FIRST MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFIED ARE FRED R. ROHRER, E. LEROY KARN, JR., AND MELVIN C. JENNINGS.

EIGHTH: THIS CORPORATION SHALL REGULATE ALL THE TERMS, RIGHTS AND CONDITIONS OF MEMBERSHIP BY ITS BY-LAWS. THE CORPORATION RESERVES THE RIGHT TO ALTER, CHANGE AND AMEND THE SAID BY-LAWS FROM TIME TO TIME.

NINTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON THE 30th. DAY OF March , 1963.

WITNESS:

*Melvin L. Shipley*  
Melvin L. Shipley

*Fred R. Rohrer* (SEAL)  
FRED R. ROHRER

*Melvin L. Shipley*  
Melvin L. Shipley

*E. Leroy Karn Jr* (SEAL)  
E. LEROY KARN, JR.

*Melvin L. Shipley*  
Melvin L. Shipley

*Melvin C. Jennings* (SEAL)  
MELVIN C. JENNINGS

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 30th. DAY OF March  
1963, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR  
THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED FRED  
R. ROHRER, E. LEROY KARN, JR., AND MELVIN C. JENNINGS,  
AND SEVERALLY ACKNOWLEDGED THE AFOREGOING ARTICLES OF  
INCORPORATION TO BE THEIR ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.



*Melvin L. Shipley*  
NOTARY PUBLIC  
MELVIN L. SHIPLEY

VNS

ARTICLES OF INCORPORATION  
OF  
THE CLUB ASSOCIATION OF WASHINGTON COUNTY, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED 2554  
JUN 28 8 53 AM '63  
LAWYER  
G. MERRILL SKYDOR  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 3, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2554

Recorded in Liber 5 3351, folio 137, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. Bridge*

Received for record June 28, 1963 at 8:53 A.M. Liber 12, Receipt No. 205903

## ARTICLES OF INCORPORATION

OF

WESLEY GAS-MART, INC.

## THIS IS TO CERTIFY:

FIRST: That we, the subscribers, J. Edward Shafer, whose post office address is Post Office Box 444, Hagerstown, Maryland, Anna G. Shafer, whose post office address is Post Office Box 444, Hagerstown, Maryland, and John M. Colton, whose post office address is 138 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

WESLEY GAS-MART, INC.

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

1. To own, lease, operate and manage filling stations for motor vehicles, and to manufacture, buy, sell, rent, store, prepare and care for motor vehicles of all kinds, and their parts, appurtenances, accessories, supplies, tools and equipment of every kind and description, in Washington County, State of Maryland, and at such other place or places that may be determined upon by the Board of Directors of this Corporation, and to do and transact such other business, subject to the laws of this or any other State or Country.

2. 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.

3. 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.

4. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

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

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

7. 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 evidence of indebtedness, issued or created by, any other corporation or association organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership; including the right to vote of 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.

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

9. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property

purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the corporation for its corporate business.

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

11. 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 mentioning of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein

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

FOURTH: The post office address of the principal office of the Corporation in this state is Post Office Box 444, Hagerstown, Maryland; the resident agent of the corporation is J. Edward Shafer, whose post office address is Post Office Box 444, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is 10,000 shares of the par value of \$10.00 each, all of which shares are of one class, and are designated common stock. The aggregate par value of all shares having par value is \$100,000.00.

SIXTH: The corporation shall have three directors, and J. Edward Shafer, Anna G. Shafer, and John M. Colton, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify. The number of Directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

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.

1. 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.

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

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

the Board of Directors shall deem expedient.

4. 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 classifications, re-classifications or otherwise, but no such amending which changes the terms of any of the outstanding stock shall be valid unless such changes 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.

5. No holders of stock of the Corporation, of whatever class, shall have any preferential rights of subscription to any shares of any class or any securities convertible into shares of stock of the Corporation, nor any right of subscription to 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 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.

6. 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.

7. 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 stocks, 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.

8. 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, we have signed these Articles of Incorporation on this 28<sup>th</sup> day of March, A.D., 1963.

Witness:

	<u>J. Edward Shafer</u>	(SEAL)
	J. Edward Shafer	
<u>E. Paul P. Stegley</u>	<u>Anna G. Shafer</u>	(SEAL)
	Anna G. Shafer	
	<u>John M. Colton</u>	(SEAL)
	John M. Colton	

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 28th day of March, A.D., 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. Edward Shafer, Anna G. Shafer and John M. Colton, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

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



My commission expires:  
May 6, 1963

Ethel P. Stephey  
Ethel P. Stephey, Notary Public

473 5/2 530

ARTICLES OF INCORPORATION  
OF  
WESLEY GAS-MART, INC.

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
JUN 20 8 53 AM '63  
JAMES F. HILD  
LAND RECORDS SECTION  
G. MELVIN SWYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 1, 1963 at 10:35 o'clock A. M. as in conformity  
with law and ordered recorded.

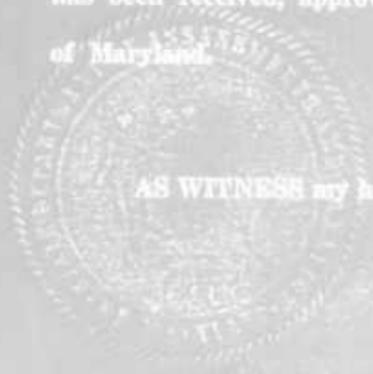
A 2529

Recorded in Liber 10 *F351*, folio 1, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.....Recording fee paid \$.....18.00....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*John W. [Signature]*

✓  
5/20/63  
W.H.

