

Received for record August 12, 1963 at 11:26 A. M. Liber 13 , Receipt No. 1409

ST. PETER'S, HANCOCK, 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 H. Quinn, whose post office address is 16 East High Street, Hancock, Washington County, Md., 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. PETER'S, HANCOCK, 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. Peter's, Hancock, 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 16 East High Street, Hancock, Washington County, Md., 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, 1963.

+ Lawrence J. Shehan  
Most Reverend Lawrence J. Shehan

+ T. Austin Murphy  
Most Reverend T. Austin Murphy

WITNESS:

Francis X. Gallagher  
Francis X. Gallagher

Charles H. Quinn  
Reverend Charles H. Quinn

Page 5.

STATE OF MARYLAND,  
SS:  
CITY OF BALTIMORE,

I HEREBY CERTIFY, That on this 10<sup>th</sup> day of  
April, 1963, 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 H. QUINN,  
and severally acknowledged the foregoing Articles of Incorporation  
to be their act.

AS WITNESS my hand and Notarial Seal.



Elizabeth N. Wright  
Notary Public

ARTICLES OF INCORPORATION

OF

ST. PETER'S, HANCOCK, 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 3283

6

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 1409 JUN 12 11 25 AM '63 L. W. G. LAND CLERK G. MERLIN SKYDER CLERK

Recorded in Liber 3359, folio 391, 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 of the official

Received for record August 12, 1963 at 11:27 A. M. Liber 13 Receipt No. 1409

ST. JAMES', BOONSBORO, 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 Rt. Rev. Daniel M. McGrath, V.F., whose post office address is 224 W. Washington St., Hagerstown, Washington Co., Md.
- 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. JAMES', BOONSBORO, 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. James', Boonsboro, 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 Boonsboro, 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 incorporators, but may have such additional incorporators as the Roman Catholic Archbishop of Baltimore shall, in his sole discretion, appoint and designate. Any said additional incorporators, 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 incorporators.

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 incorporators 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



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ARTICLES OF INCORPORATION

OF

ST. JAMES', BOONSBORO, 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 3280

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 1409 MAY 12 11 27 AM '63 LAND CONDUIT C. SALE G. MERLIN SHYDER CLERK

6

Recorded in Liber 7359, folio 273, 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 August 12, 1963 at 11:27 A. M. Liber 13

Receipt No.  
1409

ST. MICHAEL'S, CLEAR SPRING, 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 Rev. Thomas A. Hardesty, whose post office address is 32 E. Potomac Street, Williamsport, Washington County, Md., 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. MICHAEL'S, CLEAR SPRING, 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. Michael's, Clear Spring, 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 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 Clear Spring, 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

Incorporation on this 10<sup>th</sup> day of April, 1963.

+ Lawrence J. Shehan  
Most Reverend Lawrence J. Shehan

+ T. Austin Murphy  
Most Reverend T. Austin Murphy

WITNESS:

Francis X. Gallagher  
Francis X. Gallagher

Reverend Thomas A. Hardesty  
Reverend Thomas A. Hardesty

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STATE OF MARYLAND,  
SS:  
CITY OF BALTIMORE,

I HEREBY CERTIFY, That on this 10<sup>th</sup> day of  
April, 1963, 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 THOMAS A. HARDESTY,  
and severally acknowledged the foregoing Articles of Incorporation  
to be their act.

AS WITNESS my hand and Notarial Seal.



Elizabeth N. Wright  
Notary Public

ARTICLES OF INCORPORATION  
OF

ST. MICHAEL'S, CLEAR SPRING, 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  
RECEIPT NO. 1449  
AUG 12 11 27 AM '63  
LAND RECORDS & SALE  
G. MERLIN SWINBER  
CLERK

A 3214

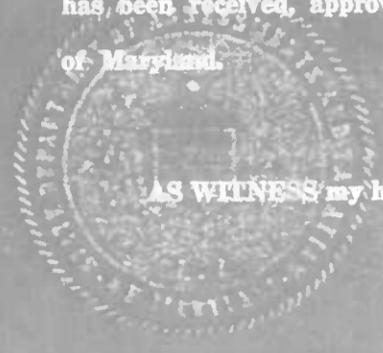
6

Recorded in Liber 3359, 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]*

ST. AUGUSTINE'S,  
WILLIAMSPORT, 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 4803 Fourth Street, Baltimore 25, Maryland, and
  - 3) The Reverend Thomas A. Hardesty, whose post office address is 32 E. Potomac Street, Williamsport, Washington County, Md.,
- 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. AUGUSTINE'S, WILLIAMSPORT, 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 Roman Catholic  
St. Augustine's, Williamsport,

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 32 E. Potomac Street, Williamsport, 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

Incorporation on this 10<sup>th</sup> day of April, 1963.

+ Reverend J. Shehan  
Most Reverend Lawrence J. Shehan

+ T. Austin Murphy  
Most Reverend T. Austin Murphy

Reverend Thomas A. Hardesty  
Reverend Thomas A. Hardesty

WITNESS:

Francis X. Gallagher  
Francis X. Gallagher

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STATE OF MARYLAND,  
SS:  
CITY OF BALTIMORE,

I HEREBY CERTIFY, That on this 10<sup>th</sup> day of April, 1963, 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 THOMAS A. HARDESTY and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.



Elizabeth N. Wright  
Notary Public

ARTICLES OF INCORPORATION  
OF

ST. AUGUSTINE'S, WILLIAMSPORT, 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 3211

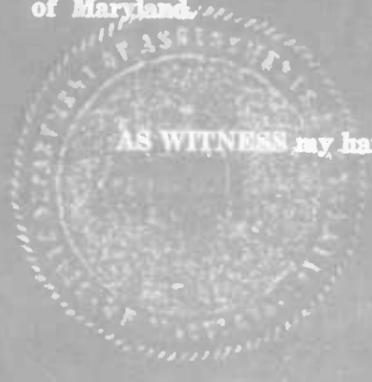
STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1429  
AUG 12 11 27 AM '63  
LAND RECORDS  
G. HELEN SNYDER  
CLERK

Recorded in Liber 6 359, folio 12, 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 August 12, 1963 at 11:27 A.M. Liber 13  
Receipt No. 1409

5/18/63  
W.S.

ARTICLES OF INCORPORATION  
OF  
TRI-STATE SANITARY SUPPLY CO., INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers Arthur A. Weiss whose postoffice address is 524 Frederick Street, Hagerstown, Maryland; Joseph G. Weiss, whose postoffice address is 524 Frederick Street, Hagerstown, Maryland; and Gayl P. Weiss whose postoffice address is 524 Frederick 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:

TRI-STATE SANITARY SUPPLY CO., INC.

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

(a) To engage in the carrying on of a sanitary and/or janitorial supply business including, but not solely limited to, the manufacturing, distributing, selling, renting, repairing, developing, designing, purchasing, storing, warehousing of sanitary and/or janitorial equipment and supplies.

(b) To purchase and acquire the good will, stock and business of any going concern and to carry on and conduct the business acquired and to carry on a general wholesale and retail business in goods, wares and merchandise of all kinds and nature whatsoever useful and ornamental and to carry on the business of importing and manufacturing, buying and selling goods, wares and merchandise of all kinds and nature whatsoever useful and ornamental, and to do and transact everything necessary, proper and

beneficial in carrying out any of the foregoing named objects and also to acquire, sell, lease, rent, hire and hypothecate real estate and to make assignments of leases and contracts and to transfer and assign leases and contracts when and where necessary and incident to the business.

(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 situated.

(e) 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.

(f) 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.

(g) 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.

(h) 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.

(i) 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.

(j) 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.

(k) 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.

(l) 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 524 Frederick Street, Hagerstown, Maryland. The resident agent of the Corporation is Arthur A. Weiss, whose postoffice address is 524 Frederick 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 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 Arthur A. Weiss, Joseph G. Weiss, and Gayl P. Weiss 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 consideration as said Board of Directors may deem advisable irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other 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 entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on April 27, 1963.

Witness:

Evelyn C. Miller as to Arthur A. Weiss  
Arthur A. Weiss

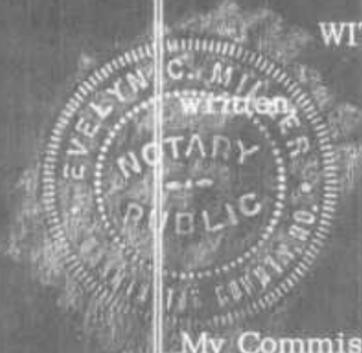
Evelyn C. Miller as to Joseph G. Weiss  
Joseph G. Weiss

Evelyn C. Miller as to Gayl P. Weiss  
Gayl P. Weiss

STATE OF MARYLAND }  
COUNTY OF WASHINGTON } ss:

THIS IS TO CERTIFY, that on April 27, 1963 before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County aforesaid, personally appeared Arthur A. Weiss, Joseph G. Weiss and Gayl P. Weiss, 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



Evelyn C. Miller  
Evelyn C. Miller, Notary Public

My Commission Expires:  
5/6/63

ARTICLES OF INCORPORATION  
OF  
TRI-STATE SANITARY SUPPLY CO., INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 7, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 3109

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1409  
AUG 12 11 27 AM '63  
LINES FILED  
LAND RECORDS/SALES  
G. MERLIN SWYDER  
CLERK

Recorded in Liber F356, folio 443, 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.

*Shirley M. ...*

Received for record August 12, 1963 at 11:27 A. M. Liber13  
Receipt No. 1409

ARTICLES OF INCORPORATION  
OF  
THE HENRY A. BESTER, JR. FOUNDATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned subscribers, whose post office addresses are set out after our names, Geraldine M. Lum, 2307 Gay Street, Hagerstown, Maryland; Shelby J. Crawford, Route 1, Fairplay, Maryland; Betty M. Baker, Route 3, 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: That the name of the corporation (which is hereinafter called the "Corporation") is:

THE HENRY A. BESTER, JR. FOUNDATION, INC.

THIRD: The corporation is formed for charitable, educational, scientific and religious purposes exclusively. For these purposes, the corporation shall have the following powers:

(a) To receive gifts, contributions, bequests and devises of funds and other property, and to hold, accrue, manage, administer, invest, sell and reinvest the same and use the income therefrom and the principal for such charitable,

educational, scientific and religious purposes as may, from time to time, be determined by the Board of Directors of the Corporation.

(b) To acquire, establish and maintain institutions and agencies which may tend to advance the objects of the corporation, to contribute to the support of charitable, educational, scientific and religious institutions and agencies, and to expend money for the charitable, educational, scientific and religious purposes.

(c) To invest and reinvest any principal or income in bonds, stocks, mortgages, real estate or any interest or estate therein, securities and any other medium of investment without limitation, and to deal with and expend the income and the principal of the corporation in such manner as in the absolute judgment of its Board of Directors will best promote its objects and purposes.

(d) The purposes for which this corporation is formed are purely charitable, educational, religious, civic and philanthropic; and this corporation is not organized for profit or financial gain; and no dividends shall be paid to any stockholders, but the net income of this corporation shall be applied by the directors to carry out the charitable purposes of the corporation as they may in their judgment deem wise.

(e) Neither the income nor the principal of the corporation's funds may be used for carrying on propaganda, or otherwise attempting, to influence legislation. All of the direct charitable, educational, scientific and religious activities

of the corporation shall be carried on within the United States of America or its possessions exclusively. All of the charitable, educational, scientific and religious institutions and agencies to which contributions may be given by the corporation shall be only such that are created or organized in the United States or in any possessions thereof or under the laws of the United States or any State or Territory or any possession of the United States, and such that the contributions will be used within the United States of America or its possessions, exclusively.

FOURTH: The post office address of the principal office of the corporation in this state is 1014 Pennsylvania Avenue, Hagerstown, Maryland. The resident agent of the corporation is Hubert A. Poole, whose post office address is 1014 Pennsylvania Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have not less than three (3) nor more than seven (7) directors; and Henry A. Bester, Jr., Hubert A. Poole, J. V. Jamison, III, E. Stuart Bushong and David W. Byron shall act as such until a new Board of Directors is elected as provided by the By-Laws of the corporation.

SIXTH: The corporation shall have no capital stock and 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.

SEVENTH: (a) 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 statute, determine all matters and questions pertaining to its business and affairs.

(b) The members of the Board may resign or be removed; vacancies may be filled and additional members elected, as provided in the By-Laws.

(c) The Board of Directors shall have the power to mortgage, sell, transfer, or exchange the property of the corporation from time to time, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation.

(d) 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.

NINTH: In the event of dissolution, the assets of this corporation after paying all obligations, shall be transferred to:

(1) 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)

TENTH: The corporation may enter into contracts or transact business with one or more of its directors or with any firm of which one or more of its directors are members, or with any corporation or association in which one or more of its directors are stockholders, directors or officers, and such contract or transaction shall not be invalidated or in anywise affected by the fact.

ELEVENTH: The membership of this corporation shall consist of the directors of the corporation.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on this 19<sup>th</sup> day of April, 1963.

Geraldine M. Lum (SEAL)  
Geraldine M. Lum

WITNESS:

Shelby J. Crawford (SEAL)  
Shelby J. Crawford

Betty M. Baker (SEAL)  
Betty M. Baker

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 19<sup>th</sup> day of April, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Geraldine M. Lum, Shelby J. Crawford and Betty M. Baker, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal

Comm. Exp.  
5/6/63

Joyce E. Wade  
Notary Public

NS

ARTICLES OF INCORPORATION  
OF  
THE HENRY A. BESTER, JR. FOUNDATION, INC.

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 3068

6

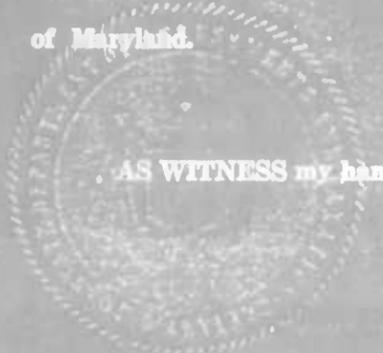
STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1409  
JUN 12 11 27 AM '63  
LIBR. FOLIO  
LAWD. C. MORGAN, CLERK  
G. MERLIN SWITZER  
CLERK

Recorded in Liber 356, folio 212, 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 August 12, 1963 at 11:29 A.M. Liber 13  
Receipt No. 1409

Hagerstown Council for Retarded Children, Inc.

Affiliated with National and State Councils  
RFD No. 1, Smithsburg, Maryland

THE REV. J. E. KEMP HORN  
Senior Advisory Chairman  
JACOB HOFFMAN, PRES.  
RAYMOND W. STOCKSLAGER, JR., V. PRES.

CHARLES ROSS, REC. SEC.  
MRS. MARGARET MOBLEY, COR. SEC.  
PHILIP HORIZAN, TREAS.

State Department of Taxation and Assessments  
301 West Preston Street,  
Baltimore, Maryland

By resolution of the Board of Directors and proper action by the membership of the Council in the meeting of March 18th. the following resolution was passed;

Be it resolved that The Hagerstown Council for Retarded Children, Inc. hereby changes the fourth article to now read as follows;  
The post office address of the place at which the principal office of the Corporation in this state will be located is, Center Lane Route # 1, Smithsburg, Maryland. The resident agent of the Corporation is to be the president of the Council whose Post Office address is, Center Lane, Route # 1, Smithsburg, Maryland. Said agent is a citizen of the State of Maryland and actually resides therein.

Attested By;  
*Charles H. Ross*  
Charles H. Ross, Rec. Sec.



NOTICE OF CHANGE OF PRINCIPAL OFFICE  
AND CHANGE OF ADDRESS OF RESIDENT AGENT  
OF  
HAGERSTOWN COUNCIL FOR RETARDED CHILDREN, INC.

received for record May 21, 1963, at 9:27 A. M.  
and recorded in Liber F No. 358 Folio No. 399 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> 1914

Recording Fee Paid \$2.00

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1409  
Aug 12 11 29 AM '63  
L. MERLIN SWYDER  
CLERK

Received for record August 12, 1963 at 11:31 A.M. Liber 13  
Receipt No. 1409

GERMAN REFORMED CHURCH OF CLEARSPRING,  
WASHINGTON COUNTY, MARYLAND.

ARTICLES OF AMENDMENT

The Consistory of the German Reformed Church of Clearspring, Washington County, a Maryland Religious Corporation, having its principal offices in Clearspring, Washington County, Maryland, (hereinafter called corporation) hereby certifies:

First: The charter of the corporation is hereby amended by striking out Article one and inserting in lieu thereof the following:

"ONE: That this Church be called and the name thereof is 'St. John's United Church of Christ of Clearspring, Washington County, Maryland'".

Second: The charter of the corporation is hereby amended by striking out Article Second and inserting in lieu thereof the following:

"SECOND: It shall be subject to the control of the Synod of the United Church of Christ and shall in all respects be governed by its rules and regulations."

Third: The charter of the corporation is hereby amended by striking out Article Third and inserting in lieu thereof the following:

"THIRD: The officers of the Congregation shall be known as the Consistory, the members of which shall also be the Trustees of said Congregation, who shall have the control and management of this corporation; and that the Consistory shall consist of the Pastor or Pastors, five (5) Elders and five (5) Deacons. The members of the Consistory shall also be members of a Joint Consistory to which shall be committed the common interests of

St. Paul's United Church of Christ and this corporation.

Fourth: The charter of the corporation is hereby amended by striking out Article Six and inserting in lieu thereof the following:

"SIXTH: That Elders and Deacons shall be elected by a majority vote cast at a congregational meeting. They shall be elected for a period of five (5) years and shall be ineligible for re-election for a period of one (1) year in accordance with the By-Laws. One (1) Elder and one (1) Deacon shall be elected annually.

Fifth: That the Consistory of said Corporation or Church, at a meeting duly convened and held on the 3<sup>rd</sup> day of April, 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 Congregation of the Corporation or Church to be held in accordance with the notice to be given thereof.

Sixth: That more than ten (10) days written or printed notice stating the place, day and hour of such meeting and the business proposed to be transacted thereat was given to each person or member of the Congregation by leaving the same with him or her at his or her residence or place of business or by mailing postage prepaid.

Seventh: That pursuant to said written or printed notice, a meeting of the members of the Congregation was held on the premises of said Church on the 21st of April 1963, and the Amendment of the Charter of the Corporation or Church as hereinabove set forth was approved by the Congregation of said Corporation or Church at said meeting by the affirmative vote of

more than a majority of the members of said Congregation attending said meeting.

Eighth: The Amendment of the Charter of the Corporation or Church as hereinabove set forth has been duly advised by the Consistory of said Church and approved by the members of the Congregation thereof.

IN WITNESS WHEREOF, said Corporation has caused these Articles of Amendment to be duly signed in its name by Rev. Warren O. Ziegler, Pastor, for, in behalf of and in the name of said Church and has caused the same to be verified under oath by the Chairman or Secretary of the aforesaid meeting of the members of said Congregation.

GERMAN REFORMED CHURCH OF CLEARSPRING,  
WASHINGTON COUNTY, MARYLAND.

By Rev. Warren O. Ziegler  
Pastor

ATTEST:

Paul L. Reger  
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 24<sup>th</sup> day of April 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Warren O. Ziegler, who made oath in due form of law that he is the Pastor of the German Reformed Church of Clearspring, Washington County, Maryland; and at the same time also personally appeared Paul L. Reger, who made oath in due form of law that he was the Secretary of the meeting of the members of the Congregation held as alleged

in the foregoing Article of Amendment and that the matters and facts set forth in the foregoing Articles are true to the best of his knowledge and belief.

WITNESS my hand and Official Notarial Seal



*Lester B. Ridgeway*  
Notary Public

My commission expires:

*May 6, 1963*

✓ N/S

ARTICLES OF AMENDMENT

OF

GERMAN REFORMED CHURCH OF CLEARSPRING, WASHINGTON COUNTY, MARYLAND

changing its name to

ST. JOHN'S UNITED CHURCH OF CHRIST OF CLEARSPRING, WASHINGTON COUNTY, MARYLAND

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 3543

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1487  
MAY 23 11 31 AM '63  
LARRY F. SOLID  
LAND RECORDS CLERK  
& MERLIN SNYDER  
CLERK

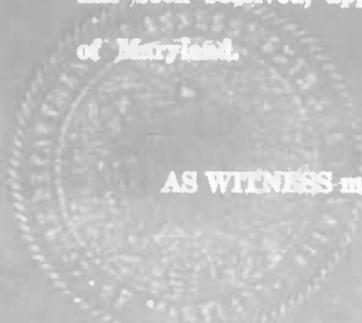
Recorded in Liber 7361, folio 67, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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]*

ARTICLES OF MERGER

ARTICLES OF MERGER, dated this 25<sup>th</sup> day of May 1963, by and between Walkersville Manufacturing Company, Inc., a Maryland Corporation, hereinafter sometimes called the Surviving Corporation, and Jane's Sportswear, Inc., a Maryland Corporation hereinafter sometimes called the Merging Corporation:

WITNESSETH:

1. Walkersville Manufacturing Company, Inc., and Jane's Sportswear, Inc., which are the corporations parties to these Articles of Merger and both of which are incorporated under the laws of the State of Maryland, hereby agree to effect the merger herein provided for upon the terms and conditions hereinafter set forth.

2. Walkersville Manufacturing Company, Inc., is the Corporation which will survive the merger and it will continue under the name

WALKERSVILLE MANUFACTURING COMPANY, INC.

3. No amendments to the Charter of the Surviving Corporation are made as a part of this merger.

4. The total amount of the authorized capital stock of each of the corporations parties to these Articles of Merger is as follows:

(a) Walkersville Manufacturing Company, Inc., has an authorized capital stock consisting of Two Thousand (2,000) shares of the par value of One Hundred (\$100.00) Dollars per share, all of which shares are common stock and having an aggregate par value of Two Hundred Thousand (\$200,000.00) Dollars.

(b) Jane's Sportswear, Inc., has an authorized capital stock of Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars per share all of which shares are of one class and are designated common stock, the aggregate par value of all shares is One Hundred Thousand (\$100,000.00) Dollars.

5. The number of shares of stock of the Surviving Corporation to be issued for shares of stock of each of the corporations parties to these Articles of Merger and the manner of converting the stock of each of such corporations into stock of the Surviving Corporation are as follows:

(a) One Hundred (100) shares of the One Hundred (\$100.00) Dollars par value common stock of the Surviving Corporation shall be issued by the Surviving Corporation in exchange for the presently issued and outstanding Two Thousand (2,000) shares of Ten (\$10.00) Dollars par value capital stock of the Merging Corporation at the rate of one (1) share of common stock of the Surviving Corporation for twenty (20) shares of the capital stock of the Merging Corporation.

(b) Each of the Two Hundred (200) shares of One Hundred (\$100.00) Dollars par value common stock of the Surviving Corporation presently held by holders other than the Merging Corporation, shall automatically continue as shares of common stock of the Surviving Corporation.

(c) After the merger is effected the Surviving Corporation shall have three Hundred (300) shares of capital stock having an aggregate

*Del. rec'd 6-69 atty. Gen.*

par value of One Hundred (\$100.00) Dollars issued and outstanding, all of which will be common stock of the Surviving Corporation.

6. The principal offices in the State of Maryland of both corporations parties to these Articles of Merger are located in Washington County. The Merging Corporation does not own any property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

7. The proposed form of these Articles of Merger was submitted to the Board of Directors of Walkersville Manufacturing Company, Inc., at a special meeting of said Board of Directors duly held at the office of said corporation at 1416 Potomac Avenue, Hagerstown, Maryland, on the second day of May, 1963, and the said Board of Directors adopted resolutions declaring that the proposed merger is advisable upon the terms and conditions set forth in these Articles of Merger, directing that the proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of said corporation to be held on the twenty-second day of May, 1963, and authorizing the execution and filing of these Articles of Merger if the same were approved by the stockholders. Notice stating that a purpose of such meeting of the stockholders would be to take action on the proposed Articles of Merger was given by Walkersville Manufacturing Company, Inc., to all of its stockholders entitled to vote thereon, and there were no stockholders not entitled to vote thereon. A special meeting of the stockholders of the Walkersville Manufacturing Company, Inc., was duly held on the twenty-second day of May, 1963, at the office of said corporation in Hagerstown, Maryland, and at said meeting the proposed Articles of Merger were approved by the stockholders by the affirmative vote of more than two-thirds (2/3rds) of all the votes entitled to be cast thereon.

8. The proposed form of these Articles of Merger was submitted to the Board of Directors of Jane's Sportswear, Inc., at a special meeting of said Board of Directors duly held at the office of said corporation at 55 East Baltimore Street, Hagerstown, Maryland, on the second day of May, 1963, and the said Board of Directors adopted resolutions declaring that the proposed merger is advisable upon the terms and conditions set forth in these Articles of Merger, directing that the proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of said corporation to be held on the twenty-second day of May, 1963, and authorizing the execution and filing of these Articles of Merger if the same were approved by the stockholders. Notice stating that a purpose of such meeting of the stockholders would be to take action on the proposed Articles of Merger was given by Jane's Sportswear, Inc., to all of its stockholders entitled to vote thereon, and there were no stockholders not entitled to vote thereon. A special meeting of the stockholders of Jane's Sportswear, Inc., was duly held on the twenty-second day of May, 1963, at the office of said corporation in Hagerstown, Maryland, and at said meeting the proposed Articles of Merger were approved by the stockholders by the affirmative vote of more than two-thirds (2/3rds) of all the votes entitled to be cast thereon.

9. These Articles of Merger were duly advised by the Board of Directors of Walkersville Manufacturing Company, Inc., and approved by its stockholders by the vote required by Article 23 of the Annotated Code of Maryland and by its Charter.

10. These Articles of Merger were duly advised by the Board of Directors of Jane's Sportswear, Inc., and approved by its stockholders by the vote required by Article 23 of the Annotated Code of Maryland and by its Charter.

11. These Articles of Merger shall be effective when they have been accepted for record by the State Department of Assessments and Taxation.

12. Upon the effective date of these Articles of Merger the separate existence of the Merging Corporation, Jane's Sportswear, Inc., shall cease and all property, rights, privileges and franchises of whatsoever nature and description of the Merging Corporation shall be transferred to, vested in and devolved upon Walkersville Manufacturing Company, Inc.; the Surviving Corporation, and the Surviving Corporation shall be liable for all the debts and obligations of the Merging Corporation; provided, however, that notwithstanding any provision hereof confirmatory deeds, assignments and other like instruments may, at any time and from time to time, when deemed desirable to evidence such transfer, vesting or devolution of any property, rights, privileges or franchises of the Merging Corporation, be made and delivered in the name of the Merging Corporation by the last acting officers thereof or by the corresponding officers of the Surviving Corporation.

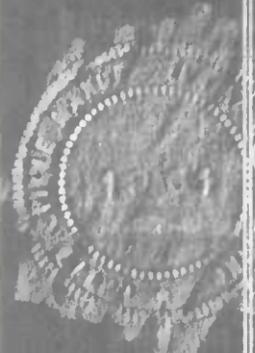
IN WITNESS WHEREOF, each corporation party to these Articles of Merger has caused these Articles of Merger to be signed and acknowledged in its name and on its behalf by its respective President and its respective corporate seal to be hereunto affixed and attested by its respective Secretary.

WALKERSVILLE MANUFACTURING COMPANY, INC.

Attest:

By: Raymond T. White  
Raymond T. White, President

Josephine M. Fennel  
Josephine M. Fennel, Secretary  
Walkersville Manufacturing Company, Inc.



JANE'S SPORTSWEAR, INC.

Attest:

BY: Raymond T. White  
Raymond T. White, President

Josephine M. Fennel  
Josephine M. Fennel, Secretary  
Jane's Sportswear, Inc.

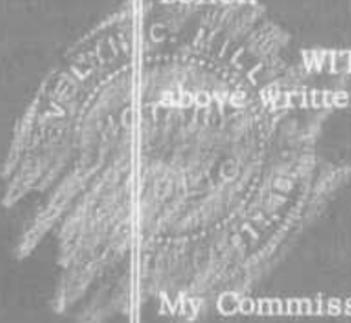


STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on the 25<sup>th</sup> day of May, 1963, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington aforesaid, personally appeared Raymond T. White, the President of Walkersville Manufacturing Company, Inc., being a Corporation organized and existing under the laws of the State of Maryland, 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 Josephine M. Fennel, and made oath in due form of law that she was Secretary of the meeting of the stockholders of said Corporation at which the said Articles of Merger were approved, and that the said Articles

of Merger were duly advised and authorized by resolution of the Board of Directors of said Corporation declaring that the proposed merger was advisable and directing that it be submitted for action thereon at a meeting of the stockholders of said Corporation and that said Articles of Merger were approved at said meeting of stockholders held on the twenty-second day of May, 1963, by the affirmative vote of more than two-thirds of all the votes entitled to be cast thereon, and that the matters and facts set forth in said Articles of Merger are true to the best of her knowledge, information and belief.

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



*Evelyn C. Miller*  
Notary Public

My Commission Expires: May 3, 1965

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on the 25<sup>th</sup> day of *May*, 1963, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington aforesaid, personally appeared Raymond T. White, the President of Jane's Sportswear, Inc., being a Corporation organized and existing under the laws of the State of Maryland, 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 Josephine M. Fehnel, and made oath in due form of law that she was Secretary of the meeting of the stockholders of said Corporation at which the said Articles of Merger were approved, and that the said Articles of Merger were duly advised and authorized by resolution of the Board of Directors of said Corporation declaring that the proposed merger was advisable and directing that it be submitted for action thereon at a meeting of the stockholders of said Corporation and that said Articles of Merger were approved at said meeting of stockholders held on the twenty-second day of May, 1963, by the affirmative vote of more than two-thirds of all the votes entitled to be cast thereon, and that the matters and facts set forth in said Articles of Merger are true to the best of her knowledge, information and belief.

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



*Evelyn C. Miller*  
Notary Public

My Commission Expires: May 3, 1965



✓

ARTICLES OF MERGER

OF

JANE'S SPORTSWEAR, INC. - a Md. corp.

merging into

WALKERSVILLE MANUFACTURING COMPANY, INC. - a Md. corp. surviving corp.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 10, 1963 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 3766

5

Recorded in Liber 3362, folio 587, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED  
1718  
AUG 13 8 54 AM '63  
LAND & MORTGAGE SALE  
G. MERLIN SNYDER  
CLERK

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]*

ARTICLES OF INCORPORATION  
VIC MILLER TRAVEL AGENCY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Victor D. Miller, Jr., whose Post Office address is 1615 Luran Road, Fountain Head Heights, Hagerstown, Washington County, Maryland, Catherine G. Miller, whose Post Office address is 1615 Luran Road, Fountain Head Heights, Hagerstown, Washington County, Maryland, and Evelyn M. Potter, whose Post Office address is 221 Longview, Greenberry Hills, Hagerstown, Washington County, Maryland, each of whom are at least twenty-one years of age, do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose and with the intent of forming a corporation.

SECOND: That the name of the Corporation is:

VIC MILLER TRAVEL AGENCY, INC.

THIRD: That 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 exercise all or any of the general powers conferred upon corporations by the General Laws of Maryland (and without in any way limiting the right to exercise such general powers,) and in addition thereto.

(b) To buy, sell, and in any and every other manner, for itself, or as agent or broker for others, to deal in and with:

(1) Transportation and tickets and reservations therefor, including charter, by land, air and water, for any person or persons, group or groups of persons, luggage, baggage, property of all kinds, and freight, by rail, automobile, bus, truck, boat, ship, plane and otherwise, including but not limited to tours, cruises and travel of any and every kind.

(2) Housing accommodations and reservations therefor, of whatever length of time, at hotels, motels, motor-hotels, inns,

resorts of all kinds, and any and every other building or place where paying guests are received, including meals, food, and refreshments and service therefor at any and all hotels, motels, inns, restaurants and other places where meals, food and refreshments are served.

(3) Admissions and tickets and reservations therefor, to private and public lands, buildings, museums, art galleries, parks, theaters, expositions, exhibits and any and all other places of scenic, cultural or other interest and any and all places of recreation and amusement.

(4) Bank drafts, certified and treasurer's checks, travelers checks, money orders and any and all other financial instruments of whatever kind.

(5) Insurance of any and every kind and nature, including but not limited to, life insurance, accident insurance, fire insurance, automobile insurance, baggage and freight insurance, transportation insurance of all kinds, comprehensive, marine, floater, personal liability, property damage and all other forms of insurance whatsoever.

(6) Domestic and international purchase, sale, lease, rental and otherwise dealing in and with automobiles and other motor vehicles, trailers, buses, trucks, vans, trains, boats, ships, aircraft and any and every other means of transportation.

(7) Goods, wares, merchandise, chattels and personal property of whatever kind or kinds associated with and/or incidental to travel, including but not limited to, luggage, books, pamphlets and other literature, cameras, films and other photographic and optical instruments and paraphernalia.

(8) Any and all other property, real or personal, and/or services of any and every kind related, directly or indirectly, or incidental to travel.

(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 capital stock, property, rights, businesses, contracts, good-will, franchises and assets of every kind of any corporation, co-partnership or individual carrying on or having carried on in whole or in part any business that the corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

(e) To apply for, obtain, purchase, or otherwise acquire any letters patent, copyrights, licenses, trademarks, tradenames, rights, processes, formulae and the like which may be used for or incidental to any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

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

(g) To transact its business, carry on its operations and exercise its powers at wholesale or retail in any state, territory, district or possession of the United States and in any foreign country.

FOURTH: The Post Office address of the principal office of the Corporation in this State will be at 43 Summit Avenue, Hagerstown, Washington County, Maryland. The resident agent of the Corporation is Victor D. Miller, Jr., whose Post Office address is 1615 Lauran Road, Fountain Head Heights, Hagerstown, 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 Two Thousand (2,000) all of which shall be common stock, having a par value of Ten (\$10.00) Dollars each; the aggregate par value of all of said shares is Twenty Thousand (\$20,000.00) Dollars.

SIXTH: The shares of such stock shall be non-assessable and each share thereof shall be entitled to one vote in all meetings of the stockholders of the corporation. Dividends may be declared thereon by the Board of Directors of the corporation at such time and in such amounts as the Board of Directors may determine, such dividends to be paid from the profits or surplus of the corporation. In the event of liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets shall be distributed ratably among the holders of said stock without priority or preference of any kind or nature.

SEVENTH: The shares of stock of the corporation shall be transferable only on the books of the corporation upon surrender of the certificates therefor properly endorsed.

EIGHTH: The corporation shall have three Directors, and Victor D. Miller, Jr., Catherine G. Miller and Evelyn M. Potter, whose respective Post Office addresses are hereinabove set forth shall act as such until the first annual meeting of stockholders or until their successors are duly chosen and qualify.

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

(a) The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance from time to time of 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 and according to law.

(b) The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance of 800 shares of the capital stock of the corporation to Victor D. Miller, Jr. in exchange for the assets of the said Victor D. Miller, Jr., trading as Vic Miller Travel Agency and General Insurance, and consisting of:

Cash.	\$ 1,000.00
Office furniture, fixtures and leasehold improvements consisting of 4 metal office desks, 15 office chairs, 3 secretary chairs, 2 swiveltop stools, 3 Remington typewriters, 1 Smith-Corona typewriter, 1 Electric Underwood typewriter, 1 Remington Adding Machine, 8 metal filing cabinets, 4 office lamps, 3 office tables, 2 bookcases, 1 counter, 1 Addressograph with stencil cabinet and card file, built in tables, desks and shelving, illuminated advertising sign, floor carpeting and miscellaneous office equipment and supplies.	5,600.00
Assignment of balance of term of Lease from Prospect Realty Company dated March 14, 1961 for premises known as No. 43 Summit Avenue, Hagerstown, Maryland, said term to expire May 31, 1966.	1,000.00
Good Will.	<u>400.00</u>
Total	\$ 8,000.00

which said assets, in the opinion of the incorporators, have a fair cash market value of not less than Eight Thousand (\$8,000.00) Dollars.

(c) No contract or other transaction between the 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 Director 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.

(d) At any meeting of the stockholders, any action taken or authorized which, in the absence of this provision, would require a greater proportion of such votes, shall be valid and effective if taken or authorized by a majority of the votes of all classes of stock entitled to be cast.

(e) The Board of Directors may classify or re-classify any unissued shares of stock of the corporation 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) Stockholders shall have no pre-emptive rights to acquire additional shares of stock of the corporation unless and until shares of the aggregate par value of Ten Thousand (\$10,000.00) Dollars, which is deemed to be the capital required to initiate the corporate enterprise, have been issued; and thereafter stockholders shall have such pre-emptive rights with reference to the stock and securities issued by the corporation in accordance with and to the extent only provided in Section 30 of Article 23 of the Annotated Code of Maryland of 1957.

(g) 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, making changes in the rights

of stockholders or which make an exchange, re-classification or cancellation of stock or rights of stockholders, whether or not any such amendment alters the contract rights of any outstanding stock as expressly set forth herein. Any such amendment shall be valid if authorized by the same vote and procedure provided in sub-paragraph (d) of this Paragraph.

Victor D. Miller, Jr.  
Victor D. Miller, Jr.

Catherine G. Miller  
Catherine G. Miller

Evelyn M. Potter  
Evelyn M. Potter

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

I HEREBY CERTIFY, That on this 14<sup>th</sup> day of June, A. D., 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Victor D. Miller, Jr., Catherine G. Miller and Evelyn M. Potter, personally known to me to be the persons whose names are subscribed to the foregoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Hennietta S. Sinn  
Notary Public

My Commission Expires: May 3, 1965.



ARTICLES OF INCORPORATION  
OF  
VIC MILLER TRAVEL AGENCY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 17, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 3907

8

Recorded in Liber 364, folio 10, 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.....

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1718

AUG 23 8 54 AM '63

LAND RECORDS DIVISION  
G. MERLIN SNYDER  
CLERK

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. Bourgeois*

ARTICLES OF INCORPORATION  
OF

## THE LIONS CLUB OF HALFWAY, INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, ROBERT C. LEE, WHOSE POST OFFICE ADDRESS IS 276 SOUTH PROSPECT STREET, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; HARRY F. BOWMAN, WHOSE POST OFFICE ADDRESS IS 1000 POTOMAC AVENUE, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; PAUL C. WAGGONER, WHOSE POST OFFICE ADDRESS IS 2215 DIANA DRIVE, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; EDWARD E. HARRIMAN, WHOSE POST OFFICE ADDRESS IS 141 GREENBERRY ROAD, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; WILLIAM E. DORSEY, WHOSE POST OFFICE ADDRESS IS 28 GREENBERRY ROAD, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; AND GEORGE V. McCLAIN, WHOSE POST OFFICE ADDRESS IS 206 ALLEN 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 BY THE EXECUTION AND FILING OF THESE ARTICLES.

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

THE LIONS CLUB OF HALFWAY, 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 CREATE AND FOSTER A SPIRIT OF "GENEROUS CONSIDERATION" AMONG THE PEOPLES OF THE WORLD THROUGH A STUDY OF THE PROBLEMS OF INTERNATIONAL RELATIONSHIPS.

B. TO PROMOTE THE THEORY AND PRACTICE OF GOOD GOVERNMENT AND GOOD CITIZENSHIP.

C. TO TAKE AN ACTIVE INTEREST IN THE CIVIC, SOCIAL AND MORAL WELFARE OF THE COMMUNITY.

D. TO UNITE THE MEMBERS IN THE BONDS OF FRIENDSHIP, GOOD FELLOWSHIP AND MUTUAL UNDERSTANDING.

E. TO PROVIDE A FORUM FOR THE FULL AND FREE DISCUSSION OF ALL MATTERS OF PUBLIC INTEREST, PARTISAN POLITICS AND SECTARIAN RELIGION ALONE EXCEPTED.

F. TO ENCOURAGE EFFICIENCY AND PROMOTE HIGH ETHICAL STANDARDS IN BUSINESS AND PROFESSIONS; PROVIDED THAT THIS CLUB SHALL NOT HOLD OUT AS ONE OF ITS OBJECTS FINANCIAL BENEFITS TO ITS MEMBERS.

G. FOR THE PURPOSES AFORESAID, TO TAKE OVER THE ASSETS, RIGHTS AND FRANCHISES OF THE UNINCORPORATED CLUB, KNOWN AS THE LIONS CLUB OF HALFWAY, AND ITS MEMBERS.

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 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 WHERESOEVER SITUATED.

J. THIS CORPORATION IS FORMED ON AND SUBJECT TO THE ARTICLES, CONDITIONS AND PROVISIONS HEREIN EXPRESSED AND TO THE PROVISIONS AND LIMITATIONS RELATED 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 28 GREENBERRY ROAD, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; THE RESIDENT AGENT OF THE CORPORATION IS WILLIAM E. DORSEY, WHOSE POST OFFICE ADDRESS IS 28 GREENBERRY 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 NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE THIRTEEN. 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: ROBERT C. LEE, HARRY F. BOWMAN, PAUL C. WAGGONER, EDWARD E. HARRIMAN, WILLIAM E. DORSEY, GEORGE V. McCLAIN, MARTIN L. SNOOK, CHARLES L. DOMER, CLIFTON M. BACHTELL, EINAR OLSEN, GLENN L. BOWMAN, ROBERT V. CROMER AND WAYNE J. FRENCH.

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.

TENTH: THAT THE LIONS CLUB OF HALFWAY, INC., IS CHARTERED BY AND UNDER THE SUPERVISION OF THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS OF CHICAGO, ILLINOIS, AND IS GOVERNED BY THE CONSTITUTION AND BY-LAWS OF SAID ASSOCIATION.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON THE 22<sup>nd</sup> DAY OF ~~APRIL~~ MAY, 1963.