Received for record August 12, 1963 at 11:24 A.M. Liber 12  
Receipt No. 1409

531

MERCHANTS WHOLESALE GROCERY COMPANY  
ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the charter of MERCHANTS WHOLESALE GROCERY COMPANY, a Maryland corporation having its principal office in Hagerstown, Maryland (hereinafter called the Corporation) is hereby amended by striking out the second paragraph of the certificate of incorporation (as amended) and inserting in lieu thereof the following:

Second.

Name The name of the corporation is: "The Creasey Company".

SECOND: That the board of directors of the Corporation, at a meeting duly convened and held on April 1, 1963, duly advised the amendment of the charter of the Corporation hereinabove set forth by passing a resolution declaring that said amendment is advisable and calling a meeting of stockholders to take action thereon.

THIRD: That the meeting of stockholders of the Corporation, called by the board of directors of the Corporation as aforesaid and duly warned in the manner provided by law, was held at Hagerstown, Maryland, on April 15, 1963, and at said meeting of the stockholders, by the affirmative vote of the holders of all of the shares of each class of stock outstanding and entitled to vote, duly adopted the amendment of the charter of the Corporation hereinabove set forth.

IN WITNESS WHEREOF, MERCHANTS WHOLESALE GROCERY COMPANY

has caused these presents to be signed in its name on on its be-  
half by its President and its corporate seal to be hereto affixed  
and attested by its Secretary April 15, 1963.

MERCHANTS WHOLESALE GROCERY COMPANY

BY: J. A. Doll  
J. A. Doll, President



J. L. Doll  
J. L. Doll, Secretary

STATE OF KENTUCKY     )  
  ) SS  
COUNTY OF JEFFERSON    )

I HEREBY CERTIFY, that on April 15, 1963, before me, the sub-  
scriber, a notary public of the State of Kentucky in and for the County of  
Jefferson, personally appeared J. A. DOLL, President of MERCHANTS  
WHOLESALE GROCERY COMPANY, a Maryland corporation, and in the  
name and on behalf of said corporation acknowledged the foregoing state-  
ment to be the corporate act of said corporation; and at the same time per-  
sonally appeared J. L. DOLL, and made oath in due form of law that he was  
Secretary of the meeting of the stockholders of the corporation at which the  
issuance of the stock therein mentioned was authorized, and that the matters  
and facts set forth in said statement are true to the best of his knowledge,  
information and belief.

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

My commission expires December 31, 1963



James C. Sallee  
Notary Public, Jefferson County, Kentucky  
My Commission expires Dec. 31, 1963

ARTICLES OF AMENDMENT

OF

MERCHANTS WHOLESALE GROCERY COMPANY

changing its name to

THE CREASEY COMPANY

MEMO  
G. MERLIN SWANER  
DAVID J. MONROE  
SALES  
MAY 12 11 24 AM '63

approved and received for record by the State Department of Assessments and Taxation

of Maryland May 16, 1963

at 9:00 o'clock A. M. as in conformity

with law and ordered recorded.

A 3409

Recorded in Liber 7357, folio 137, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



*Handwritten signature*

534  
5/28/63  
W. H.

Received for record August 12, 1963 at 11:24 A. M. Liber 12  
Receipt No. 1409

PROSPECT HILL, INC.  
ARTICLES OF AMENDMENT

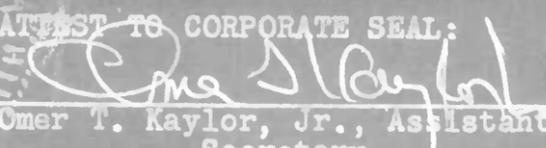
Prospect Hill, Inc., a Maryland corporation having its principal office at Route 1, Knoxville, Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation that:

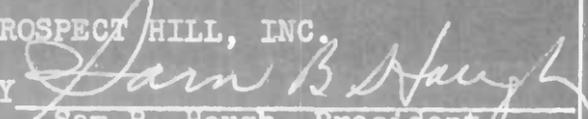
FIRST: The Charter of the Corporation is hereby amended by striking out Paragraph FIFTH of said Charter and inserting in lieu thereof the following paragraph to be designated as Paragraph FIFTH:

FIFTH: The total number of shares of stock which the Corporation has authority to issue is two thousand (2,000) shares without par value, all of which shares are of one class and are designated common stock. The subscriptions for and the ownership of all shares of stock in this Corporation are made and taken upon the condition that no transfer of the common stock of this Corporation shall be valid until thirty days after the Corporation, through its Secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer; and during said thirty day period the Corporation shall have the sole option to purchase said shares at the price named. The foregoing restriction shall appear upon the reverse of every certificate of stock issued by the Corporation.

SECOND: The foregoing amendment to the Charter of the Corporation herein made was approved by a unanimous vote of the entire Board of Directors at a meeting duly convened and held on April 10, 1963; and there are no shares of stock of the Corporation entitled to vote thereon outstanding or subscribed for.

IN WITNESS WHEREOF, Prospect Hill, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Assistant Secretary this 17<sup>th</sup> day of May, 1963.

ATTEST TO CORPORATE SEAL:  
  
Omer T. Kaylor, Jr., Assistant Secretary

PROSPECT HILL, INC.  
BY   
Sam B. Hough, President

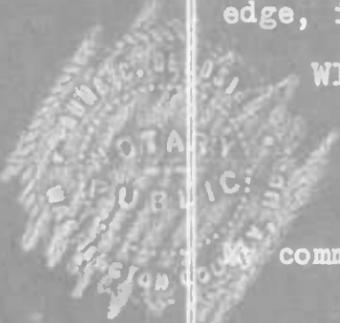


STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17<sup>th</sup> day of May, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Sam B. Hough, President of Prospect Hill, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time also personally appeared Omer T. Kaylor, Jr., Assistant Secretary, and made oath in due form of law that he was Secretary of the meeting of the Board of Directors of said Corporation at which the amendment of the Charter therein set forth was approved and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal.

*Anna Delouis*  
Notary Public



My commission expires: May 3, 1965

X

CLERK  
G. MENTIN SANDER  
LAND RECORDS/SALES  
CLERK

NOV 12 11 24 AM '63

RECEIVED FOR RECORD  
NOV 14 1963

ARTICLES OF AMENDMENT  
OF  
PROSPECT HILL, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 27, 1963 at 3:59 o'clock p. M. as in conformity  
with law and ordered recorded.

A 3574

3

Recorded in Liber F360, folio 381, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

✓  
5/19/63  
w.f.

Received for record August 12, 1963 at 11:25 A.M. Receipt No. 1409,  
Liber 12

PANGBORN INVESTMENT COMPANY

ARTICLES OF AMENDMENT

PANGBORN INVESTMENT COMPANY, a Maryland corporation, having its principal office in Washington County, Maryland, (sometimes hereinafter referred to as "Pangborn") hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of Pangborn is hereby amended by striking out in its entirety Article 4 of the Articles of Incorporation as set forth in the Articles of Restatement of the Charter of the Corporation dated June 22, 1959, as amended by Articles of Merger filed March 1, 1963, and Articles of Amendment filed April 19, 1963, and inserting in lieu thereof the following:

"4. The total amount of the capital stock of the company is Two Million Six Hundred Thousand Dollars (\$2,600,000.) divided into One Hundred and Sixty Thousand (160,000) shares of Common Stock of the par value of Ten Dollars (\$10.) each; Five Thousand (5,000) shares of Eight percent (8%) Cumulative First Preferred Stock of the par value of One Hundred Dollars (\$100.) each; and Five Thousand (5,000) shares of Four and one-half percent (4-1/2%) Cumulative Preferred Stock of the par value of One Hundred Dollars (\$100.) each.

The holders of the 8% Cumulative First Preferred Stock shall be entitled to receive cumulative dividends at the rate of eight percent (8%) per annum, payable quarterly on the first day of January, April, July and October in each and every year before any distribution is made to the four and one-half percent (4-1/2%) Cumulative Preferred Stock or to the Common Stock, but to no other or further dividend.

After payment in full of all dividends, current and in arrears, on the 8% Cumulative First Preferred Stock, the holders of the 4-1/2% Cumulative Preferred Stock shall be entitled to receive cumulative dividends, accounting from the date of issue

of each share of stock, at the rate of four and one-half percent (4-1/2%) per annum, payable quarterly on the first day of January, April, July and October in each and every year before any distribution is made to the Common Stock, but to no other or further dividend.

Upon liquidation or dissolution, either voluntary or otherwise, after all the debts of the company shall have been paid, the assets, property, effects and money of the company shall be first applied to the payment of the 8% Cumulative First Preferred Stock at par, and any unpaid dividends thereon, before any payment is made to the holders of the 4-1/2% Cumulative Preferred Stock or of the Common Stock; next to the payment of the 4-1/2% Cumulative Preferred Stock at par and any unpaid dividends thereon before any payment is made to the holders of the Common Stock; and the balance shall be applied to the Common Stock.

The holders of the 8% Cumulative First Preferred Stock shall be entitled to receive due legal notice of any meeting or meetings of the stockholders of the company and at all such meeting or meetings the holders of said 8% Cumulative First Preferred Stock shall be entitled to ten (10) votes for each share of 8% Cumulative First Preferred Stock held by them.

The holders of the 4-1/2% Cumulative Preferred Stock shall be entitled to receive due legal notice of any meeting or meetings of the stockholders of the company and at all such meeting or meetings the holders of such 4-1/2% Cumulative Preferred Stock shall be entitled to ten (10) votes for each share of 4-1/2% Cumulative Preferred Stock held by them.

The 8% Cumulative First Preferred Stock shall be redeemable, in whole or in part, at any dividend paying period, on or after the first day of July 1922, at One Hundred five Dollars (\$105.) per share and all accrued and unpaid dividends thereon, provided at least ninety (90) days written notice of the company's

-3-

intention so to redeem the said 8% Cumulative First Preferred Stock shall have been given to the holder or holders of said 8% Cumulative First Preferred Stock to be redeemed, mailed to his or their address as it appears on the books of the company.

After the redemption of all of the outstanding 8% Cumulative First Preferred Stock, the 4-1/2% Cumulative Preferred Stock shall be redeemable, in whole or in part, at any dividend paying period, at One Hundred five Dollars (\$105.) per share and all accrued and unpaid dividends thereon, provided at least ninety (90) days written notice of the intention of the company so to redeem the said 4-1/2% Cumulative Preferred Stock shall have been given to the holder or holders of said 4-1/2% Cumulative Preferred Stock to be redeemed, mailed to his or their address as it appears on the books of the company.