WITNESS:

<u>Charles J. Zitzman</u>	<u>Robert C. Lee</u> (SEAL)
<u>J. Doyle</u>	<u>Robert C. Lee</u> <u>Harry F. Bowman</u> (SEAL)
<u>J. Doyle</u>	<u>Harry F. Bowman</u> <u>Paul C. Waggoner</u> (SEAL)
<u>James R. Stone</u>	<u>Paul C. Waggoner</u> <u>Edward E. Harriman</u> (SEAL)
<u>C. Thurston Higgs</u>	<u>Edward E. Harriman</u> <u>William E. Dorsey</u> (SEAL)
<u>C. Thurston Higgs</u>	<u>William E. Dorsey</u> <u>George V. McClain</u> (SEAL)
	<u>George V. McClain</u> GEORGE V. McCLAIN

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 22<sup>nd</sup> DAY OF ~~APRIL~~ MAY, 1963, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED ROBERT C. LEE, HARRY F. BOWMAN, PAUL C. WAGGONER, EDWARD E. HARRIMAN, WILLIAM E. DORSEY AND GEORGE V. McCLAIN, AND SEVERALLY ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Dolly Joyce Keen  
NOTARY PUBLIC



COMM. EXP.  
MAY 3, 1968

✓ NS

ARTICLES OF INCORPORATION  
OF  
THE LIONS CLUB OF HALFWAY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 18, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 3894

Recorded in Liber 3364, folio 581, 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.....

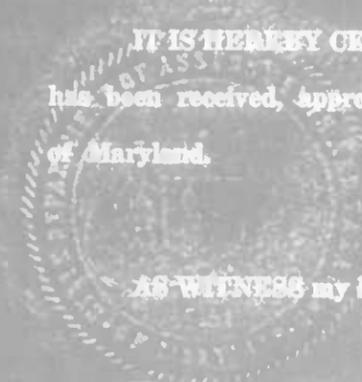
STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1718  
AUG 23 8 54 AM '63  
LIBER 3364  
LAND RECORDS C/SALES  
G. MERLIN SNYDER  
CLERK

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. Bartman*



✓ 11/10/63  
W. J.

ARTICLES OF INCORPORATION

OF

P. J. PRYOR, INC.

FIRST: WE, THE UNDERSIGNED, PERCY J. PRYOR, WHOSE POST OFFICE ADDRESS IS 1670 BENNIE AVENUE, HAGERSTOWN, MARYLAND; THELMA L. PRYOR, WHOSE POST OFFICE ADDRESS IS 1670 BENNIE AVENUE, HAGERSTOWN, MARYLAND; RALPH D. PRYOR, WHOSE POST OFFICE ADDRESS IS CHEWSVILLE, MARYLAND; AND LUCILLE M. PRYOR, WHOSE POST OFFICE ADDRESS IS CHEWSVILLE, MARYLAND, EACH BRING 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 HEREAFTER CALLED THE CORPORATION) IS:

P. J. PRYOR, INC.

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

A. TO ENGAGE IN THE GENERAL BUSINESS OF PLUMBING, AND HEATING, INCLUDING INSTALLATION AND REPAIR OF ALL TYPES OF PLUMBING, HEATING PLANTS, WATER HEATERS, GAS FITTINGS AND ALL OTHER KINDS OF APPARATUS AND TO DO ANY AND ALL THINGS THAT ARE USUAL, NECESSARY AND CUSTOMARY IN THE GENERAL PLUMBING AND HEATING BUSINESS.

B. TO ENGAGE IN THE BUYING AND SELLING AND MANUFACTURING OF PLUMBING AND HEATING SUPPLIES OF EVERY KIND, NATURE, AND DESCRIPTION, BOTH DOMESTIC AND INDUSTRIAL, AND IN THE BUYING AND SELLING OF ALL BUILDING SUPPLIES AND EQUIPMENT OF ANY KIND, NATURE, OR DESCRIPTION WHATSOEVER.

C. TO MANUFACTURE, EXPERIMENT, INVENT, DEVELOP, IMPROVE, PURCHASE, SELL AND GENERALLY DEAL IN PLUMBERS' AND

HEATERS' SUPPLIES, FIXTURES, TOOLS, APPLIANCES, SANITARY FIXTURES, AND ANY AND EVERY KIND OF WARES, ARTICLES, AND MERCHANDISE WHICH ARE OR MAY BE USED BY PLUMBERS, AND TO CARRY ON THE BUSINESS OF INVENTORS, MANUFACTURERS, WHOLESALERS, RETAILERS, IMPORTERS, AND EXPORTERS IN PLUMBING FIXTURES AND SUPPLIES, AND ANY AND ALL KINDS OF WARES AND MERCHANDISE.

D. 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.

E. 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.

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 1670 HENRIETTA AVENUE, HAGERSTOWN, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS RALPH D. PRYOR, WHOSE POST OFFICE ADDRESS IS CHEWSVILLE, 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 THE CORPORATION IS TEN THOUSAND (10,000) SHARES OF THE PAR VALUE OF TEN (\$10.00) DOLLARS PER SHARE, ALL OF WHICH SHARES ARE COMMON STOCK AND HAVING AN AGGREGATE PAR VALUE OF ONE HUNDRED THOUSAND (\$100,000.00) 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 (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 PERCY J. PRYOR, RALPH D. PRYOR AND THELMA L. PRYOR.

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:

(A) THE BOARD OF DIRECTORS OF THE CORPORATION IS HEREBY 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 OR CLASSES, WHETHER NOW OR HEREAFTER AUTHORIZED; 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.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

NINTH: THE CORPORATION MAY ENTER INTO CONTRACTS OR TRANSACTIONS WITH ONE OR MORE OF ITS DIRECTORS OR WITH ANY FIRM OF WHICH ONE OR MORE OF ITS DIRECTORS ARE MEMBERS, OR WITH ANY CORPORATION OR ASSOCIATION IN WHICH ONE OR MORE OF ITS DIRECTORS ARE STOCKHOLDERS, DIRECTORS OR OFFICERS, AND SUCH CONTRACT OR TRANSACTION SHALL NOT BE INVALIDATED OR IN ANYWISE AFFECTED BY THE FACT THAT ANY SUCH DIRECTOR OR DIRECTORS MIGHT HAVE INTERESTS THEREIN WHICH ARE OR MIGHT BE ADVERSE TO THE INTERESTS OF THIS CORPORATION, EVEN THOUGH THE VOTE OF THE DIRECTOR OR DIRECTORS HAVING SUCH ADVERSE INTERESTS SHALL HAVE BEEN NECESSARY TO OBLIGATE THIS CORP-

ORATION UPON SUCH CONTRACT OR TRANSACTION; AND NO DIRECTOR OR DIRECTORS HAVING SUCH ADVERSE INTEREST SHALL BE LIABLE TO THIS CORPORATION OR TO ANY STOCKHOLDER OR CREDITOR THEREOF, OR TO ANY OTHER PERSON, FOR ANY LOSS INCURRED BY IT UNDER OR BY REASON OF ANY SUCH CONTRACT OR TRANSACTION; NOR SHALL ANY SUCH DIRECTOR OR DIRECTORS BE ACCOUNTABLE FOR ANY GAINS OR PROFITS REALIZED THEREON; ALWAYS PROVIDED, HOWEVER, THAT SUCH CONTRACT OR TRANSACTION SHALL, AT THE TIME IT WAS ENTERED INTO HAVE BEEN A REASONABLE ONE TO HAVE BEEN ENTERED INTO AND SHALL HAVE BEEN UPON TERMS THAT AT THE TIME WERE FAIR, AND PROVIDED THAT THE FACT THAT SUCH DIRECTOR OR DIRECTORS ARE SO INTERESTED SHALL HAVE BEEN DISCLOSED TO THE BOARD OF DIRECTORS OR SHALL HAVE BEEN KNOWN TO A MAJORITY OF THE BOARD OF DIRECTORS.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON THE 27<sup>th</sup> DAY OF May, 1963.

WITNESS:

<u>James J. Shine</u>	<u>Percy J. Pryor</u> PERCY J. PRYOR
<u>James J. Shine</u>	<u>Thelma L. Pryor</u> THELMA L. PRYOR
<u>James J. Shine</u>	<u>Ralph D. Pryor</u> RALPH D. PRYOR
<u>James J. Shine</u>	<u>Lucille M. Pryor</u> LUCILLE PRYOR

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 27<sup>th</sup> DAY OF May, 1963, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED PERCY J. PRYOR, THELMA L. PRYOR, RALPH D. PRYOR AND LUCILLE M. PRYOR, AND SEVERALLY ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.



Exp. 1965

Doris B. Bentz  
NOTARY PUBLIC

ARTICLES OF INCORPORATION  
OF  
P. J. PRYOR, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 6, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 3756

6

Recorded in Liber 3363, folio 307, 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..

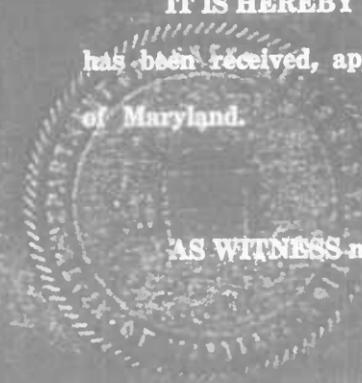
STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1718

AUG 23 8 54 AM '63

LIBRARY  
LAND & MINE  
G. MERLIN SNYDER  
CLERK

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. Burtis*

64  
6/15/63  
W. J.

Received for Record Aug. 23, 1963 at 8:54 A. M.  
Liber 13 Receipt No. 1817

APPALACHIAN GOOSE SANCTUARY, INC.

ARTICLES OF INCORPORATION

FIRST: we, the undersigned, John A. Latimer, Jr., whose post office address is 130 West Washington Street, Hagerstown, Maryland; Russell B. Keener, whose post office address is 2121 Fairfax Road, Hagerstown, Maryland; and Daniel L. Hohman, whose post office address is 314 North Potomac 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

APPALACHIAN GOOSE SANCTUARY, 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 promote and encourage laws for the protection of forests, and fish and game life in the State of Maryland;

To promote and encourage the propagation of fish and game in the County of Kent and elsewhere;

To encourage by legal means the passing of legislation in the aid of the purposes above stated; and rational enforcement of the same;

To promote and encourage better understanding among the members and the general public as to the proper use of boats, camps, camp furnishings, hunting and fishing equipment;

To promote, encourage, and educate its members and the general public in the principles of safety in the use of firearms;

To promote, encourage, and provide social and friendly intercourse among its members.

2. To purchase, own, improve, equip, operate, and manage farms and engage in any agricultural pursuit or undertaking.

3. To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Maryland.

To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform.

4. To purchase, sell, mortgage, lease, improve, invest and deal in real estate, wherever 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 130 West Washington Street, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State is John A. Latimer, Jr., 130 West Washington Street, Hagerstown, 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 Thousand Dollars (\$100,000.00), par value, divided into One Thousand (1000) shares 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; the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are John A. Latimer, Jr., Russell B. Keener and Daniel L. Hohman.

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 31<sup>st</sup> day of May, 1963.

WITNESS:

Catherine M. Hess  
Catherine M. Hess

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

Catherine M. Hess  
Catherine M. Hess

Russell B. Keener (SEAL)  
Russell B. Keener

Catherine M. Hess  
Catherine M. Hess

Daniel L. Hohman (SEAL)  
Daniel L. Hohman

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

I HEREBY CERTIFY, that on this 31<sup>st</sup> 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 John A. Latimer, Jr., Russell B.  
Keener and Daniel L. Hohman, 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  
APPALACHIAN GOOSE SANCTUARY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 3, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 3703

4

Recorded in Liber 7363, folio 171, 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.....

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1218  
AUG 23 8 54 AM '63  
LAND & MORTG. C/SALER  
G. MERLIN SNYDER  
CLERK

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  
TROY FABRIC CARE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, George M. Young, whose post office address is 201 South Mechanic Street, Cumberland, Maryland, Joyce L. Appel, whose post office address is 18 Mullin Street, Cumberland, Maryland, and Angela M. Senkbell, whose post office address is 210 Bedford Street, Cumberland, 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

TROY FABRIC CARE, 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 carry on a laundry business and the business of cleaners, dyers, renovators and any and all allied or similar businesses or trades; to acquire, hold and own recipes, formulas, and processes of manufacture of, and to manufacture, compound and deal in proprietary articles, laundry preparations, bluing, washing compounds and substitutes therefor, and other preparations of every nature and description.

(2) To carry on the business of a laundry, cleaning, pressing, and dyeing and all other subsidiary businesses convenient or necessary thereto.

(3) To manufacture, buy, sell, exchange, lease, import, export and generally deal in all types of goods, wares and merchandise of every class and description.

(4) 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 or corporation.

(5) 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 insure 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.

#### CONSTRUCTION OF AFOREGOING CLAUSES

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers

and generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred on corporations of this character by laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights, or privileges granted and conferred by the laws of said state now or hereafter in force.

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

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

(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 the 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 Corpo-

ration, 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 evidence 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 altering the contract rights of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) 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.

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

(g) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 59 East Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is George M. Young, whose post office address is 201 South Mechanic Street, Cumberland, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three directors, and George M. Young, Joyce L. Appel and Angela M. Senkbeil shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said Corporation shall have the

power to increase the number of directors to not more than nine by amendment to the By-laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value divided into one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 27th day of June, 1963.

WITNESS:

<u>W. P. Brown</u>	<u>George M. Young</u> (SEAL) GEORGE M. YOUNG
<u>W. P. Brown</u>	<u>Joyce L. Appel</u> (SEAL) JOYCE L. APPEL
<u>W. P. Brown</u>	<u>Angela M. Senkbeil</u> (SEAL) ANGELA M. SENKBEIL

STATE OF MARYLAND, ALLEGANY COUNTY, TO WIT:

On this 27th day of June, 1963, before me, the undersigned officer, personally appeared GEORGE M. YOUNG, JOYCE L. APPEL and ANGELA M. SENKBEIL, known to me to be the persons whose names are subscribed to the within instrument, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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



Victoria E. Bittinger  
NOTARY PUBLIC.

ARTICLES OF INCORPORATION  
OF  
TROY FABRIC CARE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 28, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 4062

Recorded in Liber 7366, folio 444, 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.....

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1718  
MIG 23 8 54 AM '63  
JACOB POLLO  
LAND & MORTG. C/SALE  
C. MERLIN SNYDER  
CLERK

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. Barton*

7/12/63  
w. s.

3-75

Received for record October 4, 1963 at 9:06 A.M. Liber 13, Receipt No. 2933

ARTICLES OF INCORPORATION  
OF  
BOONE HOTEL, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Robert D. Zeller, whose postoffice address is Boonsboro, Maryland; Gladys B. Zeller, whose postoffice address is Boonsboro, Maryland, and William B. Zeller, whose postoffice address is 6 East Lee Street, 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 hereafter called the Corporation) is Boone Hotel, Inc.

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

(a) To carry on a general tavern and restaurant business and to purchase, sell, and deal in such goods, supplies and merchandise as are or may be sold in a tavern or restaurant including the sale of alcoholic beverages and 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 purchase or otherwise acquire all or any part of the business, goodwill, rights, property and assets of any kind and assume all or any part of the liabilities of any corporation, association, partnership or individual engaged in any lawful business which corporations may conduct, and to continue any business so acquired in its own name or otherwise in accordance with the provisions of the Laws of the State of Maryland.

(e) To purchase or otherwise acquire, hold, sell, assign and transfer the stocks, bonds, securities or other evidence of indebtedness of other corporations, domestic and foreign, and also to purchase or otherwise acquire, own and hold its own stock in accordance with the provisions of the Laws of the State of Maryland.

(f) To make contracts, incur liabilities, borrow money, make and issue bonds or other evidences of indebtedness and secure the same by mortgage or deed of trust of its property, franchises and income.

(g) To apply for, obtain, purchase or otherwise acquire any licenses which might be used for any of the purposes of the Corporation.

(h) To transact its business and carry on its operations within or without the State of Maryland and to exercise in any other state, territory, district or possession of the United States, so far as the laws thereof permit, any of the powers hereby granted.

(i) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation and to have and to exercise all the powers conferred by the Laws of the State of Maryland.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Boonsboro, Maryland. The resident agent of the Corporation is William B. Zeller, whose postoffice address is 6 East Lee 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 a share, all of which shares are of one class and are designated Common Stock.

SIXTH: The Corporation shall have three directors, 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 D. Zeller, Gladys B. Zeller and William B. Zeller.

SEVENTH: That 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, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(b) 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 <sup>VOTE</sup> of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(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 and may vote thereat to authorize any such contract or transaction, with like force or effect as if he were not such director or officer of such other corporation or not so interested.

EIGHTH: That the duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 10<sup>th</sup> day of July, 1963

Witness:

Anna C. Mosier

Robert B. Zeller (SEAL)  
Robert B. Zeller  
Gladys B. Zeller (SEAL)  
Gladys B. Zeller  
William B. Zeller (SEAL)  
William B. Zeller

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 10<sup>th</sup> day of July, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert D. Zeller, Gladys B. Zeller and William B. Zeller and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.



*Wm. C. Delois*  
Notary Public

My commission expires: May 3, 1965

ARTICLES OF INCORPORATION  
OF  
BOONE HOTEL, INC.

STATE OF MD  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
JUL 11 1963  
J. MURPHY SHYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 11, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

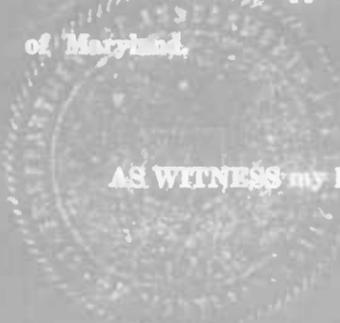
A 4269

Recorded in Liber 7368, folio 214, 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 October 4, 1963 at 9:06 A.M. Liber 13, Receipt No. 2933

ARTICLES OF INCORPORATION

OF

HOME CONSTRUCTION CORPORATION OF HAGERSTOWN

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, R. Landis Coffman, whose post office address is 229 Potomac Hights, Hagerstown, Maryland, Catherine M. Coffman, whose post office address is 229 Potomac Heights, Hagerstown, Maryland, and Jack B. Byers, whose post office address is 1727 York Road, 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:

HOME CONSTRUCTION CORPORATION OF HAGERSTOWN

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, of 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 61-1/2 East Franklin Street, Hagerstown, Maryland; the resident agent of the corporation is R. Landis Coffman, whose post office address is 229 Potomac Heights, 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 1000 shares of no par value, all of which shares are of one class, and are designated common stock.

SIXTH: The corporation shall have three directors, and R. Landis Coffman, Catherine M. Coffman and Jack B. Byers, 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

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 Direct-

ors 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 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 28th day of June, A.D., 1963.

Witness:

Ethel P. Stephey  
Ethel P. Stephey

R. Landis Coffman (SEAL)  
R. Landis Coffman

Catherine M. Coffman (SEAL)  
Catherine M. Coffman

Jack B. Byers (SEAL)  
Jack B. Byers

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 28th day of June, A.D., 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared R. Landis Coffman, Catherine M. Coffman and Jack B. Byers, 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.

*Charles P. Stephens*  
\_\_\_\_\_  
Notary Public

My commission expires:  
May 3, 1965



ARTICLES OF INCORPORATION

OF

HOME CONSTRUCTION CORPORATION OF HAGERSTOWN

STATE OF MARYLAND  
JULY 1 1963  
RECORDED  
S. MESSER, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland July 1, 1963 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 4136

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Recorded in Liber 7367, folio 118, 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 M. ...*

8/11/63  
w. s.

Received for record October 4, 1963 at 9:06 A. M. Liber 13, Receipt No. 2933

ARTICLES OF INCORPORATION  
OF  
RIDGE WATER CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, L. Robert Tourangeau, Mary E. Chapin and Barbara J. Boyle, the post-office address of each of whom is 1111 National Press Building, Washington, District of Columbia, each being of full age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby associate ourselves with the intention of forming a corporation.

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

RIDGE WATER CORPORATION.

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

To engage in and conduct the business of acquiring, treating, furnishing, and distributing water and water supplies for the use, consumption, convenience, and necessity of the tenants, occupants, residents, and/or owners of the community development known as Elk Ridge Lake Development in Washington County, Maryland, and for any other properties and/or developments near, surrounding and/or contiguous thereto, owned or

subsequently purchased by Elk Ridge Lake, Inc., a Maryland corporation, or any other corporation subsidiary or related thereto, subject to the approval, certification and/or regulation of any and all Maryland authorities, agencies, and/or political sub-divisions, whether state, county, municipal or otherwise, having jurisdiction or regulatory control over said purposes, operations and activities.

To acquire, own, operate and maintain water sources, whether wells, springs, or otherwise, treatment systems, distribution systems, pumping, and piping systems, and any and all equipment and facilities necessary or useful in connection with the objects and purposes of the corporation.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account or deal with all or any part of the property of the corporation and from time to time to vary any investment or employment of capital of the corporation, and to lend money.

To incur liabilities and borrow money; to make and issue bonds, notes, debentures, obligations and evidences of indebtedness of all kinds and to secure the same by mortgage or deed of trust of all or any part of its property, franchises and income; and generally to make and perform agreements and contracts of every kind and description.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trade marks, trade names, brands, labels, patent rights, letters patent of the United States or of any other country or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the State of Maryland.

To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by this corporation, or in which this corporation is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stocks, bonds or other obligations; and while owner of any such stocks, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; and to guarantee the payment of dividends upon any stock, or the principal or interest or both, of any bonds or other obligations, and the performance of any contracts.

The enumeration herein of the objects and purposes of this corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Maryland now or hereafter in effect or impliedly by the reasonable construction of the said laws.

FOURTH: The post-office address of the principal office of the Corporation in the State of Maryland is Route 1, Keedysville, Maryland.

The name of the resident agent of the corporation in the State of Maryland is Julius Frome, and the post-office address thereof is 7518 Dundalk Road, Takoma Park, Maryland. Said resident agent is a citizen of Maryland residing therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Four Thousand (4,000) shares, all of which are shares of Common stock without par value.

(a) Irrespective of whether any shares of the corporation, or any of its securities convertible thereinto, have been previously issued and are outstanding, the Board of Directors of the corporation is hereby empowered, subject to Paragraph (b) of this Article Fifth, to authorize the issuance of and to issue, from time to time, shares of its capital 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, whether now or hereafter authorized, for such lawful consideration, whether money or otherwise, as said Board of Directors may deem advisable, provided that the actual value of such consideration shall not be less than the par value of shares having par value, or of the capital (stated) value of shares without par value; and any shares issued for which the consideration so fixed has been paid or delivered shall be deemed fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

(b) In accordance with Section 20 (e) and Section 21 of Article 23 of the Annotated Code of Maryland, as amended, the corporation shall file a stock issuance statement with the Maryland State Department of Assessments and Taxation prior to the issuance of any shares of stock or securities convertible thereinto for which the consideration does not consist of or include money in an amount at least equal to the par value, or if without par value, to the stated capital value of the shares

to be so issued. However, such stock issuance statement need not be filed if the charter of the corporation sets forth such consideration, including a fair description of any consideration other than money and a statement of the actual value of such consideration.

It is hereby affirmed that the shareholders of the Corporation shall have the preemptive right to acquire additional shares of stock of the Corporation as provided by the General Laws of the State of Maryland.

SIXTH: The number of directors shall be three, which number may be increased or decreased from time to time 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 elected

and qualified are:

Louise A. Edelman  
Marguerite K. Edelman  
Julius Frome

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) Pursuant to Section 42(c) of Article 23 of the Annotated Code of Maryland, as amended, it is hereby provided that the concurrence of a majority of the aggregate number of votes of all classes, or of any class of stock of this Corporation, shall be sufficient to take or authorize any action

entitled to be taken or authorized by such class or classes of stock, notwithstanding any provisions of the said Article requiring a proportion greater than a majority.

EIGHTH: The Corporation is to have perpetual existence.

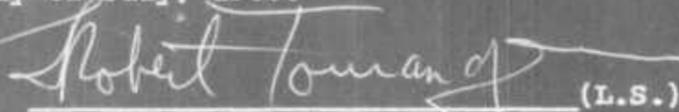
NINTH: The directors shall have power, if the By-laws so provide, to hold their meetings either within or without the State of Maryland; and the Corporation may have one or more offices in addition to the principal office in Maryland, and may keep its books (subject to the provisions of the statutes) outside of the State of Maryland at such places as may from time to time be designated by the Board.

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

ELEVENTH: This Corporation shall indemnify any person who is serving or has served as a director or officer of this Corporation, or, at its request, as a director or officer of another corporation in which this Corporation owns shares of stock, or in relation to which this Corporation is a creditor,

against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a director or officer of this corporation, or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which any person may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 29th day of July, 1963.

  
 \_\_\_\_\_ (L.S.)  
 L. Robert Tourangeau

  
 \_\_\_\_\_ (L.S.)  
 Mary E. Chapin

  
 \_\_\_\_\_ (L.S.)  
 Barbara J. Boyle

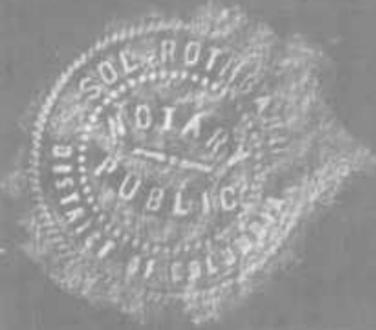
Witness:

  
 \_\_\_\_\_  
 Sol Rothbard

DISTRICT OF COLUMBIA ) SS.:

THIS IS TO CERTIFY, that on the 29th day of July, 1963, before me, the subscriber, a Notary Public of the District of Columbia, personally appeared L. Robert Tourangeau, Mary E. Chapin and Barbara J. Boyle, 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.



  
Sol Rothbard - Notary Public

My Commission Expires  
January 2, 1968

ARTICLES OF INCORPORATION  
OF  
RIDGE WATER CORPORATION

STATE OF MD. WASHINGTON COUNTY  
RECEIVED FOR RECORD  
JUL 31 1963  
C. MERLIN SWIDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 31, 1963 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 4564

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Recorded in Liber 3371, folio 308, 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.

*[Handwritten Signature]*

Received for record October 4, 1963 at 9:06 A.M. Liber 13, Receipt No. 2933

ARTICLES OF INCORPORATION

OF

OUTDOOR RECREATION INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, JACOB B. BERKSON WHOSE POSTOFFICE ADDRESS IS ROOM 309, EARLE BUILDING, 74 WEST WASHINGTON STREET, HAGERSTOWN, MARYLAND, ANN G. BERKSON WHOSE POSTOFFICE ADDRESS IS 1012 OAK HILL AVENUE, HAGERSTOWN, MARYLAND, AND LUCILLE E. BROWN WHOSE POSTOFFICE 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:

OUTDOOR RECREATION .INC.

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

(A) TO ENGAGE IN FARMING AND AGRICULTURAL PURSUITS.

(B) TO ENGAGE IN OUTDOOR RECREATION, VACATION AND LEISURE TIME ACTIVITIES AND BUSINESSES.

(C) TO ACQUIRE BY PURCHASE OR OTHERWISE, OWN, HOLD, BUY, SELL, CONVEY, LEASE, MORTGAGE OR INCUMBER REAL ESTATE OR OTHER PROPERTY, PERSONAL OR MIXED.

(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 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 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 HEREIN-BEFORE 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 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 POSTOFFICE 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 POSTOFFICE ADDRESS IS ROOM 309, EARLE BUILDING, 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 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 JACOB B. BERKSON, ANN G. BERKSON AND LUCILLE E. BROWN.

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 SUPRLUS 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 TWO-THIRDS 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 26 DAY OF JUNE A.D., 1963.

WITNESS:

Pearl L. Gehr

Pearl L. Gehr

Pearl L. Gehr

Jacob B. Berkson  
JACOB B. BERKSON

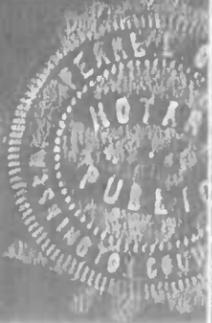
Ann G. Berkson  
ANN G. BERKSON

Lucille E. Brown  
LUCILLE E. BROWN

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 26<sup>th</sup> DAY OF JUNE, A.D., 1963, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED JACOB B. BERKSON, ANN G. BERKSON AND LUCILLE E. BROWN WHO EACH ACKNOWLEDGED THE FOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.



Comm. EXPIRES: 5/3/65

Pearl L. Gehr  
NOTARY PUBLIC

ARTICLES OF INCORPORATION  
OF  
OUTDOOR RECREATION INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
JUL 12 1963  
4 9 06 AM '63  
M. J. MARRIGE/SALESMAN  
G. EDWIN SANDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 12, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 4298

5

Recorded in Liber 3368, folio 108, 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. Bunge*

Received for record November 19, 1963 at 10:28 A.M. Liber 13, Receipt No. 4345

CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS

I, Richard W. Averill, do hereby certify that I am duly elected, qualified and acting secretary of Tri-State Florist Inc., and that at a meeting of the board of directors of said corporation, held on the 14th day of October, 1962, the following resolution was adopted, which said resolution remain in full force and effect:

"RESOLVED that the resident agent of this corporation in the State of Maryland be and it hereby is changed to Richard W. Averill, the post-office address of which is 4858 Battery Lane, Bethesda, Maryland. The said resident agent so designated is a citizen of the State of Maryland.

"FURTHER RESOLVED that the principal office of this corporation be and it hereby is changed from c/o The Corporation Trust Incorporated, First National Bank Building, Light and Redwood Streets, Baltimore 2, Maryland, to Tri-State Florist Inc., 20 W. Main Street, Hancock (Washington County), Maryland."



*Richard W. Averill*

Richard W. Averill  
Secretary  
4858 Battery Lane  
Bethesda, Maryland

NOTICE OF CHANGE OF PRINCIPALITY AND CHANGE OF RESIDENT AGENT

OF

TRI-STATE FLORIST INC

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 4345

Nov 19 10 28 AM '63

LIBER FOLIO  
LAND & MORTGAGE SALES  
G. MERLIN SNYDER  
CLERK

received for record August 20th, 1963, at 9:23 A. M.  
and recorded in Liber F No. 374 Folio No. 41 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> 2087

Recording Fee Paid \$2.00

8/30/63  
W. S.

Received for record November 19, 1963 at 10:28 A.M. Liber 13,  
Receipt No. 4345

SHANK FARMS, INC.

STOCK ISSUANCE STATEMENT

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Shank Farms, Inc., a Maryland corporation having its principal office in Hagerstown, Maryland, (hereinafter called the Corporation), at a meeting duly convened and held on January 2, 1963, by resolution,

(a) duly authorized the issuance of three thousand thirty-six (3,036) shares fully paid and non-assessable shares of the par value of Ten(\$10.00) Dollars each of the common stock of the Corporation, for the following consideration: All the right, title and interest of Nevin M. Shank in cattle and farm equipment located on the four farms presently operated by him.

(b) stated that, in its opinion, the actual value of said consideration is not less than Thirty Thousand Three Hundred Fifty-six and 95/100 (\$30,356.95) Dollars.

SECOND: That at the time of the authorization of the issuance of such stock as aforesaid, there were no shares of stock of the Corporation outstanding and entitled to vote thereon.

IN WITNESS WHEREOF, SHANK FARMS, INC., has caused these presents to be signed in its name and on its behalf by its President, or its Vice President, and its corporate seal to be hereto affixed and attested by its Secretary, on the 13th day of August - - - , 1963.

TEST AS TO  
CORP. SEAL:

SHANK FARMS, INC.,

By: Nevin M. Shank  
Nevin M. Shank

Garry B. Shank  
Secretary  
Garry B. Shank

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, That on this 13th day of August, 1963, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Nevin M. Shank, President of Shank Farms, Inc., a Maryland corporation, and in the name and



on behalf of said corporation acknowledged the foregoing Statement to be the corporate act of said corporation; and at the same time personally appeared Garry B. Shank - - - - , and made oath in due form of law that he was Secretary of the meeting of the Board of Directors 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.

  
Notary Public



STOCK ISSUANCE STATEMENT  
OF  
SHANK FARMS INC.

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 4830  
Nov 19 10 28 AM '63  
LAW OFFICE OF  
G. MERRIN SMITH  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 19, 1963 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 4830

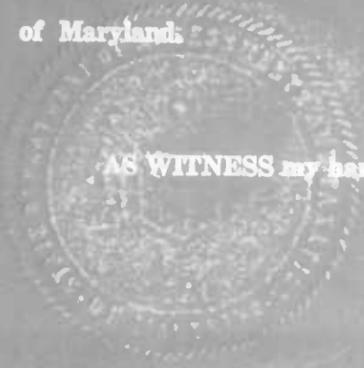
3

Recorded in Liber 3 > 4, folio 5, 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]*

8/15/63  
w. f.

Received for record November 19, 1963 at 10:28 A. M. Liber 13,  
Receipt No. 4345

ARTICLES OF INCORPORATION  
OF  
SEB INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, EARL J. SMITH WHOSE POSTOFFICE ADDRESS IS 25 NORTH AVENUE, HAGERSTOWN, MARYLAND, MERLE S. ELLIOTT WHOSE POSTOFFICE ADDRESS IS 25 NORTH AVENUE, HAGERSTOWN, MARYLAND, AND GLENN S. BACHTELL WHOSE POSTOFFICE ADDRESS IS 25 NORTH 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:

SEB INC.

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

(A) TO ACQUIRE BY PURCHASE OR OTHERWISE, OWN, HOLD, BUY, SELL, CONVEY, LEASE, MORTGAGE OR INCUMBER REAL ESTATE OR OTHER PROPERTY, PERSONAL OR MIXED.

(B) 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.

(C) 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.

(D) 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.

(E) 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.

(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 HEREIN-BEFORE 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) 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 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 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 25 NORTH AVENUE, HAGERSTOWN, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS EARL J. SMITH WHOSE POSTOFFICE ADDRESS IS 25 NORTH 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 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 EARL J. SMITH, MERLE S. ELLIOTT AND GLENN S. BACHTELL.

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 12TH DAY OF AUGUST A.D., 1963.

WITNESS:

*Shirley D. Berger*  
SHIRLEY D. BERGER

*Earl J. Smith*  
EARL J. SMITH

*Shirley D. Berger*  
SHIRLEY D. BERGER

*Merle S. Elliott*  
MERLE S. ELLIOTT

*Shirley D. Berger*  
SHIRLEY D. BERGER

*Glenn S. Bachtell*  
GLENN S. BACHTELL

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 12th DAY OF August, A.D., 1963, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED EARL J. SMITH, MERLE S. ELLIOTT AND GLENN S. BACHTELL WHO EACH ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Comm. EXPIRES: 5/3/65

*Shirley D. Berger*  
NOTARY PUBLIC



ARTICLES OF INCORPORATION  
OF  
SEB INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 4374

Nov 19 10 28 AM '63

LUIS FOLIO  
LAND & CONSTRUCTION SALES  
G. MICHAEL SWYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 14, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 4793

\_\_\_\_\_ 5 \_\_\_\_\_

Recorded in Liber 7374, folio 29, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

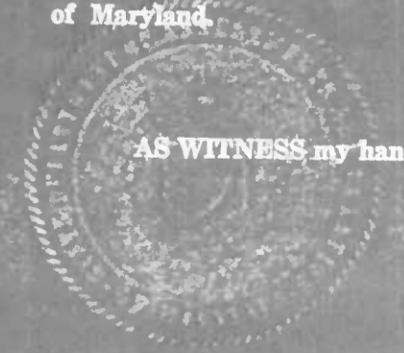
\_\_\_\_\_

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. Bentley*

Received for record November 19, 1963 at 10:28 A.M. Liber 103,  
Receipt No. 4345

## ARTICLES OF INCORPORATION

OF

THE CHURCH OF THE LORD JESUS CHRIST  
OF HAGERSTOWN, MARYLAND  
- - - -

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Lloyd Holmes, whose post office address is 305 North Jonathan Street; Leon Lockley, whose post office address is 442 Park Place; Theodore Watson, whose post office address is 45 Charles Street; Isaac F. Wilson, whose post office address is 441 Park Place; Fred C. Fisher, whose post office address is 101 West Church Street; Mrs. Maud E. Myers, whose post office address is 115 Clarkson Avenue; and Mrs. Julia Payton, whose post office address is 424 Park Place; all of 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") shall be:

THE CHURCH OF THE LORD JESUS CHRIST  
OF HAGERSTOWN, MARYLAND

THIRD: The purpose for which the Corporation is formed is to establish a religious organization.

FOURTH: Any person who may have professed his faith and confidence in God's Eternal Word and who is baptized in the name of the Lord Jesus Christ for the remission of sins, and who shall have consented to the covenants and provisions of the Constitution and By-Laws, may formally become a member of the Church.

FIFTH: The title to Church property shall rest in the Trustees, a board of seven members who shall be elected by the Congregation annually on the first Wednesday in August of each year. The Trustees shall be divided into three classes, one class of whom shall be elected each year at the annual meeting for a three-year term. The Board of Trustees shall control property,

8/13/63  
M. S.  
9/3/63

both real and personal, now used, occupied or possessed by said Church or which may be hereafter given, conveyed, bequeathed, or devised to said body corporate, and which it may be lawful under the Constitution and Laws of Maryland for said Church to hold; the same to be held for the use and benefit of the Corporation.

SIXTH: For the purpose of conforming with the election and succession of Trustees in classes, as hereinbefore set forth, Trustees Maud E. Myers and Julia Payton shall serve until the next annual meeting of the Congregation at which time their successors shall be elected for a full term of three years; Trustees Isaac F. Wilson and Fred C. Fisher 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; and Trustees Lloyd Holmes, Leon Lockley and Theodore Watson shall serve until the annual meeting of the Congregation to be held in 1966 at which time their successors shall be elected for a full term of three years.

SEVENTH: The Church or Corporation shall be congregationally governed and independent of control by any outside person or ecclesiastical body. The general oversight of the local Church shall be in the hands of the Pastor and the Official Board, subject to the approval of the Congregation.

EIGHTH: The Official Board of the Church shall consist of the Pastor, the Trustees, the Deacons, the Church Recording Secretary, the Financial Secretary, the Treasurer, and the Sunday School Superintendent.

NINTH: The Corporation shall have the general powers conferred by Article 23, Sections 256-270 of the Code of General Laws, or any Amendments thereto and the enumeration of specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred by law.

TENTH: The post office address of the principal office

of the Corporation in this State is 350 North Jonathan Street, Hagerstown, Maryland. The name and post office address of the resident agent in this State are Lloyd Holmes, 305 North Jonathan Street, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation of this 31st day of July, A.D. 1963.

Lloyd Holmes (SEAL)  
Lloyd Holmes

Leon Lockley (SEAL)  
Leon Lockley

Theodore Watson (SEAL)  
Theodore Watson

Isaac F. Wilson (SEAL)  
Isaac F. Wilson

Fred C. Fisher (SEAL)  
Fred C. Fisher

Maud E. Myers (SEAL)  
Maud E. Myers

Julia Payton (SEAL)  
Julia Payton

TEST:

Irene R. Burris  
Irene R. Burris

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 31st day of July, A.D. 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lloyd Holmes, Leon Lockley, Theodore Watson, Isaac F. Wilson, Fred C. Fisher, Maud E. Myers and Julia Payton, known to me to be the persons whose names are subscribed to the foregoing instrument, and did each acknowledge the same to be their respective act and that they executed the same for the purposes therein.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:  
May 3, 1965.

Irene R. Burris  
Irene R. Burris (Notary Public)

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



NS

ARTICLES OF INCORPORATION  
OF  
THE CHURCH OF THE LORD JESUS CHRIST OF HAGERSTOWN, MARYLAND

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 4345  
MAY 19 10 28 AM '63  
LIBER CLERK  
LAND RECORDS & SURVEY  
G. MERRILL SMITH, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland August 29, 1963 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 4969

*K*

Recorded in Liber *3375*, folio *457*, 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. Bontje*

Received for record November 19, 1963 at 10:28 A.M. Liber 305,  
 Receipt No. 4345

## ARTICLES OF INCORPORATION

OF

DISAN, INC.

## THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Sandra S. Tillou, whose post-office address is 17 Wynnwood Drive, Hagerstown, Maryland; Richard J. Chaney, whose postoffice address is 255 Robinwood Drive, Hagerstown, Maryland; and Rudolph R. Miller, whose postoffice address is 1825 Harwood 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:

DISAN, INC.

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

(a) To purchase real estate, to own and to operate; to lease, to rent; to execute leases for considerations; to transfer; to assign; to sell and convey real estate and/or to otherwise dispose of same.

(b) To purchase and acquire the good will, stock and business of any going concern and to carry on and conduct the business acquired and to carry on a general wholesale and retail business in goods, wares and merchandise of all kinds and nature whatsoever useful and ornamental and to carry on the business of importing and manufacturing, buying and selling goods, wares and merchandise of all kinds and nature whatsoever useful and ornamental, and to do and transact everything necessary, proper and beneficial in carrying out any of the foregoing named objects and also to acquire, sell, lease, rent, hire and hypothecate real estate and to make assignments of leases and contracts and to transfer and assign leases and contracts when and where necessary and incident to the business.

(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 situated.

(e) 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.

(f) 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.

(g) 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.

(h) 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 or 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.

(i) 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.

(j) 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.

(k) 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.

(1) 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 308 South Potomac Street, Hagerstown, Maryland. The resident agent of the Corporation is Sandra S. Tillou, whose postoffice address is 308 South Potomac 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 Eleven (11) shares without par value, all of which shares are of one class.

SIXTH: The Corporation shall have three (3) directors and Sandra S. Tillou, Richard J. Chaney and Rudolph R. Miller 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) 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.