In the event that less than all of the outstanding preferred stock of any class is to be redeemed, the redemption may be effected by lot or pro rata in such manner as may be prescribed by resolution of the Board of Directors. After any of the preferred stocks outstanding shall have been called for redemption and the holders thereof duly notified and the funds necessary to effect such redemption have been set aside by the Board of Directors, the holders thereof shall have no further rights as stockholders of the company, but shall be entitled only, on presentation of their certificates, properly endorsed, to receive the redemption value thereof as above set forth.

Subject to the foregoing provisions, dividends may be declared on the Common Stock; and each share of Common Stock shall entitle the holder thereof to one (1) vote in all proceedings in which action shall be taken by stockholders of the company".

SECOND: The Board of Directors of Pangborn, at a special meeting duly convened and held on the 22nd day of April, 1963, adopted a resolution in which was set forth the foregoing amendment

to the Charter of Pangborn declaring that said amendment of the Charter of Pangborn was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of Pangborn to be held on the 6<sup>th</sup> day of May, 1963.

THIRD: Notice setting forth a summary of the changes to be effected by said amendment of the Charter of Pangborn and stating that a purpose of the meeting of the stockholders would be to take action thereon was given as required by law to all stockholders entitled to vote thereon.

FOURTH: The amendment of the Charter of Pangborn as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of more than two-thirds of all the votes entitled to be cast thereon.

FIFTH: The amendment of the Charter of Pangborn as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of Pangborn all in accordance with the Charter of Pangborn and the laws of the State of Maryland.

SIXTH: (a) The total number of shares of all classes of stock of Pangborn heretofore authorized is One Hundred Seventy Thousand (170,000) shares divided into One Hundred Sixty Thousand (160,000) shares of common stock of the par value of Ten Dollars (\$10.) each; Eight Thousand (8,000) shares of Eight percent (8%) Cumulative First Preferred Stock of the par value of One Hundred Dollars (\$100.) each; and Two Thousand (2,000) shares of Ten percent (10%) Cumulative Second Preferred Stock of the par value of One Hundred Dollars (\$100.) each. The aggregate par value of all such authorized shares is Two Million Six Hundred Thousand Dollars (\$2,600,000.).

(b) The total number of shares of all classes of stock of Pangborn as authorized by these Articles of Amendment is One Hundred Seventy Thousand (170,000) shares divided into One Hundred Sixty Thousand (160,000) shares of common stock of the par

value of Ten Dollars (\$10.) each; Five Thousand (5,000) shares of Eight percent (8%) Cumulative First Preferred Stock of the par value of One Hundred Dollars (\$100.) each; and Five Thousand (5,000) shares of Four and one-half percent (4-1/2%) Cumulative Preferred Stock of the par value of One Hundred Dollars (\$100.) each. The aggregate par value of all such shares is Two Million Six Hundred Thousand Dollars (\$2,600,000.).

(c) A description of each class of stock of Pangborn with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications of each class of the authorized capital stock as amended are as set forth in Article FIRST hereof.

IN WITNESS WHEREOF Pangborn Investment Company has caused these Articles of Amendment 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 this 6th day of May, 1963.

  
By *Helen R. Fisher*  
Helen R. Fisher  
Secretary

PANGBORN INVESTMENT COMPANY  
By *Thos. W. Pangborn*  
Thos. W. Pangborn  
President

STATE OF MARYLAND }  
COUNTY OF WASHINGTON } SS.

I HEREBY CERTIFY THAT ON THE 6th DAY OF MAY, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared *Thomas W. Pangborn* President of PANGBORN INVESTMENT COMPANY, a Maryland corporation, and in the name of and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time, personally appeared *Helen R. Fisher*, and made oath in due form of law that she was secretary of the meeting of the stockholders of said Corporation at which the amendment of the Charter of the Corporation therein set forth was approved and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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



*Blaine H. Dusey*  
Notary Public  
Blaine H. Dusey

X

ARTICLES OF AMENDMENT  
OF  
PANGBORN INVESTMENT COMPANY

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1427  
MAY 12 11 25 AM '63  
G. MERLIN SWIDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 7, 1963 at 1:30 o'clock p. M. as in conformity  
with law and ordered recorded.

A 3159

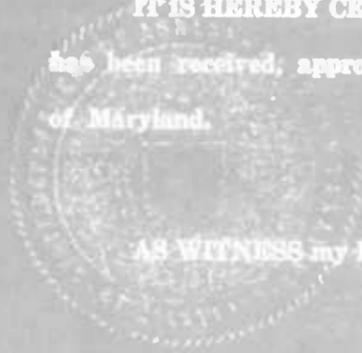
7

Recorded in Liber 3354, folio 133, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....12.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record August 12, 1963 at 11:25 A.M. Liber 12  
Receipt No. 1409

8/12/63  
H. A.

PRICE FARMS, INC.

STOCK ISSUANCE STATEMENT

Recorded at M. Liber

Price Farms, Inc., a Maryland corporation having its principal office at Rural Route No. 1, Boonsboro, Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

The Corporation has authorized the issuance of four hundred and seventy (470) fully paid shares of Common Stock of the Corporation of the par value of One Hundred (\$100.00) Dollars per share as follows: (1) To Chester A Price, 117 shares; (2) To Coy A. Price, 127 shares; (3) To Terry A. Price, 113 shares; (4) To John D. Price, 10 shares, and (5) To Fred V. Barnhart, 103 shares, for the following considerations, namely:

1. The net value of the assets of Chester A. Price and Coy A. Price, his wife, T/A Chester A. Price and Son, a partnership, transferred to the Corporation, said assets consisting of notes, inventory, farms and buildings, machinery and equipment and livestock, said net value being \$25,400.00.

2. The net value of the assets of Terry A. Price transferred to the Corporation, said assets consisting of machinery and livestock, said net value being \$11,300.00.

3. The value of experience and services to be rendered to the Corporation by John D. Price, said value as determined by the Board of Directors of said Corporation being \$1,000.00.

4. The net value of the assets of Fred V. Barnhart transferred to the Corporation, said assets consisting of inventory, machinery and livestock, said net value being \$10,300.00.

At the time of the authorization of the issuance of said shares of stock there were no shares of stock of any class of the Corporation outstanding and entitled to vote, and the actual value of the consideration received by the Corporation, as determined by the Board of Directors is equal to at least the

HARVEY M. MILLER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

par value of the shares to be so issued as aforesaid.

The issuance of said shares of stock as above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held at its principal place of business on the 17th day of May, A.D.1963.

IN WITNESS WHEREOF, the Price Farms, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 17th day of May, A.D.1963.

PRICE FARMS, INC.  
BY Chester A. Price  
Chester A. Price, President

ATTEST to corporate seal:

Coy A. Price  
Coy A. Price, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 17th day of May, A.D.1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Chester A. Price, President of Price Farms, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said Corporation; and at the same time personally appeared Coy A. Price, and made oath in due form of law that he was the Secretary of the organization meeting of the Board of Directors of said Corporation at which the issuance of the stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true and correct to the best of his knowledge, information and belief.

Witness my hand and Official Notarial Seal.

Nellie A. Miller  
Nellie A. Miller  
Notary Public



HARVEY M. MILLER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

STOCK ISSUANCE STATEMENT  
OF  
PRICE FARMS, INC.

STATE OF WASHINGTON  
QUILITY RECORD  
RECEIVED  
REC'D No. 1409  
Aug 12 11 5 AM '63  
LINES TO SALES  
G. MORGAN  
LEVIN

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 23, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 3511

3

Recorded in Liber F360, folio 229, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. [Signature]*

Received for record August 12, 1963 at 11:25 A. M., Receipt NO.  
1409, Liber 18

J & G MFG., INC.

STOCK ISSUANCE STATEMENT

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J & G MFG., INC., a Maryland corporation having its principal office in Hagerstown, Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The Corporation has authorized the issuance of three thousand (3,000) full paid and non-assessable shares of the par value of One Dollar (\$1.00) per share for the following consideration, namely:

The following consideration, the actual value of which, as determined by the Board of Directors, is not less than Three Thousand Dollars (\$3,000):

Equipment, including cutting machine, cutting table, spreading machine and drill valued at Twelve Hundred Dollars (\$1200.00) and a 1963 Buick automobile valued at Eighteen Hundred (\$1800.00) Dollars (in excess of financing) .

SECOND: (a) At the time of authorization of the issuance of such shares of stock there were no shares of stock of any class of the Corporation outstanding and entitled to vote; and

(b) The actual value of the consideration to be received by the Corporation, as determined by the Board of Directors, is at least equal to the par value of the shares to be so issued; and

(c) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board

of Directors of the Corporation at a meeting held on March 6, 1963.

IN WITNESS WHEREOF, the J & G Mfg., Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on April 15th, 1963.



J & G MFG., INC.

BY Anna M. Elpern  
Anna M. Elpern  
President

Harold C. Elpern  
Harold C. Elpern  
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 15th day of April, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Anna M. Elpern, President of J & G Mfg., Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said corporation; and at the same time personally appeared Harold C. Elpern and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the issuance of the stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal.



Shelby J. Crawford  
Notary Public

Exp. May 6, 1963

548  
X

STOCK ISSUANCE STATEMENT

OF

J & O MFG., INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1409  
AUG 12 11 25 AM '63  
G. VERLIA WATNER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 2, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 3032

3

Recorded in Liber 7355, folio 46, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.



*Charles W. [Signature]*

Received for record August 12, 1963 at 11:25 A. M. Liber 12  
Receipt No. 1409

ARTICLES OF SALE OF SUBSTANTIALLY ALL OF  
THE PROPERTY AND ASSETS OF TOWNE MOTEL, INC.,  
A CORPORATION ORGANIZED UNDER THE LAWS OF  
MARYLAND, TO EASTGATE ASSOCIATES, A LIMITED  
PARTNERSHIP UNDER THE LAWS OF THE STATE OF  
MARYLAND.

FIRST: Towne Motel, Inc., a corporation organized and existing under the Laws of the State of Maryland, agrees to sell substantially all of its property and assets, other than its cash and receivables and the tangible personal property hereinafter excepted from the sale, to Eastgate Associates, the terms and conditions thereof and the mode of carrying the same into effect are as herein set forth in these Articles of Sale.

SECOND: The name of the Transferees of such property and assets is Eastgate Associates, a limited partnership under the Laws of the State of Maryland, with its principal office in Chevy Chase, Maryland, and the postoffice address of the principal place of business of the Transferees in Maryland is Towne Motel, 1716 Dual Highway, Hagerstown, Maryland.

THIRD: The parties to these Articles of Sale are Towne Motel, Inc., a corporation organized under the Laws of the State of Maryland, and Eastgate Associates, a limited partnership under the Laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by the Transferees for the property and assets is \$57,000.00.