(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 of such surplus or net profits in purchasing or acquiring 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.

(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 entitled 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; 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 entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 21<sup>st</sup> day of August, A. D., 1963.

Witness:

Evelyn C. Miller as to Sandra S. Tillou  
Sandra S. Tillou

Evelyn C. Miller as to Richard J. Chaney  
Richard J. Chaney

Evelyn C. Miller as to Rudolph R. Miller  
Rudolph R. Miller

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

THIS IS TO CERTIFY, that on August 28, 1963 before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County aforesaid, personally appeared, Sandra S. Tillou, Richard J. Chaney and Rudolph R. Miller, 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.



My Commission Expires:  
May 3, 1965

Evelyn C. Miller  
Notary Public

ARTICLES OF INCORPORATION  
OF  
DISAN, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 4245  
Nov 19 10 28 AM '63  
G. MERLIN SWYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 29, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 4994

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Recorded in Liber 7375, folio 343, 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]*

8/29/63  
v. l.  
Consent

Received for record November 19, 1963 at 10:28 A.M. Liber 13,  
Receipt No. 4345

ARTICLES OF INCORPORATION

OF

WAYNE FINANCE COMPANY OF SOUTH HAGERSTOWN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Melvin L. Brown, whose post office address is Myrtle Avenue, Waynesboro, Pennsylvania, Millard A. Ullman, whose post office address is 426 Clayton Avenue, Waynesboro, Pennsylvania, and R. Alan Myers, whose post office address is 12 Landis Avenue, Waynesboro, Pennsylvania, 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: Wayne Finance Company of South Hagerstown, Inc.

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

(a) To engage in a general factoring and finance business; to purchase or otherwise acquire, hold, collect, hypothecate, borrow on, discount, rediscount, negotiate, pledge, sell and assign contracts evidenced by accounts receivable, notes, bills of exchange, open accounts, bailment, leases, conditional sales contracts, chattel mortgages, security agreements, leases or other forms of negotiable or non-negotiable instruments, and also to buy, sell, furnish, hire, rent, lease and/or sub-lease real and personal property of any and every kind; and to engage generally in the business of buying, selling and leasing real and personal property, all of the foregoing as may be authorized by the Laws of the State of Maryland pertaining to sales finance companies.

(b) To engage generally in the mercantile brokerage business; to loan money on open accounts, bills and accounts receivable, inventions, warehouse receipts, raw materials, stocks, bonds, choses in action, and any and all other forms of real, personal, or mixed property, and choses in action; to receive and accept transfers, pledges, mortgages, conditional sales contracts, stocks, bonds and other evidences of indebtedness, inventories, stocks of merchandise including after acquired property, pledges of accounts receivables in existence or of those subsequently created as substitutes therefor, bills and notes receivable, contracts for pledges of future revenues, growing crops planted and to be planted and harvested, livestock, including the increase thereof, standing timber to be cut and removed, raw material to be manufactured and sold, and without limitation any contracts, choses in action and property of every character whatever, and to deal with the same as owner, lender, factor, consignee, or otherwise as a means of security or of recovering money or property advances, invested or loaned.

(c) To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trailers, trucks and other motor vehicles, boiler, elevator, accident, health, burglary, rent, marine, credit, and life insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents or brokers by such companies.

(d) 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.

(e) To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, warehouse receipts, bonds,

debentures and other negotiable and non-negotiable instruments.

(f) To conduct investigations, credit and business researches, enter into profit sharing arrangements, promote, organize or cause to be organized, any corporation, firm, or partnership in aid of business; to finance and aid by loan, subsidy, consignment, or otherwise, any corporation, association, syndicate or entity, and to conduct or co-operate in conducting any business or enterprise and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, good-will, franchises or assets by the issue, in accordance with laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(g) 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.

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 post office address of the principal office of the Corporation in this State is South Hagerstown Shopping Center, Hagerstown, Maryland. The resident agent of the Corporation is Mr. Kenneth J. Mackley, whose post office address is 1219 Mt. Aetna Road, Hagerstown, Maryland. Said resident agent is a citizen

of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of Thirty Dollars (\$30.00) 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 Thirty Thousand Dollars (\$30,000.00).

SIXTH: The Corporation shall have five (5) directors, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and Melvin L. Brown, H. J. Essich, Jr., Millard A. Ullman, Harold W. Brake, and Frank R. Keller shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: At every meeting of the shareholders, every shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

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

(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 indebted-

ness, 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 hereinafter 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 term shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

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

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

(g) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another

class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 23 day of August, 1963.

Melvin L. Brown (SEAL)  
MELVIN L. BROWN

Millard A. Ullman (SEAL)  
MILLARD A. ULLMAN

R. Alan Myers (SEAL)  
R. ALAN MYERS

WITNESS:

Barbara S. Myers as to Melvin L. Brown

Sue Ellen Cummings as to Millard A. Ullman

Paul E. Dwyer, Jr. as to R. Alan Myers

STATE OF PENNSYLVANIA, FRANKLIN COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 23rd day of August, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Melvin L. Brown, Millard A. Ullman, and R. Alan Myers, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal the day and year abovementioned.



Paul E. Swank  
Notary Public

VF

ARTICLES OF INCORPORATION  
OF  
WAYNE FINANCE COMPANY OF SOUTH HAGERSTOWN INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 11019  
AUG 19 10 38 AM '63  
LAND & CONVEYANCE DIVISION  
J. MERLIN SWICK, CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 26, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 4937

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Recorded in Liber 3375, folio 189, 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. Bentley*

8/27/63  
w. l.  
Received for record November 19, 1963 at 10:28 A.M. Liber 103,  
Receipt No. 4345

ARTICLES OF INCORPORATION  
OF  
WAYNE CONSUMER DISCOUNT COMPANY OF SOUTH HAGERSTOWN, INC.

THIS IS TO CERTIFY;

FIRST: That we, the subscribers, Melvin L. Brown, whose post office address is Myrtle Avenue, Waynesboro, Pennsylvania, Millard A. Ullman, whose post office address is 426 Clayton Avenue, Waynesboro, Pennsylvania, and R. Alan Myers, whose post office address is 12 Landis Avenue, Waynesboro, Pennsylvania, 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: Wayne Consumer Discount Company of South Hagerstown, Inc.

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

(a) To lend money, credit, goods or things in action, with or without security, and to purchase, or otherwise acquire, hold, collect, hypothecate, pledge, sell and assign contracts evidenced by notes, bills of exchange, judgments, mortgages, conditional sale contracts, leases, bailments or any other form of negotiable or non-negotiable instruments and to charge, collect, or receive interest, discounts, fees, costs, premiums and charges as authorized by the Industrial Finance Companies Act of the Maryland Code of Public General Laws, as amended, or as may be authorized by any other statute of the State of Maryland, now in effect or which may hereafter be enacted; and to have and exercise all of the powers and means necessary or essential to effect the transaction of such business.

(b) To engage generally in the mercantile brokerage business; to loan money on open accounts, bills and accounts receivable, inventions, warehouse receipts, raw materials, stocks, bonds, choses in action, and any and all other forms of real, personal, or mixed property, and choses in action; to receive and accept transfers, pledges, mortgages, conditional sales contracts, stocks, bonds and other evidences of indebtedness, inventories, stocks of merchandise including after acquired property, pledges of accounts receivables in existence or of those subsequently created as substitutes therefor, bills and notes receivable, contracts for pledges of future revenues, growing crops planted and to be planted and harvested, livestock, including the increase thereof, standing timber to be cut and removed, raw material to be manufactured and sold, and without limitation any contracts, choses in action and property of every character whatever, and to deal with the same as owner, lender, factor, consignor, or otherwise as a means of security or of recovering money or property advances, invested or loaned.

(c) To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trailers, trucks and other motor vehicles, boiler, elevator, accident, health, burglary, rent, marine, credit, and life insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents or brokers by such companies.

(d) 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.

(e) To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, warehouse receipts, bonds, debentures and other negotiable and non-negotiable instruments.

(f) To conduct investigations, credit and business researches, enter into profit sharing arrangements, promote, organize or cause to be organized, any corporation, firm, or partnership in aid of business; to finance and aid by loan, subsidy, consignment, or otherwise, any corporation, association, syndicate or entity, and to conduct or co-operate in conducting any business or enterprise and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, good-will, franchises or assets by the issue, in accordance with laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(g) 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.

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 post office address of the principal office of the Corporation in this State is South Hagerstown Shopping Center, Hagerstown, Maryland. The resident agent of the Corporation is Mr. Kenneth J. Mackley, whose post office address is 1219 Mt. Aetna Road, Hagerstown, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of Thirty Dollars (\$30.00) 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 Thirty Thousand Dollars (\$30,000.00).

SIXTH: The Corporation shall have five (5) directors, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and Melvin L. Brown, H. J. Essich, Jr., Millard A. Ullman, Harold W. Brake, and Frank R. Keller shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: At every meeting of the shareholders, every shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

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

(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 hereinafter 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 term shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

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

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

(g) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether con-

ferred 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 day of August, 1963.

Melvin L. Brown (SEAL)  
Melvin L. Brown

Millard A. Ullman (SEAL)  
Millard A. Ullman

R. Alan Myers (SEAL)  
R. Alan Myers

WITNESS:

Barbara A. Lyons as to Melvin L. Brown  
Sue Ellen Cummins as to Millard A. Ullman  
Paul C. Dunlap, Jr. as to R. Alan Myers

STATE OF PENNSYLVANIA, FRANKLIN COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 23rd day of August, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Melvin L. Brown, Millard A. Ullman, and R. Alan Myers, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal, the day and year abovementioned.

Linda C. Shank  
Notary Public

My Commission Expires:



VF

ARTICLES OF INCORPORATION  
OF  
WAYNE CONSUMER DISCOUNT COMPANY OF SOUTH MAGERSTOWN, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 4343  
Nov 19 10 28 AM '63  
LIBERT  
LAND RECORDS (REC'D/SALE'S)  
G. H. HARRIS, CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 26, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 4936

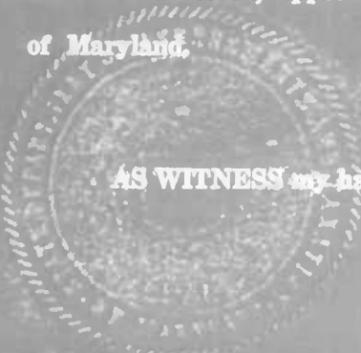
8

Recorded in Liber 3375, folio 67, 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 W. Bentley*

## ARTICLES OF SALE

Received for record November 19, 1963 at 10:28 A.M. Liber 103,  
 Receipt No. 4345

THESE ARTICLES OF SALE, Made this 31st day of July, A.D., 1963, by and between THE NEW TROY LAUNDRY & DRY CLEANING COMPANY, a Maryland corporation, the Transferor, and TROY FABRIC CARE, INC., a Maryland corporation, the Transferee.

## WITNESSETH:

FIRST. The New Troy Laundry & Dry Cleaning Company, a corporation organized and existing under the Laws of the State of Maryland, agrees to sell a major part of its real estate and all or substantially all of its tangible personal property, not including cash and receivables, to the Transferee herein.

SECOND. The Transferee is Troy Fabric Care, Inc., a corporation organized and existing under the Laws of the State of Maryland, with its principal place of business in Hagerstown, Washington County, Maryland.

THIRD. The parties to these Articles of Sale are the aforementioned, The New Troy Laundry & Dry Cleaning Company, a corporation, and the aforementioned, Troy Fabric Care, Inc., a corporation, each incorporated under the Laws of the State of Maryland.

FOURTH. The nature and amount of the consideration to be paid by the Transferee for the property and assets sold hereunder is One Hundred and Twenty-five Thousand Dollars (\$125,000.00) in cash.

FIFTH. The principal office of the Transferor is located in Hagerstown, Washington County, Maryland, which is

the only place where the Transferor owns any property the title to which could be effected by recording of an instrument among the Land Records. The principal office of the Transferee is located in Hagerstown, Washington County, Maryland.

SIXTH. The real estate and tangible personal property forming the subject of the sale hereby made consists of the following:

REAL ESTATE. All those three parcels of land together with the improvements thereon situate in Hagerstown in Washington County, Maryland, and more particularly described in the deed of even date herewith from The New Troy Laundry & Dry Cleaning Company, Transferor, to Troy Fabric Care, Inc., Transferee, said deed to be filed for record among the Land Records of Washington County, Maryland, and to which deed reference is made for a more particular description of the real estate sold and conveyed.

PERSONAL PROPERTY. (a) All the furnishings, fixtures, machinery, equipment and supplies located on and within the improvements on the real estate above mentioned.

(b) All of the Transferor's motor vehicles.

SEVENTH. These Articles of Sale were:

(a) Duly advised by the Board of Directors of The New Troy Laundry & Dry Cleaning Company by the adoption on June 18, 1963, of a resolution declaring said sale advisable substantially upon the terms and conditions set forth

herein and directing the said Articles of Sale be submitted for action at a special meeting of the stockholders of The New Troy Laundry & Dry Cleaning Company; and

(b) Duly approved by the stockholders of The New Troy Laundry & Dry Cleaning Company in the manner and by the vote required by the Laws of the State of Maryland at said meeting of stockholders held on June 18, 1963 by the affirmative vote of the holders of all of the outstanding stock of The New Troy Laundry & Dry Cleaning Company, all of which stock was present and represented at said meeting.

EIGHTH. The sale to be effected by these Articles of Sale was duly authorized and approved in the manner and by the vote required by the Charter of the Transferee and the Laws of the State of Maryland.

WITNESS the corporate names of the Transferor and the Transferee duly signed by their respective Presidents or Vice Presidents and their respective corporate seals hereunto affixed duly attested by their respective Secretaries, all as of the day and date first above written.

(CORP. SEAL)  
ATTEST: William F. Reynolds  
Secretary.

THE NEW TROY LAUNDRY & DRY CLEANING COMPANY,

By Mede Elliott  
VICE President.  
TRANSFEROR.

(CORP. SEAL)  
ATTEST: Walter J. Young  
Secretary.

TROY FABRIC CARE, INC.,

By Gen. M. Young  
President.  
TRANSFEEE.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 31st day of July, A.D., 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Merle S. Elliott, the Vice President of The New Troy Laundry & Dry Cleaning Company, a corporation organized and existing under the Laws of the State of Maryland, Transferor, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Sale to be the corporate act of said corporation; and at the same time personally appeared William F. Reynolds, Jr. and made oath in due form of law that he was the Secretary of the meeting of the stockholders at which the said Articles of Sale were approved and that said Articles of Sale were duly advised and authorized by resolution of the Board of Directors thereof declaring that the proposed sale and transfer was advisable and directing that it be submitted for action thereon at a meeting of stockholders of said corporation, and that said Articles of Sale were approved by the stockholders of the said corporation in the manner and by the vote stated in said Articles of Sale and that the matters and facts set forth in said Articles of Sale are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal

*Olive R. Shupp*

Olive R. Shupp  
Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 31st day of July, A.D., 1963, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared George M. Young, the President of Troy Fabric Care, Inc., a corporation organized and existing under the Laws of the State of Maryland, Transferee, and acknowledged the foregoing Articles of Sale to be the corporate act of said corporation; and at the same time personally appeared ~~Wilton J. Young~~ Wilton J. Young and made oath in due form of law that she is the Secretary of said corporation and that the matters and facts set forth in said Articles of Sale with respect to authorization and approval by Troy Fabric Care, Inc., are true and correct to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Olive R. Shupp  
Olive R. Shupp  
Notary Public.



X

ARTICLES OF SALE  
OF

THE NEW TROY LAUNDRY & DRY CLEANING COMPANY - Transferor  
to  
TROY FABRIC CARE, INC. - Transferee

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 2, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

STATE OF MD. WASHINGTON COUNTY  
RECEIVED FOR RECORD  
AUG 13 1963  
6:10 AM '63  
FILING  
CLERK

A 4580

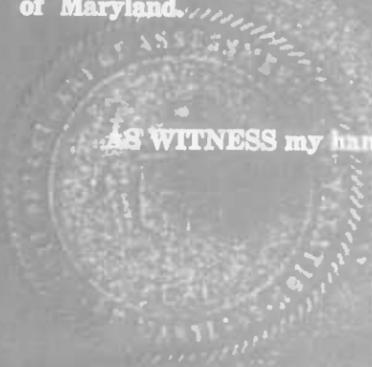
6

Recorded in Liber 371, folio 42, 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 for cert. to Land Rec. Off. for Wash. County

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]*

8/27/62  
M.L.

Received for record November 19, 1963 at 10:28 A.M. Liber 13,  
Receipt No. 4345

ARTICLES OF INCORPORATION

OF

WAYNE LOAN PLAN OF SOUTH HAGERSTOWN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Melvin L. Brown, whose post office address is Myrtle Avenue, Waynesboro, Pennsylvania, Millard A. Ullman, whose post office address is 426 Clayton Avenue, Waynesboro, Pennsylvania, and R. Alan Myers, whose post office address is 12 Landis Avenue, Waynesboro, Pennsylvania, 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: Wayne Loan Plan of South Hagerstown, Inc.

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

(a) To loan money, credit, goods or things in action, with or without security, and to charge, collect, or receive interest and charges as authorized by the Petty Loans Act, Maryland Code of Public General Laws, as amended, or as may be authorized by any other statute of the State of Maryland, now in effect or which may hereafter be enacted; and to have and to exercise all of the powers and means necessary or essential to effect the transaction of such business.

(b) To engage generally in the mercantile brokerage business; to loan money on open accounts, bills and accounts receivable, inventions, warehouse receipts, raw materials, stocks, bonds, choses in action, and any and all other forms of real, personal, or mixed property, and choses in action; to receive and

accept transfers, pledges, mortgages, conditonal sales contracts, stocks, bonds and other evidences of indebtedness, inventories, stocks of merchandise including after acquired property, pledges of accounts receivables in existence or of those subsequently created as substitutes therefor, bills and notes receivable, contracts for pledges of future revenues, growing crops planted and to be planted and harvested, livestock, including the increase thereof, standing timber to be cut and removed, raw material to be manufactured and sold, and without limitation any contracts, choses in action and property of every character whatever, and to deal with the same as owner, lender, factor, consignor, or otherwise as a means of security or of recovering money or property advances, invested or loaned.

(c) To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trailers, trucks and other motor vehicles, boiler, elevator, accident, health, burglary, rent, marine, credit, and life insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents or brokers by such companies.

(d) 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.

(e) To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, warehouse receipts, bonds, debentures and other negotiable and non-negotiable instruments.

(f) To conduct investigations, credit and business researches, enter into profit sharing arrangements, promote, organize or cause to be organized, any corporation, firm, or partnership in aid of business; to finance and aid by loan, subsidy, consignment, or otherwise, any corporation, association,

syndicate or entity, and to conduct or co-operate in conducting any business or enterprise and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, good-will, franchises or assets by the issue, in accordance with laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(g) 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.

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 post office address of the principal office of the Corporation in this State is South Hagerstown Shopping Center, Hagerstown, Maryland. The resident agent of the Corporation is Mr. Kenneth J. Mackley, whose post office address is 1219 Mt. Aetna Road, Hagerstown, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of Thirty Dollars (\$30.00) 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 Thirty Thousand Dollars (\$30,000.00).

SIXTH: The Corporation shall have five (5) directors, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and Melvin L. Brown, H. J. Essich, Jr., Millard A. Ullman, Harold W. Brake, and Frank R. Keller shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: At every meeting of the shareholders, every shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

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

(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 hereinafter 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 term shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

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

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

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

IN WITNESS WHEREOF, we have signed these Articles of

Incorporation on this 23 day of August, 1963.

Melvin L. Brown (SEAL)  
Melvin L. Brown

Millard A. Ullman (SEAL)  
Millard A. Ullman

R. Alan Myers (SEAL)  
R. Alan Myers

WITNESS:

Barbara S. Byers as to Melvin L. Brown  
Sue Ellen Cummins as to Millard A. Ullman  
Paul E. Dunlop as to R. Alan Myers

STATE OF PENNSYLVANIA, FRANKLIN COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 23rd day of August, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Melvin L. Brown, Millard A. Ullman, and R. Alan Myers, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal the day and year abovementioned.

Paul E. Swank  
Notary Public

My Commission Expires:

9-19-66



✓F

ARTICLES OF INCORPORATION  
OF  
WAYNE LOAN PLAN OF SOUTH RACERSTOWN, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED  
NOV 19 10 28 AM '63  
LIBR. FILED  
LANDS & SURVEYS  
G. MEBLIN SUTHER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 26, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 4935

8

Recorded in Liber 3375, folio 175, 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 H. [Signature]*

Received for record December 2, 1963 at 10:00 A.M. Liber 13  
ARTICLES OF INCORPORATION

F. & C. DISTRIBUTING CO., INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, WILLIAM E. FORREST AND MIKELL N. FORREST, WHOSE ADDRESS IS 214 JEFFERSON STREET, HAGERSTOWN, MARYLAND; AND STANLEY R. CAMPBELL AND THELMA M. CAMPBELL, WHOSE ADDRESS IS ROUTE 1, BOONSBORO, 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 OF THESE ARTICLES.

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

F. & C. DISTRIBUTING Co., Inc.

THIRD: THE PURPOSE 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, WILL, 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 FORESAID 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 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 THE STATE.

FOURTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS ROUTE 3, HAGERSTOWN, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS WILLIAM E. FORREST, WHOSE POST OFFICE ADDRESS IS 214 JEFFERSON 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 THOUSAND (1,000) SHARES OF THE PAR VALUE OF ONE HUNDRED DOLLARS (100.00) EACH, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE AGGREGATE PAR VALUE OF ALL SHARES HAVING PAR VALUE IS ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

SIXTH: THE CORPORATION SHALL HAVE FOUR DIRECTORS AND WILLIAM E. FORREST, MIKELL N. FORREST, STANLEY R. CAMPBELL AND THELMA M. CAMPBELL 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, OR 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

SMALL 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 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 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 14<sup>th</sup> DAY OF SEPTEMBER, A.D. 1963.

William E. Forrest (SEAL)  
WILLIAM E. FORREST

Mikell N. Forrest (SEAL)  
MIKELL N. FORREST

Stanley R. Campbell (SEAL)  
STANLEY R. CAMPBELL

Thelma M. Campbell (SEAL)  
THELMA M. CAMPBELL

TEST:

Early W. Bates  
EARLY W. BATES

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

THIS IS TO CERTIFY, THAT ON THIS 14 DAY OF SEPTEMBER, A.D. 1963, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, IN AND FOR WASHINGTON COUNTY, PERSONALLY APPEARED WILLIAM E. FORREST, MIKELL N. FORREST, STANLEY R. CAMPBELL AND THELMA M. CAMPBELL, KNOWN TO ME TO BE THE PERSONS WHOSE NAMES ARE SUBSCRIBED TO THE AFOREGOING ARTICLES OF INCORPORATION AND DID EACH ACKNOWLEDGE THE SAME TO BE THEIR RESPECTIVE ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Early W. Bates  
EARLY W. BATES (NOTARY PUBLIC)

MY COMMISSION EXPIRES MAY 3, 1965.



156

136

151

ARTICLES OF INCORPORATION  
OF  
F. & C. DISTRIBUTING CO., INC.

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. *445*

DEC 29 9 56 AM '63

CLERK  
LAW OFFICE  
LAW OFFICE  
& MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 17, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 5206

*6*

Recorded in Liber *5377*, folio *595*, 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. [Signature]*

7/24/63  
W.S.

Received for record December 2, 1963 at 9:56 A. M. Liber 13  
Receipt No. 4605

THE F. K. D. SPORTSMENS CLUB, INC.  
ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Richard Knight, whose post office address is Hancock, Maryland, William D. Davis, whose post office address is 214½ North Jonathan Street, Hagerstown, Maryland, and Donald R. Frush, whose post office address is 1002 Woodland Way, 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 F. K. D. SPORTSMENS CLUB, INC.

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

The general nature of the business shall be the holding, owning, leasing, managing, operating, handling, supervising or dealing in properties for hunting, fishing, recreation, sportsmen and other related activities; the holding, owning, or leasing of such real estate or buildings as may be necessary for the proper conduct of the business of the corporation, and for the purpose of conducting the business of the corporation it shall have the power to borrow money in the corporate name.

FOURTH: The post office address of the principal office of the Corporation in this State is 1002 Woodland Way, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are Donald R. Frush, 1002 Woodland Way, 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 Five Hundred (500) shares without par value, all of one 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; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Richard Knight, William D. Davis and Donald R. Frush.

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 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: This Corporation is formed for recreational purposes only and not for profit.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on September 21st, 1963.

WITNESS:

Joanne Snyder  
Joanne Snyder

Richard Knight  
Richard Knight

Joanne Snyder  
Joanne Snyder

William D. Davis  
William D. Davis

Joanne Snyder  
Joanne Snyder

Donald R. Frush  
Donald R. Frush

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on September 21st, 1963, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Washington, personally appeared Richard Knight,

William D. Davis and Donald R. Frush 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.

Joanne Snyder  
Joanne Snyder, Notary Public

My Commission Expires:  
3, 1965



ARTICLES OF INCORPORATION  
OF

THE F. K. D. SPORTSMENS CLUB, INC.

STATE OF MD. COUNTY  
WASHINGTON RECEIVED FOR RECORD  
RECEIPT NO. 445

DEC 29 9 56 AM '63

LIBER  
LAND RECORDS & SALES  
& MERLIN SHRYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 26, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 5351

4

Recorded in Liber FB79, folio 24, 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. Burtis*

Received for record December 2, 1963 at 9:56 A.M. Liber 13,  
Receipt No. 4605

SPRING VALLEY HAVEN, Inc.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

First: That the subscribers, Robert E. Timmons, Sr., whose address is, Clear Spring, Maryland, Robert L. Nalley, whose address is Clear Spring, Maryland, Darcey L. Abbott, whose address is Williamsport, Maryland, and Marian V. Mongold, whose address is 55 Delwood Ave., Hagerstown, Maryland, 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.

Second: The name of said corporation is Spring Valley Haven, Inc.

Third: The purpose or purposes for which and for any of which the corporation is formed and the businesses or objectives to be carried on and promoted by it are:

(a) To establish, maintain, conduct and operate a home for aging people, a convalescent and nursing home for the care and maintenance of those people suffering from illness, infirmity and invalidism and to do and transact such other business subject to the laws of the State and County, that may be calculated to promote the interest and intentions of the corporation.

(b) 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 operation and activities of the corporation.

(c) No part of the funds of the corporation shall be used to carry on propaganda or activities to influence legislation.

(d) To purchase, sell, mortgage, lease, improve, invest and reinvest in real estate, wheresoever situate, and to

construct, equip, operate, lease, rent, hire or manage buildings, of every kind and description.

(e) To borrow or raise money for any of the purposes of the corporation and to issue bonds, debentures, notes, or other obligation of any nature or in any manner permitted by law for money 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, pledge, conveyance or assignment in trust of the whole or any part of the property of the Spring Valley Haven, Inc., real, personal or mixed.

(f) To acquire by gift, devise, bequest, any real or personal property of whatever nature, kind or description and to hold in trust or otherwise, for the use and benefit as intrusted, with the right to sell, exchange, invest and reinvest said gift, devise or bequest in furtherance of said trust reposed therein and in furtherance of the purpose or purposes of said corporation.

Fourth: The Post Office address at which the principal office of the corporation is located is, Clear Spring, Maryland. The resident agent is Robert E. Timmons, Sr., whose post office address is Clear Spring, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

Fifth: The corporation shall have four (4) directors and Robert E. Timmons, Sr., Robert L. Nalley, Darcey L. Abbott and Marion V. Mongold, shall act as such until the first annual meeting or until their successors are duly chosen and qualified, The number of directors may be changed in such lawful manner as the By-Laws may from time to time provide, but in no case shall the number be less than three (3).

Sixth: The corporation will have no capital stock.

Seventh: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we, have signed these Articles of Incorporation on this *14* day of *August* A.D. 1963.

Witness:

to all signatures

*Robert E. Timmons, Sr* (SEAL)  
Robert E. Timmons, Sr

*Robert L. Nalley* (SEAL)  
Robert L. Nalley

*Darcey L. Abbott* (SEAL)  
Darcey L. Abbott

*Marion V. Mongold* (SEAL)  
Marion V. Mongold

*Walter R. Baker*

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this *14* day of *August* A.D. 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert E. Timmons, Robert L. Nalley, Darcey L. Abbott and Marion V. Mongold, 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: 5/3/1965

ARTICLES OF INCORPORATION  
OF  
SPRING VALLEY HAVEN, INC.

STATE OF WASHINGTON  
RECEIVED  
RECEIVED  
4400  
DEC 2 9 11 13  
LIBER  
LAND RECORDS  
G. MERLIN SWINDELL  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 5, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 5052

Recorded in Liber 3376, folio 376, 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. Swindevall*

Received for record December 2, 1963 at 9:56 A.M. Liber 103,  
Receipt No. 4605

## ARTICLES OF INCORPORATION

POWERS DISTRIBUTING CO., INC.

- - - -

## THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, HARRY LOWE POWERS, JR., WHOSE ADDRESS IS HANCOCK, MARYLAND AND HARRY LOWE POWERS, III, WHOSE ADDRESS IS 823 W. WASHINGTON ST., HAGERSTOWN, MARYLAND AND BEVERLY M. EXLINE, WHOSE ADDRESS IS HANCOCK, 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:

POWERS DISTRIBUTING CO., 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, WILL, 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 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 827 W. WASHINGTON ST., HAGERSTOWN, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS HARRY LOWE POWERS, JR., WHOSE POST OFFICE ADDRESS IS 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 ONE THOUSAND (1,000) SHARES OF THE PAR VALUE OF ONE HUNDRED DOLLARS (100.00) EACH, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE AGGREGATE PAR VALUE OF ALL SHARES HAVING PAR VALUE IS ONE HUNDRED THOUSAND DOLLARS (100,000.00).

SIXTH: THE CORPORATION SHALL HAVE THREE (3) DIRECTORS AND HARRY LOWE POWERS, JR., HARRY LOWE POWERS, III, AND BEVERLY M. EXLINE 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, OR 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 OF 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 29<sup>th</sup> DAY OF ~~June~~<sup>August</sup>, A.D. 1963.

*Harry Lowe Powers, Jr.* (SEAL)  
HARRY LOWE POWERS, JR.

*Harry Lowe Powers, III* (SEAL)  
HARRY LOWE POWERS, III

TEST:

*Beverly M. Exline* (SEAL)  
BEVERLY M. EXLINE

*Early W. Bates*  
EARLY W. BATES

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

THIS IS TO CERTIFY, THAT ON THIS 29<sup>th</sup> DAY OF ~~June~~<sup>August</sup>, A.D. 1963, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, IN AND FOR WASHINGTON COUNTY, PERSONALLY APPEARED HARRY LOWE POWERS, JR., HARRY LOWE POWERS, III, AND BEVERLY M. EXLINE, KNOWN TO ME TO BE THE PERSONS WHOSE NAMES ARE SUBSCRIBED TO THE AFOREGOING ARTICLES OF INCORPORATION, AND DID EACH ACKNOWLEDGE THE SAME TO BE THEIR RESPECTIVE ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

*Early W. Bates*  
EARLY W. BATES (NOTARY PUBLIC)

MY COMMISSION EXPIRES: MAY 3, 1965.



ARTICLES OF INCORPORATION  
OF  
POWERS DISTRIBUTING CO., INC.

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 115

Dec 29 9 56 AM '63

FOR THE  
LAND RECORDS  
G. MERRILL SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 9, 1963 at 10:15 o'clock A. M. as in conformity  
with law and ordered recorded.

A 5108

6  
Recorded in Liber 3576, 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 W. Carter*

ARTICLES OF INCORPORATION  
OF  
THE IVY SHOP, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Kenneth J. Mackley, whose postoffice address is 100 West Washington Street, Hagerstown, Maryland; Shelby J. Crawford, whose postoffice address is Route 1, Fairplay, Maryland; and Betty M. Baker, whose postoffice address is Route 3, 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 IVY SHOP, INC.

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

(a) To engage in the business of buying, selling exchanging and dealing in clothing of every kind, nature and description and to conduct, operate, maintain, lease, buy and sell clothing stores of every kind and nature and also to buy, sell, exchange and deal in all other kinds of goods, wares and merchandise of every description.

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

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

(g) To 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 South Hagerstown Shopping Center, Hagerstown, Maryland. The name and postoffice address for the resident agent of the Corporation in this State are Kenneth J. Mackley, 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 three thousand (3,000) shares of the par value of One (\$1.00) Dollar per share, all of one class, and having an aggregate par value of Three Thousand (\$3,000.00) 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 (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 Alfred S. Devono, Murray Friedman and Theda B. Devono.

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:

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of incorporation on the 10th day of October, 1963.

WITNESS:

Merle S. Deed

Kenneth J. Mackley (SEAL)  
Kenneth J. Mackley

Shelby J. Crawford (SEAL)  
Shelby J. Crawford

Betty M. Baker (SEAL)  
Betty M. Baker

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *10th* day of October, A.D., 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, Shelby J. Crawford and Betty M. Baker, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

*Meredith B. [Signature]*  
\_\_\_\_\_  
Notary Public



Comm. Exp. May 3, 1965

✓

ARTICLES OF INCORPORATION  
OF  
THE IVY SHOP, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 11, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 5578

6

Recorded in Liber 381, folio 319, 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]*

ds of  
Clerk

Received for Record Dec. 31, 1963 at 9:00 A. M. Liber No. 13  
Receipt No. 5337

WILCO METAL PROCESSING CORP.

ARTICLES OF REVIVAL

Wilco Metal Processing Corp., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments & Taxation of Maryland, that:

FIRST: The Charter of the Corporation was forfeited on October 31, 1962, for the non-payment of taxes, or for failure to file an annual report with the State Department of Assessments & 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 Wilco Metal Processing Corp.

THIRD: The name by which the Corporation will hereafter be known is Wilco Metal Processing Corp.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 800 Dual Highway, Hagerstown, Maryland, and said 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 resident agent in the State of Maryland is Clinton C. Hudson, whose post office address is 800 Dual Highway, Hagerstown, Maryland. Said resident agent is an individual 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 forfeited.

(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.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on this 11 day of September, 1963.

Clinton C. Hudson  
Last Acting President -  
Clinton C. Hudson  
Clifford F. Hudson  
Last Acting Secretary -  
Clifford F. Hudson

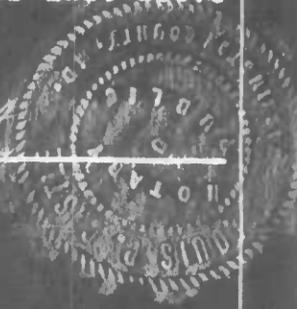
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 11 day of September, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Clinton C. Hudson, the Last Acting President, and Clifford F. Hudson, the Last Acting Secretary, of Wilco Metal Processing Corp., 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.

My commission expires:  
May 3, 1965.

Louis R. Castle  
Notary Public



ARTICLES OF REVIVAL  
OF  
WILCO METAL PROCESSING CORP.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 30, 1963 at 9:00 o'clock A.M. as in conformity  
with law and ordered recorded.

A 5850

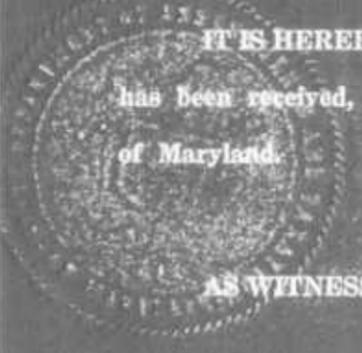
3

Recorded in Liber 3383, folio 423, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Special Fee  
~~Bonus tax paid~~ \$ 25.00 ..... 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. Hays*

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EARLES, INC.

ARTICLES OF DISSOLUTION

Earles, 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 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 No. 74 W. Washington Street, Hagerstown, 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, are Myer Linzner No. 1165 Hamilton Blvd., 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:

<u>Name</u>	<u>Post Office Address</u>
Abraham Weinstein	117 S. Illinois Avenue, Atlantic City, N. J.
Harry Weinstein	117 S. Illinois Avenue, Atlantic City, N. J.
V. Pauline Dennis	Garden Spruce Apartments, 42nd and Spruce Streets Philadelphia, 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>
Abraham Weinstein	President	117 S. Illinois Avenue, Atlantic City, N. J.
V. Pauline Dennis	Secy-Treas.	Gardent Spruce Apts., 42nd and Spruce Streets Philadelphia, Pennsylvania

SIXTH: A majority of the entire board of directors at a meeting of the Board of Directors of the Corporation duly convened and held on May 20, 1963, adopted a resolution 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 stockholders of the Corporation to be held on May 20, 1963.

SEVENTH: 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 (L. 1951, ch. 135).

EIGHTH: The Corporation has no known creditors

NINTH: 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 Article 81 or otherwise, including taxes billed for the year in which dissolution of the Corporation is to be effected, namely:

State Department of Assessments and Taxation

IN WITNESS WHEREOF, Earles, 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 OCT 2nd 1963.

EARLES, INC.

*Abraham Weinstein*

By: Abraham Weinstein  
President

Attest:

*V. Pauline Dennis*  
V. Pauline Dennis  
Secretary



STATE OF *Pennsylvania*  
County of *Philadelphia* ss:

I HEREBY CERTIFY that on *Oct. 2*, 1963, before me, the subscriber, a notary public of the State of *Penn.* in and for the county of *Phila.*, personally appeared Abraham Weinstein, President of Earles, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be corporate act of said corporation; and at the same time personally appeared V. Pauline Dennis and made oath in due form of law that she was secretary of the meeting of the 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.

*Arthur Kaplan*  
Notary Public

Notary Public, Philadelphia, Pennsylvania Co.  
My Commission Expires January 1st 1967





STATE OF MARYLAND  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 WEST PRESTON STREET

BALTIMORE 1

August 26, 1963

ALBERT W. WARD  
DIRECTOR

WILLIAM H. RILEY  
CHIEF SUPERVISOR  
OF ASSESSMENTS

Steinberg, Spiegel and Company  
Certified Public Accountants  
Barclay Building  
1 Belmont Avenue  
Bala-Cynwyd, Penna.

Gentlemen:

THIS IS TO CERTIFY that according to the records of the State Department of Assessments and Taxation, assessments of personal property taxable to

EARLES, 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 26th day of August, 1963.

A handwritten signature in cursive script that reads "Harvey C. Eubanks".

Harvey C. Eubanks

HCE:RAH





STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 486 — 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

EARLES, INC.

have been paid.

WITNESS my hand and official seal this  
twenty - sixth day of September A.D. 1963.



*H. M. Zeld*

Deputy Comptroller

ARTICLES OF DISSOLUTION  
OF  
EARLES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 4, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 5474

6

Recorded in Liber 7382, folio 89, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Special Fee  
~~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.

*John H. [Signature]*



D. M. A. M. Records of Maryland Clerk

ARTICLES OF AMENDMENT  
OF  
"BLACK ROCK BIBLE CHURCH"

THIS IS TO CERTIFY:

FIRST

THAT WHEREAS, heretofore by certain Articles of Incorporation dated the 24th day of July, A.D. 1961, and recorded in Liber No. 11, Folio 26, among the Records of Incorporations in the Office of the Clerk of the Circuit Court for Washington County, Maryland, certain persons were duly incorporated as a religious corporation, under the corporate name of "Black Rock Bible Church"; and

WHEREAS, at a meeting of the Board of Trustees of said religious corporation held and convened on the 4th day of July, A.D. 1963, a resolution was passed by unanimous vote of the members of said Board of Trustees declaring it to be advisable that the amendment hereinafter set forth be made to said Articles of Incorporation and authorized and empowered the Chairman of said Board, Rev. Paul Heefner, and the Secretary thereof, Gerald A. Deal, to sign and acknowledge the amendment to the Articles of Incorporation, and it was further resolved to call a meeting of all persons above twenty-one years of age belonging to said Church to take action on said amendment, after giving ten days notice of the place, day and hour of said meeting in the manner provided for in the Articles of Incorporation and in compliance with the Laws of the State of Maryland applicable thereto; and

WHEREAS, that after due notice as above provided, a congregational meeting of the members of said religious corporation was held at its place of worship at Black Rock, Washington County, Maryland, and at said meeting the amendment to the Articles of Incorporation hereinafter set forth was duly adopted by a vote of more than two-thirds of the members present and entitled to vote.

SECOND

IT IS THEREFORE CERTIFIED, That the aforesaid Articles of Incorporation be amended by adding a new Article thereto designated as Article "Fifteen A", reading as follows:

" That should this religious corporation be dissolved by voluntary action or operation of law, then all assets of the 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 legal obligations of said religious corporation, the balance remaining, if any, shall be distributed to one or more missionary organizations sponsored by or favored by the Church, upon condition that said missionary organizations have established appropriate exemption status as organizations described in Section 501(c)(3) of the Internal Revenue Code, said missionary organizations to be selected by the duly elected Board of Trustees in office at that time."

IN TESTIMONY WHEREOF, the undersigned Chairman and Secretary of the Board of Trustees, being duly authorized so to do in the above mentioned resolution, have hereunto signed their names and affixed their seals this 19th day of October, A.D. 1963.

TEST:

Louise P. Spessard  
Louise P. Spessard

Rev. Paul Heefner (SEAL)  
Rev. Paul Heefner, Chairman of Board of Trustees

Gerald A. Deal (SEAL)  
Gerald A. Deal, Secretary of Board of Trustees

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 19th day of October, A.D. 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Rev. Paul Heefner, Chairman of Board of Trustees, and Gerald A. Deal, Secretary of Board of Trustees, known to me to be the persons whose names are subscribed to the foregoing Amended Articles of

Incorporation, and acknowledged that they executed said Amended Articles of Incorporation in the capacity and for the purposes therein contained, and did further make oath that they are the Chairman and Secretary, respectively of said Board of Trustees, and are duly authorized to execute said Articles of Amendment.