FIFTH: The principal office of Towne Motel, Inc., is located in Hagerstown, Washington County, Maryland, which is the only place in which Towne Motel, Inc., owns any property, the title to which could be effected by the recording of an instrument among the Land Records.

SIXTH: The assets forming the subject matter of the sale hereby made consists of the lease from David W. Moore and Elizabeth W. Moore, his wife, of the real estate and improvements known as Towne Motel, 1716 Dual Highway, Hagerstown, Maryland, together with all licenses and franchises relating to the operation of the Motel and all the furniture, furnishings, draperies, television sets, office equipment, cabin equipment, signs, floodlights, linens, bedding and other items of tangible personal property used in connection with the operation of Towne Motel, excepting therefrom, however, the 1962 Buick Two-Door Convertible "Invicta" and the International Harvester Cub Cadet tractor, both of which are titled in the name of Towne Motel, Inc.

SEVENTH: These Articles of Sale were (a) duly advised by the Board of Directors of Towne Motel, Inc., by the adoption on April 26, 1963, of a resolution declaring said sale advisable substantially upon the terms and conditions set forth in these Articles of Sale and directing that said Articles of Sale be submitted for action at a special meeting of the stockholders of Towne Motel, Inc.; and (b) duly approved by the stockholders of Towne Motel, Inc., in the manner and by the vote required by the Laws of Maryland,

at said meeting of stockholders held on the 26th day of April, 1963, by the affirmative vote of the holders of all of the outstanding stock of Town Motel, Inc., all of which stock was present and represented as said meeting.

EIGHTH: The sale to be effected by these Articles of Sale was duly authorized and approved by the said Transferees.

IN WITNESS WHEREOF, Towne Motel, Inc., has caused these Articles of Sale to be signed in its corporate name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary and the Transferees have caused these Articles of Sale to be signed by one or more of its general partners, all as of the 30th day of April, 1963.



TOWNE MOTEL, INC.,

By David W. Moore  
David W. Moore, President

ATTEST: Elizabeth W. Moore  
Elizabeth W. Moore,  
Secretary.

EASTGATE ASSOCIATES,

By William A. Deak  
one of general partners.

WITNESS: Pearl L. Gehr  
Pearl L. Gehr

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 30<sup>th</sup> day of April, A.D., 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David W. Moore, President of Towne Motel, Inc., a corporation organized and existing under the Laws of the State of Maryland and in the name and on behalf of such corporation acknowledged the foregoing Articles of Sale to be the corporate act of such corporation; and at the same time personally appeared Elizabeth W. Moore and made oath in due form of law that she was the Secretary of the meeting of the stockholders of the said corporation at which the said Articles were approved and that said Articles were duly advised by the Board of Directors and approved by the stockholders of the said corporation in the manner and by the vote stated in said Articles of Sale.

WITNESS my hand and Official Notarial Seal.

Pearl L. Gehr

Pearl L. Gehr,  
Notary Public.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 30th day of April, A.D., 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William H. Deck one of the general partners of Eastgate Associates, a limited partnership under the Laws of the State of Maryland, and in the name and on behalf of Eastgate Associates acknowledged the foregoing Articles of Sale to be the act of said Eastgate Associates and further acknowledged that said Articles of Sale were duly advised, authorized and approved by said partnership.

WITNESS my hand and Official Notarial Seal.

Pearl L. Gehr

Pearl L. Gehr  
Notary Public.

ARTICLES OF SALE

OF

TOWNE MOTEL, INC. - a Md. corp. Transferor

to

EASTGATE ASSOCIATES - a limited partnership - transferee

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 14829  
MAY 12 11 25 AM '63  
LAND RECORDS / SALES  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland May 9, 1963 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 3349

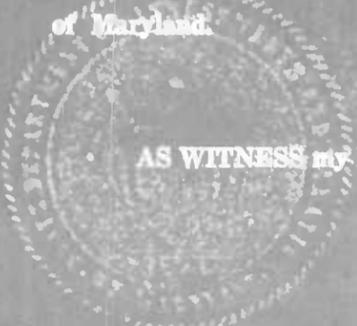
6

Recorded in Liber 357, folio 401, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$10.00.....  
2.00 Certif. to Land Rec. Off. Wash. Co.  
\$ 12.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*[Handwritten Signature]*

Received for record August 12, 1963 at 11:26 A.M. Liber 12  
Receipt No. 1409

5/24/63  
H. X.

ARTICLES OF INCORPORATION  
OF  
SECURITY KART CLUB, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Franklin E. Houpt, whose post office address is Hagerstown, Maryland, Raymond D. Hollinger, whose post office address is Hagerstown, Maryland, and Edwin H. Miller, whose post office address is Hagerstown, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is "SECURITY KART CLUB, 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) To establish and maintain suitable grounds and a track for kart automotive and any other type of vehicle racing with necessary buildings erections and improvements and to conduct on said grounds and track all types of racing, exhibitions and contests of speed, and races of every kind and description, for premiums, purses, and other awards made up from fees or otherwise and to charge the public for admission thereto and to said grounds and track, and to let such rights and privileges to others.

(b) To buy and sell, manufacture and distribute, lease and otherwise deal in, at wholesale and retail, new and used karting equipment, automobiles, vehicles, trucks, tractors, trailers machinery, implements, equipment, accessories and parts, and to render services in connection with the same.

(c) To engage in and to own, operate and conduct a business engaged in the repairing and reconditioning of vehicles, engines and mechanical products and every other type of personal

property of every nature, character and description and to do such other things as are incidental, proper or necessary to the operation of the business or to the carrying out of any all of the purposes.

(d) To own, hold, rent, control, lease, operate, conduct and engage in a restaurant business and to buy, sell, prepare and serve all types of food, beverages and other preparations and refreshments of all kinds.

(e) To purchase, sell, mortgage, lease, improve, invest and deal in real estate, wheresoever situated, and to construct, equip, perate, lease, rent, hire and manage buildings of every kind and description.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Hagerstown, Maryland. The resident agent of the Corporation is Raymond D. Hollinger, whose post office address is 25 South Colonial Drive, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have at lease three (3) directors and not more than seven (7), and Franklin E. Houpt, Raymond D. Hollinger and Edwin H. Miller shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Twenty-five Thousand (\$25,000.00) Dollars par value, divided into Twenty-five Thousand(25,000) shares of the par value of One (\$1.00) Dollar each.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized,

and securities convertible into shares of its stock of any class, whether now or hereafter authorized, of such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(b) The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(c) The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the directors of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 22 day of May, 1963.

WITNESS:

Raymond D. Hollinger (SEAL)  
Raymond D. Hollinger

Franklin E. Houpt (SEAL)  
Franklin E. Houpt

Oliver R. Shupp

Edwin H. Miller (SEAL)  
Edwin H. Miller

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 22 day of May, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Raymond D. Hollinger and Franklin E. Houpt and Edwin H. Miller and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Oliver R. Shupp  
Notary Public WASHINGTON COUNTY, MARYLAND

My Commission Expires:

May 3, 1965

ARTICLES OF INCORPORATION

OF  
SECURITY KART CLUB, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1409  
MAY 12 11 26 AM '63  
G. MERLIN SWYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland May 23, 1963 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 3513

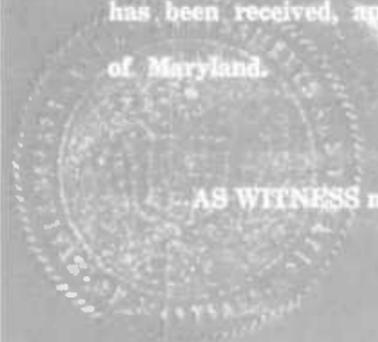
4

Recorded in Liber 3360, folio 222, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00...Recording fee paid \$.....10.00...

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles W. Brantley*

Received for record August 12, 1963 at 11:26 A. M. Liber 112, Receipt No. 1409

ST. JOSEPH'S, HALF-WAY, ROMAN CATHOLIC CONGREGATION, INCORPORATED

ARTICLES OF INCORPORATION

(Under Article 23, Section 271 et seq.)

THIS IS TO CERTIFY:

FIRST: That we, the incorporators,

1) The Most Reverend Lawrence J. Shehan, Archbishop of Baltimore, whose post office address is 408 North Charles Street, Baltimore 1, Maryland,

2) The Most Reverend T. Austin Murphy, Vicar-General and Auxiliary Bishop of Baltimore, whose post office address is 3803 Fourth Street, Baltimore 25, Maryland, and

3) The Reverend Charles W. Dausch, whose post office address is 1837 Virginia Avenue, Hagerstown, Maryland,

each being of legal age, under and by virtue of Article 23, Sections 271, 272 and 273 of the Annotated Code of Maryland, (1957 Edition, as amended), do hereby associate ourselves so as to constitute a body politic and corporate.

SECOND: The name of the corporation (which is hereinafter called "Corporation") is ST. JOSEPH'S, HALF-WAY, ROMAN CATHOLIC CONGREGATION, INCORPORATED.

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

(1) To frame such rules, regulations and ordinances for the orderly conduct of divine worship and the advancement of the interests of the  
St. Joseph's, Half-Way,  
Roman Catholic

Congregation, Incorporated, as may be consistent with the discipline and government of the Roman Catholic Church.

(2) To exercise all the pertinent and appropriate powers granted corporations by Article 23, Section 9, of the Annotated Code of Maryland, (1957 Edition, as amended).

(3) To receive, manage, control, invest and disburse contributions, legacies, devises, donations, and property of every kind and description for the purposes and objects of the Corporation, and to expend the same in the exercise thereof.

(4) And generally to do any and all things which may be necessary to promote the general objects and purposes for which this Corporation is formed.

FOURTH; The corporators shall continue to constitute the Corporation until their respective successors are, from time to time, elected or appointed to act as successor corporators in accordance with the discipline and government of the Roman Catholic Church.

FIFTH: The post office address of the place at which the Corporation in this State will be located, is 1837 Virginia Avenue, Hagerstown, Maryland. *Wash. Co.*

The Resident Agent of the Corporation is The Most Reverend Lawrence J. Shehan, whose post office address is 408 North Charles Street, Baltimore 1, Maryland.

SIXTH: The Corporation shall have no capital stock, no stockholders, and is not organized for profit. The Corporation is formed exclusively for religious purposes.

SEVENTH: The Corporation shall not have less than three corporators, but may have such additional corporators as the Roman Catholic Archbishop of Baltimore shall, in his sole discretion, appoint and designate. Any said additional corporators, other than those required by law, shall be subject to removal in the sole discretion of the Roman Catholic Archbishop of Baltimore. Any and all powers of the Corporation shall be lodged exclusively in the corporators.