Witness my hand and Official Notarial Seal.



Louise P. Spessard  
Notary Public



ARTICLES OF AMENIMENT  
OF  
BLACK ROCK BIBLE CHURCH

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 22, 1963 at 9:00 o'clock A.M. as in conformity  
with law and ordered recorded.

A 5738

Recorded in Liber 3383, folio 4, 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 Dec. 31, 1963 at 9:00 A. M.  
Receipt 5337

Liber 13

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ARTICLES OF INCORPORATION  
OF  
THE FAMILY SERVICE AGENCY OF  
WASHINGTON COUNTY, MARYLAND, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Frank P. McCraw whose postoffice address is 901 Pope Avenue, Hagerstown, Maryland, Yale J. Hanks, whose postoffice address is 121 Greenmount Avenue, Hagerstown, Maryland, and Evan Crossley, whose postoffice address is 130 West Washington Street, Hagerstown, Maryland, all being at least 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: That the name of the corporation which is hereinafter called the "Corporation" is: The Family Service Agency of Washington County, Maryland, Inc.

THIRD: The purpose for which the Corporation is formed is to organize and operate an association exclusively for social, <sup>WELFARE</sup> educational and charitable purposes, no part of the net earning 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 provide skilled case work services in Washington County, Maryland to families threatened with family breakdown and for whom no other similar facilities are available in the community.

(b) To provide skilled professional case work services so that families may better understand and learn to deal adequately with their own problems.

(c) The services will be available to all segments of the population of Washington County, Maryland, no matter what may be a family's race, creed or economic status. No part of the net earnings of the corporation is to inure to the benefit of any member, shareholder or other individual.

(d) To raise money for the Corporation by means deemed appropriate by its Board of Directors.

(e) This Corporation shall have all the general powers conferred upon corporations of this class by law.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 901 Pope Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Frank P. McCraw, whose postoffice address is the same. 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 Board of Directors may choose the first members of the Corporation in accordance with the by-laws. The members may resign or be removed, vacancies may be filled and additional members may be elected as provided in the by-laws.

SIXTH: The Corporation shall have a maximum of 24 directors and the following Victor R. Martin, Miss Helen Steck, Dr. D. Crosby Greene, Yale C. Hanks, Judge Irvine Rutledge, Mrs. Richard Grumbacher, Paul Fietz, Allen Hedgecock, William R. Zuercher, Mrs. Edward Vail, Mrs. Andrew Coffman, Rev. D. M. McGrath, Mrs. Ralph Donnelly, Mrs. L. Edwin Lantz, Frank P. McCraw, Rabbi Harold Miller, Rev. G. Bartow Harris, and Evan Crossley shall act as such until the first annual meeting or until their successors are dully chosen and qualify.

SEVENTH: The Corporation shall have the power to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 10th day of September, 1963.

Yale Hanks  
Yale Hanks

Frank R. McCraw  
Frank R. McCraw

Evan Crossley  
Evan Crossley

Witness: [Signature]

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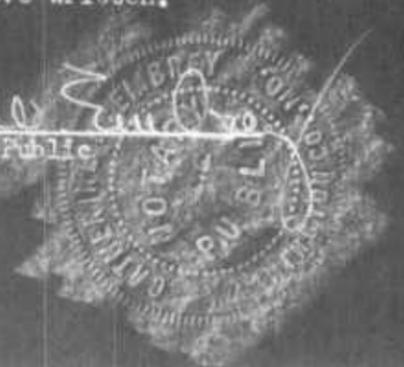
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 10th day of September, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Yale Hanks, Frank P. McCraw and Evan Crossley 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.

Catherine W. [Signature]  
Notary Public

My commission expires: 5-3-65



VNS

ARTICLES OF INCORPORATION  
OF  
THE FAMILY SERVICE AGENCY OF WASHINGTON COUNTY, MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 9, 1963 at 9:00 o'clock A.M. as in conformity  
with law and ordered recorded.

A 5528

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Recorded in Liber 5387, folio 102, 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]*

NAVARRE MINERALS, INC.  
ARTICLES OF INCORPORATION

First: That we, the subscribers, Edwin J. Bognar, Merle Elliott and Nadine E. Bognar, whose Post Office Address is 49 East Franklin Street, Hagerstown, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formulation of corporations, associate ourselves with the intention of forming a corporation.

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

NAVARRE MINERALS, INC.

Third: The Purpose for which the Corporation is formed and the business or object to be carried on and promoted by it are as follows:

(a) To conduct and carry on the business of mining, producing and selling clay, coal, sand, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and any and all other minerals, contents or products of the earth; the manufacture and sale of coke and its by-products; the manufacture and sale of any and all types of refractory products, including fire brick, face brick, tile and other clay products; to sever and sell timber and operate a general sawmill business in connection therewith; to manufacture and sell, as principal or agent, products of coal, clay, sand, gravel, loam, limestone, ganister, oil, gas, shale, mica schist, iron ore, cement and all other minerals or products on the earth, including alloyed metals and wood and combinations of two or more of them; and to own, construct and operate any types of plants, factories, machinery and transportation facilities necessary for the obtention, processing or transporting of any of the above mentioned minerals, issued or products; and to conduct a general engineering business.

(b) To purchase, hold, deal in, lease, mortgage or otherwise encumber, and to lease, sell, exchange, transfer or dispose of in any manner real or leasehold property, and to construct, operate, lease, rent, and manage buildings and property of every kind, nature and description, wherever situate.

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

(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, 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 loan or advance money with or without security, without limits 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, district, colonies and dependencies of the United States of America and in foreign countries.

(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 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 the State.

Fourth: The post-office address of the place at which the principal office of the Corporation in this State will be located at No. 49 East Franklin Street, Hagerstown, Maryland. The resident agent of the Corporation is Merle Elliott whose post-office address is No. 49 East Franklin Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

Fifth: The Corporation shall have three Directors, Edwin J. Bognar, Merle Elliott and Nadine E. Bognar.

Sixth: The total amount of the authorized capital stock of the Corporation is Ten Thousand Dollars (\$10,000.00) par value, divided into One Thousand (1,000) shares of the par value of Ten Dollars (\$10.00) each.

Seventh: The Board of Firectors 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, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, and may be set forth in the by-laws of the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 24th day of October, 1963.

WITNESS:

*Ann M. Kelly*  
*Gertrude Hollander*

*Edwin J. Bognar* (SEAL)  
Edwin J. Bognar  
*Merle Elliott* (SEAL)  
Merle Elliott  
*Nadine E. Bognar* (SEAL)  
Nadine E. Bognar

STATE OF MARYLAND, to wit:

I HEREBY CERTIFY, that on this 25th day of October, 1963 before me, the subscriber, a Notary Public of the State of Maryland, personally appeared Edwin J. Bognar, Merle Elliott and Nadine E. Bognar 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.

*Shirley D. [Signature]*  
Notary Public

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ARTICLES OF INCORPORATION  
OF  
NAVARRE MINERALS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 31, 1963 at 9:00 o'clock A.M. as in conformity  
with law and ordered recorded.

A 5903

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Recorded in Liber 7384, folio 29, 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. Bandy*

Received for Record Dec. 31, 1963 at 9:00 A. M. Liber 13  
Receipt No. 5337

WARRENFELTZ TREE EXPERTS, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Braden Jacob Warrenfeltz, whose post office address is 221 North Conococheague Street, Williamsport, Maryland, Nellie I. Warrenfeltz, whose post office address is 221 North Conococheague Street, Williamsport, Maryland, and David Dubel, whose post office address is 101 Devonshire 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 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: WARRENFELTZ TREE EXPERTS, INC.

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

1. The taking down and removal of trees, spraying of trees, shrubbery, general treatment and care of trees, shrubs, and lawns, landscaping and general lawn care; and to purchase, hold, sell, exchange, raise, propagate, cultivate, or otherwise deal with or dispose of plants, shrubs, and any other related nursery products.

2. To engage in the business of pest control, fumigation, pest exterminating service, sterilizing, termite control to the fullest extent, including the use, manufacture or sale of such chemicals or related products as the Corporation or its subsidiaries may be licensed and permitted to use or sell, the preparation of escrow reports and the making of inspections as required, and the servicing of properties in the matter of extermination and fumigation in all phases of the work of pest control in whatever respect

the Corporation or its authorized subsidiaries may be licensed to do.

3. To engage in the business of vegetation control, and to manufacture, purchase, use or sell any chemical or product directly or indirectly connected therewith.

4. To buy, sell, deal in and improve, real estate wherever situated 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 as 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.

5. 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.

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 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 capitalstock, bonds or other evidences of indebtedness created by any other corporation or corporations, and while the owner thereof to exercise all of the incidents of ownership.

8. 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.

9. 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 post office address of the principal office of the Corporation in this State is 221 North Conococheague Street, Williamsport, Maryland. The name and post office address of the resident agent of the Corporation in this State is Braden Jacob Warrenfeltz, 221 North Conococheague Street, Williamsport, 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) Dollars.

In the event that it is determined by the Board of Directors that further stock issues are necessary or desirable after the initial subscription, at any time, then the initial subscribers and stockholders in this Corporation shall have preemptive rights of purchasing said stock in direct proportion to the amount owned by them at that time.

All shares of stock shall be considered as voting stock; and every holder of one (1) or more shares of stock shall be entitled to one (1) vote for each share at meetings of the stockholders, and in any election of directors shall be entitled to cumulate his votes upon one (1) or more directors.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decrease 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 qualified are: Braden Jacob Warrenfeltz, Nellie I. Warrenfeltz, and David Dubel.

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, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, and same shall be subject to the same provisions and restrictions hereinabove referred to.

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 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 the Board of Directors shall deem expedient.

4. 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 the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 9<sup>th</sup> day of October, 1963.

WITNESS:

Braden Jacob Warrenfeltz (SEAL)  
Braden Jacob Warrenfeltz

Nellie I. Warrenfeltz (SEAL)  
Nellie I. Warrenfeltz

I Gordon Potter

David Dubel (SEAL)  
David Dubel

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this \_\_\_\_\_ day of \_\_\_\_\_, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Braden Jacob Warrenfeltz, Nellie I. Warrenfeltz, and David Dubel, and each acknowledged the foregoing instrument to be his act and deed.

WITNESS my hand and official Notarial Seal.

My commission expires:

Evelyn Marie Gigeous  
Notary Public

MY COMMISSION EXPIRES MAY 3, 1965



ARTICLES OF INCORPORATION

OF

WARRENFELTZ TREE EXPERTS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 11, 1963 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 5582

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Recorded in Liber 7387, 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 \$...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 January 15, 1964 at 9:26 A.M. Liber 13, Receipt No. 5727  
November 7, 1963

Recorded in Liber 13

State Department of Assessments  
and Taxation  
301 West Preston Street  
Baltimore 1, Maryland

Gentlemen:

Pursuant to the provisions of Maryland Code Article 23, Section 8(c), you are hereby advised that effective September 16, 1963, the post office address of the undersigned, resident agent of Victor Sales and Credit Corporation, has been changed from 341 North Calvert Street, Baltimore 2, Maryland, to The Blaustein Building, One North Charles, Baltimore 1, Maryland.

Very truly yours,

*John W. Cable III*  
JOHN W. CABLE, III

JWC:kfs

NOTICE OF CHANGE OF ADDRESS OF RESIDENT AGENT  
OF  
VICTOR SALES AND CREDIT CORPORATION

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received for record November 8, 1963, at 9:52 A. M.  
and recorded in Liber No. 385 Folio No. 488 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 2223

Recording Fee Paid \$2.00

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Received for record January 15, 1964 at 9:26 A.M. Liber 13, Receipt No. 5727

ARTICLES OF INCORPORATION  
OF  
LOCAL LEASING CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Joseph C. Diseati and Irene V. Diseati, his wife, whose post office address is 346 Vista Street, Hagerstown, Maryland, and Harry A. Bauer and Hazel J. Bauer, his wife, whose post office address is 129 West Washington 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: "LOCAL LEASING CORPORATION."

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

(a) To buy, sell, lease and deal in automobiles, motors and vehicles of all kinds, and in all articles and supplies used in connection therewith.

(b) To buy, sell, store and repair automobiles and motor vehicles of all description, and their parts and accessories; and to manufacture and sell automobile tops, bodies and other motor vehicle parts.

(c) 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.

(d) To procure, purchase, or sell, manufacture, repair, vulcanize and otherwise work and deal in all kinds of automobile

and truck tires, including pneumatic and solid tires.

(e) 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.

(f) To carry on the business of painting automobiles and motor vehicles and to manufacture, purchase, and sell paints, varnishes, oils, fillers, stains, colors, enamels, compounds and coatins, putty, glass and other supplies incidental thereto.

(g) To conduct a general garage and storage place for automobiles, trucks and motor vehicles of every kind; to procure, own, sell and otherwise deal in and repair tractors or any other kinds of machinery or personal property; to procure, manufacture, purchase, own and sell all kinds of tools, appliances, machinery or equipment used or desired in the furtherance of said object.

(h) 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 corporations, and while the owner thereof to exercise all of the incidents of ownership.

(i) 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.

(j) 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. 57 West Franklin Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is: Joseph C.

Diseati, 346 Vista Street, 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 twenty-five thousand (25,000) shares of the par value of One (\$1.00) Dollar per share, all of one class, and having an aggregate par value of Twenty-Five Thousand (\$25,000.00) Dollars.

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 four (4); and the names of the directors who shall act until the first annual meeting, or until their successors are duly elected and qualified are: Joseph C. Diseati, Irene V. Diseati, Harry A. Bauer, and Hazel J. Bauer.

SEVENTH: 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 Statute or to the vote of its stockholders, determine all matters and questions pertaining to its business and affairs.

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

2. The Board of Directors shall have the power to fix the salaries of officers and employees, and although the directors may be also employees or officers of the company their vote shall be counted and the action just as binding on the Corporation as if they were not directors or stockholders.

3. 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.

4. The Board of Directors shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account, book or document of the Corporation except as conferred by the Statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

5. The above granted powers of 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 31<sup>st</sup> day of October, 1963.

WITNESS:

Joseph C. Diseati (SEAL)  
Joseph C. Diseati

Irene V. Diseati (SEAL)  
Irene V. Diseati

Harry A. Bauer (SEAL)  
Harry A. Bauer

Hazel J. Bauer (SEAL)  
Hazel J. Bauer

Olive R. Shupp

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 31<sup>st</sup> day of October, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph C. Diseati and Irene V. Diseati, his wife, and Harry A. Bauer and Hazel J. Bauer, his wife, and each acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

My commission expires:

May 3, 1965

Olive R. Shupp  
Notary Public



ARTICLES OF INCORPORATION  
OF  
LOCAL LEASING CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 5, 1963 at 9:00 o'clock A.M. as in conformity  
with law and ordered recorded.

A 5949

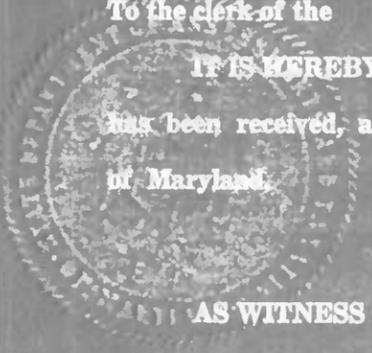
b

Recorded in Liber *F355*, folio *401*, 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*

Received for record January 15, 1964 at 9:26 A.M. Liber 13, Receipt No 5727

ARTICLES OF INCORPORATION

OF

WAYNE INSURANCE AGENCY OF SOUTH HAGERSTOWN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Melvin L. Brown, whose post office address is Myrtle Avenue, Waynesboro, Pennsylvania, Millard A. Ullman, whose post office address is 426 Clayton Avenue, Waynesboro, Pennsylvania, and Edward E. Singer, whose post office address is 232 South Church Street, Waynesboro, Pennsylvania, 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: Wayne Insurance Agency of South Hagerstown, Inc.

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

(a) To operate, through qualified agents and/or brokers, the business of motor vehicle, mobile homes, marine, fire, life, accident, and fidelity insurance, to act as agents or representatives of owners or other persons or corporations having or claiming to have any interest in motor vehicles, mobile homes, merchandise, vessels, cargoes, freight or other subjects of insurance; to hold, purchase or otherwise acquire, to sell, assign, transfer, mortgage, pledge or otherwise dispose of choses in action in connection therewith.

(b) To engage generally in the mercantile brokerage business, to loan money on open accounts, bills and accounts

receivable, inventions, warehouse receipts, raw materials, stocks, bonds, choses in action, and any and all other forms of real, personal, or mixed property, and choses in action; to receive and accept transfers, pledges, mortgages, conditional sales contracts, stocks, bonds and other evidences of indebtedness, inventories, stocks of merchandise including after acquired property, pledges of accounts receivables in existence or of those subsequently created as substitutes therefor, bills and notes receivable, contracts for pledges of future revenues, growing crops planted and to be planted and harvested, livestock, including the increase thereof, standing timber to be cut and removed, raw material to be manufactured and sold, and without limitation any contracts, choses in action and property of every character whatever, and to deal with the same as owner, lender, factor, consignor, or otherwise as a means of security or of recovering money or property advances, invested or loaned.

(c) 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.

(d) To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, warehouse receipts, bonds, debentures and other negotiable and non-negotiable instruments.

(e) To conduct investigations, credit and business researches, enter into profit sharing arrangements, promote, organize or cause to be organized, any corporation, firm, or partnership in aid of business; to finance and aid by loan, subsidy, consignment, or otherwise, any corporation, association, syndicate or entity, and to conduct or co-operate in conducting any business or enterprise and to undertake, guarantee, assume and

pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, good-will, franchises or assets by the issue, in accordance with laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) 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.

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 post office address of the principal office of the Corporation in this State is South Hagerstown Shopping Center, Hagerstown, Maryland. The resident agent of the Corporation is Kenneth J. Mackley, whose post office address is 1219 Mt. Aetna Road, Hagerstown, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of Thirty Dollars (\$30.00) 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 Thirty Thousand Dollars (\$30,000.00).

SIXTH: The Corporation shall have five (5) directors, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and Melvin L. Brown, H. J. Essich, Jr., Millard A. Ullman, Harold W. Brake, and Frank R. Keller shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: At every meeting of the shareholders, every shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

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

(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 hereinafter 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 term shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

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

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

(g) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise

acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 1st day of NOVEMBER, 1963.

Melvin L. Brown (SEAL)  
Melvin L. Brown

Millard A. Ullman (SEAL)  
Millard A. Ullman

Edward E. Singer (SEAL)  
Edward E. Singer

WITNESS:

Mary E. Hoff as to Melvin L. Brown

Sue E. Cummings as to Millard A. Ullman

Henry A. McCoy as to Edward E. Singer

STATE OF PENNSYLVANIA, FRANKLIN COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 1 day of November, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Melvin L. Brown, Millard A. Ullman and Edward E. Singer, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal, the day and year abovementioned.

Mae P. Carbaugh  
Notary Public



Comm. Exp. 6/24/64  
I maintain my office in  
Waynesboro, Fr. Cty, Penna.

ARTICLES OF INCORPORATION

OF

WAYNE INSURANCE AGENCY OF SOUTH HAGERSTOWN, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
NOV 15 9 26 AM '63  
6665

approved and received for record by the State Department of Assessments and Taxation of Maryland November 5, 1963 at 10:11 o'clock A. M. as in conformity with law and ordered recorded.

A 5954

8

Recorded in Liber 385, folio 450, 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. Bantz*

Received for record January 15, 1964 at 9:26 A.M. Liber 13, Receipt No. 5727

ARTICLES OF INCORPORATION  
OF  
COMMUNITY SERVICES COUNCIL OF WASHINGTON COUNTY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Rome F. Schwagel, whose postoffice address is Keedysville, Maryland, G. Bartow Harris, whose postoffice address is 512 Washington Square, Hagerstown, Maryland, and Wilbur S. King, whose postoffice address is Route 3, 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 COMMUNITY SERVICES COUNCIL OF WASHINGTON COUNTY, INC.

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

- (a) To conduct, supervise and make studies and surveys for the promotion of the general welfare of Washington County.
- (b) To coordinate and offer assistance and advice to the various welfare, service, health and recreation groups and organization in Washington County, Maryland.
- (c) To assist and advise in the promotion of social improvement in Washington County and in general to promote the general welfare of Washington County, Maryland.
- (d) To buy, sell, lease, mortgage, pledge or otherwise acquire or dispose of real or personal property to be used to further the aforesaid purposes of the Corporation.
- (e) To carry on any other business in connection with the aforesaid purposes which is not ordinarily carried on for profit.

This Corporation shall be organized and operated exclusively for the aforementioned purposes and its entire activities shall be in furtherance of such purposes.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 92 West Washington Street, Hagerstown, Maryland. The name and postoffice address of the resident agent of the Corporation in this State is Rome F. Schwagel, Keedysville, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The number of directors of the Corporation shall be three, which number may be increased 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 duly chosen and qualify are Rome F. Schwagel, G. Bartow Harris and Wilbur S. King.

SIXTH: The Corporation shall have no capital stock but the management and control of the Corporation shall be vested in the Board of Directors. The members of the Board may resign or be removed, vacancies may be filled and additional members elected, as provided in the Bylaws of the Corporation.

SEVENTH: (a) 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 statute, determine all matters and questions pertaining to its business and affairs.

(b) The Board of Directors shall have the power to mortgage the property of the Corporation from time to time, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws 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: No part of the net income of said Corporation shall inure to the benefit of any member; and upon dissolution or expiration of the Charter of said Corporation, if said Charter should lapse without a revival thereof, any excess of assets over liabilities shall not be distributed to its members, but shall be distributed to the United Fund of Washington County, Inc. or to another charitable organization or organizations located in Washington County, Maryland to be selected by the Board of Directors of said Corporation, for the purposes as hereinbefore set forth.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 7<sup>th</sup> day of November, 1963.

*Rome F. Schwager*  
Rome F. Schwager

*G. Bartow Harris*  
G. Bartow Harris

*Wilbur S. King*  
Wilbur S. King

Witness:

*Anna Chelosis*

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 7<sup>th</sup> day of November, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Rome F. Schwager, G. Bartow Harris and Wilbur S. King, and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

*Anna Chelosis*  
Notary Public

commission expires: May 3, 1965



NS

STATE OF MD.  
WASHINGTON COUNTY  
RECORDED FOR THE  
FEE OF \$1.00  
NOV 15 9 22 AM '63  
50227

ARTICLES OF INCORPORATION

OF

COMMUNITY SERVICES COUNCIL OF WASHINGTON COUNTY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 12, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

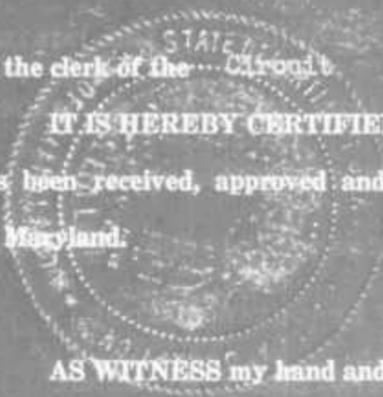
A 6029

Recorded in Liber 3376, folio 201, 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. Burt*

Received for record January 15, 1964 at 9:26 A.M. Liber 13, Receipt No. 5727

ARTICLES OF INCORPORATION

OF

SHAMROCK INN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Stanley E. Vance, whose post office address is Route 2, Hagerstown, Maryland, Ruth Vance, whose post office address is Route 2, Hagerstown, Maryland, and John S. Mellott, 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

SHAMROCK INN, 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 and restaurant for the sale of beer, wine, distilled spirits, foods, 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 is Route 2, Hagerstown, Maryland. The resident agent of the Corporation is John S. Mellott, whose post office address is Route 6, 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 Stanley E. Vance, Ruth Vance and John S. Mellott, 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 entireties.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 12th day of November, A.D., 1963.

WITNESS:

Stanley E. Vance (SEAL)  
Stanley E. Vance

Ruth Vance (SEAL)  
Ruth Vance

Rosalyn D. Wolford  
Rosalyn D. Wolford

John S. Mellott (SEAL)  
John S. Mellott

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

I HEREBY CERTIFY, That on this 12th day of November,  
A.D., 1963, before me, the subscriber, a Notary Public of the State  
of Maryland, in and for Washington County, personally appeared  
Stanley E. Vance, Ruth Vance and John S. Mellott, 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.

Rosalyn D. Wolford  
Rosalyn D. Wolford  
Notary Public  
My Commission Expires:  
May 3, 1965



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
NOV 15 9 26 AM '63  
5227

ARTICLES OF INCORPORATION  
OF  
SHAMROCK INN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 13, 1963 at 9:00 o'clock A.M. as in conformity  
with law and ordered recorded.

A 6047

8

Recorded in Liber 3385, folio 52, 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.

*Stade H. Barty*

Received for record January 15, 1964 at 9:26 A.M. Liber <sup>13</sup>~~30~~,  
Receipt No. 5727

ARTICLES OF INCORPORATION  
OF  
TRIANGLE MOTEL, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Gertie A. Weaver, whose post office address is Hancock, Maryland, Ewell H. Robinette, whose post office address is R. F. D. #2, Cumberland, Maryland, Betty J. Robinette, whose post office address is R. F. D. #2, Cumberland, Maryland, and Walter E. Beard, whose post office address is Wiley Ford, 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: "TRIANGLE MOTEL, INC."

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

1. To engage in the on or off sale dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise, acquire restaurants and taverns, and to own, hold, lease, rent or sell such business or businesses.
2. To buy and sell, wholesale or retail, any and every type of beverage, alcoholic or non-alcoholic, in bottle, cans, kegs, or containers of every kind or description.
3. To bottle, package, blend or otherwise process and manufacture beverages of every kind and description.
4. To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions and to generally deal in groceries and grocery products.
5. 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 corporations, and while the owner thereof to exercise all of the incidents of ownership.

6. 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.

7. 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: Hancock, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are: Gertie A. Weaver, Hancock, 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 four (4), 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: Gertie A. Weaver, Ewell H. Robinette, Betty J. Robinette, and Walter B. Beard.

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 corpora-

tion 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 the Board of Directors shall deem expedient.

EIGHTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 19<sup>th</sup> day of November, 1963.

WITNESS:

D. June Day

Gertie A. Weaver (SEAL)  
Gertie A. Weaver

Ewell H. Robinette (SEAL)  
Ewell H. Robinette

Betty J. Robinette (SEAL)  
Betty J. Robinette

Norman J. Oliver

Walter E. Beard (SEAL)  
Walter E. Beard

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 19<sup>th</sup> day of November, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gertie A. Weaver, and she acknowledged the foregoing Articles of Incorporation to be her act.

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

My commission expires:

March 3, 1965

Helen June Day  
Notary Public



STATE OF MARYLAND, ALLEGANY COUNTY, to-wit:

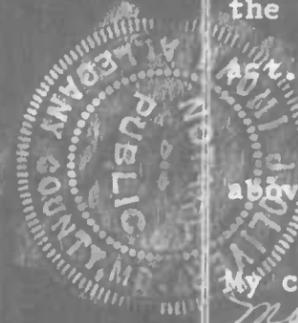
I HEREBY CERTIFY, That on this 19<sup>th</sup> day of November, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ewell H. Robinette, Betty J. Robinette and Walter E. Beard, and severally acknowledged the foregoing Articles of Incorporation to be their respective

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

My commission expires:

May 3, 1965

Thom J. Oliver  
Notary Public



ARTICLES OF INCORPORATION  
OF  
TRIANGLE MOTEL, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 22, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 6162

6

Recorded in Liber 3387, folio 392, 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. Raby*

Received for record January 15, 1964 at 9:26 A. M. Liber 13, Receipt No. 5727

ARTICLES OF INCORPORATION  
OF  
TAWNY'S BURGER CHEF, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, John H. Gray, whose post office address is Hagerstown, Maryland, Frances M. Gray, whose post office address is Hagerstown, Maryland, and Edwin H. Miller, whose post office address is Second National Bank Building, 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: "TAWNY'S BURGER CHEF, INC."

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

(a) To introduce, erect, operate, conduct, manage, maintain, and carry on a restaurant, cafe, and cabaret business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns, cabarets, cafes, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes. To buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import, and export food and food products of every class and description, fresh, canned, preserved, or otherwise, and to prepare and serve all food, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds.

(b) To operate, conduct, establish, and maintain a business devoted to the sale of restaurant supplies and restaurant supply equipment, both wholesale and retail, and to engage in such other business in connection therewith, and in the sale of such other commodities as may be advantageous to the corporation.

(c) 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.

(d) 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.

(e) 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 corporations, and while the owner thereof to exercise all of the incidents of ownership.

(f) To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of Letters Patent of the United States or of any foreign country as well as acquire and dispose of licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with any business carried on by the Corporation.

(g) 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. 932 Pennsylvania Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is: Edwin H. Miller, No. 206 Second National Bank Bldg., 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 hundred (500) shares of the par value of One Hundred (\$100.00) Dollars per share, all of one class, and having an aggregate value of Fifty Thousand (\$50,000.00) Dollars.

SIXTH: The Corporation shall have at least three (3) and not more than six (6) directors, and John H. Gray, Frances M. Gray, and Edwin H. Miller shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

SEVENTH: 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 Statute or to the vote of its stockholders, determine all matters and questions pertaining to its business and affairs.

(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 any class of its stock, whether now or hereafter authorized, 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 the power to fix the salaries of officers and employees, and although the directors may be also employees or officers of the company their vote shall be counted and the action just as binding on the corporation as if they were not directors or stockholders.

(c) 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.

(d) The Board of Directors shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account, book or document of the Corporation except as conferred by the Statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

(e) 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 22nd day of November, 1963.

WITNESS:

Oliver R. Shupp

John H. Gray (SEAL)  
John H. Gray  
Frances M. Gray (SEAL)  
Frances M. Gray  
Edwin H. Miller (SEAL)  
Edwin H. Miller

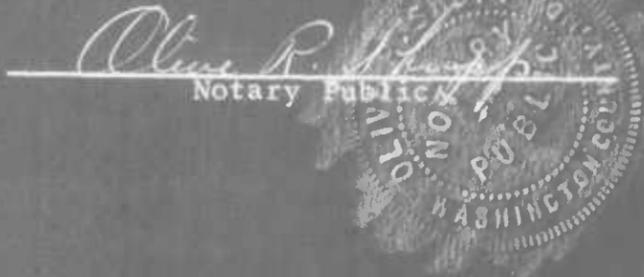
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 22<sup>nd</sup> day of November, 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Gray, Frances M. Gray and Edwin H. Miller, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

My commission expires:

May 3, 1965

  
Notary Public

ARTICLES OF INCORPORATION

OF

TAWNY'S BURGER CHEF, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 26, 1963 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 6205

6

Recorded in Liber 3377, folio 428, 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 January 15, 1964 at 9:26 A.M. Liber 13, Receipt No 5727

ARTICLES OF AMENDMENT

HAGERSTOWN CAMP NO. 1 WOODMEN OF THE WORLD BUILDING ASSOCIATION, INCORPORATED

HAGERSTOWN CAMP No. 1 WOODMEN OF THE WORLD BUILDING ASSOCIATION, INCORPORATED, A MARYLAND CORPORATION, HAVING ITS PRINCIPAL OFFICE IN THE CITY OF HAGERSTOWN, WASHINGTON COUNTY, MARYLAND (HEREINAFTER CALLED THE CORPORATION), HEREBY CERTIFIES TO THE STATE DEPARTMENT OF ASSESSMENT AND TAXATION OF MARYLAND THAT,

FIRST: THE CHARTER OF THE CORPORATION IS HEREBY AMENDED BY COMPLETELY CHANGING PARAGRAPH FIFTH OF THE ARTICLES OF INCORPORATION AND INSERTING A NEW AND DIFFERENT PARAGRAPH FIFTH THEREIN TO READ AS FOLLOWS:

FIFTH: THE CORPORATION SHALL HAVE ELEVEN DIRECTORS AND OFFICERS, AND SAID PERSONS SHALL BE THE SAME INDIVIDUALS AS THOSE THAT ARE ANNUALLY ELECTED AS OFFICERS OF HAGERSTOWN CAMP No. 1, WOODMEN OF THE WORLD. THE PAST CONSUL COMMANDER SHALL BE CHAIRMAN OF THE BOARD, THE CONSUL COMMANDER SHALL BE PRESIDENT, THE ADVISER LIEUTENANT SHALL BE VICE-PRESIDENT, THE BANKER SHALL BE THE TREASURER, THE SECRETARY SHALL BE SECRETARY OF THE CORPORATION; THE THREE TRUSTEES, ESCORT, WATCHMAN AND SENTRY SHALL BE THE REMAINING SIX DIRECTORS OF SAID CORPORATION.

SECOND: THE CHARTER OF THE CORPORATION IS ALSO HEREBY AMENDED BY ADDING AT THE END OF PARAGRAPH FIFTH A NEW AND ADDITIONAL PARAGRAPH TO READ AS FOLLOWS:

A: EVERY PERSON WHO IS A MEMBER IN GOOD STANDING OF HAGERSTOWN CAMP No. 1, WOODMEN OF THE WORLD, SHALL AUTOMATICALLY BE AND BECOME A MEMBER OF THE CORPORATION AND SHALL HAVE THE RIGHT TO CAST ONE BALLOT.

THIRD: THE BOARD OF DIRECTORS OF THE CORPORATION, AT A MEETING DULY CONVENED AND HELD ON OCTOBER 21ST, 1963, ADOPTED A RESOLUTION IN WHICH WAS SET FORTH THE AFOREGOING AMENDMENTS TO THE CHARTER, DECLARING THAT SAID AMENDMENTS OF THE CHARTER WERE ADVISABLE AND DIRECTING THAT IT BE SUBMITTED FOR ACTION THEREON AT A SPECIAL MEETING OF THE STOCKHOLDERS OF THE CORPORATION.

FOURTH: NOTICE SETTING FORTH THE SAID AMENDMENTS OF THE CHARTER (OR A SUMMARY OF THE CHANGES TO BE EFFECTED BY SAID AMENDMENTS) 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 OF THE CORPORATION ENTITLED TO VOTE THEREON; AND LIKE NOTICE WAS GIVEN TO ALL STOCKHOLDERS NOT ENTITLED TO VOTE THEREON, WHOSE CONTRACT RIGHTS AS EXPRESSLY SET FORTH IN THE CHARTER WOULD BE ALTERED BY THE AMENDMENTS.

FIFTH: THE AMENDMENTS AS HEREINABOVE SET FORTH WERE APPROVED BY THE STOCKHOLDERS OF THE CORPORATION AT SAID MEETING BY THE AFFIRMATIVE VOTE OF ALL THE VOTES ENTITLED TO BE CAST THEREON.

SIXTH: THE AMENDMENTS OF THE CHARTER OF THE CORPORATION AS  
HEREINABOVE SET FORTH HAVE BEEN DULY ADVISED BY THE BOARD OF  
DIRECTORS AND APPROVED BY THE STOCKHOLDERS OF THE CORPORATION.

IN WITNESS WHEREOF, THE HAGERSTOWN CAMP No. 1 WOODMEN OF THE  
WORLD BUILDING ASSOCIATION, INCORPORATED, 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 15<sup>th</sup> DAY OF OCTOBER,  
1963.



HAGERSTOWN CAMP NO. 1 WOODMEN OF  
THE WORLD BUILDING ASSOCIATION,  
INCORPORATED

By George W. Thomas  
PRESIDENT

ATTEST:

Woodrow W. Stoddard  
SECRETARY

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 15<sup>th</sup> DAY OF OCTOBER, 1963,  
BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE  
STATE AND COUNTY AFORESAID, PERSONALLY APPEARED GEORGE W.  
THOMAS, PRESIDENT OF HAGERSTOWN CAMP No. 1 WOODMEN OF THE  
WORLD BUILDING ASSOCIATION, INCORPORATED, A MARYLAND CORP-  
ORATION, AND IN NAME AND ON BEHALF OF SAID CORPORATION  
ACKNOWLEDGED THE AFOREGOING ARTICLES OF AMENDMENT TO BE THE  
CORPORATE ACT OF SAID CORPORATION; AND AT THE SAME TIME  
PERSONALLY APPEARED WOODROW W. STODDARD, AND MADE OATH IN  
DUE FORM OF LAW THAT HE WAS THE SECRETARY OF THE MEETING OF  
THE STOCKHOLDERS OF SAID CORPORATION AT WHICH THE AMENDMENTS  
OF THE CHARTER OF THE CORPORATION THERIN SET FORTH WERE  
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.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED  
MY OFFICIAL NOTARIAL SEAL.



Robert Bentel  
NOTARY PUBLIC

My Commission Expires:  
May 3, 1965

STATE OF MARYLAND  
RECORDS & DEEDS  
WASHINGTON COUNTY  
NOV 15 9 24 AM '63  
5227

ARTICLES OF AMENDMENT

OF

HAGERSTOWN CAMP NO. 1 WOODMEN OF THE WORLD BUILDING ASSOCIATION, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 18, 1963 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 6101

3

Recorded in Liber 5386, folio 465, 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. Rupp*

Received for record March 9, 1964 at 12:17 P.M. Liber 13, Receipt  
No. 7200

ORBIT MANUFACTURING COMPANY, INC.

ARTICLES OF REVIVAL

(Under Section 85)

Orbit Manufacturing Company, 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 charter of the Corporation was forfeited on October 31, 1962, for the non-payment of taxes or for failure to file an annual report with the 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 Orbit Manufacturing Company, Inc.

THIRD: The name by which the Corporation will hereafter be known is Orbit Manufacturing Company, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Route 1, Sharpsburg, Washington County, Maryland, and said 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 the State of Maryland is Thelma M. Harber, No. 1409 Fenwick Lane, Silver Spring, Montgomery 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 forfeited;
- (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 July, 1963.

Last Acting President

William E. Wilt  
William E. Wilt

Last Acting Secretary

Mildred F. Luckett  
Mildred F. Luckett

STATE OF MARYLAND

ss:

County of Prince  
George's

I HEREBY CERTIFY that on July 24, 1963 before me, the subscriber,  
a notary public of the State of Maryland in and for the County of Prince George's  
personally appeared William E. Wilt, the last acting President and Mildred  
M. Lockett, the last acting Secretary of Orbit Manufacturing Company, Inc.  
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.



*Joan M. Denton*  
Joan M. Denton Notary Public

My Commission Expires 5/3/65

✓

LAND C. NORRIS / G. MERLIN SNYDER / CLERK

MAR 9 12 17 PM '64

STATE OF MD. / WASHINGTON COUNTY / RECEIVED FOR RECORD / RECEIPT NO. 7222

ARTICLES OF REVIVAL  
OF  
CERBERUS MANUFACTURING COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 24, 1963 at 12:05 o'clock P. M. as in conformity with law and ordered recorded.

A 6611

4

Recorded in Liber F392, folio 513, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee  
~~Bonus tax~~ paid \$25.00 ..... 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 9, 1964 at 12:17 P.M. Liber 13, Receipt  
No. 7200

THESE ARTICLES OF SALE, EXCHANGE AND TRANSFER Made this 20th day  
of April, A.D., 1961 by and between Fisher's, Inc., a corporation,  
Transferor, and Fridinger-Ritchie Co., Inc., a corporation, Transferee.

W I T N E S S E T H

1. That Fisher's, Inc., Transferor, agrees to sell and transfer all of its property and assets to Fridinger-Ritchie Co., Inc., Transferee.
2. That Fridinger-Ritchie Co., Inc., whose post office address is 21 N. Mulberry St., Hagerstown, Maryland, is the Transferee.
3. That Fisher's, Inc., Transferor, is a corporation organized and existing under the laws of the State of Maryland; that Fridinger-Ritchie Co., Inc., Transferee, is a corporation organized and existing under the laws of the State of Maryland.
4. That the consideration to be paid by the Transferee for the property and assets of the Transferor is 11,300 shares of the fully paid and non-assessable common capital stock of Fridinger-Ritchie Co., Inc. of the par value of \$10 per share, the aggregate par value thereof being \$113,000 and the assumption by the Transferee of the indebtedness of the Transferor not exceeding \$65,000.
5. That the principal office of the Transferor is 13 E. Patrick Street, Frederick, Frederick County, Maryland; that the principal office of the Transferee is 21 N. Mulberry St., Hagerstown, Maryland; that the Transferor owns no property the title to which could be affected by the recording of any instruments among the land records.
6. That the transfer to be effected by these Articles was duly advised by the Board of Directors of the Transferor at a meeting held April 16, 1961 and approved by the stockholders of such corporation in the manner and by the vote required by the State of Maryland and by the charter of the corporation.
7. That the transfer to be effected by these Articles was duly advised, authorized and approved in the manner and by the vote required by the charter of the Transferee and by the laws of the State of Maryland; that the shares to be issued by the Transferee to the Transferor are for distribution to the stockholders of the Transferor in the proportion of one share of the Transferee for each one share of the Class A and each one share of the Class B fully paid and non-assessable capital stock of the Transferor; that the issuance of the shares aforesaid by the Transferee was duly authorized and approved by the Directors and all of the stockholders of the said Transferee.

WITNESS the corporate name of the Transferor hereunto subscribed by Harry T. Fridinger, its President, and its corporate seal hereunto affixed duly attested by Samuel C. Strite, its Secretary, and the corporate name of the Transferee hereunto

subscribed by Harry T. Fridinger, its President, and its corporate seal hereunto affixed duly attested by Samuel C. Strite, its Secretary, as of the day and date first above written.