EIGHTH: The said Corporation shall have a President, Vice-President, Treasurer and Secretary, and such other officers as may be provided for in the By-Laws. Said officers shall be elected by and from the corporators according to the By-Laws. The Roman Catholic Archbishop of Baltimore and his successors shall by virtue of his office, be and serve as the President of the said Corporation. Nothing herein shall be construed to prohibit a corporator from serving in more than one office unless specifically prohibited by law.

IN WITNESS WHEREOF, We have signed these Articles of

Incorporation on this 10<sup>th</sup> day of April, 19 63.

+ Lawrence J. Shehan  
Most Reverend Lawrence J. Shehan

+ T. Austin Murphy  
Most Reverend T. Austin Murphy

WITNESS:

Francis X. Gallagher  
Francis X. Gallagher

Reverend Charles W. Dausch  
Reverend Charles W. Dausch

561

Page 5.

STATE OF MARYLAND,  
SS:  
CITY OF BALTIMORE,

I HEREBY CERTIFY, That on this 10<sup>th</sup> day of April, 19 63, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared THE MOST REVEREND LAWRENCE J. SHEHAN, THE MOST REVEREND T. AUSTIN MURPHY and REVEREND CHARLES W. DAUSCH, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Elizabeth N. Wright  
Notary Public



562

ARTICLES OF INCORPORATION

OF

ST. JOSEPH'S, HALF-WAY, ROMAN CATHOLIC CONGREGATION, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland May 13, 1963 at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD CERTIFICATE NO. 1409 MAY 17 11 25 AM '63 LINDA G. SALES CLERK

A 3311

6

Recorded in Liber 3359, folio 563, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$..10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles R. Bentley*

Received for record August 12, 1963 at 11:26 A.M. Liber 12 Receipt No.  
1409

ST. MARY'S, HAGERSTOWN, ROMAN CATHOLIC CONGREGATION, INCORPORATED

ARTICLES OF INCORPORATION

(Under Article 23, Section 271 et seq.)

THIS IS TO CERTIFY:

FIRST: That we, the incorporators,

1) The Most Reverend Lawrence J. Shehan, Archbishop of Baltimore, whose post office address is 408 North Charles Street, Baltimore 1, Maryland,

2) The Most Reverend T. Austin Murphy, Vicar-General and Auxiliary Bishop of Baltimore, whose post office address is 3803 Fourth Street, Baltimore 25, Maryland, and

3) Right Reverend Daniel M. McGrath, V.F., whose post office address is 224 W. Washington Street, Hagerstown, Maryland, each being of legal age, under and by virtue of Article 23, Sections 271, 272 and 273 of the Annotated Code of Maryland, (1957 Edition, as amended), do hereby associate ourselves so as to constitute a body politic and corporate.

SECOND: The name of the corporation (which is herein-after called "Corporation") is ST. MARY'S, HAGERSTOWN, ROMAN CATHOLIC CONGREGATION, INCORPORATED.

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

(1) To frame such rules, regulations and ordinances for the orderly conduct of divine worship and the advancement of St. Mary's, Hagerstown, the interests of the Roman Catholic

Congregation, Incorporated, as may be consistent with the discipline and government of the Roman Catholic Church.

(2) To exercise all the pertinent and appropriate powers granted corporations by Article 23, Section 9, of the Annotated Code of Maryland, (1957 Edition, as amended).

(3) To receive, manage, control, invest and disburse contributions, legacies, devises, donations, and property of every kind and description for the purposes and objects of the Corporation, and to expend the same in the exercise thereof.

(4) And generally to do any and all things which may be necessary to promote the general objects and purposes for which this Corporation is formed.

FOURTH; The incorporators shall continue to constitute the Corporation until their respective successors are, from time to time, elected or appointed to act as successor incorporators in accordance with the discipline and government of the Roman Catholic Church.

FIFTH: The post office address of the place at which the Corporation in this State will be located, is 224 W. Washington Street, Hagerstown, Washington County, Maryland. The Resident Agent of the Corporation is The Most Reverend Lawrence J. Shehan, whose post office address is 408 North Charles Street, Baltimore 1, Maryland.

SIXTH: The Corporation shall have no capital stock, no stockholders, and is not organized for profit. The Corporation is formed exclusively for religious purposes.

SEVENTH: The Corporation shall not have less than three corporators, but may have such additional corporators as the Roman Catholic Archbishop of Baltimore shall, in his sole discretion, appoint and designate. Any said additional corporators, other than those required by law, shall be subject to removal in the sole discretion of the Roman Catholic Archbishop of Baltimore. Any and all powers of the Corporation shall be lodged exclusively in the corporators.

EIGHTH: The said Corporation shall have a President, Vice-President, Treasurer and Secretary, and such other officers as may be provided for in the By-Laws. Said officers shall be elected by and from the corporators according to the By-Laws. The Roman Catholic Archbishop of Baltimore and his successors shall by virtue of his office, be and serve as the President of the said Corporation. Nothing herein shall be construed to prohibit a corporator from serving in more than one office unless specifically prohibited by law.

IN WITNESS WHEREOF, We have signed these Articles of



ARTICLES OF INCORPORATION

OF

ST. MART'S, HAGERSTOWN, ROMAN CATHOLIC CONGREGATION, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland May 13, 1963 at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

A 3288

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 1409  
JUN 12 11 25 AM '63  
LIBER JULIO LANDLICK, MORTGAGE SALE & MERLIN SWYDER CLERK

6

Recorded in Liber 7359, folio 425, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.



AS WITNESS my hand and seal of the said Department at Baltimore.

*Charles H. [Signature]*