ATTEST AS TO CORPORATE SEAL:

*Samuel C. Strite*  
Samuel C. Strite, Secretary

FISHER'S, INC.

BY *Harry T. Fridinger*  
Harry T. Fridinger, President  
Transferor



ATTEST AS TO CORPORATE SEAL:

*Samuel C. Strite*  
Samuel C. Strite, Secretary

FRIDINGER-RITCHIE CO., INC.

BY *Harry T. Fridinger*  
Harry T. Fridinger, President

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

I HEREBY CERTIFY this 25<sup>th</sup> day of November, A.D., 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harry T. Fridinger, President of Fisher's, Inc., a corporation organized and existing under the laws of the State of Maryland, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Sale to be the corporate act of said corporation; and at the same time personally appeared Samuel C. Strite and made oath in due form of law that he was the Secretary of the meeting of stockholders of said corporation at which the said Articles of Sale were approved and that said Articles of Sale were duly advised and authorized by resolution of the Board of Directors thereof declaring that the proposed transfer was advisable and directing that it be submitted for action thereon at a meeting of stockholders of said corporation, and that said Articles of Sale were approved at said meeting of stockholders by the affirmative vote of all of the votes entitled to be cast thereon, and that the matters and facts set forth in said Articles of Sale are true to the best of his knowledge, information and belief.

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



*Rosalyn D. Wolford*  
Rosalyn D. Wolford  
Notary Public  
My Comm. Exp: May 3, 1965

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

I HEREBY CERTIFY this 25<sup>th</sup> day of November, A.D., 1963, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harry T. Fridinger, President of Fridinger-Ritchie Co., Inc., a corporation organized and existing under the laws of the State of Maryland, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Sale to be the corporate act of said corporation; and at the same time personally appeared Samuel C. Strite and made oath in due form of law that he was the Secretary of the meeting of stockholders of said corporation at which the said Articles of Sale were approved and that said Articles of Sale were duly advised and authorized by resolution of the Board of Directors thereof declaring that the proposed transfer was advisable and directing that it be submitted for action thereon at a meeting of stockholders of said corporation, and that said Articles of Sale were approved at said meeting of stockholders by the affirmative vote of all of the votes entitled to be cast thereon, and that the matters and facts set forth in said Articles of Sale are true to the best of his knowledge, information and belief.

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

  
Rosalyn D. Wolford  
Notary Public  
My Comm. Exp: May 3, 1965



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
RECORDS SECTION  
7322  
1963  
DEC 9 11 24 AM '63  
LAND RECORDS SECTION  
G. MERRILL  
CLERK

ARTICLES OF SALE AND TRANSFER

OF

FISHER'S, INC. - A Md. Corp. (transferor)

to

FRIDINGER-RITCHIE CO., INC. - A Md. Corp. (transferee)

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 9, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 6407

Recorded in Liber F390, folio 218, 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]*

THE DARBY COMPANY INCORPORATED

ARTICLES OF REVIVAL

(Under Section 85)

The Darby Co., 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 charter of the Corporation was forfeited on December 14, 1961, 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 Darby Co., Inc.

THIRD: The name by which the Corporation will hereafter be known is The Darby Co., Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Big Pool, Washington County, Maryland, and said 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 the State of Maryland are Reuben U. Darby II, Big Pool, Washington County, Maryland. Said resident agent is a citizen actually residing in this State (or a corporation of 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 forfeited;

(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 December 30, 1963.

*Reuben U. Darby II*  
Reuben U. Darby II  
Last Acting President

*Seba R. Darby*  
Seba R. Darby  
Last Acting Secretary



STATE OF MARYLAND,

County of Washington, ss:

I HEREBY CERTIFY that on December 30, 1963, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Reuben U. Darby II, the last acting President and Seba R. Darby, the last acting Secretary of The Darby Co. <sup>company</sup> ~~Inc.~~ 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.

*Norma A. Sardella*  
Notary Public



STATE OF MD. COUNTY RECEIVED FOR RECORD  
MAR 9 12 17 PM '64  
LAND RECORDS SECTION  
C. MERLIN SWIDER  
CLERK

ARTICLES OF REVIVAL  
OF  
DARBY COMPANY, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 31, 1963 at 1:33 o'clock P. M. as in conformity  
with law and ordered recorded.

A 6787

3

Recorded in Liber F394, folio 85, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Spec. Fee  
Books/tax paid \$25.00.....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]*

## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the  
 ..... BEV-VEND, INC. .....

were received for record on ..... December 3, ....., 19.....63  
 in accordance with the provisions of Sec. 77 of Art. 23 of the  
 Code (1957 Edition).

..... Albert W. Ward .....

*Director*

Received for record March 9, 1964 at 12:17 P.M. Liber 13, Receipt No.  
 7200

ARTICLES OF DISSOLUTION

BEV-VEND, INC., a Maryland corporation, having its principal office in the City of Hagerstown, 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 901 Pope Avenue, Hagerstown, 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, are John W. Cable, III, Room 705, The Blaustein Building, Baltimore, Maryland, 21201. 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:

<u>Name</u>	<u>Post Office Address</u>
Avis F. Fithian	2155 Emory San Jose, California
Jacqueline F. Ashley	Bloomfield House Cape St. John Road RFD #1, Box #121 Annapolis, Maryland
Geraldine F. Smith	Funkhouser Building Ranson, West Virginia
Dolores Steeley	Blakeley Place Charlestown, West Virginia

<u>Name</u>	<u>Post Office Address</u>
Justin Funkhouser	2100 Fairfax Road Hagerstown, Maryland
R. J. Funkhouser	Ranson, West Virginia
P. L. Hockman	2100 Fairfax Road Hagerstown, Maryland

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>
R. J. Funkhouser	Chairman of the Board	Ranson, West Virginia
Jacqueline F. Ashley	President	Bloomfield House Cape St. John Road RFD #1, Box 121 Annapolis, Maryland
Avis F. Fithian	Vice President	2155 Emory San Jose, California
Geraldine F. Smith	Vice President	Funkhouser Building Ranson, West Virginia
P. L. Hockman	Treasurer	2100 Fairfax Road Hagerstown, Maryland
Dolores Steeley	Secretary	Blakeley Place Charlestown, West Virginia
J. E. Ward	Assistant Treasurer	Blakeley Place Charlestown, West Virginia
Frank McCraw	Assistant Secretary	901 Pope Avenue Hagerstown, Maryland
J. E. Ward	Assistant Secretary	Blakeley Place Charlestown, West Virginia
P. L. Hockman	Assistant Secretary	2100 Fairfax Road Hagerstown, Maryland

SIXTH: A majority of the entire Board of Directors of the Corporation at a meeting of the Board of Directors duly convened and held on December 28, 1962, adopted a resolution declaring the dissolution of the Corporation to be advisable and adopting a Plan of Complete Liquidation and Dissolution and directing that the proposed dissolution of the Corporation and Plan of Liquidation be referred to

the Stockholders for action thereon.

SEVENTH: A consent in writing to the dissolution of the Corporation was signed by all of 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.

EIGHTH: The Corporation has no known creditors.

NINTH: 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 of Maryland) stating in effect that all taxes levied on assessments made by the said Department 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;

- Comptroller of the Treasury
- Treasurer of Queen Anne's County
- Treasurer of Washington County
- Treasurer of the City of Hagerstown

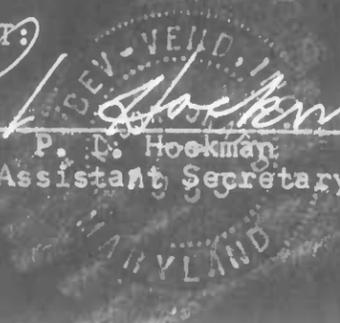
IN WITNESS WHEREOF, BEV-VEND, INC., has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries on this 30th day of November, 1963.

ATTEST:

*P. D. Hookman*  
P. D. Hookman  
Assistant Secretary

BEV-VEND, INC.

By *Geraldine F. Smith*  
Geraldine F. Smith  
Vice President



STATE OF MARYLAND        )  
 WASHINGTON COUNTY        )  SS:

I HEREBY CERTIFY that on this 30th day of November 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for said County, personally appeared GERALDINE F. SMITH, Vice President of BEV-VEND, 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 P. L. HOCKMAN, 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 dissolution of the Corporation therein set forth was authorized, and the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

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

*Catherine W. Sullivan*  
 Notary Public

My Commission Expires: 5-3-65



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

BEV-VEND, INC.

have been paid.

WITNESS my hand and official seal this  
twenty- sixth day of November A.D. 1963.



*J. M. Zed*  
\_\_\_\_\_  
Deputy Comptroller

ROYDEN N. POWELL  
TREASURER  
HELEN E. PARDEE  
DEPUTY  
ELEANOR H. HUNTER  
ASSISTANT DEPUTY

TREASURER OF QUEEN ANNE'S COUNTY  
CENTREVILLE, MARYLAND

November 15, 1963

To Whom It May Concern:

This is to certify that all taxes due and owing the State of Maryland, or due to Queen Anne's County, payable through my office or to me as Treasurer of Queen Anne's County by Bev-Vend, Inc., have been paid up to and including December 31, 1963.

Witness my Hand and Seal this 15th day of November, 1963.

*Royden N. Powell, Jr.* (SEAL)

Royden N. Powell, Jr.

Treasurer for Queen Anne's County





CITY OF HAGERSTOWN  
MARYLAND

DEPARTMENT OF REVENUE & FINANCE  
CITY HALL  
HAGERSTOWN, MARYLAND

CHARLES B. HUYETT  
TAX COLLECTOR & TREASURER  
IRVIN K. BLOOM  
CHIEF DEPUTY TAX COLL'R. & TREAS.

November 13, 1963

TO WHOM IT MAY CONCERN:

I, Charles B. Huyett, Tax Collector and Treasurer for the CITY OF HAGERSTOWN, do hereby certify that the records of our office do not show any unpaid MUNICIPAL TAXES, interest or penalties owing by, BEV-VEND, INC. as of this date.

  
Charles B. Huyett  
Tax Coll'r. & Treas.

CBH:b

Hugh K. Troxell  
TREASURER  
OF  
WASHINGTON COUNTY, MD.  
Hagerstown, Maryland

November 13, 1963

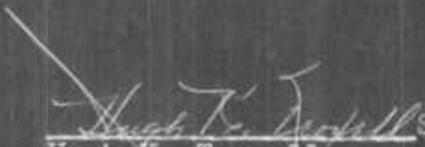
Re: - BEV-VEND, INC.  
Withdrawal of

---

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

BEV - VEND, INC., have been paid to and including the year 1963.

WITNESS the hand and seal of Hugh K. Troxell, County Treasurer for Washington County, this 13th day of November A.D., 1963.

 SEAL  
Hugh K. Troxell  
Treasurer for Washington  
County, Maryland

✓

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECORDED  
NO. 952000  
DEC 9 12 17 PM '63

ARTICLES OF DISSOLUTION  
OF  
BEV-VEND, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 3, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 6327

9

Recorded in Liber 3389, folio 286, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Special Fee  
Bonus/tax paid \$...10.00.....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.

*[Handwritten Signature]*

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

265

hereby gives notice that ARTICLES OF DISSOLUTION of the  
..... WILLIAMSPORT DEVELOPMENT COMPANY, INC. ....

were received for record on December 26, ....., 19 63 ..,  
in accordance with the provisions of Sec. 77 of Art. 23 of the  
Code (1957 Edition).

..... Albert W. Ward .....

Director

Received for record March 9, 1964 at 12:17 P.M. Liber 13, Receipt  
No. 7200

ARTICLES OF DISSOLUTION

(under Sections 76 et. seq. of  
Article 23 of the Annotated  
Code of Maryland)

Williamsport Development Company, 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: That the Corporation is hereby dissolved.

SECOND: That the name of the Corporation is as herein-  
above set forth, and the post office address of the principal  
office of the corporation in the State of Maryland is 435 East  
Baltimore Street, City of Hagerstown, County of Washington, State  
of Maryland.

THIRD: That 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  
Leslie F. Earley, 600 E. Wilson Boulevard, Hagerstown, Washington  
County, Maryland. Said resident agent is an individual actually  
residing in this State.

FOURTH: The names and post office address of each of  
the directors of the Corporation are as follows:

1. Leslie F. Earley, 600 East Wilson Blvd., Hagerstown, Md.
2. Harold H. Earley, Route 2, Boonsboro, Maryland
3. Norman S. Earley, 509 Frederick Street, Hagerstown, Md.

4. Harold W. Taber, Jr., Route 2, Smithsburg, Maryland

FIFTH: The name, title and post office address of each of the officers of the Corporation are as follows:

1. Leslie F. Earley, President and Treasurer, 600 East Wilson Blvd, Hagerstown, Maryland
2. Harold H. Earley, Secretary and Vice President, Route 2, Boonsboro, Maryland

SIXTH: That, by the unanimous vote of the entire board of directors of the Corporation, at a meeting of the board of directors of the corporation duly convened and held on May 1, 1963 a resolution was passed declaring that the dissolution of the Corporation is advisable.

SEVENTH: That the dissolution of the Corporation, as advised by the board of directors of the corporation, was authorized by the unanimous vote of the stockholders of the Corporation entitled to vote thereon at a special meeting of the stockholders held after the aforesaid meeting of the directors of the Corporation at which the dissolution of the Corporation was advised, all of the stockholders of the Corporation being present at said meeting and all of the stockholders having been advised that the purpose of such special meeting was to be a consideration of the dissolution of the Corporation.

EIGHTH: That 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.

NINTH: That the Corporation has no known creditors.

TENTH: 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 Tax Commission of Maryland) stating in effect that all taxes levied on assessments made by the said Department 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:

NONE

In Witness Whereof, Williamsport Development Company, 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 Dec 9, 1963.

ATTEST:

WILLIAMSPORT DEVELOPMENT COMPANY, INC.



Harold H. Earley  
Harold H. Earley  
Secretary

By Leslie F. Earley  
Leslie F. Earley  
President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 9th day of December, 1963, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Leslie F. Earley, President of Williamsport Development Company, 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 also made oath in due form of law that he was Chairman 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 his knowledge, information and belief.

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



My Commission Expires:  
May 3, 1965

Linda Murray  
Notary Public

December 23, 1963

State Department of  
Assessments and Taxation  
301 Preston Street  
Baltimore 1, Maryland

Gentlemen:

This is to certify that all taxes due the State  
of Maryland and the County of Washington which are  
payable through me have been paid by Williamsport  
Development Co., Inc., through the year 1963.

Very truly yours,



Hugh E. Troxell  
Treasurer of Washington County

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STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466 — PHONE COLON AL 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

WILLIAMSPORT DEVELOPMENT COMPANY, INC.  
have been paid.

WITNESS my hand and official seal this  
twentieth day of December A.D. 1963.



  
Deputy Comptroller

LIBER FOLIO  
LAND OF MORTGAGE SALES  
C. MERLIN SNYDER  
CLERK

MAR 9 12 17 PM '64

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1240

ARTICLES OF DISSOLUTION

OF

WILLYSPORT DEVELOPMENT COMPANY, INC.

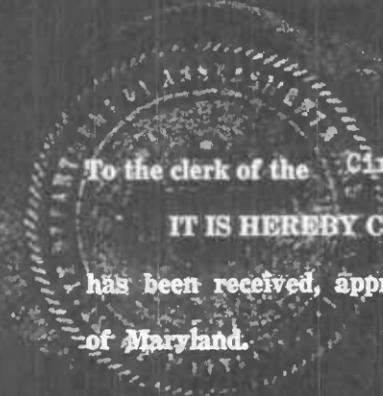
approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 26, 1963 at 10:08 o'clock A.M. as in conformity  
with law and ordered recorded.

A 6691

6

Recorded in Liber F392, folio 551, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Special Fee  
~~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]*

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
 hereby gives notice that ARTICLES OF DISSOLUTION of the  
 ..... H M S ENTERPRISES, INC. .....

were received for record on December 31,....., 19 63.,  
 in accordance with the provisions of Sec. 77 of Art. 23 of the  
 Code (1957 Edition).

..... Albert W. Ward .....

Director

270

Received for record March 9, 1964 at 12:17 P.M. Liber 13, Receipt  
 No. 7200

H M S ENTERPRISES, INC.  
 (Name of Corporation)

ARTICLES OF DISSOLUTION

H M S ENTERPRISES, INC.  
 (Name of 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 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 104 West Franklin Street,  
Hagerstown, 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, are Samuel L. Schwartzman,  
1310 Potomac Avenue, 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:

<u>Name</u>	<u>Post Office Address</u>
Hy Rabin	1400 Broadway, New York, N.Y.
Marcus Rabin	1400 Broadway, New York, N.Y.
William L. Weiss	1407 Broadway, New York, N.Y.

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>
Hy Rabin	President and Treasurer	1400 Broadway New York, N. Y.
Marcus Rabin	Vice President	1400 Broadway New York, N. Y.
William L. Weiss	Secretary	1407 Broadway New York, N. Y.

SIXTH: A majority of the entire board of directors, at a meeting of the board of directors of the Corporation duly convened and held on the 5th day of June, 1963, adopted a resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted to the stockholders.

SEVENTH: A consent in writing to the dissolution of the Corporation, signed by all the stockholders of the Corporation has been filed with the records of the Corporation.

EIGHTH: 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 the charter of the Corporation and the General Corporation Law of Maryland.

NINTH: Notice that dissolution of the Corporation had been duly authorized pursuant to The General Corporation Law of Maryland was mailed on *July 25*, 1963, to all known creditors of the Corporation.

TENTH: 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 - Bureau of Receipts of Baltimore City.

stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by the statute of limitations or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely: **NONE**

IN WITNESS WHEREOF, HMS ENTERPRISES, INC. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on July 25, 1963.

HMS ENTERPRISES, INC.

By: Hy Rabin  
Hy Rabin, President

Attest:

William L. Weiss  
William L. Weiss, Secretary



STATE OF NEW YORK )  
                          :    ss.:  
COUNTY OF NEW YORK)

I HEREBY CERTIFY that on *July 25*, 1963, before me, the subscriber, a notary public of the State of New York, in and for the County of New York, personally appeared HY RABIN, President of HMS ENTERPRISES, 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 WILLIAM L. WEISS and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the dissolution of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Dissolution 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.

  
\_\_\_\_\_  
Notary Public



274

JOHN E. WEYER  
TREASURER  
MARTIN EPPLE  
DEPUTY TREASURER



WILLIAM M. KINNERSLEY, JR.  
SUPERINTENDENT OF RECEIPTS  
752-2000, EXT. 2231-2232

HERMAN J. WARNS  
ASST. SUPT. OF RECEIPTS  
752-2000, EXT. 2234

DEPARTMENT OF THE TREASURER  
BUREAU OF RECEIPTS  
MUNICIPAL BUILDING  
BALTIMORE - 2, MARYLAND

September 27, 1963.

TO WHOM IT MAY CONCERN:

THIS IS TO CERTIFY - that we have  
no record, as of this date, of a corporation tax  
assessment in the name of HMS Enterprises, Inc.

Very truly yours,

E.S. Sands  
Billing Supervisor.

ESS/ab



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

275

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

HMS ENTERPRISES, INC.

have been paid.

WITNESS my hand and official seal this  
thirtieth day of December A.D. 1963.



*H. M. Zee*  
Deputy Comptroller

✓

ARTICLES OF DISSOLUTION

OF

H M S ENTERPRISES, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 94-01  
MAR 9 12 17 PM '63  
LIBER FOLIO  
LAND RECORDS SECTION  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland December 31, 1963 at 5:00 o'clock P. M. as in conformity with law and ordered recorded.

A 6797

Recorded in Liber F394, folio 64, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Spec. Fee  
Bonus Tax 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.

*[Handwritten Signature]*

Received for record March 9, 1964 at 12:17 P.M. Liber 13,  
Receipt No. 7200

THE McPHAIL PAINT AND GLASS COMPANY

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY that the Charter Amendment, dated May 12, 1950, of The McPhail Paint and Glass Company, a Maryland Corporation having its principal office at 27 Mealey Trwy, Hagelstown Md ~~Millwood Avenue and Southwick Street, Winchester, Virginia,~~ (hereinafter called the Corporation) is hereby Amended by striking out all of Article designated Second of the Certificate of Incorporation, and inserting in lieu thereof the following:

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

"THE McPHAIL REALTY COMPANY"

FIRST: That the Board of Directors of the Corporation at a meeting duly convened and held on December 17th, 1963, duly advised the Amendment of the Charter of the Corporation as hereinbefore set forth by passing a Resolution declaring that the said Amendment is advisable and calling a meeting of the Stockholders to take action thereon.

SECOND: That the meeting of the Stockholders of the Corporation called by the Board of Directors of the Corporation to amend Article designated Second of the Certificate of Incorporation, as aforesaid, was held at One North Charles-Suite 419, - - - - Baltimore, Maryland, on December 17th, 1963, 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 all of the shares of stock issued, outstanding and entitled to vote duly adopted the Amendment to the Charter of the Corporation as hereinbefore set forth.

IN WITNESS THEREOF, The McPhail Paint and Glass Company has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto attached and attested by its Secretary on the 17th day of December, 1963.

ATTEST:

*Mary W. McPhail*  
Mary W. McPhail, Secretary

THE McPHAIL PAINT AND GLASS COMPANY

BY: *William E. Younger*  
William E. Younger, President



STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

I HEREBY CERTIFY, that on this 17th day of December, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City aforesaid, personally appeared William E. Younger, President of The McPhail Paint and Glass 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 Mary W. McPhail and made oath in due form of law that she was Secretary of the meeting of the Stockholders 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 their knowledge, information and belief.

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

*Charles W. Wilkerson*  
Charles W. Wilkerson---Notary Public

My commission expires May 3, 1965.



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 9282  
DEC 9 12 17 PM '63  
L. J. MONTGOMERY  
CLERK

ARTICLES OF AMENDMENT  
OF

McPHAIL PAINT AND GLASS COMPANY

changing its name to

THE McPHAIL REALTY COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 19, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 6553

3

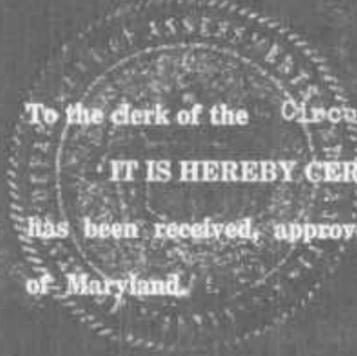
Recorded in Liber F391, folio 586, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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 9, 1964 at 12:17 P.M. Liber 13, Receipt No. 7200

ARTICLES OF INCORPORATION

HAGERSTOWN GARDENS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, David W. Moore, whose post office address is 1716 Dual Highway, Hagerstown, Maryland; Elizabeth W. Moore, whose post office address is 926 Greenbrier Road, Hagerstown, Maryland; and William B. Francis whose post office address is 742 Hancock Avenue, Takoma Park, 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, hereby associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereinafter called the Corporation) is HAGERSTOWN GARDENS, INC.

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

(a) to create a private corporation to enter into the land development business, construction business and housing business; to develop, construct, own and operate real estate projects of any and all kinds, including, but not limited to motels, hotels, nursing homes, apartments, and office buildings.

(b) to acquire and dispose of real estate or rights therein or appurtenant thereto, and personal property;

(c) to borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, deed of trust, pledge, or other lien;

(d) to construct, acquire, rent, own, lease, sell, improve, pledge, operate, convey, assign, or mortgage, any real estate, or interests or rights therein or appurtenant thereto, and any personal property, machinery, appliances, or equipment appropriate of the conduct of its business;

(e) to enter into, perform and carry out contracts of any and all kinds necessary to, or incidental to, or in connection with the accomplishment of any one or more of the purposes of the corporation;

(f) to engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Maryland; to generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform.

FOURTH: The Post Office address of the principal office of the Corporation in this State is 1716 Dual Highway, Hagerstown, Maryland. The name and Post Office Address of the resident agent of the Corporation in this State is David W. Moore, 1716 Dual Highway, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The number of directors of the Corporation shall be three (3), who need not be stockholders, 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 qualify are David W. Moore, Elizabeth W. Moore and William B. Francis.

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is five hundred (500) shares of Common stock having no par value.

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) The next earnings of the Corporation may, when and as declared by the board of directors, be applied each year in payment of dividends to stockholders.

(b) Except as otherwise provided by law, all voting rights of the stockholders shall be vested exclusively in the holders of the Common stock.

(c) In the event of any liquidation or dissolution of the Corporation, the assets of the Corporation shall be distributed to the Holders of the Common stock pro rata according to the number of shares held.

(d) After the original issuance of stock, in the event of any issuance of authorized but previously unissued stock, the then holders of shares shall have the pre-emptive rights to subscribe to any such new issue pro rata in relation to their then present holdings.

(e) In the event any stockholder desires to sell all or any part of his stock, he must first offer it for sale to the Corporation, it being the intent hereof to give the Corporation preference in its

purchase, and any attempted sale in violation of this provision is null and void. A stockholder desiring to so sell shall file in writing, with the secretary of the Corporation, a notice stating the complete terms of sale and naming the intended purchaser. The Corporation shall then have thirty days in which to elect to purchase the stock so offered at the terms stated. If the Corporation does not so elect within thirty days then it shall be deemed to have waived the privilege of purchasing, and the stockholders shall be at liberty to sell the stock to the person named in the notice on the same terms. The secretary may not be required to transfer stock on the corporate records unless he shall have been satisfied that this restriction has been complied with.

(f) In the election of directors, cumulative voting shall prevail, and every shareholder of record, in calculating the number of votes to which he is entitled, shall multiply the number of shares held by the number of directors to be elected, and he may cast all such votes for one candidate or distribute them among two or more, as he may see fit.

SEVENTH: The Corporation shall not, except pursuant to the approval of a two-thirds (2/3) majority of the holders of the outstanding Common stock, given by vote at a meeting of stockholders duly held for that purpose, consolidate or merge the Corporation into or with any other Corporation, go into voluntary liquidation, carry into effect any plan of reorganization of the Corporation, or alter or amend the Articles of Incorporation.

EIGHTH: The ordinary affairs of the Corporation shall be administered by the board of directors, and the officers appointed thereby. The directors shall be elected by vote of the holders of the Common stock.

(a) The board of directors is hereby empowered to authorize the issuance from time to time of shares of stock of the Corporation during the first year of corporate existence. After the first year of corporate existence, only the stockholders, at a meeting duly held for that purpose, may authorize the issuance of shares of stock.

NINTH: Except as herein provided no contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers, of such other corporation; any directors individually, or any firm of which any directors may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been made known to the board of directors

or a majority thereof; and any director of this Corporation 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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 26th day of December, 1963.

WITNESS:

Joan M. Hatt

David W. Moore (SEAL)  
David W. Moore

Joan M. Hatt

Elizabeth W. Moore (SEAL)  
Elizabeth W. Moore

William B. Francis

William B. Francis (SEAL)  
William B. Francis

DISTRICT OF COLUMBIA

I HEREBY CERTIFY that on this \_\_\_\_\_ day of \_\_\_\_\_, 1963, before me, the subscriber, a Notary Public of the District of Columbia, personally appeared David W. Moore, Elizabeth W. Moore and William B. Francis, and severally acknowledged the foregoing Articles of Incorporation to be their voluntary act and deed.

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

Ronald Rudden  
Ronald Rudden, Notary Public



My commission expires:

\_\_\_\_\_  
7

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STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 7277  
Mar 9 12 17 PM '64  
G. MERLIN SWIDER  
CLERK

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN GARDENS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 31, 1963 at 1:39 o'clock P. M. as in conformity  
with law and ordered recorded.

A 6792

5

Recorded in Liber F394, folio 189, 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. B... ..*

Received for record March 9, 1964 at 12:17 P.M. Liber 13, Receipt No. 7200

ARTICLES OF INCORPORATION

OF

HARBAUGH ENTERPRISES, INC.

FIRST: We, the undersigned, Paul W. Harbaugh, whose post office address is 804 Woodland Way, Hagerstown, Maryland, Melissa E. Harbaugh, whose post office address is 804 Woodland Way, Hagerstown, Maryland, and Nettie P. Harbaugh, whose post office address is 61 Randolph Avenue, 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

HARBAUGH ENTERPRISES, INC.

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

To own, distribute, and service automatic coin vending machines of all kinds, to buy and sell all kinds of novelties and merchandise, and to own, buy, sell and trade in appliances of all kinds; and to do all things necessary and incidental thereto.

FOURTH: The post office address of the principal office of the Corporation in this State is 804 Woodland Way, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are Paul W. Harbaugh, 804 Woodland Way, 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 Paul W. Harbaugh, Melissa E. Harbaugh and Nettie P. Harbaugh.

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 of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The board of directors of the Corporation is hereby empowered to authorize the issuance of One Hundred Twenty (120) full paid and non-assessable shares of the par value of One Hundred Dollars (\$100.00) a share for the following consideration, the value of which is hereby stated to be not less than Twelve Thousand Dollars (\$12,000.00), namely: All of the assets of the vending machine business of Paul W. Harbaugh.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on December 20<sup>th</sup>, 1963.

WITNESS:

Paul Ottinger

Paul W. Harbaugh  
Paul W. Harbaugh

Melissa E. Harbaugh  
Melissa E. Harbaugh

Paul Ottinger

Paul W. Harbaugh

Nettie P. Harbaugh  
Nettie P. Harbaugh

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on December 20<sup>th</sup>, 1963, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Paul W. Harbaugh, Melissa E. Harbaugh and Nettie P. Harbaugh, 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 3, 1965

Joanne Snyder  
Joanne Snyder  
Notary Public

LAND RECORDS  
CLERK  
MORTGAGE  
SECTION  
FOLIO  
NO. 9 12 17 PM '63

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 2222

ARTICLES OF INCORPORATION  
OF  
HARBAUGH ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 23, 1963 at 10:12 o'clock A. M. as in conformity  
with law and ordered recorded.

A 6650

Recorded in Liber F392, folio 446, 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 9, 1964 at 12:17 P.M. Liber 13, Receipt No. 7200  
STALEY ELECTRIC SERVICE, INC.

## ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Donald M. Staley, whose post office address is 229 West Howard Street, Hagerstown, Maryland; E. Rayetta Staley, whose post office address is 714 Chestnut Street, Hagerstown, Maryland, and Bernice Ann Staley, whose post office address is 734 Guilford Avenue, 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

STALEY ELECTRIC SERVICE, INC.

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

1. To engage in the electrical contracting business generally and in the manufacture and sale of electrical equipment and appliances as principal or agent or otherwise; to conduct the aforesaid business and all of its branches; and to do such other things as are incidental, proper or necessary in the operation of said business and in the carrying out of any or all of said purposes; to construct, erect, own, equip, maintain, operate, and use, and to contract with others to construct and erect, and to lease to others to maintain, operate, and use electrical shops, storehouses, office buildings, and buildings of all kinds, and to pay for the construction, erection, or equipment of the same in cash, stock, or bonds of this corporation or otherwise.

2. To carry on or conduct an electrical installation and contracting business; to solicit, bid, enter into, and perform contracts for the doing of electrical work and the furnishing of electrical machinery, equipment, appliances, accessories, materials, and supplies of all kinds; and to do all things necessary, proper, or incidental to the attainment of the foregoing purposes.

3. To engage in the buying, selling, trading, repairing, altering, letting, dealing in, and manufacturing electric machinery and appliances of all kinds and descriptions, incandescent and arc lamps, and wireless and general electric supplies; buying and selling the same on commission or as owners,

contracting for the erection and installation of electric light and power plants in the State of Maryland, and letting, hiring, erecting, and installing the same and doing general electrical construction work.

4. To engage in the primary business of manufacturing, buying, selling, and otherwise dealing in all kinds of electrical motors, machinery, devices, apparatus, supplies, and accessories.

5. 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.

6. To purchase, sell, mortgage, lease, improve, invest and deal in real estate, wheresoever 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 229 West Howard Street, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State is Donald M. Staley, 229 West Howard Street, Hagerstown, 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 shares (1500) 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 Donald M. Staley, E. Rayetta Staley and Bernice Ann Staley.

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 20<sup>TH</sup> day of December, 1963.

WITNESS:

\_\_\_\_\_ Donald M. Staley (SEAL)  
Donald M. Staley

\_\_\_\_\_ E. Rayetta Staley (SEAL)  
E. Rayetta Staley

\_\_\_\_\_ Bernice Ann Staley (SEAL)  
Bernice Ann Staley

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

I HEREBY CERTIFY, that on this 20<sup>th</sup> day of December, 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Donald M. Staley, E. Rayetta Staley and Bernice Ann Staley 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

LIBER  
LAND RECORDS  
& MERLIN SNYDER  
CLERK

MAR 9 12 17 PM '63

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1922

ARTICLES OF INCORPORATION  
OF  
STALEY ELECTRIC SERVICE, INC.

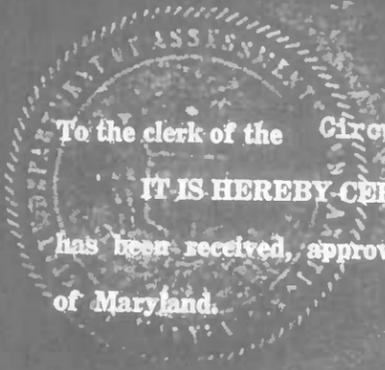
approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 23, 1963 at 9:00 o'clock A.M. as in conformity  
with law and ordered recorded.

A 6618

4

Recorded in Liber F392, folio 304, 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 A. Bayne*

Received for record March 9, 1964 at 12:18 P.M. Liber 13,  
Receipt No. 7200

ARTICLES OF INCORPORATION

OF

G. & F. APPAREL, INC.

\* \* \* \* \*

FIRST: WE, THE UNDERSIGNED, THOMAS B. WARD, JEFFREY P. KUKLIN and JOHN E. QUINN the post-office address of all of whom is No. 120 Broadway, New York 5, N. Y., 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 as incorporators with the intention of forming a corporation.

SECOND: The name of the corporation is  
G. & F. APPAREL, INC.

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

To manufacture, produce, buy, sell, export, import, prepare, process, spin, knit, weave, convert, finish, bleach, dye, treat and generally deal in and with, at wholesale or retail or both, sportswear and women's apparel of every type and description, woven and unwoven textiles, woolen and worsted goods, cottons, silks and goods made of any kind of artificial or synthetic fibre, and all other fabrics and textiles of any kind, character or description

manufactured or produced from any and all materials suitable for that purpose and in any manner or by any process.

To construct, manufacture, purchase or otherwise acquire, own, maintain, sell, lease (as lessor or lessee), mortgage, pledge, improve and in any and all ways use and operate factories, plants, shops, stores, machinery, equipment, works and facilities for selling, manufacturing, storing, handling and dealing in and with wearing apparel, fabrics, furnishings, accessories and any and all articles of clothing, garments and merchandise of every class and description for infants, children, youths, misses, men and women.

To import, export, manufacture, produce, buy, sell and otherwise deal in and with, goods, wares and merchandise of every class and description.

To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

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.

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names,

rights, processes, formulas, 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.

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, shares, bonds, debentures, notes, mortgages or other obligations, 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 interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

To aid in any manner any person, firm, association, corporation or syndicate, of which any shares, bonds, debentures, notes, mortgages or other obligations, or 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 interests 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 and enhance the value of any such property or interest, or any other property of this corporation.

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

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, 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 contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

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

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 of any other

clause of this or any other article of these articles of incorporation or of any amendment thereto, and shall each 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.

FOURTH: The post-office address of the principal office of the corporation in this State is 1616 The Terrace, Hagerstown, Maryland. The resident agent of the corporation is Norman Green, whose post-office address is No. 1616 The Terrace, 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 shall have authority to issue is one thousand (1,000) shares, all of one class, of the par value of One Hundred Dollars (\$100.00) each and of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

No holder of shares of this corporation shall sell, assign or otherwise dispose of any share or shares of stock of this corporation to any person, firm, corporation or association, nor shall the executor, administrator, trustee, assignee or other legal representative of a deceased stockholder sell, assign, transfer or otherwise dispose of any share or shares of the stock of this corporation to any

person, firm, corporation or association nor to any next of kin or legatee or legatees of a deceased stockholder, without first offering said share or shares of stock for sale to the corporation at a price representing the true book value thereof at the time of said offer and the corporation shall have the right to purchase the same by the payment of such purchase price at any time within thirty (30) days after receipt of written notice of said offer. In the event that the corporation does not accept the offer to sell such share or shares within thirty (30) days after receipt of the within notice of said offer, the share or shares shall next be offered for sale to the other stockholder or stockholders of said corporation at a price representing the true book value thereof at the time of said offer and such other stockholder or stockholders shall have the right to purchase the same by the payment of such purchase price at any time within thirty (30) days after receipt of written notice of said offer.

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: PAUL FRANKENBERG, HY GREEN and NORMAN 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:

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.

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.

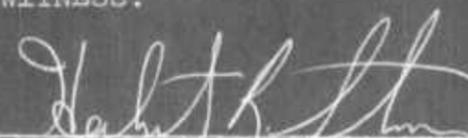
Notwithstanding any provision of law requiring a lesser proportion of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, the corporation shall only take or authorize such action upon the concurrence of all of the aggregate number of the votes entitled to be cast thereon.

EIGHTH: The duration of the corporation shall be perpetual.

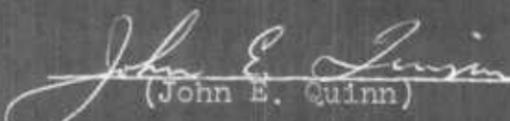
IN WITNESS WHEREOF, we have signed these articles of incorporation on December 11, 1963.

  
(Thomas B. Ward)

WITNESS:

  
(Herbert R. Gritmon)

  
(Jeffrey P. Kuklin)

  
(John E. Quinn)

STATE OF NEW YORK }  
COUNTY OF NEW YORK } ss:

I HEREBY CERTIFY that on December 11, 1963, before me, the subscriber, a notary public of the State of New York, personally appeared THOMAS B. WARD, JEFFREY P. KUKLIN and JOHN E. QUINN 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.

*Michael Zimmerman*

MICHAEL ZIMMERMAN  
NOTARY PUBLIC, State of New York  
No. 30-4391651  
Qualified in Nassau County  
Cert. Filed in New York County  
Term Expires March 30, 1966



LIBER FOLIO  
LAND RECORDS/SALES  
G. MERLIN SNYDER  
CLERK  
MAR 9 12 18 PM '64  
STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 9209

ARTICLES OF INCORPORATION  
OF  
G. & F. APPAREL, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 23, 1963 at 10:45 o'clock A.M. as in conformity  
with law and ordered recorded.

A 6612

9

Recorded in Liber F392, folio 331, 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 A. Bridges*

Received for record March 9, 1964 at 12:18 P.M. Liber 13, Receipt No. 7200

ARTICLES OF INCORPORATION

OF

REACT RADIO PATROL OF HAGERSTOWN, MARYLAND, INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, TROY COSNER, WHOSE POST OFFICE ADDRESS IS HAGERSTOWN, MARYLAND, KENNETH MICHAEL, WHOSE POST OFFICE ADDRESS IS HAGERSTOWN, MARYLAND, BRUCE CAMPBELL, WHOSE POST OFFICE ADDRESS IS HAGERSTOWN, MARYLAND, AND ROBERT SOWERS, 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 HEREAFTER CALLED "CORPORATION") IS: " REACT RADIO PATROL OF HAGERSTOWN, MARYLAND, 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:

1. TO ASSIST IN ALL FORMS OF LOCAL EMERGENCIES BY FURNISHING INSTANT RADIO TELEPHONE COMMUNICATION WITH REACT HEADQUARTERS AND/OR PROPER AUTHORITIES AND SERVICES.
2. TO PROMOTE CLOSE COOPERATION WITH ALL FORMS OF RADIO COMMUNICATION IN THE EVENT OF DISASTER.
3. TO MAINTAIN AND ENCOURAGE OPERATING EFFICIENCY THROUGH PROPER COMMUNICATION TECHNIQUES ON THE AIR.
4. TO OPERATE AND MAINTAIN EQUIPMENT AT PEAK EFFICIENCY AND IN ACCORDANCE WITH FEDERAL COMMUNICATIONS COMMISSION REGULATIONS.
5. TO PROMOTE THE USE OF AGREED UPON OR NATIONALLY RECOGNIZED EMERGENCY CHANNELS FOR EMERGENCY SITUATIONS ONLY.

6. To COOPERATE IN LOCATING AND REPORTING SOURCES OF RADIO INTERFERENCE IN ALL RADIO SERVICE CATEGORIES.

7. To DO ALL SUCH THINGS AS ARE INCIDENTAL OR CONDUCIVE 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.

8. 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 WHERESOEVER SITUATED.

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: TROY COSNER, WHOSE POST OFFICE ADDRESS IS 1215 RAVENWOOD HEIGHTS, HAGERSTOWN, 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 BY-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 FOUR. 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: TROY COSNER, KENNETH MICHAEL, BRUCE CAMPBELL AND ROBERT SOWERS.

SEVENTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE, TROY COSNER, KENNETH MICHAEL, BRUCE CAMPBELL AND ROBERT SOWERS, BEING ALL OF THE INCORPORATORS HEREINABOVE NAMED, HAVE HEREUNTO SET OUR RESPECTIVE HANDS AND SEALS THIS 17<sup>th</sup> DAY OF December, 1963.

WITNESS:

Troy Cosner (SEAL)  
TROY COSNER

Kenneth Michael (SEAL)  
KENNETH MICHAEL

Bruce Campbell (SEAL)  
BRUCE CAMPBELL

Robert Sowers (SEAL)  
ROBERT SOWERS

Elouise M. Detrow

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 17<sup>th</sup> DAY OF December, 1963, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED TROY COSNER, KENNETH MICHAEL, BRUCE CAMPBELL, AND ROBERT SOWERS, AND SEVERALLY ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Elouise M. Detrow  
NOTARY PUBLIC



MY COMMISSION EXPIRES:  
MAY 3, 1965.

ARTICLES OF INCORPORATION

OF

REACT RADIO PATROL OF HAGERSTOWN, MARYLAND, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT  
MAR 9 12 18 PM '64  
LUCAS  
LAW OFFICE  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland December 19, 1963 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 6610

4

Recorded in Liber F392, folio 340 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.

*[Signature]*

Received for record March 9, 1964 at 12:18 P.M. Liber 13,  
Receipt No. 7200

ARTICLES OF INCORPORATION  
OF  
FIRE POLICE ASSOCIATION OF WASHINGTON COUNTY, INC.

THIS IS TO CERTIFY:

FIRST: THAT WE THE SUBSCRIBERS, CHARLES E. DALEY, JR. WHOSE POST OFFICE ADDRESS IS 112 EAST AVENUE, HAGERSTOWN, MARYLAND, CHARLES M. CRONAUER, WHOSE POST OFFICE ADDRESS IS 2022 GAY STREET, HAGERSTOWN, MARYLAND, AND CHARLES I. EYLER, JR. WHOSE POST OFFICE ADDRESS IS 222 NORWAY 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:

FIRE POLICE ASSOCIATION OF WASHINGTON COUNTY,  
INC.

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

TO ORGANIZE AND OPERATE AN ASSOCIATION EXCLUSIVELY FOR EDUCATIONAL, CHARITABLE, RECREATIONAL AND OTHER NON-PROFITABLE 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 OPERATE AN ORGANIZATION CONSISTING OF DULY APPOINTED FIRE POLICEMEN DESIGNATED BY THE ORGANIZED VOLUNTEER FIRE COMPANIES OF WASHINGTON COUNTY, MARYLAND.

(B) TO PROVIDE PROTECTION FOR MEMBERS IN PERFORMANCE OF THEIR DUTIES AND TO PROVIDE ORGANIZED TRAINING IN LAW, RESCUE, FIRST AID, TRAFFIC AND DISASTER CONTROL AND SUCH OTHER TRAINING AS TO ESTABLISH QUALIFICATIONS AND SKILLS WHICH PERTAIN TO THE WORK TO BE DONE.

(C) TO MAKE ALL MEMBERS KNOWLEDGABLE AS TO THE RESPONSIBILITIES, AND LIMITATIONS OF FIRE POLICEMEN.

(D) TO PERMIT TRAINING THAT WILL ALLOW FOR PARTICIPATION IN PARADES AND OTHER PUBLIC EVENTS BY THE CREATING OF FORMATIONS OF PARADE SPECTACLES THAT WILL BUILD A RESERVOIR OF GOOD WILL IN THE COMMUNITY.

(E) TO OPERATE UNDER THE AEGIS OF THE COUNTY SHERIFF AND THE POLICE CHIEFS OF INCORPORATED TOWNS AND VILLAGES AND TO BE AVAILABLE ON CALL AS AN AUXILLARY TO SUCH OFFICIALS IN TIMES OF EMERGENCY OR DISASTER.

(F) To PROVIDE NECESSARY EQUIPMENT AND TOOLS OF THE TRADE SUCH AS IDENTIFYING UNIFORMS, LIGHTS, FLARES, ROPES AND OTHER DISASTER CONTROL APPARATUS.

(G) To PROVIDE ASSISTANCE TO LAW ENFORCEMENT AGENCIES SO CONTROLLED AS TO BE CAPABLE OF RAPID ASSEMBLY WITH THE MINIMUM CONTACT AND TO BE WHERE NEEDED WHENEVER NEEDED.

(H) To SERVE OUR COMMUNITY IN WHATEVER WAY NEEDED AND TO DO IT WITH EFFICIENCY AND DISPATCH.

FOURTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS THE WASHINGTON COUNTY JAIL, 201 JONATHAN STREET, HAGERSTOWN, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION SHALL BE CHARLES M. CRONAUER, WHOSE POST OFFICE ADDRESS IS 2022 GAY STREET, HAGERSTOWN, MARYLAND. SAID RESIDENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

FIFTH: THE CORPORATION SHALL HAVE FOUR DIRECTORS WHICH NUMBER MAY BE INCREASED OR DECREASED PURSUANT TO THE BY-LAWS OF THE CORPORATION, BUT SHALL NEVER BE LESS THAN THREE AND CHARLES E. DALEY, JR., CHARLES M. CRONAUER, <sup>F. L. MOATS</sup> AND CHARLES I. EYLER, JR., SHALL ACT AS SUCH UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFY.

SIXTH: THE CORPORATION IS NOT AUTHORIZED TO ISSUE ANY CAPITAL STOCK. THE FOLLOWING SHALL BE THE FIRST AND CHARTER MEMBERS OF THE CORPORATION:

1.	WAYNE E. ALBRIGHT	ROUTE # 1	BOONSBORO, MD.
2.	CHARLES D. BAILEY	32 E. CEMETERY ST.	FUNKSTOWN, MD.
3.	GUY F. BAILEY	17 HAYWOOD CIRCLE	HAGERSTOWN, MD.
4.	CHARLES M. BAKER	910 POPE AVE.	HAGERSTOWN, MD.
5.	CHARLES V. BAKER	208 N. LOCUST ST.	HAGERSTOWN, MD.
6.	ROBERT D. BAKER	12 HIGH ST.	BOONSBORO, MD.
7.	JERRY W. BAKER	210 JAMES ST.	HAGERSTOWN, MD.
8.	ROBERT L. BAKER	SUNRISE DRIVE	MAUGANSVILLE, MD.
9.	EARLY W. BATES	532 WASHINGTON Sq.	HAGERSTOWN, MD.
10.	PERCY L. BLACKWELL	211 S. ARTIZAN ST.	WILLIAMSPORT, MD.
11.	ELWOOD BYERS	38 W. FREDERICK ST.	WILLIAMSPORT, MD.
12.	JOHN H. CONRAD	803 SALEM AVE.	HAGERSTOWN, MD.
13.	CHARLES M. CRONAUER	2022 GAY ST.	HAGERSTOWN, MD.
14.	DONALD DAILEY	915 MULBERRY AVE.	HAGERSTOWN, MD.
15.	CHARLES E. DALEY, JR.	112 EAST AVE.	HAGERSTOWN, MD.
16.	CHARLES DENMITT	12 N. MAIN ST.	BOONSBORO, MD.
17.	JOHN F. DUFFY	ROUTE # 1	SMITHSBURG, MD.
18.	CHARLES I. EYLER, SR.	222 NORWAY AVE.	HAGERSTOWN, MD.
19.	CHARLES I. EYLER, JR.	222 NORWAY AVE.	HAGERSTOWN, MD.
20.	JOHN R. FIELDS	36 S. CANNON AVE.	HAGERSTOWN, MD.
21.	ROY N. FISHACK	HENRIETTE ST.	SMITHSBURG, MD.
22.	MASON GIGEOUS	216 E. POTOMAC ST.	WILLIAMSPORT, MD.
23.	JAMES T. HANEY, JR.	ROUTE # 3	HAGERSTOWN, MD.
24.	THEODORE H. HEBB	138 W. MAIN ST.	SHARPSBURG, MD.
25.	JESSE L. HULL, JR.	21 CUMBERLAND ST.	CLEARSPRING, MD.
26.	RAYMOND E. HULL	NESBITT AVE.	CLEARSPRING, MD.
27.	LEONARD G. HOFFMAN	117 W. HIGH ST.	HANCOCK, MD.
28.	WALTER R. HOLLINGSWORTH	ROUTE # 5	HAGERSTOWN, MD.
29.	J. HENRY HUTSON	HIGH STREET	SHARPSBURG, MD.
30.	HOWARD WM. JONES	ROUTE # 4	HAGERSTOWN, MD.

- |     |                       |                        |                   |
|-----|-----------------------|------------------------|-------------------|
| 31. | ROBERT W. LEWIS       | 322 RADCLIFFE AVE.     | HAGERSTOWN, MD.   |
| 32. | WILLIAM H. LIZER, JR. | 315 BRYAN PLACE        | HAGERSTOWN, MD.   |
| 33. | RICHARD M. KELLER     | 14 GLENSIDE AVE.       | HAGERSTOWN, MD.   |
| 34. | HAROLD KELLY          | 33 MAIN STREET         | CLEARSPRING, MD.  |
| 35. | CHARLES G. KLINE      | ROUTE # 3              | HAGERSTOWN, MD.   |
| 36. | WINTON E. KNODE       | ROUTE # 1              | BOONSBORO, MD.    |
| 37. | EARL McCARTY          | SANDY MILE ROAD        | HANCOCK, MD.      |
| 38. | JOSEPH McDANIEL, JR.  | 120 E. LINCOLN         | HALFWAY, MD.      |
| 39. | HARRIS W. MERTZ       | 715 GEORGE ST.         | HAGERSTOWN, MD.   |
| 40. | ALBERT M. MOATS       | 514 W. FRANKLIN ST.    | HAGERSTOWN, MD.   |
| 41. | ELLSWORTH L. MOATS    | ROUTE # 1              | FAIRPLAY, MD.     |
| 42. | J. FRED MOSE          | 200 W. MAIN ST.        | SHARPSBURG, MD.   |
| 43. | DANIEL MOWEN          |                        | MAUGANSVILLE, MD. |
| 44. | MELVIN OLDEN          | 347 S. POTOMAC ST.     | HAGERSTOWN, MD.   |
| 45. | PAUL L. PALMER        | 530 WASHINGTON Sq.     | HAGERSTOWN, MD.   |
| 46. | RICHARD PEIFFER       | ROUTE # 5              | HAGERSTOWN, MD.   |
| 47. | WILLIAM PETEFISH      | 106 S. MECHANIC ST.    | SHARPSBURG, MD.   |
| 48. | RICHARD PRYOR         | 7 W. WATER ST.         | SMITHSBURG, MD.   |
| 49. | CHARLES E. RINGER     | 11 ROESSNER AVE.       | HALFWAY, MD.      |
| 50. | JAMES A. RODGERS      | ROUTE # 5              | HAGERSTOWN, MD.   |
| 51. | LEWIS D. SHANK        | ROUTE # 1              | WILLIAMSPORT, MD. |
| 52. | SPENCER W. SHARER     | 120 E. BALTIMORE ST.   | HAGERSTOWN, MD.   |
| 53. | JOHN WM. SMITH        | ROUTE # 5              | HAGERSTOWN, MD.   |
| 54. | STANLEY L. SMITH      | 67 WEST WATER ST.      | SMITHSBURG, MD.   |
| 55. | EDGAR SOCKS           | 362 VIRGINIA AVE.      | HAGERSTOWN, MD.   |
| 56. | JAMES L. SPRECHER     | 723 N. LOCUST ST.      | HAGERSTOWN, MD.   |
| 57. | GRAYSON D. STALEY     | 2204 GAY ST.           | HAGERSTOWN, MD.   |
| 58. | LOWELL H. TAYLOR      | 2008 VIRGINIA AVE.     | HALFWAY, MD.      |
| 59. | MILFORD WEAVER        | Box 122                | MAUGANSVILLE, MD. |
| 60. | JOHN K. WILLIAMS      | 1 W. BALTIMORE ST.     | FUNKSTOWN, MD.    |
| 61. | FLOYD WINK            | PENNSYLVANIA AVE. EXT. | HANCOCK, MD.      |

SEVENTH: 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.

EIGHTH: DURATION OF THIS CORPORATION SHALL BE PERPETUAL.

NINTH: THESE ARTICLES OF INCORPORATION MAY BE AMENDED BY A VOTE OF TWO-THIRDS OF ALL MEMBERS OF THE CORPORATION PRESENT AT A REGULARLY CALLED MEETING OF THE CORPORATION PROVIDED THAT A COPY OF THE PROPOSED AMENDMENT OR AMENDMENTS ACCOMPANYING THE CALL FOR THE CORPORATION MEETING IS MAILED FIFTEEN DAYS PRIOR TO THE DAY OF THE MEETING AND PROVIDED FURTHER THAT SUCH PROPOSED AMENDMENT OR AMENDMENTS SHALL HAVE HAD PRIOR THERETO THE CONSIDERATION OF THE BOARD OF DIRECTORS OF THE CORPORATION AT A DULY CALLED MEETING.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON THE 11<sup>th</sup> DAY OF November 1963.

WITNESS:

*Lucille E. Brown*  
LUCILLE E. BROWN

*Lucille E. Brown*  
LUCILLE E. BROWN

*Lucille E. Brown*  
LUCILLE E. BROWN

*Charles E. Daley, Jr.*  
CHARLES E. DALEY, JR.

*Charles N. Cronauer*  
CHARLES N. CRONAUER

*Charles I. Eyer, Jr.*  
CHARLES I. EYLER, JR.

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS *11<sup>th</sup>* DAY OF *November*  
A.D., 1963, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN  
AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED  
CHARLES E. DALEY, JR., CHARLES M. CRONAUER AND, CHARLES I.  
EYLER, JR., 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.



*Lucille E. Brown*  
NOTARY PUBLIC  
COMM. EXPIRES: 5/5/65  
LUCILLE E. BROWN

LIBER  
LAND & MORTGAGE  
& MERLIN SWYDER  
CLERK

Dec 9 12 19 PM '64

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 124

ARTICLES OF INCORPORATION  
OF  
ASSOCIATION OF WASHINGTON COUNTY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 9, 1963 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 6415

5  
Recorded in Liber 389, folio 75, 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.

*Paula B. Baly*

Received for record March 9, 1964 at 12:18 P.M. Liber 13,  
Receipt No. 7200

CRONISE EXPRESS, INC.

Articles of Incorporation

I.

We, the undersigned, Luther Edward Morgan, whose post office address is 258 West Patrick Street, Frederick, Maryland; Julia Elizabeth Cronise, whose post office address is 541 West Bellview Avenue, Winchester, Virginia; and Edward William Coulter, whose post office address is 112 Potomac Street, Boonsboro, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the express intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

II.

The name of the corporation, which is hereinafter called the Corporation, is Cronise Express, Inc.

III.

The purposes for which the Corporation is formed are to engage in the business of hauling, including the hauling of produce and exempt commodities in both interstate and intrastate commerce, and to own and purchase all necessary trucks and trailers and other vehicles for the carrying on of such business, and to buy and sell and deal in real estate and personal property as may from time to time be necessary and requisite for the carrying on of the business of the Corporation.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not limit or restrict in any manner the powers of the Corporation.

IV.

The post office address of the principal office of the Corporation in this State is Box 6, Boonsboro, Maryland. The name and post office address of the resident agent of the Corporation in this State is Luther Edward Morgan, 258 West Patrick Street, Frederick, Maryland, said resident agent is an individual actually residing in this State.

V.

The total number of shares of stock which the Corporation is authorized and empowered to issue is One Thousand (1,000) shares of the par value of Ten Dollars (\$10.00) per share, all of one class, and having an aggregate par value of Ten Thousand Dollars (\$10,000.00).

VI.

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:

Luther Edward Morgan  
Julia Elizabeth Cronise  
Edward William Coulter

VII.

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 11<sup>th</sup> day of November, in the year Nineteen Hundred and Sixty-three.

Witness:

Herbert L. Rollin  
to all three  
signatures  
\_\_\_\_\_  
\_\_\_\_\_

Luther Edward Morgan (SEAL)  
Luther Edward Morgan

Julia Elizabeth Cronise (SEAL)  
Julia Elizabeth Cronise

Edward Coulter (SEAL)  
Edward William Coulter

STATE OF  
COUNTY OF

I hereby certify that on this 3rd. day of DECEMBER 1963, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Luther Edward Morgan, one of the incorporators herein, and did acknowledge the foregoing Articles of Incorporation to be his respective act and deed.

WITNESS my hand and Notarial Seal.

Smith L. Webster  
Notary Public



STATE OF Virginia  
COUNTY OF City of Winchester

I hereby certify that on this 11<sup>th</sup> day of November 1963, before me, the subscriber, a Notary Public of the State and city County aforesaid, personally appeared Julia Elizabeth Cronise, one of the incorporators herein, and did acknowledge the foregoing Articles of Incorporation to be her respective act and deed.

WITNESS my hand and Notarial Seal.

Edith J. Dorsey  
Notary Public

My Commission Expires September 5, 1965



STATE OF  
COUNTY OF

I hereby certify that on this 14 day of November 1963, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Edward William Coulter, one of the incorporators herein, and did acknowledge the foregoing Articles of Incorporation to be his respective act and deed.

WITNESS my hand and Notarial Seal.

Edith J. Dorsey  
Notary Public



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 2209  
MAR 9 12 18 PM '64  
FOLIO  
LAND MORTGAGE/SALE  
G. MERLIN SHYDER  
CLERK

ARTICLES OF INCORPORATION  
OF  
CRONISE EXPRESS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 5, 1963 at 9:00 o'clock A.M. as in conformity  
with law and ordered recorded.

A 6382

4  
Recorded in Liber F390, folio 257, 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 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. Bantjes*

Received for record ~~February~~ <sup>March</sup> 9, 1964 at 12:18 P.M. Liber 13,  
Receipt No. 7200

ARTICLES OF INCORPORATION  
OF  
"MARTINS ELEVATOR INC."

THIS IS TO CERTIFY:

FIRST

That we, the subscribers, Andrew H. Martin, Fannie Martin, Chester H. Martin and Esther Martin, whose post office address is Rural Route No. 4, Hagerstown, Maryland, all of whom are of legal age, sui juris, 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 (hereinafter referred to as the "Corporation") is "MARTINS ELEVATOR INC."

THIRD

That 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 the business of buying, selling, trading and otherwise dealing in, at wholesale and retail, wheat, corn, oats, barley, soy beans, flour, meals, hay, straw, sorghum, fodder and any and all other grains and feed products and livestock and poultry remedies, and all kinds of seeds, fertilizers and spraying materials, as well as food for human consumption, either raw or manufactured, and coal, fuel oil, gasoline, wood and other combustible materials, together with all the products thereof.
2. To engage in and carry on the business of processing by storing, drying, grinding, milling, mixing, refining, adapting, preparing, baking, cooking, roasting, manufacturing and

HARVEY M. MILLER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

disposing of all such materials at wholesale or retail, either in bulk, original packages, or other containing packages as may be found necessary or desirable.

3.. To engage in and carry on the business of hauling by motor vehicles or otherwise transporting and distributing <sup>and for others</sup> for themselves/all the above mentioned products.

4. To engage in and carry on the business of hatching, raising and selling poultry of all kinds and in buying and selling at wholesale or retail all kinds of poultry, equipment, supplies, feeds and remedies.

5. To engage in and carry on the business of buying, selling, trading, leasing, renting and repairing all kinds of farm machinery and equipment.

6. To engage in and carry on a public garage and/or filling station business with all the rights and powers incident thereto.

7. To purchase, lease or otherwise acquire, own, hold, 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 may be necessary or desirable in connection with or in carrying on any of the purposes of said Corporation, or any part thereof.

8. To apply for, obtain, purchase or otherwise acquire patents, copyrights, licenses, trademarks, trade names, rights, processes, formulaes and the like which may be used for or incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect thereto and to sell or otherwise dispose of and deal in the same.

9. 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.

10. To issue shares of it's stock of any class in the manner permitted by Law, to raise money for any of the business or purposes of the Corporation or in payment for property purchased or for services rendered the Corporation or for any other lawful consideration.

11. To borrow or raise money for 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 anyother lawful consideration and to secure the payment thereof and the interest thereon by mortgage upon, or pledge, or conveyances, or assignments 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.

12. 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 tha 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.

13. The Corporation shall enjoy and exercise all of the powers and rights conferred by Law upon corporations of like kind 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 Rural Route No. 4, Hagerstown, Washington County, Maryland, and the resident agent of the Corporation is Chester H. Martin, whose post office address is Rural Route No. 4, Hagerstown, 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 (3,000) shares of the par value of One Hundred (\$100.00) Dollars per share, which shares have an aggregate par value of Three Hundred Thousand (\$300,000.00) Dollars.

#### SIXTH

The Corporation shall have four (4) directors and Andrew H. Martin, Fannie Martin, Chester H. Martin and Esther Martin, 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 directos 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 November A.D. 1963

Andrew H. Martin (SEAL)  
Andrew H. Martin

Fannie Martin (SEAL)  
Fannie Martin

Chester H. Martin (SEAL)  
Chester H. Martin

Esther Martin (SEAL)  
Esther Martin

TEST:

Nellie A. Miller  
Nellie A. Miller

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 1st day of November A.D. 1963, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Andrew H. Martin, Fannie Martin, Chester H. Martin and Esther Martin, 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.



Nellie A. Miller  
Nellie A. Miller  
Notary Public

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1277  
MAY 9 12 19 PM '64  
FOLIO  
LAND RECORDS CLERK  
G. MERLIN SINDER  
CLERK

ARTICLES OF INCORPORATION  
OF  
MARTINS ELEVATOR INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 5, 1963 at 9:00 o'clock A.M. as in conformity  
with law and ordered recorded.

A 6377

Recorded in Liber 6 F390, folio 278, 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.

*Charles W. Boutger*

Received for record April 2, 1964 at 9:09 A.M. Liber 13, Receipt No. 7933

REGAL FENCE & CONSTRUCTION  
COMPANY OF HAGERSTOWN, *INC.*

Articles of Incorporation.

THIS IS TO CERTIFY:

FIRST: That we, the subscriber, Robert E. Timmons, Sr., whose address is Clear Spring, Maryland; Paul M. Spidell, whose address is 222 Emily Street, Cumberland, Maryland; Ralph E. Canter, whose address is 333 Nottingham Road, Hagerstown, Maryland, and Reuben Seegel, whose address is 27 W. Franklin St., 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 Regal Fence & Construction Company of Hagerstown, Inc.

THIRD: The purposes for which the corporation is formed and the businesses or objects to be carried on and promoted by it are as follows: To buy, make, sell, install and to place fences, storm doors, windows and screens; patios; fire places both out door and in door; roofing, siding, constructing, remodeling and repairing of both residential and industrial buildings and grounds. to make contracts, incur liabilities, and borrow money; to sell, mortgage, lease, pledge, exchange, convey, transfer, and otherwise dispose of all or any part of its property and assets; to issue bonds, notes and other obligations and secure the same by mortgage or deed of trust of all or any part of its property, franchise and income. To acquire by purchase or in any other manner, and to take, receive, own, hold, use, employ, improve and otherwise deal with any property, real or personal, or any interest therein. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other corporations of this

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

State, of foreign corporations, and associations, partnerships, and individuals. It is also the intention that the Regal Fence & Construction Company of Hagerstown, 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 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 Street, Extended, Hagerstown, Maryland. The resident agent of the Corporation is Robert E. Timmons, Sr., whose address is Clear Spring, Maryland. Said resident agent is a citizen of the State of Maryland and actually reside therein.

*Washington Co.*

FIFTH: The Corporation shall have four (4) Directors, and Robert E. Timmons, Sr., Paul M. Spidell, Ralph E. Canter, and Reuben Seegel 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: 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 designated as common stock

IN WITNESS WHEREOF, we have signed this certificate of Incorporation on this 3<sup>rd</sup> day of January A.D. 1964.

TEST:

Walter R. Baker  
Walter R. Baker  
Walter R. Baker  
Walter R. Baker

Robert E. Timmons, Sr.  
Robert E. Timmons, Sr.  
Paul M. Spidell  
Paul M. Spidell  
Ralph E. Canter  
Ralph E. Canter  
Reuben Seegel  
Reuben Seegel

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

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3 day of January A.D. 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert E. Timmons, Sr., Paul M. Spidell, Ralph E. Canter and Reuben Seegel, and did severally acknowledge the foregoing certificate to be their respective act.

WITNESS my hand and Official Notarial Seal.



*Walter R. Baker Jr.*

Notary Public  
My Commission Expires: 5-3-65

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

ARTICLES OF INCORPORATION  
OF  
REGAL FENCE & CONSTRUCTION COMPANY OF WAGERSTOWN,

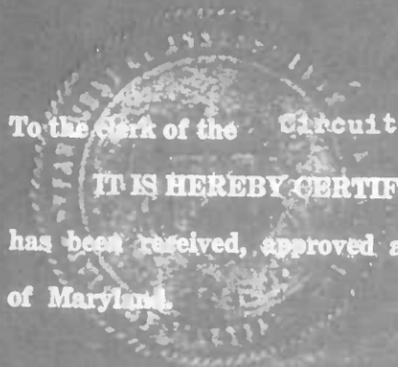
STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED IN  
7935  
JAN 7 9 09 AM '64  
LIBER CLERK  
LAND RECORDS  
G. MERLIN SUTHER

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 7, 1964 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 6929

4  
Recorded in Liber F395, folio 284, 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. Hartgering*

*Del. et alty Case  
Apr 16, 1964*

Received for record April 2, 1964 at 9:09 A. M. Liber 13, Receipt No. 7933

ARTICLES OF INCORPORATION  
OF  
DALE E. MARTIN, INC.

FIRST: WE, THE UNDERSIGNED, DALE E. MARTIN, WHOSE POST OFFICE ADDRESS IS MAUGANSVILLE, MARYLAND; JOHN F. TRITLE, WHOSE POST OFFICE ADDRESS IS ROUTE # 4, HAGERSTOWN, MARYLAND; AND WILLIAM H. SMITH, WHOSE POST OFFICE ADDRESS IS 49 DEVONSHIRE ROAD, 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: DALE E. MARTIN, INC.

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

A. TO ACT AS A GENERAL CONTRACTOR FOR THE CONSTRUCTION, REPAIRING AND REMODELING OF BUILDINGS AND PUBLIC WORKS OF ALL KINDS, AND FOR THE IMPROVEMENTS OF REAL ESTATE, AND THE DOING OF ANY AND ALL OTHER BUSINESS AND CONTRACTING INCIDENTAL THERETO, OR CONNECTED THEREWITH, AND THE DOING AND PERFORMING OF ANY AND ALL ACTS OR THINGS NECESSARY, PROPER OR CONVENIENT FOR OR INCIDENTAL TO THE FURTHERANCE OR THE CARRYING OUT OF THE POWERS OR PURPOSES HEREIN MENTIONED.

B. TO CARRY ON THE PRIMARY BUSINESS IN WHICH THE CORPORATION INTENDS TO INITIALLY ENGAGE; TO EMPLOY ENGINEERS, ARCHITECTS, BUILDERS, AND CONTRACTORS FOR THE PURPOSE OF OR IN CONNECTION WITH THE CONSTRUCTION, ERECTING, ALTERING, REPAIRING, IMPROVING OR DOING ANY OTHER WORK IN CONNECTION WITH ANY HOUSES, INDUSTRIAL BUILDINGS, PLANTS, WORKSHOPS,

FACTORIES, SCHOOLS OR OTHER BUILDINGS, WORKS OR STRUCTURES OF EVERY KIND AND DESCRIPTION WHATSOEVER; AND TO MANUFACTURE, BUY, SELL, PURCHASE, DISTRIBUTE, AND DEAL IN ANY AND ALL KINDS OF BUILDING MATERIALS, BUILDING SUPPLIES, OR PRODUCTS OF ANY AND EVERY KIND OR CHARACTER, AND TO DO ANY AND ALL THINGS NECESSARY AND PROPER TO EFFECT SUCH PURPOSE.

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 LIMITATION 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 49 DEVONSHIRE ROAD, HAGERSTOWN, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS WILLIAM H. SMITH, WHOSE POST OFFICE ADDRESS IS 49 DEVONSHIRE ROAD, HAGERSTOWN, MARYLAND. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN. *Wash. Co.*

FIFTH: THAT THE 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 PER SHARE, ALL OF WHICH SHARES ARE COMMON STOCK AND HAVING AN AGGREGATE PAR VALUE OF ONE HUNDRED THOUSAND (\$100,000.00) 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 (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 DALE E. MARTIN, JOHN F. TRITLE, AND WILLIAM H. SMITH.

SEVENTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON THE 20<sup>th</sup> DAY OF December, 1963.

WITNESS:

Dale E. Martin (SEAL)  
DALE E. MARTIN

John F. Trittle (SEAL)  
JOHN F. TRITLE

William H. Smith (SEAL)  
WILLIAM H. SMITH

David K. Rodey

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 20<sup>th</sup> DAY OF December 1963, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED DALE E. MARTIN, JOHN F. TRITLE AND WILLIAM H. SMITH, AND SEVERALLY ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Edwin E. Stevenson  
NOTARY PUBLIC



My Commission Expires: March 3, 1965.

✓

ARTICLES OF INCORPORATION  
OF  
DALE E. MARTIN, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 7433

JAN 29 09 AM '64

CLERK  
G. MERLIN SNYDER

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 2, 1964 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 6859

4

Recorded in Liber F395, folio 62, 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. Bartgen*

Received for record April 2, 1964 at 9:09 A. M. Liber 13, Receipt No. 7933

## ARTICLES OF INCORPORATION

ARDWOOD COMPONENTS, INC.

## THIS IS TO CERTIFY:

FIRST: That we, the subscribers, DONALD J. WITMER, whose post office address is 113 East Hillcrest Road, Hagerstown, Maryland, RAY L. HOIPT, whose post office address is Route No. 2, Boonsboro, Maryland, and E. AMOS D. MYERS, whose post office address is Route No. 3, Waynesboro, Pennsylvania, 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:

ARDWOOD COMPONENTS, INC.

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

a. To manufacture, market and sell the component parts and building materials used in the general building and construction of buildings of every kind and to engage in the general contracting 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 is 330 Frederick Street, Rear, Hagerstown, Maryland. The resident agent of the Corporation is Donald J. Witmer, whose post office address is 113 East Hillcrest 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 Donald J. Witmer, Ray L. Houpt and E. Amos D. Myers 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 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 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 limitation 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 28th day of January A. D. 1964.

Donald J. Witmer (SEAL)  
Donald J. Witmer

Ray L. Houpt (SEAL)  
Ray L. Houpt

E. Amos D. Myers (SEAL)  
E. Amos D. Myers

TEST:

Irene R. Burris  
Irene R. Burris

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 28th day of January, A. D. 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Donald J. Witmer, Ray L. Houpt and E. Amos D. Myers, 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.

Irene R. Burris  
Irene R. Burris Notary Public

My Commission Expires:  
May 3, 1965.



ARTICLES OF INCORPORATION  
OF  
ARDWOOD COMPONENTS, INC.

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 7433  
APR 2 9 09 AM '64  
G. MERLIN SWYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 29, 1964, at 10:20 o'clock A. M. as in conformity  
with law and ordered recorded.

A 7259

Recorded in Liber 6 *F398*, folio *606*, 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. Swyder*

Received for record April 2, 1964 at 9:09 A.M. Liber 13, Receipt No. 7933

ARTICLES OF INCORPORATION  
OF  
"LINCOLN MARKET, INC."

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Percy Arthur Springer and Belle Adaline Springer, whose post office address is Route No. 1, Boonsboro, Washington County, Maryland, and Madeline Irene Springer, whose post office address is 1092 Virginia Avenue, Hagerstown, Washington County, Maryland, all being of full legal age and sui juris, 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: The name of the corporation (which is hereinafter called "Corporation") is "Lincoln Market, 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 grocery, delicatessen and restaurant business.
2. To conduct a store or stores in the State of Maryland or elsewhere for the purchase and sale at retail and/or wholesale of groceries, food, fresh and frozen fruits, vegetables, canned goods, milk and all products thereof, sea foods, canned or otherwise, seed, fertilizers, novelties, and beer and light wines, if licensed to do so, and all other kinds of accessories and any and all other kinds of merchandise.
3. To prepare and serve at its place of business or to deliver or to permit to be taken therefrom all kinds of eatable foods.
4. To engage in and carry on any other business which may be conducted in conjunction with any authorized business of the Corporation.

HARVEY M. MILLER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

5. 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 the same be 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 business of said Corporation, or any part thereof.

6. 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.

7. 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.

8. To issue shares of its 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.

9. To borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, mortgages, Deeds of Trust, 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 its corporate purposes.

10. 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, directed or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland.

11. The Corporation shall enjoy and exercise all of the powers and rights conferred by Law upon corporations in the State of Maryland 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 104 East Lincoln

HARVEY M. MILLER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

Avenue, Hagerstown, Washington County, Maryland, and the resident agent of the Corporation is Madaline Irene Springer, whose post office address is 1092 Virginia Avenue, Hagerstown, 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 two hundred and fifty (250) shares of the par value of One Hundred (\$100.00) Dollars per share, which have an aggregate par value of Twenty Five Thousand (\$25,000.00) Dollars.

SIXTH: The Corporation shall have three directors and Percy Arthur Springer, Belle Adaline Springer and Madaline Irene Springer, all being sui juris and residents of Washington County, State of 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 affixed our seals this 29th day of January, A.D. 1964.

Percy Arthur Springer (SEAL)  
Percy Arthur Springer

Belle Adaline Springer (SEAL)  
Belle Adaline Springer

Madaline Irene Springer (SEAL)  
Madaline Irene Springer

TEST:

Louise P. Spessard  
Louise P. Spessard

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 29th day of January,

HARVEY M. MILLER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

A.D.1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Percy Arthur Springer, Belle Adaline Springer and Madeline Irene Springer, 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  
LINCOLN MARKET, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 17435  
APR 29 09 AM '64  
MERLE FOLIO  
LAND RECORDS/SALES  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland 31st day of January, 1964, at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 7354

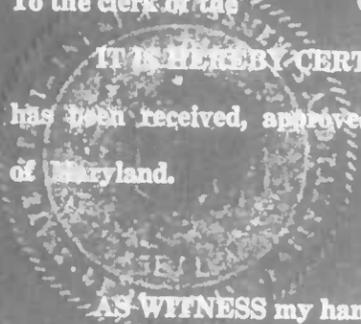
6

Recorded in Liber F399, folio 354 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. Douglas*

Received for record April 2, 1964 at 9:09 A. M. Liber 13, Receipt No. 7933

## ARTICLES OF INCORPORATION

OF  
WACO MECHANICAL CONTRACTORS, INC.

FIRST: We, the undersigned, Percy P. Pryor, whose post office address is 1670 Bennie Avenue, Hagerstown, Maryland; Philip J. DeBiase, whose post office address is 219 North Cleveland Avenue, Hagerstown, Maryland and Roy W. Harbaugh, whose post office address is 110 Harvard Road, 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:

## WACO MECHANICAL CONTRACTORS, INC.

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

A. To engage in the general business of plumbing, and heating, including installation and repair of all types of plumbing, heating plants, water heaters, gas fittings and all other kinds of apparatus and to do any and all things that are usual, necessary and customary in the general Plumbing and Heating business.

B. To engage in the buying and selling and manufacturing of plumbing and heating supplies of every kind, nature and description, both domestic and industrial, and in the buying and selling of all building supplies and equipment of any kind, nature or description whatsoever.

C. To manufacture, experiment, invent, develop, improve, purchase, sell and generally deal in plumbers' and heaters' supplies, fixtures, tools, appliances, sanitary fixtures, and any and every kind of wares, articles, and merchandise which are or may be used by plumbers, and to carry on the business of inventors, manufacturers, wholesalers, retailers, importers and exporters in plumbing fixtures and supplies, and any and all kinds of wares and merchandise.

D. 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.

E. 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.

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 37½ East Baltimore Street, Hagerstown, Maryland. The resident agent of the Corporation is Roy W. Harbaugh, whose post office address is 110 Harvard 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 of the Corporation is ten thousand (10,000) shares of the par value of ten (\$10.00) per share, all of which shares are common stock and having an aggregate par value of One Hundred Thousand (\$100,000.00) 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 (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 Percy J. Pryor, Philip J. DeBiase and Roy W. Harbaugh.

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:

(A) The Board of Directors of the Corporation is hereby 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 or classes, whether now or hereafter authorized; 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.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation may enter into contracts or transact business with one or more of its directors or with any firm of which one or more of its directors are members, or with any Corporation or Association in which one or more of its Directors are Stockholders, Directors, or Officers, and such contract or transaction shall not be invalidated or in anywise affected by the fact that any such Director or Directors might have interests therein which are or might be adverse to the interests of this Corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate this Corporation upon such contract or transaction; and no Director or Directors having such adverse interest shall be liable to this Corporation or to any Stockholder or Creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such Director or Directors be

accountable for any gains or profits realized thereon; always provided, however, that such contract or transaction shall, at the time it was entered into have been a reasonable one to have been entered into and shall have been upon terms that at the time were fair, and provided that the fact that such Director or Directors are so interested shall have been disclosed to the Board of Directors or shall have been known to a majority of the Board of Directors.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 20 day of January, 1964.

WITNESS:

Helen R. Yeakle

Percy J. Pryor  
Percy J. Pryor

Philip J. DeBiase  
Philip J. DeBiase

Roy W. Harbaugh  
Roy W. Harbaugh

344

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 20 day of January 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Percy J. Pryor, Philip J. DeBiase and Roy W. Harbaugh and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and official Notarial Seal:

Helen R. Yeakle  
Notary Public

Comm. Exp. May 3, 1965



ARTICLES OF INCORPORATION  
OF  
WACO MECHANICAL CONTRACTORS, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED  
APR 2 9 00 AM '64  
7933  
APR 11 1964  
LIBER CLERK  
LARD G. SAFFEL  
G. MERLIN SUTTER

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 28, 1964 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 7284

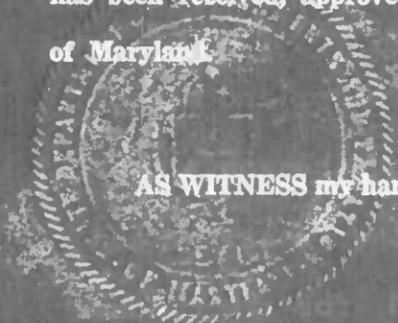
6

Recorded in Liber F398, folio 526, 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. Dudgeon*

Received for record April 2, 1964 at 9:09 A.M. Liber 13, Receipt No. 7933

ARTICLES OF INCORPORATION

OF

NORTHAVEN MOBILE HOMES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John A. Abbott, whose post office address is 127 Clayton Avenue, Waynesboro, Pennsylvania, Samuel C. Strite, whose post office address is 138 W. Washington St., Hagerstown, Maryland, and Carolyn S. Abbott, whose post office address is 127 Clayton Avenue, Waynesboro, Pennsylvania, 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 MOBILE HOMES, INC.

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

(a) To purchase, sell, rent, and deal in new and used trailers, including, but not limited to, house trailers; to purchase, sell, rent, and deal in equipment, furniture, and appliances for the trailers.

(b) To acquire by purchase, lease, or otherwise, lands and interests in lands, to own, hold, improve, develop, and manage any lands so acquired for the purpose of conducting thereon a general trailer park business and for the purpose of renting, leasing, and letting such lands, whether improved or unimproved, for the conduct of any lawful business, trade, or occupation, customarily associated with trailer parks.

(c) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class, and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of 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.

(d) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has 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.

(e) 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 2377 Pennsylvania Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Samuel C. Strite, whose post office address is 138 W. Washington St., 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) Dollars.

SIXTH: The Corporation shall have three (3) directors and John A. Abbott, Samuel C. Strite and Carolyn S. Abbott, 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 entiresities.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 23rd day of January, A.D., 1964.

WITNESS:

John A. Abbott (SEAL)  
John A. Abbott

Samuel C. Strite (SEAL)  
Samuel C. Strite

Rosalyn D. Wolford  
Rosalyn D. Wolford

Carolyn S. Abbott (SEAL)  
Carolyn S. Abbott

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

I HEREBY CERTIFY, That on this 23rd day of January, A.D., 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John A. Abbott, Samuel C. Strite and Carolyn S. Abbott, 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.



Rosalyn D. Wolford  
Rosalyn D. Wolford  
Notary Public  
My Commission Expires:  
May 3, 1965

ARTICLES OF INCORPORATION  
OF  
NORTHAVEN MOBILE HOMES, INC.

STATE OF MARYLAND  
COUNTY OF WASHINGTON  
RECEIVED FOR RECORD  
JAN 24 9 00 AM '64  
G. HEALIN STODER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 24, 1964 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 7213

*8*

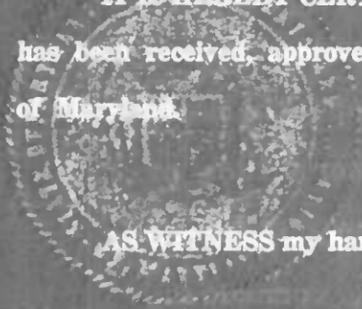
Recorded in Liber *F398*, folio *81*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. *7433*  
JAN 29 9 02 AM '64  
G. HEALIN STODER  
CLERK

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. Stodter*

Received for record April 2, 1964 at 9:09 A. M. Liber 13,  
Receipt No. 7933

**RECEIVED**

THE PLANTERS' MUTUAL INSURANCE COMPANY

OF WASHINGTON COUNTY

JAN 22 1964

ARTICLES OF AMENDMENT

STATE INSURANCE DEPT.

THIS IS TO CERTIFY:

FIRST: That the Charter of <sup>THE</sup> Planters' Mutual Insurance Company of Washington County, a Maryland corporation having its principal office at 111 West Washington Street, Hagerstown, Maryland, is hereby amended by striking out Section 2 and Section 4 of its original Charter, as amended, and inserting therein the following:

SECTION 2. That the object and business of said corporation shall, and is hereby prescribed to be the insurance of their respective dwelling houses, stores, barns, shops, and other buildings, household furniture, goods and chattels and other property against loss or damage occasioned through any unavoidable accident by fire, as follows: To conduct a general insurance business on the mutual plan as follows:

(1) To insure automobiles and all kinds of property against loss or damage caused by fire, theft, collision or other casualty and all lines appertaining thereto and within the scope thereof.

(2) To insure buildings and all other kinds of property against loss or damage caused by fire, lightning, hail, wind storms, cyclones, tornadoes, or other casualty, sprinkler leakage or other water damage, smoke or smudge damage, explosion of steam boilers and engine pipes and machinery, and breakage of fly wheels in machinery; and to insure glass and

other property against breakage and all such other insurance appertaining thereto and within the scope thereof.

(3) To insure vessels, cargoes and other property or vessels afloat against loss or damage caused by perils of the sea or of navigation, fire, and other casualties or hazards whether Maritime or Inland Marine or otherwise.

(4) To insure against loss or damage from burglary, theft, conversion forgery, robbery or lines appurtenant thereto.

(5) To insure owners, bailees, tenants, or operators of all kind of property, and other persons against liability for property damage caused by such insured property or the use thereof, and against the loss of use of or rentals from insured property.

(6) To write fidelity or surety bonds, or motor vehicle liability or general public liability, or workmens compensation insurance.

(7) Generally to provide indemnity or insurance against any loss or damage which may be insured against under any of the provisions of the laws of Maryland, except life insurance; to reinsure any and all insured risks, and to have and exercise all of the general powers of corporations organized under the laws of Maryland appertaining to insurance.

(8) To carry on any or all of its operations and business and to promote its purposes and objects within the State of Maryland or elsewhere.

(9) To do everything necessary, suitable, convenient, or proper for the accomplishment of the

purposes or the attainment of any one or more of the objects or the furtherance of any one or more of the powers herein expressed or incidental thereto. The powers of the Corporation shall not be construed to be limited or confined to the purposes hereinbefore specifically enumerated, but the purposes herein expressed are in furtherance of and in addition to the general powers conferred by the Laws of the State of Maryland, relating to insurance corporations.

(10) To broker insurance.

SECTION 4. That the affairs of said corporation shall be managed by a board of directors, consisting of not less than five, nor more than eleven members, to be elected and chosen as hereinafter provided, which board shall appoint from their own number one person as president, who shall act as surveyor and secretary until the board shall otherwise determine; they shall also appoint one person as treasurer, of whom they shall require such security as may be provided for in the by-laws; and shall have authority to appoint other officers and employ such clerks, agents and attorneys as may be found necessary for the transaction of the business of said institution, and shall also determine the rates of insurance, the sum to be insured, and the sum to be deposited for any insurance, and a majority of said board shall constitute a quorum to do business.

SECOND: That the Board of Directors of the corporation, at a meeting duly convened and held on November 9, 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 called a meeting of the members to take action thereon.

THIRD: That the meeting of the members 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 the principal office of the Company at 111 West Washington Street, Hagerstown, Maryland, on January 11, 1964, and at said meeting of the members, by the affirmative vote of two-thirds of the members entitled to vote, duly adopted the amendment of the Charter of the corporation hereinabove set forth.

IN WITNESS WHEREOF, <sup>The</sup> Planters Mutual Insurance Company of Washington County has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereto attached and attested by its Secretary on this 15th day of January , 1964.

THE PLANTERS MUTUAL INSURANCE COMPANY OF WASHINGTON COUNTY

By J. Clarke Seibert  
J. Clarke Seibert, President



ATTEST:  
Clover I. Holtzapple  
Clover I. Holtzapple, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 15<sup>th</sup> day of January , 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. Clarke Seibert, President of <sup>THE</sup> Planters Mutual Insurance Company of Washington County, a Maryland corporation, and in the name and on behalf of said company acknowledged the foregoing Articles of Amendment to be the corporate act of said company; and at the same time also personally appeared Clover I. Holtzapple and made oath in

due form of law that she was Secretary of the meeting of the members of the company at which the amendment of the Charter of the company 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 her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.



Betty Baker  
Notary Public

Comm. Exp. May 3, 1965

CERTIFICATE OF INSURANCE COMMISSIONER

I HEREBY CERTIFY That the foregoing Articles of Amendment of Planters' Mutual Insurance Company of Washington County have been submitted to me for examination and have been found by me to be in accordance with the provisions of Article 48A of the Code of Public General Laws of Maryland and are not inconsistent with the Constitution and Laws of said State.

AS WITNESS My Hand and the Seal of the State Insurance Department of Maryland, this 24th day of January, 1964.



*[Handwritten Signature]*  
Deputy Insurance Commissioner of Maryland

X

ARTICLES OF AMENDMENT  
OF

THE PLANTERS MUTUAL INSURANCE COMPANY OF WASHINGTON COUNTY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 28, 1964, at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 7267

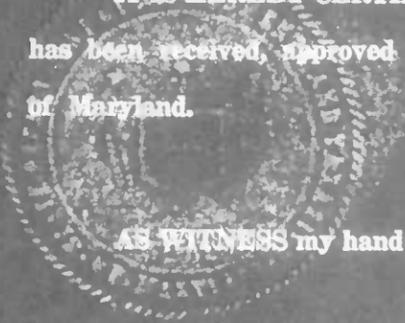
STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 7933  
JAN 29 09 AM '64  
L. L. FOLD  
LAND & MORTGAGE SALES  
C. MERLIN SHYDER  
CLERK

Recorded in Liber 7 *F399*, folio *13*, 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.

*Charles H. Bantje*

HAGERSTOWN LOAN AND THRIFT CORPORATION

RESOLUTION REGARDING CHANGE OF RESIDENT AGENT

Upon motion made, seconded and unanimously passed, it was unanimously

RESOLVED, that the name and address of the resident agent of Hagerstown Loan and Thrift Corporation be, and same hereby is, changed to Kenneth J. Mackley, Esq., 100 West Washington Street, Hagerstown, Maryland.

SECRETARY'S CERTIFICATE OF RESOLUTION

I have compared the foregoing with a resolution adopted by the Board of Directors of Hagerstown Loan and Thrift Corporation at a special meeting held at the office of said company, a quorum being present, on the 20th day of January, 1964, as recorded in the minute book of said company and I hereby certify that the same is a true, correct and complete copy thereof, and that the same has not been rescinded.

  
Lincoln E. Shank  
Secretary of Hagerstown Loan and Thrift Corporation

Date: February 1st, 1964

NOTICE OF CHANGE OF RESIDENT AGENT

OF

HAGERSTOWN LOAN AND THRIFT CORPORATION

received for record and recorded in Liber F No. 401 February 11, 1964, at 9:58 A. M.  
Folio No. 65 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> 2418

Recording Fee Paid \$2.00

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 8490  
FEB 21 9 22 AM '64  
LIBER 13  
LAND TO BE SOLD  
G. MERLIN SWYER  
CLERK

361  
13

Received for record April 21, 1964 at 9:32 A. M. Liber 13, Receipt No. 8490

THE KIWANIS FOUNDATION OF SUBURBAN  
HAGERSTOWN, MARYLAND, INC.

ARTICLES OF AMENDMENT

THE KIWANIS FOUNDATION OF SUBURBAN HAGERSTOWN, MARYLAND, INC., A MARYLAND CORPORATION, HAVING ITS PRINCIPAL OFFICE IN HAGERSTOWN, WASHINGTON COUNTY, 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 STRIKING OUT ARTICLE IV - SECTION 2 OF THE ARTICLES OF INCORPORATION (OR CERTIFICATE OF CORPORATION) AND INSERTING IN LIEU THEREOF THE FOLLOWING:

SECTION 2. TO ACQUIRE, ESTABLISH AND MAINTAIN INSTITUTIONS AND AGENCIES WHICH DOES TEND TO ADVANCE THE OBJECTS OF THE CORPORATION, TO CONTRIBUTE TO THE SUPPORT OF CHARITABLE, EDUCATIONAL, SCIENTIFIC AND RELIGIOUS INSTITUTIONS AND AGENCIES, AND TO EXPEND MONEY FOR THE CHARITABLE, EDUCATIONAL, SCIENTIFIC, AND RELIGIOUS PURPOSES.

SECOND: THE BOARD OF DIRECTORS OF THE CORPORATION, AT A MEETING DULY CONVENED AND HELD ON JANUARY 7<sup>th</sup>, 1964, 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 MEMBERS OF THE CORPORATION TO BE HELD ON JANUARY 14, 1964 .

THIRD: NOTICE SETTING FORTH THE SAID AMENDMENT OF THE 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.

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-THIRDS OF THE 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 MEMBERS OF THE CORPORATION.

IN WITNESS WHEREOF, THE KIWANIS FOUNDATION OF SUBURBAN 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 *February 10, 1964*.



THE KIWANIS FOUNDATION OF SUBURBAN HAGERSTOWN, MARYLAND, INC.

ATTEST:

By: *Earl Fields*  
PRESIDENT

By: *C. S. Debraugh*  
SECRETARY

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS *10<sup>th</sup>* DAY OF FEBRUARY, 1964, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED *E. Earl Fields* PRESIDENT OF THE KIWANIS FOUNDATION OF SUBURBAN 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 *C. S. Debraugh* AND MADE OATH IN DUE FORM OF LAW THAT HE WAS SECRETARY OF THE MEETING OF THE MEMBERS OF SAID CORPORATION AT WHICH THE AMENDMENT OF THE CHARTER OF THE CORPORATION THEREIN SET FORTH WAS APPROVED, AND THAT THE MATTERS AND FACTS SET FORTH IN SAID ARTICLES OF AMENDMENT ARE TRUE TO THE BEST OF HIS KNOWLEDGE, INFORMATION AND BELIEF.



WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

My Commission Expires: *May 3, 1965*

*Mary Bishop*  
NOTARY PUBLIC

X

ARTICLES OF AMENDMENT

OF

THE KIWANIS FOUNDATION OF SUBURBAN HAGERSTOWN, MARYLAND, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECORDED FOR RECORD  
RECORD # 110. 2492  
FEB 27 9 32 AM '66  
CLERK  
G. MERRIN SHYDER  
LAND & MORTGAGE  
& TRUST OFFICE  
CISALE

approved and received for record by the State Department of Assessments and Taxation of Maryland February 27, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 7779

3

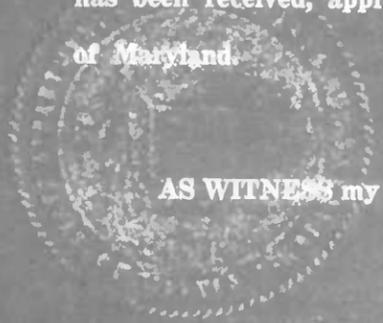
Recorded in Liber F404, folio 101, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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. Bentley*

Received for record April 21, 1964 at 9:32 A.M. Liber 13, Receipt No. 8490

ARTICLES OF AMENDMENT  
VICTOR PRODUCTS CORPORATION

VICTOR PRODUCTS CORPORATION, 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 of the State of Maryland that:

FIRST: The Charter of the Corporation as heretofore amended is hereby further amended:

(A) By striking out Paragraph 5 of the Certificate of Incorporation and inserting in lieu thereof a new Paragraph 5 reading as follows:

"The total amount of the authorized Capital stock of the Corporation is Three Million Dollars (\$3,000,000.00) par value divided into Three Million (3,000,000) shares of the par value of One Dollar (\$1.00) per share of one class only, each outstanding share of which shall entitle the holder thereof to one vote in respect thereof (but not to vote as a class) for the election of directors or with respect to any corporate action requiring the vote of the stockholders of the Corporation or with respect to which a vote of the stockholders shall be taken, of which Four Hundred Thousand (400,000) shares (or such greater or lesser number as may be required from time to time by reason of the changes in the conversion price for the conversion of the Corporation's 5 $\frac{1}{2}$ % Convertible Subordinated Voting Debentures or the termination of the right to effect such conversion) are reserved for issuance upon conversion of the Corporation's 5 $\frac{1}{2}$ % Convertible Subordinated Voting Debentures."

(B) By striking out Paragraph 11 of the Certificate of Incorporation and inserting in lieu thereof a new Paragraph 11 reading as follows:

"11. The Board of Directors of the Corporation is hereby empowered to authorize the issuance of an aggregate of One Million Dollars (\$1,000,000.00) principal amount of 5½% Convertible Subordinated Voting Debentures for cash at One Hundred Dollars (\$100.00) per One Hundred Dollars (\$100.00) principal amount of such Debentures or in consideration of the cancellation of indebtedness of the Corporation for money borrowed at par at the rate of One Hundred Dollars (\$100.00) of such cancelled indebtedness per One Hundred Dollars (\$100.00) principal amount of such Debentures or both. The actual value of such indebtedness so to be cancelled in consideration of the issuance of such Debentures is not less than One Hundred Dollars (\$100.00) per One Hundred Dollars (\$100.00) principal amount of such Debentures.

"The 5½% Convertible Subordinated Voting Debentures shall be convertible at the election of the holder or holders thereof into Capital stock of the Corporation on the following terms and conditions:

(a) Such right of conversion shall be exercised by the surrender to the Corporation at its office or transfer agent designated by it of the Debenture or Debentures to be converted in whole or in part, together with a written election of conversion of all the unpaid principal amount of such Debentures or of a part thereof which is Five Thousand Dollars (\$5,000.00) or an integral multiple thereof, on or before the close of business on any date fixed for the payment or prepayment of such

Debentures or portion thereof so to be converted. Such right of conversion shall expire as to so much of the principal amount of such Debentures as is so to be paid or prepaid at the close of business on the date fixed for such payment or prepayment unless the Corporation shall default in the payment or prepayment due on such date.

(b) Such conversion shall be effected at the rate of one share of Capital stock of the Corporation for each Two Dollars and Fifty Cents (\$2.50) principal amount (hereinafter called the 'conversion price') of the Debentures so to be converted. The conversion price shall be subject to adjustment as follows:

(i) If and whenever the Corporation shall issue or sell any shares of its Capital stock for a consideration per share less than the conversion price in effect immediately prior to the date of such issue or sale, then forthwith upon such issue or sale the conversion price shall be reduced to a price (calculated to the nearest cent) determined by dividing (A) an amount equal to the sum of (1) the number of shares of Capital stock outstanding immediately prior to such issue or sale multiplied by the then existing conversion price and (2) the consideration, if any, received by the Corporation upon such issue or sale by (B) the total number of shares of Capital stock outstanding immediately after such issue or sale; provided that no adjustment of the conversion price shall be made in an amount less than Ten Cents (10¢) per share, but any such lesser adjustment shall be carried

forward and shall be made at the time and together with the next subsequent adjustment which, together with any adjustments so carried forward, shall amount to Ten Cents (10¢) per share or more. For the purposes of so adjusting the conversion price, whenever and as often as the Corporation shall grant any rights to subscribe for or to purchase or any options to purchase either Capital stock of the Corporation or any security convertible into or exchangeable for Capital stock of the Corporation, or shall issue or sell any securities convertible into or exchangeable for Capital stock of the Corporation, the Corporation shall be deemed to have sold and issued a number of shares of Capital stock equal to the number of shares of Capital stock issuable upon the exercise of such rights or options and/or upon the conversion of such convertible securities for a consideration equal to the sum of the amount received by the Corporation as consideration for the granting of such rights or options and/or the issue or sale of such convertible securities, plus the minimum additional consideration, if any, receivable by the Corporation upon the exercise of such rights or options and/or the conversion of such convertible securities, and no further adjustment shall be made in the conversion price upon the actual issue of Capital stock of the Corporation upon the exercise of any such right or option and/or the conversion of any such convertible security; provided, however, that upon the expiration of any such option or right and/or the

termination of any such right to convert or exchange convertible securities without exercise thereof, the conversion price then in effect shall forthwith be readjusted to such conversion price as would have obtained had the adjustments made upon the issuance of such rights or options and/or convertible securities been made upon the basis of the issuance of only such number of shares of Capital stock as may have been theretofore actually delivered (and the total consideration received therefor) upon the exercise of such rights or options and/or upon the conversion or exchange of such convertible securities; and provided further that if the purchase price provided for in any such right or option or the rate at which any such convertible security shall be convertible into or exchangeable for Capital stock shall change at any time the conversion price then in effect shall forthwith be readjusted to such conversion price as would have obtained had the adjustments made upon the issuance of such rights, options and/or convertible securities been made on the basis of the number of shares of Capital stock of the Corporation theretofore actually issued upon the exercise of such options or rights and/or the conversion or exchange of such convertible securities for the consideration actually received therefor and the Corporation, at the time of such change, had issued such options, rights and/or convertible as may then still be outstanding. For the purposes of the preceding provision any Capital

stock of the Corporation or securities convertible into Capital stock of the Corporation issued by the Corporation in payment of a dividend or distribution upon Capital stock of the Corporation of any class shall be deemed to have been issued or sold without consideration; the consideration received by the Corporation for any rights, options, Capital stock or convertible securities shall be computed without reduction for any expenses incurred or underwriting commissions or concessions paid or allowed by the Corporation; and the amount of any consideration other than cash received by the Corporation shall be deemed to be the lesser of (A) One Hundred Twenty-Five Percent (125%) of the fair market value of the securities issued for such consideration (determined as of the date of the Corporation's commitment to issue the same without deduction of any expenses incurred) or (B) the fair value of such consideration as determined by the Board of Directors of the Corporation (without deduction of any expenses incurred).

(ii) If and whenever the Corporation shall declare a dividend upon Capital stock payable otherwise than out of earnings or surplus (other than revaluation surplus or paid-in surplus) and otherwise than in Capital stock or securities convertible into Capital stock of the Corporation, the conversion price in effect immediately prior to the date on which the stockholders entitled to receive such dividend shall be determined shall be reduced (as of such date) by an amount equal, in the case of a dividend in cash, to the

amount thereof payable per share of the Capital stock, or in the case of any other dividend, to the fair value thereof per share of the Capital stock as determined by the Board of Directors of the Corporation.

(iii) If and whenever the Corporation shall either sub-divide its outstanding shares of Capital stock into a greater number of shares or combine its outstanding shares of Capital stock into a smaller number of shares, the conversion price in effect immediately prior to such sub-division or combination shall be proportionately increased or decreased.

(iv) Notwithstanding any of the previous provisions for adjustment of the conversion price, the conversion price shall not be adjusted by reason of the granting or exercise of restricted employee stock options to or by officers or employees of the Corporation in connection with their employment to purchase not exceeding 150,000 shares of Capital stock, or such greater or lesser number of shares of Capital stock as may result from proportionate adjustment thereof in the event of any reclassification, sub-division or combination.

The term 'Capital stock of the Corporation' shall mean and include the Corporation's presently authorized Capital stock and any Capital stock or other security of any class of the Corporation (whether or not convertible into Capital stock) hereafter authorized which shall not be limited to a fixed sum or percentage of par value in respect of the rights of the holders thereof to participate in dividends and in the distribution of assets upon the voluntary or

involuntary liquidation, dissolution or winding up of the Corporation. Whenever there are two or more classes of Capital stock issuable upon conversion of the Debentures, the shares of each such class so issuable shall be substantially in the proportion which the total number of shares of such class resulting from all reclassifications bear to the total number of shares of all such classes resulting from all reclassifications.

(c) No fractional shares shall be issued upon conversions of Debentures and no payment or adjustment shall be made upon any conversion on account of any cash dividends on the Capital stock issued upon such conversion, but the Corporation shall pay all interest on Debentures surrendered for conversion accrued to the date of conversion. Each such conversion shall be effected as of the date on which the Corporation shall receive the Debentures to be converted and such written election of conversion, and the Corporation shall issue to the holder of the Debentures so delivered for conversion such number of fully paid and non-assessable whole shares of its Capital stock as may be issuable in exchange for the principal amount of the Debentures so elected to be converted, dated the effective date of such conversion, and shall also pay to such holder an amount of cash equal to the then effective conversion price multiplied by the fraction of a share, if any, to which the holder of such Debenture would have been entitled upon such conversion except for the prohibition against the issuance of fractional shares. In the event that less than the entire principal amount of the Debentures so delivered to the Corporation is to be converted,

the Corporation shall also deliver to the holder thereof a new Debenture or Debentures of authorized denomination in principal amount equal to the principal amount of such Debentures not so to be converted.

The registered holders of the 5½% Convertible Subordinated Voting Debentures shall be entitled to a number of votes (but not to vote as a class) in respect of the Debentures of which they are such record holders for the election of directors or with respect to any corporate action requiring the vote of the stockholders of the Corporation or with respect to which a vote of the stockholders shall be taken equal to the number of votes to which they would be entitled as record holders of Capital stock of the Corporation if the Debentures had been converted into Capital stock of the Corporation on the date as of which the holders of Capital stock so entitled to vote shall be determined at the conversion price in effect on such date, provided that such right to vote shall terminate at the close of business on the date fixed for the payment or prepayment of all or any part of the principal of the Debentures as to the principal amount so to be paid or prepaid unless the Corporation shall default in making such payment or prepayment."

(C) By adding thereto a Paragraph 12 reading as follows:

"12. 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 and of holders of any bonds, notes or other securities which the Corporation may issue:

(a) No holders of stock of the Corporation, of whatever class, shall have any pre-emptive 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.

(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, whether now or hereafter authorized, and securities convertible into shares of its stock of any class whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(c) 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.

(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 and to direct and determine the use and disposition of any surplus or net profits; and the amount of the surplus and the net profits of the Corporation to be reserved before the payment of any dividend shall rest wholly in the discretion of the Board of Directors.

(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, reclassification or otherwise. Any such amendment which changes the terms of any of the outstanding stock 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.

(f) No action which may be taken by the Board of Directors of the Corporation and with respect of which any director may have a pecuniary or personal interest, either on his own behalf or on behalf of any other person, shall be avoided or avoidable or otherwise affected by reason of such interest regardless of whether such director voted in favor of or against such action or abstained from voting and whether the presence of such director was necessary for a quorum and no such director shall have any liability by reason of such interest.

(g) Notwithstanding any provision of law now or hereafter in effect requiring any action to be taken or authorized by the affirmative vote of the

holders of a majority or other designated proportion of the shares of stock of the Corporation or of the shares of each class or of the holders of any bonds, notes, debentures or other obligations having voting rights or to be otherwise taken or authorized by the vote of the stockholders and of the holders of any bonds, notes, debentures or other obligations having voting rights, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the aggregate number of votes entitled to be cast thereon, all classes of outstanding stock, bonds, notes, debentures or other obligations outstanding and entitled to vote thereon being considered as a single class."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on December 5, 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 of the Corporation to be held on December 23, 1963.

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 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 all classes of stock of the Corporation heretofore authorized and the number and par value of the shares of each class are One Million Five Hundred Thousand (1,500,000) shares of the par value of One Dollar (\$1.00) a share, having an aggregate par value of One Million Five Hundred Thousand Dollars (\$1,500,000.00), all of one class.

(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 Three Million (3,000,000) shares of the par value of One Dollar (\$1.00) a share, having an aggregate par value of Three Million Dollars (\$3,000,000.00), all of one class.

(c) The capital stock of the Corporation is not divided into classes.

IN WITNESS WHEREOF, VICTOR PRODUCTS CORPORATION has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary on this 14<sup>th</sup> day of February, 1964.

ATTEST:

VICTOR PRODUCTS CORPORATION

*J. Errol Ward*  
\_\_\_\_\_  
J. Errol Ward,  
Secretary



By *P. L. Hockman*  
\_\_\_\_\_  
P. L. Hockman,  
President

STATE OF MARYLAND }  
COUNTY OF WASHINGTON } SS:

I HEREBY CERTIFY that on February 14<sup>th</sup>, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared P. L. HOCKMAN, President of VICTOR PRODUCTS 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 J. ERROL WARD 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 say and year  
last above written.

Catherine W. Embrey  
Notary Public  
Catherine W. Embrey



My Commission Expires: 5-3-65

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECORDED FOR RECORD  
FEBRUARY 21 1964  
L. R. 21 9 32 AM '64  
L. R. 21 9 32 AM '64  
L. R. 21 9 32 AM '64  
L. R. 21 9 32 AM '64

ARTICLES OF AMENDMENT  
OF  
VICTOR PRODUCTS CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 21, 1964 at 12:00 o'clock P. M. as in conformity  
with law and ordered recorded.

A 7685

15

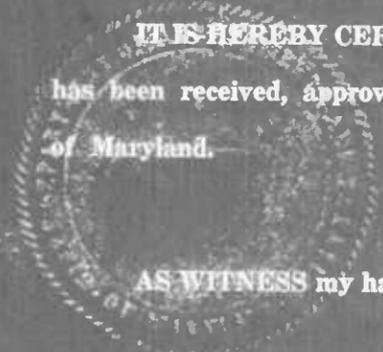
Recorded in Liber F403, folio 182, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...80.00.....Recording fee paid \$...28.00.....

272

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. Burt*

Received for record April 21, 1964 at 9:32 A.M. Liber 13, Receipt No. 8490

REGIONAL BROADCASTING COMPANY

ARTICLES OF AMENDMENT

REGIONAL BROADCASTING COMPANY, a Maryland corporation having its principal office in Washington County (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 Sixth of the articles of incorporation and inserting in lieu thereof the following:

SIXTH: The total number of shares of stock of all classes which the corporation has authority to issue is twelve thousand five hundred shares divided into two thousand five hundred (2,500) shares of Preferred stock of the par value of Twenty Dollars (\$20) each and ten thousand (10,000) shares of Common stock at no par value. The aggregate par value of all classes is Fifty Thousand Dollars (\$50,000).

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on January 6, 1964, 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 January 24, 1964.

THIRD: Notice setting forth the said amendment 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 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 each class of stock entitled to vote thereon.

2.

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 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 number of shares of stock of all classes which the corporation has authority to issue is five thousand (5,000) shares divided into two thousand five hundred (2,500) shares of Preferred stock of the par value of Twenty Dollars (\$20) each and two thousand five hundred (2,500) shares of Common stock of no par value. The aggregate par value of all classes is Fifty Thousand Dollars (\$50,000).

(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:

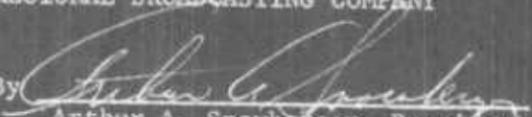
The total number of shares of stock of all classes which the corporation has authority to issue is twelve thousand five hundred shares divided into two thousand five hundred (2,500) shares of Preferred stock of the par value of Twenty Dollars (\$20) each and ten thousand (10,000) shares of Common stock at no par value. The aggregate par value of all classes is Fifty Thousand Dollars (\$50,000).

(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 the charter 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

1964.

REGIONAL BROADCASTING COMPANY

By   
Arthur A. Snowberger, President



CITY OF WASHINGTON ,  
DISTRICT OF COLUMBIA , ss:

I HEREBY CERTIFY that on *February 17*, 1964, before me the subscriber, a notary public of the District of Columbia in and for the City of Washington, 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.

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

*Mary L. Gilroy*  
Notary Public

My Commission Expires:

*January 31, 1969*



STATE OF MD. COUNTY RECEIVED FOR RECORD RECEIPT NO. 8744  
APR 21 9 32 AM '64  
L. H. ...  
L. H. ...  
& MERLIN ...  
CLERK

ARTICLES OF AMENDMENT  
OF  
REGIONAL BROADCASTING COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland February 18, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 7682

4

Recorded in Liber F403, folio 172, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

\* 272

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 A. ...*

Received for record April 21, 1964 at 9:32 A.M. Liber 13, Receipt No. 8490

ARTICLES OF INCORPORATION  
OF  
GARDENHOUR ORCHARDS, INC.

THIS IS TO CERTIFY:

FIRST: That the subscribers, George William Gardenhour, Sr., and Mabel N. Gardenhour, whose post office address is Box 275, Smithsburg, Washington County, Maryland, and George William Gardenhour, Jr., whose post office address is Route No. 2, Smithsburg, Washington County, Maryland, all being sui juris 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: That the name of the corporation (which is hereinafter referred to as the Corporation) is "Gardenhour Orchards, Inc."

THIRD: That 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 the business of growing, processing, packaging, selling and buying on commission or otherwise, at wholesale or retail, all kinds of fruits, vegetables, grains and other farm and orchard products and to transact all business incidental or appurtenant thereto.

2. To engage in and carry on commercial farming and orcharding for others in Washington County and elsewhere.

3. To engage in and carry on the business of hauling and otherwise transporting orchard and farm products for others in Washington County and elsewhere.

4. To engage in and carry on the business of buying and selling at wholesale or retail all kinds of orchard and farm

equipment, machinery and supplies, including spraying materials, insecticides, fertilizers, feeds and remedies, etc.

5. 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 of the United States or any other State, District or Territory of the United States, which shall be necessary or desirable in connection with or in carrying out any of the purposes of said corporation or any part thereof.

6. To engage in and carry on the business of developing real estate of every nature and description, including urban and rural properties, with the right to plat, impose restrictions upon and negotiate sales thereof, and the financing thereof, and 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 deal in real estate in every manner and form authorized by law, and while in the process of developing said real estate to operate orchards and farm the same if advantageous to do so.

7. To apply for, obtain, purchase or otherwise acquire patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulaes and the like which may be used for or incidental to any of the purposes of the corporation and to use, exercise, develop and grant licenses in respect thereto and sell or otherwise dispose of and deal in the same.

8. 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.

9. 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.

10. To issue shares of its 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.

11. To borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, mortgages, 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 its corporate purposes.

12. 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.

13. 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 Post Office Box 275, Smithsburg, Washington County, Maryland, and the resident agent of the Corporation is George William Gardenhour, Jr., whose post office address is Route No. 2, Smithsburg, Washington County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: That the total amount of the authorized capital stock is Two Hundred Thousand (\$200,000.00) Dollars, divided into two thousand (2000) shares of the par value of One Hundred (\$100.00) Dollars per share.

SIXTH: The Corporation shall have at least three and not more than seven directors and George William Gardenhour, Sr., Mabel N. Gardenhour and George William Gardenhour, Jr., all sui juris and residents of Washington County, State of Maryland, and actually residing therein, shall act as said directors until the first annual meeting of said Corporation or until their successors

HARVEY M. MILLER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

are duly chosen and qualified. The number of directors may be changed as the by-laws of the Corporation may from time to time provided, subject to the provisions of the Code of Public General Laws of the State of Maryland.

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 of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, 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.

2. 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.

3. 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 hereunto set our hands and affixed our seals this 31st day of January, A.D. 1964.

George William Gardenhour, Sr. (SEAL)  
George William Gardenhour, Sr.

Mabel N. Gardenhour (SEAL)  
Mabel N. Gardenhour

TEST:

Nellie A. Miller  
Nellie A. Miller

George W. Gardenhour, Jr. (SEAL)  
George William Gardenhour, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 31st day of January, A.D. 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared George William Gardenhour, Sr., Mabel N. Gardenhour and George William Gardenhour, Jr., 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.



*Nellie A. Miller*  
Nellie A. Miller  
Notary Public

HARVEY M. MILLER  
ATTORNEY AT LAW  
HAGERSTOWN, MD.

✓

RECORDED  
FEB 19 9 32 AM '64  
STATE DEPT. OF ASSESSMENTS AND TAXATION  
WASHINGTON COUNTY  
RECORDS SECTION  
6472

ARTICLES OF INCORPORATION  
OF  
GARDENHOUR ORCHARDS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 17, 1964, at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 7630

7

Recorded in Liber F402, folio 493, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

268

Bonus tax 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.

*[Handwritten Signature]*

Received for record April 21, 1964 at 9:32 A. M. Liber 13, Receipt No. 8490

THE HOME CENTER, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Albert G. Creek, whose post office address is 283 W. Main Street, Hancock, Md., Dolores Y. Creek, whose post office address is 283 W. Main Street, Hancock, Md., Archie M. Smith, whose post office address is Little Orleans, Md. and Mary L. Smith, whose post office address is Little Orleans, Md., 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 HOME CENTER, 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 operate, conduct and carry on a general appliance business as retailer, wholesaler, dealer, distributor, manufacturer, or otherwise, in the field of home furnishings, electrical and gas appliances or other retail, wholesale, distributor or dealer products of any kind within or without the State of Maryland.
2. To buy, sell, make, produce, or prepare any and all home furnishings, electrical and gas appliances or any other appliance or product, and to sell, lease, install, service, repair or otherwise deal with all such products.
3. To carry on, conduct and engage in any and all business or activities directly or indirectly helpful in effectively fulfilling the foregoing purposes, or which may be advantageously carried on in conjunction with or incidental to any of the matters herein mentioned.
4. To buy, sell, hold, improve, rent, mortgage, lease or otherwise deal in any real estate or personal property that may be necessary or advisable in connection with the foregoing purposes.
5. To borrow and lend money in furtherance of the foregoing purposes, including the execution of necessary documents to secure the obligations of the Corporation.
6. 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 at 283 W. Main Street, Hancock, Md. The name and post office address of the resident agent of the Corporation in the State of Maryland, is Albert G. Creek, 283 W. Main Street, Hancock, Md., 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 four (4) 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: Albert G. Creek, Dolores Y. Creek, Archie M. Smith and Mary L. 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

8 day of February, 1964.

WITNESS:  
[Signature]  
[Signature]  
[Signature]  
[Signature]

[Signature] (SEAL)  
Albert G. Creek  
[Signature] (SEAL)  
Dolores Y. Creek  
[Signature] (SEAL)  
Archie M. Smith  
[Signature] (SEAL)  
Mary L. Smith



STATE OF MARYLAND, COUNTY OF WASHINGTON, ss,

I HEREBY CERTIFY, that on this 8 day of February, 1964,  
before me, the subscriber, a Notary Public of the State and County aforesaid,  
personally appeared Albert G. Creek, Dolores Y. Creek, Archie M. Smith and  
Mary L. 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.

Barth Douglas  
Notary Public

My Commission Expires May 3, 1965.

✓

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
FEBRUARY 13 1964  
MERRILL SYDER  
CLERK

ARTICLES OF INCORPORATION  
OF  
THE HOME CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 13, 1964, at 10:31 o'clock A. M. as in conformity with law and ordered recorded.

A 7552

Recorded in Liber F402, folio 240, 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.....

265

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. Byrnes*

Received for record April 21, 1964 at 9:32 A.M. Liber 13, Receipt No. 8490

ARTICLES OF INCORPORATION OF  
BUILT-RITE PRODUCTS OF HAGERSTOWN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Dwight L. Grove, whose post office address is Shady Grove, Pennsylvania; Ethan L. Grove, whose post office address is Route 1, Hagerstown, Maryland; George H. Day, whose post office address is Dual Highway, Hagerstown, Maryland; and Charles S. Daley, whose post office address is 240 Orchard Circle, Green Castle, Pennsylvania, 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.

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

BUILT-RITE PRODUCTS 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:

(1) To manufacture, produce, assemble, fabricate, import, buy, sell, job, distribute, and otherwise acquire or dispose of and deal in and with, at whole-sale or retail, goods, wares, merchandise, commodities, articles of commerce and property of every kind and description, including, but not by way of limitation, millwork, lumber, cabinets, furniture, fixtures, equipment, apparatus and supplies, electrical appliances, apparatus, accessories and hardware of every kind; and to engage, conduct and carry on a general manufacturing, importing and exporting, merchandising, mercantile and trading business in any and all branches thereof.

To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings and improvements of any kind and nature whatsoever.

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

W. JEROME OFFUTT  
ATTORNEY AT LAW  
FREDERICK, MD.

(3) 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.

(4) To acquire all or any part of the good-will, rights, property and business of any persons, firm, partnership, 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, partnership, association or corporation.

(5) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade-names, rights, processes, formulas, 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.

(6) To acquire by purchase, subscription or otherwise, and to 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 individual holders, including the right to vote on any shares of stock so held or owned; and upon 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.

(7) To issue shares of its 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 any other lawful consideration.

(8) 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 assure 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.

(9) To aid in any manner any corporation or association any bonds or other securities or evidences of indebtedness of which, or shares of stock, in which, are held by or for this Corporation, or in which, 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 bonds or other property of this Corporation.

(10) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, partnership, association or corporation, and in any part of the world, 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 contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such purposes.

(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.

It is the intention that the objects and purposes specified in the foregoing clauses of this Article THIRD shall not, unless otherwise specified herein

W. JEROME OFFUTT  
ATTORNEY AT LAW  
FREDERICK, MD.

be in anywise limited or restricted by reference to, or inference from, the terms or any other clause of this or any other article in this Charter, but the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted to, or conferred upon, corporation of this character, by the laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver, of any of the powers, rights, or privileges granted or conferred by the laws of said State now or hereafter in force.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 140 East Franklin Street, Hagerstown, Maryland. The resident agent of the Corporation is Ethan L. Grove, whose post office address as such agent is Route 1, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and 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 their successors are duly chosen and qualify are Dwight L. Grove, Ethan L. Grove, George H. Day and Charles S. Daley.

SIXTH: 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 (\$20.00) Dollars a share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

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 of any class,

whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors 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 conversion rights of, such shares.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 4th day of February, 1964.

WITNESS:

<u>William J. Offutt, Jr.</u> William J. Offutt, Jr.	<u>Dwight L. Grove</u> Dwight L. Grove
<u>William J. Offutt, Jr.</u> William J. Offutt, Jr.	<u>Ethan L. Grove</u> Ethan L. Grove
<u>William J. Offutt, Jr.</u> William J. Offutt, Jr.	<u>George H. Day</u> George H. Day
<u>William J. Offutt, Jr.</u> William J. Offutt, Jr.	<u>Charles S. Daley</u> Charles S. Daley

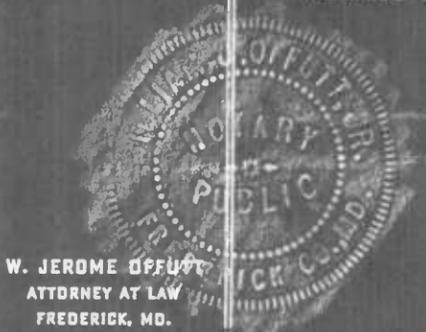
STATE OF MARYLAND

FREDERICK COUNTY, TO-WIT:

This is to certify that on this 4th day of February, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Frederick County, personally appeared Dwight L. Grove, Ethan L. Grove, George H. Day and Charles S. Daley, who did each and severally acknowledge the foregoing Articles of Incorporation to be his act.

WITNESS my Hand and Notarial Seal.

William J. Offutt, Jr.  
Notary Public  
William J. Offutt, Jr.



✓

ARTICLES OF INCORPORATION

OF

HILT-RITE PRODUCTS OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 6, 1964, at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 7467

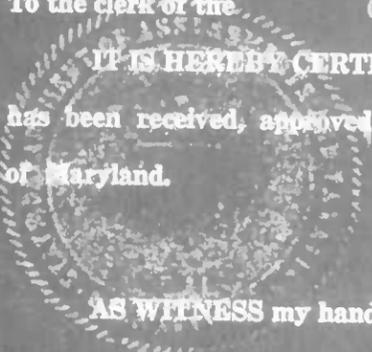
Recorded in Liber 6 F-401, folio 93, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

257

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. [Signature]*

Received for record April 21, 1964 at 9:32 A.M. Liber 13, Receipt No. 8490

ARTICLES OF INCORPORATION  
OF  
CALIBOGUE CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Carl S. Wittmer, Jr., whose postoffice address is 1845 Fountain Head Road, Hagerstown, Maryland; Omer T. Kaylor, Jr., whose postoffice address is 940 The Terrace, Hagerstown, Maryland; and Robert L. Schleunes, whose postoffice address is 3335 Dent Place N.W., Washington 7, D. C., 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 of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is CALIBOGUE CORPORATION.

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

(a) To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop and to 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, 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 at any time owned or held by the Corporation.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or

dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase 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.

(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/<sup>so</sup> 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.

(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) 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 is 41 Summit Avenue, Hagerstown, Maryland. The

The resident agent of the Corporation is Carl S. Wittmer,<sup>Jr.</sup> whose postoffice address is 1845 Fountain Head 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 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 four directors and Carl S. Wittmer, Jr., 1845 Fountain Head Road, Hagerstown, Maryland; Omer T. Kaylor, Jr., 940 The Terrace, Hagerstown, Maryland; Robert L. Schleunes, 3335 Dent Place N.W., Washington, D.C.; and Robert L. Graves, Hilton Head Island, South Carolina; and those four persons 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 Corp-

oration 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, 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 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 the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 5th day of February, 1964.

Carl S. Wittmer, Jr. (SEAL)  
Carl S. Wittmer, Jr.

Omer T. Kaylor, Jr. (SEAL)  
Omer T. Kaylor, Jr.

Robert L. Schleunes (SEAL)  
Robert L. Schleunes

Witness:

X Fern H. Rose

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5th day of February, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Carl S. Wittmer, Jr., Omer T. Kaylor, Jr., and Robert L. Schleunes and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Fern H. Rose  
Notary Public

My commission expires: May 3, 1965



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
RECORDS SECTION  
APR 21 9 32 AM '64  
WASHINGTON COUNTY  
REC'D

ARTICLES OF INCORPORATION  
OF  
CALIBOGUE CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 10, 1964, at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 7512

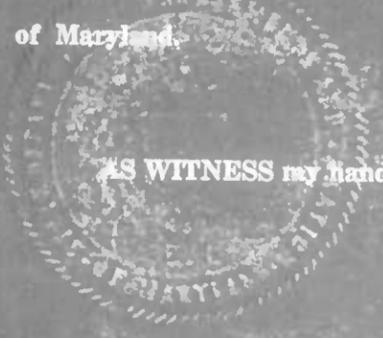
Recorded in Liber 8 *F401*, folio *405*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

+ 250

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 April 21, 1964 at 9:31 A.M. Liber 13, Receipt No. 8490

NEW HOPE VALLEY RESTAURANT, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, ROGER A. MASON, whose post office address is 101 Wakefield Road, Hagerstown, Maryland; MARIE I. HAWBAKER, whose post office address is 2203 Ontario Drive, Hagerstown, Maryland; and VINCENT E. HEYWORTH, whose post office address is 21 Broadway, 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

NEW HOPE VALLEY RESTAURANT, INC.

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

- A. To engage in and carry on a general restaurant business;
- B. To engage in and carry on a general merchandise 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 2203 Ontario Drive, Hagerstown, Maryland. The resident agent of the Corporation is Marie I. Hawbaker whose post office address is 2203 Ontario Drive, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein.

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

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 ROGER A. MASON, MARIE I. HAWBAKER and VINCENT E. HEYWORTH.

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 6th day of February, A.D. 1964.

Roger A. Mason  
Roger A. Mason

Marie I. Hawbaker  
Marie I. Hawbaker

Vincent E. Heyworth  
Vincent E. Heyworth

TEST:

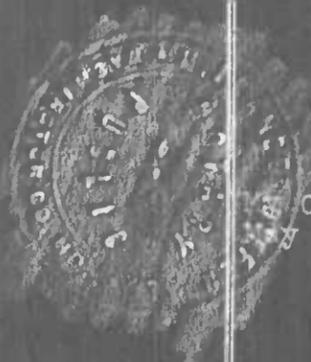
M. Frances Duffendal

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

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 6th day of February, A.D. 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Roger A. Mason, Marie I. Hawbaker and Vincent E. Heyworth, 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 the day and year last above written.



*M. Frances Diffendal*  
(Notary  
Public)

Commission Expires:  
y 3, 1965.

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

✓

ARTICLES OF INCORPORATION

OF

NEW HOPE VALLEY RESTAURANT, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. *8792*  
FEB 21 9 31 AM '64  
LIBR. CLERK  
LAND RECORDS  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 7, 1964, at 10:10 o'clock A. M. as in conformity with law and ordered recorded.

A 7446

*4*

Recorded in Liber *F 400*, folio *367*, 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. B... ..*

Received for record April 21, 1964 at 9:31 A.M. Liber 13, Receipt  
No. 8490

ARTICLES OF INCORPORATION

OF

C. E. DARNER & SON, INC.

THIS IS TO CERTIFY:

First: That we, the subscribers, William E. Combs, whose Post Office address is 3 Woodbine Lane, Hagerstown, Washington County, Maryland, Lena R. Darner, whose Post Office address is 1404 Oak Hill Avenue, Hagerstown, Washington County, Maryland, and Gladys B. Combs, whose Post Office address is 3 Woodbine Lane, Hagerstown, Washington County, Maryland, each of whom are at least twenty-one (21) years of age, do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose and with the intention of forming a corporation.

Second: That the name of the corporation is:

C. E. DARNER & SON, INC.

Third: That 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 exercise all or any of the general powers conferred upon corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto,

B. To purchase, acquire, lease, sell, mortgage and develop real estate.

C. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

D. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise, and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on

in whole or in part any business that the corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

E. To engage generally in the manufacture and marketing, at both retail and wholesale, of grave markers, monuments, and stone and masonry work.

F. To engage in any other business which the directors, from time to time, may determine upon in which a corporation organized under the laws of the State of Maryland may transact.

G. To do and perform any and all acts reasonably necessary or incidental to any or all of the aforementioned purposes.

Fourth: The Post Office address of the principal office of the corporation is No. 360 Dual Highway, Hagerstown, Washington County, Maryland. The resident agent of the corporation is William E. Combs, whose Post Office address is 3 Woodbine Lane, Hagerstown, 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 of all classes which the corporation has authority to issue is One Thousand (1,000) shares of common stock without par value.

Sixth: The shares of said stock shall be non-assessable and shall be entitled to one vote per share at all meetings of stockholders of the corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

Seventh: The shares of stock of the corporation shall be

transferable only on the books of the corporation upon surrender of the certificates therefor properly endorsed.

Eighth: 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); that the names of the directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualified are William E. Combs, Lena R. Darner and Gladys B. Combs.

Ninth: The officers of the corporation are hereby authorized and empowered to issue the following number of shares for the following consideration:

A. Five Hundred Ten (510) shares upon the payment to the corporation of the sum of Six Thousand (\$6000.00) Dollars in cash and the delivery to the corporation of a promissory note in the amount of Fourteen Thousand (\$14,000.00) Dollars payable in the manner set forth in a certain agreement dated December 31st, 1963 by and between William E. Combs and Lena R. Darner, to which Agreement this corporation will become a party immediately upon the receipt and approval of these Articles of Incorporation by the State Department of Assessments and Taxation of Maryland. Said consideration is to be paid by the said William E. Combs.

B. The issuance of Four Hundred Ninety (490) shares immediately upon the transfer to the corporation by Lena R. Darner of all of the assets and property of a business heretofore conducted by said Lena R. Darner which said business is and has been conducted under the name of C. E. Darner & Son and said transfer shall consist of the transfer to this corporation of all of the assets of said business, excepting real estate. In the opinion of the incorporators the fair value of said assets to be transferred is the sum of \$25,640.80.

Tenth: 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 authorized and empowered to authorize the issuance from time to time of shares of stock, of any class, whether now or hereafter authorized or securities convertible into the shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors deem advisable, subject to such limitations and restrictions, if any, as may be provided by law or set forth in the by-laws of the corporation.

B. The corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but subject to the terms and provisions of the Agreement aforesaid.

C. Stockholders shall have preemptive rights.

D. The voting rights of stockholders shall be cumulative.

Eleventh: The Charter of this corporation shall be perpetual.

*William E. Combs*  
\_\_\_\_\_  
William E. Combs

*Lena R. Darner*  
\_\_\_\_\_  
Lena R. Darner

*Gladys B. Combs*  
\_\_\_\_\_  
Gladys B. Combs

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

I HEREBY CERTIFY, That on this 3rd day of February, A. D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William E. Combs, Lena R. Darner and Gladys B. Combs, personally known to me to be the persons whose names are subscribed to the foregoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

My Commission Expires:  
May 3, 1965

*Sarah Jane Clark*  
\_\_\_\_\_  
Notary Public



STATE OF MD. COUNTY  
WASHINGTON RECEIVED FOR RECORD  
RECEIPT NO. 8490  
APR 21 9 31 AM '64  
JACK E. BOLD  
LAND RECORDS SECTION  
G. HERBIE SHRYVER  
CLERK

ARTICLES OF INCORPORATION  
OF  
C. E. DARNER & SON, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 6, 1964, at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 7465

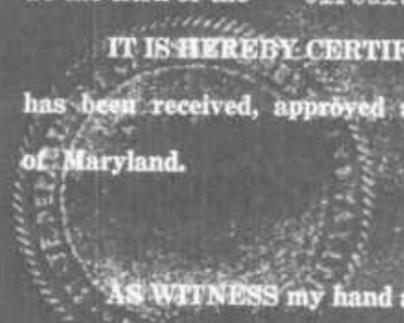
5  
Recorded in Liber F-401, folio 120, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

\* 257

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. ...*

Received for record April 21, 1964 at 9:31 A. M. Liber 13, Receipt No. 8490

ARTICLES OF INCORPORATION  
OF  
WILLIAMSPORT TEXTILE CO., INC.

THIS IS TO CERTIFY;

FIRST: That we, the subscribers, Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland, Merl S. Diehl, whose post office address is 41 Mealey Parkway, Hagerstown, Maryland, and Shelby Crawford, whose post office address is Route 1, Fairplay, 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: Williamsport Textile Co., Inc.

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

(a) To manufacture, dye, produce, and otherwise prepare, and to buy and otherwise acquire, sell, store, transport, distribute, dispose of, and deal in and with textiles, fabrics, and any and all other materials of whatsoever nature and character, and any and all materials, machinery, appliances, products, and supplies proper or adapted to be used in or in connection with or incidental to the manufacture, production, or preparation of any of the articles, merchandise, and commodities aforesaid, and also, any and all commodities and things which result from or are by-products of the manufacture, production, or preparation of textiles and fabrics, or other materials, or in the manufacture, production,

or preparation of which any of the articles may be a factor or an ingredient or of which the same may be a component part.

(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 enter into profit sharing arrangements, promote, organize or cause to be organized, any corporation, firm, or partnership in aid of business; to finance and aid by loan, subsidy, consignment, or otherwise, any corporation, association, syndicate or entity, and to conduct or co-operate in conducting any business or enterprise and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, good-will, franchises or assets by the issue, in accordance with laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(e) 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.

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 post office address of the principal office of the Corporation in this State is Williamsport, Maryland. The resident agent of the Corporation is Mr. Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue in 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, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and Robert H. Shapiro, Carl Witty and John A. DeAngelis shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: At every meeting of the shareholders, every shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote.

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

(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 hereinafter 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 term shall have been authorized by the holders of two-thirds of all such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

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

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

(g) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether con-

ferred 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 31st day of January, 1964.

Kenneth J. Mackley (SEAL)  
Kenneth J. Mackley

Merl S. Diehl (SEAL)  
Merl S. Diehl

Shelby Crawford (SEAL)  
Shelby Crawford

WITNESS:

Betty Baker as to Kenneth J. Mackley

Betty Baker as to Merl S. Diehl

Betty Baker as to Shelby Crawford

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 31<sup>st</sup> day of January, 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, Merl S. Diehl, and Shelby Crawford, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal, the day and year abovementioned.

Betty Baker  
Notary Public



My Commission Expires:  
May 3, 1965

*See consent letter  
from K. J. Mackley (Hagerstown)  
Williamsport Textile Mills, Inc.*

✓

LIBER  
LAW DEPARTMENT  
E. MURPHY SMITH  
CLERK  
APR 21 9 51 AM '64  
STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. *8491*

ARTICLES OF INCORPORATION  
OF  
WILLIAMSPORT TEXTILE CO., INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 6, 1964, at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 7443

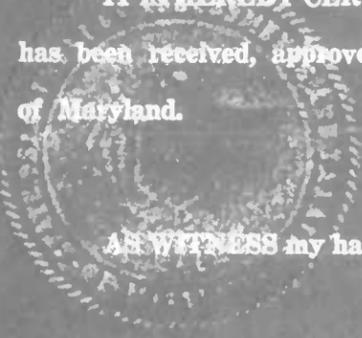
7

Recorded in Liber *F400*, folio *582*, 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 H. Rost*

ARTICLES OF INCORPORATION  
OF  
MASSEY'S AUTO BODY SHOP, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Paul C. Massey, whose post office address is 2501 Virginia Avenue, Williamsport, Maryland, Don K. Massey, whose post office address is 711 Oak Hill Avenue, Hagerstown, Maryland, and Robert F. Cushen, whose post office address is Eckstine Lane, Route 2, Williamsport, 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:

MASSEY'S AUTO BODY SHOP, INC.

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

1. To engage in the general business of repairing and painting automobile, truck and trailer bodies of every class and description, in Washington County, State of Maryland.
2. 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.

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 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.

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 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.

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 30 East Baltimore Street, Hagerstown, Maryland; the resident agent of the Corporation is Paul C. Massey, whose post office address is 2501 Virginia Avenue, Williamsport, 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 1000 shares of the par value of \$100.00 each, all of which shares are of one class, and are designated common stock, the aggregate par value of all shares having par value is \$100,000.00.

SIXTH: The Corporation shall have three directors, and Paul C. Massey, Don K. Massey and Robert F. Cushen, 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.

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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 re-classify 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 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 4 day of Feb, A.D., 1964.

Witness:

Helen R. Yackle

Paul C. Massey (SEAL)  
Paul C. Massey

Don K. Massey (SEAL)  
Don K. Massey

Robert F. Cushen (SEAL)  
Robert F. Cushen

-8-

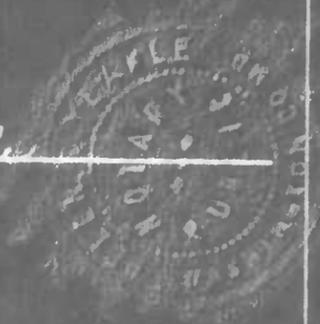
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 4<sup>th</sup> day of Feb, A.D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul C. Massey, Don K. Massey, and Robert F. Cushen, 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.

Helen R. Yackle  
Notary Public

My Commission Expires:  
May 3, 1965



ARTICLES OF INCORPORATION  
OF  
MASSEY'S AUTO BODY SHOP, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 5, 1964, at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 7383

10

Recorded in Liber F400, folio 366, 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 A. Denton*

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
FEB 21 9 31 AM '64  
LIBER  MORTGAGE/SALE  
LAND  CLERK  
& MERLIN SNYDER

Received for record April 21, 1964 at 9:31 A.M. Liber 13, Receipt No. 8490

CHANCART, INC.

ARTICLES OF SALE

THIS IS TO CERTIFY, That Chancart, Inc., a Maryland Corporation, having its principal office at 25 North Avenue, in Hagerstown, Washington County, Maryland, (hereinafter called the "Transferor Corporation") and SEB, Inc., a Maryland Corporation, having its principal office at 25 North Avenue, in Hagerstown, Washington County, Maryland, (hereinafter called the "Transferee Corporation"), hereby certify to the Maryland State Department of Assessments and Taxation, that:

FIRST: That said Transferor Corporation agrees to sell, and, by these presents, hereby sells, and said Transferee Corporation agrees to buy, and, by these presents, hereby buys, all or substantially all of the property and assets of the Transferor Corporation, consisting of Transferor's real estate and improvements thereon situate at 25 27 North Avenue in the City of Hagerstown in Washington County, State of Maryland.

SECOND: That the name and post office address of the principal place of business of the Transferee Corporation is, as above stated, SEB, Inc., a Maryland Corporation, 25 North Avenue, Hagerstown, Washington County, Maryland.

THIRD: That the Transferor Corporation is Chancart, Inc., a Maryland Corporation, duly incorporated under the laws of the State of Maryland.

FOURTH: That the nature and amount of the consideration to be paid by the Transferee Corporation for said property and assets of the Transferor Corporation are as follows: For the real estate owned by the Transferor Corporation at 25-27 North

Avenue, Hagerstown, Washington County, Maryland, and all the rights, ways, privileges and appurtenances thereunto belonging or in anywise appertaining, the sum of Thirty Thousand Two Hundred Fifty (\$30,250.00) Dollars, which sum has been fully paid to the Transferor Corporation in cash.

FIFTH: That the principal offices of the Transferor Corporation and the Transferee Corporation are located in the City of Hagerstown, in Washington County, State of Maryland, and not within any other County or City of the State of Maryland, and the real estate sold as aforesaid was the only real estate owned by the Transferor Corporation. That the Transferor Corporation owned only the aforesaid real property, the title to which could be affected by the recording of an instrument among the Land Records in only Washington County, Maryland, and not within any other County or in Baltimore City in the State of Maryland.

SIXTH: That these Articles of Sale were duly advised by the Board of Directors and unanimously approved by the stockholders of the Transferor Corporation as well as by the Transferee Corporation in the manner and by the vote required by Article 23 of the Annotated Code, Public Laws of the State of Maryland, as well as by their respective charters.

WITNESS the Corporate names of the Transferor and Transferee Corporations, duly signed by their respective Presidents and their respective corporate seals hereto affixed and duly attested by their respective Secretaries this 31st day of January, A.D., 1964.



(CORPORATE SEAL)  
Attest:

*Charles Greeb, Jr.*  
Charles Greeb, Jr., Secretary

(CORPORATE SEAL)  
Attest:

*Earl J. Smith*  
Earl J. Smith, Secretary

CHANCART, INC.

By *Gertrude Johnson*  
Gertrude Johnson, President

SEB, INC.

By *Merle S. Elliott*  
Merle S. Elliott, President

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

I HEREBY CERTIFY, That on this 31<sup>st</sup> day of January, A.D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gertrude Johnson, President of Chancart, Inc., a Maryland Corporation, Transferor Corporation, and acknowledged the foregoing Articles of Sale to be the act of said Corporation, and at the same time also personally appeared before me, Merle S. Elliott, President of SEB, Inc., a Maryland Corporation, Transferee Corporation, and acknowledged the foregoing Articles of Sale to be the act of said Corporation.

WITNESS my hand and official Notarial Seal.

My Comm. Exp.:  
5/3/65

*Shirley D. Berger*  
Notary Public



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

I HEREBY CERTIFY, That on this 31<sup>st</sup> day of January, A.D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John M. Colton, who made oath in due form of law that he was the Chairman of the Special Meeting of the stockholders of Chancart, Inc., a Maryland Corporation, at which the foregoing Articles of Sale were authorized and approved and that the matters and facts set forth in the foregoing Articles of Sale with respect to authorization and approval on the part of the Transferor are true to the best of his knowledge, information and belief, and at the same time personally appeared Charles Greeb, Jr. and made oath in due form of law that he was Secretary of said Special Meeting of stockholders of Chancart, Inc., at which said Articles of Sale were authorized and approved and that the matters and facts set forth in said Articles of Sale are true to the best of his knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

My Comm. Exp.:  
5/3/65

*Shirley D. Berger*  
Notary Public



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

I HEREBY CERTIFY, That on this *31st* day of January, A.D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Merle S. Elliott, who made oath in due form of law that he was the Chairman of the Special Meeting of the stockholders of SEB, Inc., a Maryland Corporation, at which the foregoing Articles of Sale were authorized and approved and that the matters and facts set forth in the foregoing Articles of Sale with respect to authorization and approval on the part of the Transferee are true to the best of his knowledge, information and belief, and at the same time personally appeared Earl J. Smith and made oath in due form of law that he was Secretary of said Special Meeting of stockholders of SEB, Inc., at which said Articles of Sale were authorized and approved and that the matters and facts set forth in said Articles of Sale are true to the best of his knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

  
*Shirley D. Benjamin*  
Notary Public

My Comm. Exp.: 5/3/65

ARTICLES OF SALE

OF

CHANCART, INC., transfereor

TO

SEB, INC., transferee

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
FEB 21 9 31 AM '64  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 10, 1964 at 10:22 o'clock A. M. as in conformity with law and ordered recorded.

A 7494

Recorded in Liber 5 *F. 401*, folio *232*, 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. land record office Wash. County  
\$ 12.00 Total

To the clerk of the Circuit Court of Washington County

4257

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. Banta*

Received for record May 22, 1964 at 12:18 P.M. Liber 13, Receipt  
No. 9475

ARTICLES OF INCORPORATION

OF

BAST FURNITURE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Gerald D. Bast, Sr., whose postoffice address is 105 Stuart Drive, Williamsport, Maryland; Douglas G. Bast, whose postoffice address is Boonsboro, Maryland; and J. Wesley Deavers, 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 of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is BAST FURNITURE, INC.

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

(a) To buy, sell or otherwise deal or trade in furniture, fixtures, furnishings and other kinds of goods, wares and merchandise.

(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 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.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and 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.

(f) To carry on any of the businesses hereinbefore

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

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, 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 is Boonsboro, Maryland. The resident agent of the Corporation is Gerald D. Bast, Sr., whose postoffice address is 105 Stuart Drive, Williamsport, 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 three directors and Gerald D. Bast, Sr., Douglas G. Bast and J. Wesley Deavers 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, 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 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 the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 4th day of March, 1964.

Gerald D. Bast, Sr. (SEAL)  
Gerald D. Bast, Sr.

Douglas G. Bast (SEAL)  
Douglas G. Bast

Witness:

Sandra D. Meiser

J. Wesley Deavers (SEAL)  
J. Wesley Deavers

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 4th day of March, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Gerald D. Bast, Sr., Douglas G. Bast and J. Wesley Deavers and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

IN WITNESS my hand and Notarial Seal.

Sandra D. Meiser  
Notary Public

Commission expires: May 3, 1965



ARTICLES OF INCORPORATION  
OF  
BAST FURNITURE, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 445  
MAY 22 12 18 PM '64  
LINDA FULCO  
LAND RECORDS/CLERK  
S. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 16, 1964, at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

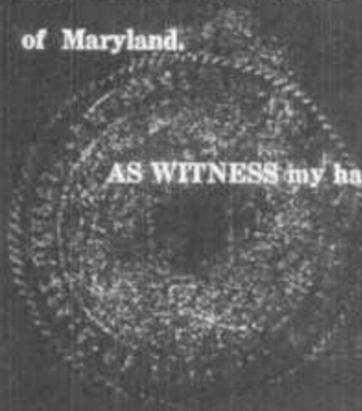
A 8067

Recorded in Liber 7 F-407, folio 178, 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 P. Bantje*

Received for record May 22, 1964 at 12:18 P.M. Liber 13, Receipt No. 9475

ARTICLES OF INCORPORATION  
OF  
MODERN METHODS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Melvin C. Greenwald, whose postoffice address is 919 Rolling Road, Hagerstown, Maryland; and Nina F. Greenwald, whose postoffice address is 919 Rolling Road, Hagerstown, Maryland; Richard M. Greenwald, whose postoffice address is 746 Mt. Vernon Drive, Hagerstown, Maryland; and Brigitte E. Greenwald, whose postoffice address is 746 Mt. Vernon 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 of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the Corporation) is MODERN METHODS, INC.

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

(a) To purchase, sell, distribute, operate and lease coin-op automobile washing equipment and associated products used in connection therewith.

(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 situate.

(d) 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 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.

(e) 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.

(f) To carry on any of the businesses hereinbefore enumerated for itself or for account of others or through others for its own account and to carry on any other business which may be deemed by it to 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.

(g) 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.

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

any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject 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 210 South Locust Street, Hagerstown, Maryland. The resident agent of the Corporation is Richard M. Greenwald, whose postoffice address is 746 Mt. Vernon 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 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 four directors and Melvin C. Greenwald, Nina F. Greenwald, Richard M. Greenwald and Brigitte E. Greenwald 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 the 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 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 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.

(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 entitled 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 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 the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this *24th* day of *March* 1964.

*Melvin C. Greenwald* (SEAL)  
Melvin C. Greenwald

*Nina F. Greenwald* (SEAL)  
Nina F. Greenwald

*Richard M. Greenwald* (SEAL)  
Richard M. Greenwald

*Brigitte E. Greenwald* (SEAL)  
Brigitte E. Greenwald

Witness:

*One J. Taylor*

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *24th* day of *March* 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Melvin C. Greenwald, Nina F. Greenwald, Richard M. Greenwald and Brigitte E. Greenwald and severally acknowledged the foregoing Articles of Incorporation to be their respective Act.



WITNESS my hand and Notarial Seal.

*Sandra D. Spence*  
Notary Public

My commission expires: May 5, 1965

ARTICLES OF INCORPORATION  
OF  
MODERN METHODS, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED  
MAR 22 12 18 PM '64  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 16, 1964 at 11:02 o'clock A. M. as in conformity  
with law and ordered recorded.

A 8104

6

Recorded in Liber F407, folio 55, 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.

*[Signature]*

Received for record May 22, 1964 at 12:18 P.M. Liber 13, Receipt No. 9475

ARTICLES OF INCORPORATION  
OF  
CEDAR RIDGE CHILDREN'S HOME AND SCHOOL, INC.

This is to certify:

FIRST: That we, the undersigned, Leroy E. Myers, Jack Barr, and Harold E. Henry, whose post office address is Hagerstown, Maryland, each being over 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 Corporation) is : "Cedar Ridge Children's Home and School, Inc."

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

(a) To build, erect, maintain, equip, manage and operate a charitable and benevolent home and school for children of the age of eighteen years or younger, who are in need, without regard to sex, race, or color.

(b) To provide a place and opportunity for Christian teaching and fellowship with wholesome and guided recreation and education in a spiritual atmosphere.

(c) To have such power and authority as it may deem necessary to elect officers, to employ superintendents and such other subordinate employees as may be necessary for the proper conduct of the institution and to do any and all things necessary or proper in carrying out the purposes and objects of the Corporation.

(d) To carry on the activities of this Corporation for the general welfare, and not for profit, and any income derived therefrom shall not be paid out as dividends to any person or Corporation, but shall be used for general welfare purposes only.

(e) To buy, sell, deal in and improve real estate wheresoever situate and fixtures and personal property incidental 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 any lands or personal property of the Corporation.

(f) To subscribe for, acquire, sell, hold, exchange or deal in shares of stock, bonds or 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 common stock, bonds, or other evidence of indebtedness created by any other corporation or corporations, and while the owner thereof to exercise all of the incidents of ownership.

(g) 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 of the powers and rights conveyed by statute upon the Corporation in the enumeration of the specific powers in this certificate of incorporation are in furtherance and not in limitation of the general powers conferred by law.

FOURTH: The Corporation shall have no capital stock but the management and control of the Corporation shall be vested in a Board of Trustees. The Trustees shall manage the property, business and affairs of the Corporation who shall dictate its general business policy and establish and formulate a code of beliefs agreeable to a good Christian life. The Board of Trustees

shall act as the members of the Corporation as well as the governing board and are, therefore, empowered to exercise the rights and powers as members of this Corporation. The Trustees shall be nine (9) in number, three (3) of which shall be elected each year for a term of three (3) years. The first Trustees of the Corporation shall be Leroy E. Myers, Jack Barr, and Harold E. Henry who shall serve for a one (1) year term, Roy A. Grove, Elmer C. Strite, and Charles Martin who shall serve for a two (2) year term, and Clarence S. Martin, John K. Carbaugh and Irving E. Kaplan who shall serve for a three (3) year term.

FIFTH: The post office address of the principal office in this State is Hagerstown, Washington County, Maryland. The name and post office address of the resident agent of the Corporation in this State is Jack Drooger, Route #2, Williamsport, Maryland. The resident agent is an individual actually residing in this State.

SIXTH: The duration of the Corporation shall be perpetual. In the event of a liquidation or dissolution of the Corporation, the assets shall be distributed to only a charitable organization whose purposes are similar in nature to this Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 9th day of March - - - - -, A.D. 1964.

WITNESS:

Leroy E. Myers (SEAL)  
Leroy E. Myers  
Jack Barr (SEAL)  
Jack Barr  
Harold E. Henry (SEAL)  
Harold E. Henry

Olive R. Shupp  
OLIVE R. SHUPP

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 9th day of March - - - - , 1964, before me, a Notary Public in and for the State and County aforesaid, personally appeared Leroy E. Myers and Jack Barr and Harold E. Henry and severly acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS MY HAND and Notarial Seal.

My commission expires:

May 3, 1965

Olive R. Shupp  
Notary Public  
OLIVE R. SHUPP



NS

ARTICLES OF INCORPORATION

OF  
CEDAR RIDGE CHILDREN'S HOME AND SCHOOL

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 472

MAY 22 12 18 PM '64

FILED  
LAW OFFICE OF  
G. MERRILL SWYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 19, 1964 at 10:07 o'clock A. M. as in conformity with law and ordered recorded.

A 8158

4

Recorded in Liber F-408, folio 101, 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.

*[Signature]*

ARTICLES OF INCORPORATION  
OF  
ROBERT F. GALLAGHER, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert F. Gallagher, whose post office address is 124 Calvert Terrace, Hagerstown, Maryland, Marguerite T. Gallagher, whose post office address is 124 Calvert Terrace, Hagerstown, Maryland, and Richard D. Anderson, whose post office address is 37 East Antietam 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:

ROBERT F. GALLAGHER, INC.

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

1. To engage in the general retail business of purchasing, selling, and otherwise dealing in, liquor, wines, beer, and all other kinds of alcoholic beverages in the City of Hagerstown, in Washington County, State of Maryland, and at such other place or places as may be determined upon by the Board of Directors of this Corporation, and to do whatever is necessary and expedient in the operation of the above business.
2. 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.

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 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 stocks, 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 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.

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

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 101 East Washington Street, Hagerstown, Maryland; the resident agent of the Corporation is Robert F. Gallagher, whose post office address is 124 Calvert Terrace, 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 Robert F. Gallagher, Marguerite T. Gallagher and Richard D. Anderson, 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 re-classify 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 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 24<sup>th</sup> day of March, A.D., 1964.

Witness:

<u>E. P. Stephens</u>	<u>Robert F. Gallagher</u> (SEAL) Robert F. Gallagher
	<u>Marguerite T. Gallagher</u> (SEAL) Marguerite T. Gallagher
	<u>Richard D. Anderson</u> (SEAL) Richard D. Anderson

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 24<sup>th</sup> day of March, A.D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert F. Gallagher, Marguerite T. Gallagher and Richard D. Anderson, and severally scknowledged the aforegoing Articles of Incorporation to be their respective acts.

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

E. P. Stephens  
Notary Public

My commission expires:  
May 3, 1965



ARTICLES OF INCORPORATION  
OF  
ROBERT F. GALLAGHER, INC.

STATE OF MARYLAND  
RECORDS & DEEDS  
12 22 PM '64

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 30, 1964, at 10:06 o'clock A. M. as in conformity  
with law and ordered recorded.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECORDS & DEEDS  
RECEIVED FOR RECORD  
MAY 22 2 14 PM '64  
G. MERLIN WOODS  
CLERK

A 8342

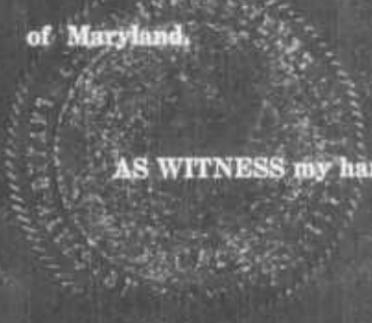
10

Recorded in Liber F409, folio 340, 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.

*[Signature]*

Received for record May 22, 1964 at 12:19 P.M. Liber 13, Receipt No. 9475

A AND J REALTY CORP.

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, Alvin S. Wolpoff, whose post office address is No. 3407 Terrapin Road, Pikesville, Maryland, Jerry Chalmers, whose post office address is No. 1019 Kingsbury Road, Reisterstown, Maryland, and Pat Zombro, No. 5004 Conant Way, Baltimore, 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 A and J Realty Corp.

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

- (a) To engage in the operation of a real estate holding company.
- (b) To make contracts, incur liabilities, and borrow money; to sell, mortgage, lease, pledge, exchange, convey, transfer, and otherwise dispose of all or any part of its property and assets; to issue bonds, notes, and other obligations and secure the same by mortgage on deed of trust of all or any part of its property, franchise and income.
- (c) To acquire by purchase or in any other manner, and to take, receive, own, hold, use, employ, improve and otherwise deal with any property, real or personal, or any interest therein, wherever situated.
- (d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other corporations of this State, of foreign corporations, and of associations, partnerships, and individuals.

(e) To acquire shares of its own stock, and its own bonds, notes and other obligations.

(f) To invest its surplus funds and to lend money from time to time in any manner which may be appropriate to enable it to carry on the operations, or to fulfill the purposes named in this charter, and to take and hold real and personal property as security for the payment of funds so invested or loaned.

(g) In general, to do any or all things herein set forth, to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, within or without the State of Maryland, either alone or in company with others and to carry on any other legal business in connection therewith.

FOURTH: The post office address of the principal office of the Corporation in this state is 1927 Virginia Avenue, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this state is Adolph Baer, 1927 Virginia Avenue, Hagerstown, Maryland. Said resident agent is an individual and a citizen, actually residing in the State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) 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 four (4), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than four, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Adolph Baer, Jay Levine, Hannah Baer, and Charlotte Levine.

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.

(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 or amount authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on March 25, 1964.

WITNESS:

*Benjamin Weisman*

*Alvin S. Wolpoff* (SEAL)  
Alvin S. Wolpoff

*Jerry Chalmers* (SEAL)  
Jerry Chalmers

*Pat Zombro* (SEAL)  
Pat Zombro

STATE OF MARYLAND

CITY OF BALTIMORE, ss:

I HEREBY CERTIFY THAT on March 25, 1964, before me, the subscriber, a notary public of the State of Maryland in and for the City of Baltimore, personally appeared Alvin S. Wolpoff, Jerry Chalmers, and Pat Zombro 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.

*Benjamin Weisman*  
Notary Public



ARTICLES OF INCORPORATION  
OF  
A AND J REALTY CORP.

STATE DEPT. COUNTY TREASURY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 9472  
JULY 22 12 19 PM '64  
G. MERLIN SNYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 30, 1964, at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 8343

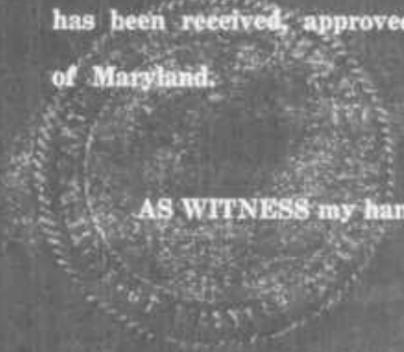
4

Recorded in Liber F409, folio 550, 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.

*[Signature]*

Received for record May 22, 1964 at 12:19 P.M. Liber 13, Receipt No. 9475

RICHARD F. CODY ASSOCIATES, INC.

ARTICLES OF AMENDMENT

The Richard F. Cody Associates, 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 charter of the Corporation is hereby amended by striking out Article SECOND of the articles of incorporation and inserting in lieu thereof the following:

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

JILLCO CORPORATION"

SECOND: The amendment to the charter of the Corporation herein made was approved by vote of a majority of the entire board of directors at a meeting duly convened and held on *January 24*, 1964; and there are no shares of stock of the Corporation entitled to vote thereon either outstanding or subscribed for.

THIRD: The amendment of the charter of the Corporation as hereinabove set forth has been duly approved by a majority of the entire board of directors of the Corporation.

In witness whereof, the Richard F. Cody Associates, 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 *January 25*, 1964.

Richard F. Cody Associates, Inc.

By *Richard F. Cody*  
Richard F. Cody, President

Attest: *Betty E. Stewart*  
Secretary



STATE OF Maryland, )  
 COUNTY OF Washington, ) ss:

I hereby certify that on Jan. 25, 1964, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Richard F. Cody, President of the Richard F. Cody Associates, 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 *Betty E. Shout* and made oath in due form of law that she was Secretary of the meeting of the board of directors 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.

*Helen G. Martin*  
 Notary Public  
*My Commission Expires*  
*May 3, 1965*



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ARTICLES OF AMENDMENT  
 OF  
 RICHARD F. CODY ASSOCIATES, INC.  
 changing its name to  
 JILCO CORPORATION

STATE OF MD  
 WASHINGTON COUNTY  
 REC'D FOR RECORD  
 MARCH 13 1964  
 94473  
 10 10 PM '64  
 J. HEALIN SNYDER  
 CLERK

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland March 13, 1964, at 10:34 o'clock A. M. as in conformity  
 with law and ordered recorded.

A 8082

3

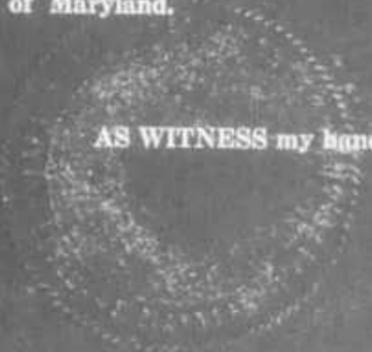
Recorded in Liber F407, folio 88, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

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. [Signature]*

Received for record May 22, 1964 at 12:19 P.M. Liber 13, Receipt No. 9475

FRIDINGER-RITCHIE CO., INC.  
ARTICLES OF REDUCTION

Fridinger-Ritchie Co., Inc., a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The stated capital of the Corporation is hereby reduced from One Hundred Seventeen Thousand, Five Hundred and Fifty dollars (\$117,550.00) to Eighty Thousand dollars (\$80,000.00).

SECOND: (a) The amount of stated capital of the Corporation prior to the reduction is One Hundred Thousand Seventeen, Five Hundred and Fifty Dollars (\$117,550.00) represented by Eleven Thousand, Seven Hundred Fifty Five (11,755) issued shares of the par value of Ten Dollars (\$10.00) per share of Common Stock.

(b) The amount of the reduction of the stated capital of the Corporation hereby made is Thirty Seven Thousand, Five Hundred and Fifty Dollars (\$37,550.00), all of which represents a reduction in the stated capital of the Common Stock.

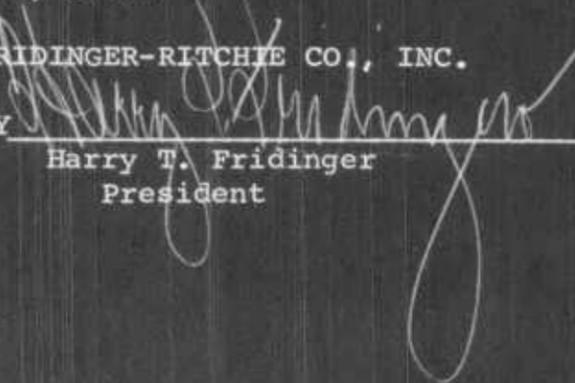
(c) The method of effecting such reduction is by retiring Three Thousand, Seven Hundred and Fifty Five (3,755) shares of the Common Stock held by the Corporation.

(d) The amount of stated capital of the Corporation as hereby reduced is Eighty Thousand Dollars (\$80,000.00) represented by eight thousand (8,000) issued shares of the par value of Ten Dollars (\$10.00) per share of Common Stock.

THIRD: The board of directors of the Corporation, at a meeting duly convened and held on January 2, 1964, duly authorized the reduction in the stated capital of the Corporation hereinabove set forth.

In witness whereof, the Fridinger-Ritchie 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 affixed and attested by its Secretary on January 2, 1964.

FRIDINGER-RITCHIE CO., INC.

BY   
Harry T. Fridinger  
President

ATTEST AS TO CORPORATE SEAL:

  
  
Ronald F. Ritchie  
Secretary

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

I HEREBY CERTIFY, That on this *4th* day of March, A.D., 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Harry T. Fridinger, President of Fridinger-Ritchie Co., Inc., 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 Ronald F. Ritchie 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 the day and year last above written.

  
\_\_\_\_\_  
Rosalyn D. Wolford  
Notary Public  
My Comm. Exp: May 3, 1965



ARTICLES OF REDUCTION  
OF  
FRIDINGER-RITCHIE CO., INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 4495  
MAY 22 12 19 PM '64  
LIBER FILED  
LAD. G. MORRIS, CLERK  
G. MERLIN SHYDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 23, 1964, at 10:01 o'clock A.M. as in conformity  
with law and ordered recorded.

A 8233

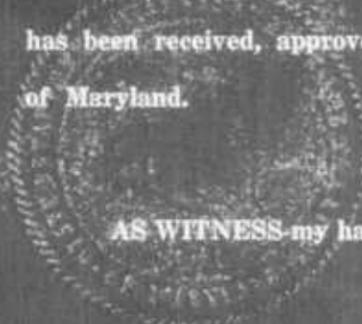
3

Recorded in Liber F-408, folio 428, 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 May 22, 1964 at 12:19 P.M. Liber 13, Receipt No. 9475

CHANCART, INC.

ARTICLES OF REVIVAL

CHANCART, 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 charter of the Corporation was forfeited on December 14, 1961, for the failure to file annual reports with the 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 CHANCART, INC.

THIRD: The name by which the Corporation will hereafter be known is CHANCART, INC..

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is No. 25 North Avenue, Hagerstown, Washington County, Maryland, and said 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 the State of Maryland is John M. Colton, No. 138 West Washington Street, Hagerstown, Washington County, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: Simultaneously with 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 forfeited;
- (c) Paid all State and local taxes 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 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.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting Vice President and Secretary, of the Corporation, have signed these Articles of Revival on March 19, 1964.

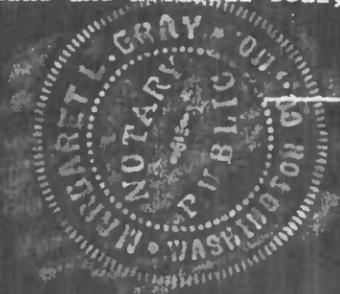
By: *Anne D. Carter*  
 Anne D. Carter,  
 Vice President

By: *Gertrude G. Johnson*  
 Gertrude G. Johnson,  
 Secretary

STATE OF MARYLAND,  
 County of Washington, ss:

I HEREBY CERTIFY that on March 19, 1964, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Anne D. Carter, the last acting Vice President and Gertrude G. Johnson, the last acting Secretary of CHANCART, INC., 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.



*Margaret L. Gray*  
 Notary Public

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ARTICLES OF REVIVAL  
OF  
CHANCART, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 9475  
MAY 22 12 30 PM '64  
LIBERTY LAND SALES  
G. MERLIN SNIDER  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 23, 1964, at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 8222

3

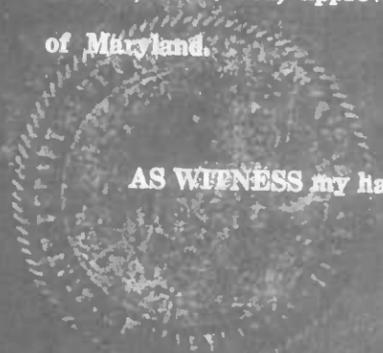
Recorded in Liber F-408, folio 178, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Spec. Fee  
~~Books/~~ paid \$...25.00.....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 G. Bantz*

Received for record May 22, 1964 at 12:15 P.M. Liber 13, Receipt No. 9475

HAGERSTOWN EVANGELISTIC TEMPLE, INC.

ARTICLES OF CORPORATION

FIRST: We, the undersigned, Rev. Joseph A. Wilson,  
538 Frederick Street, Hagerstown, Maryland; and

Mrs. Ruth C. Hyatt, 12 E. Lee Street, Hagerstown, Maryland; and

Mr. William G. Wilson, of Beaver Creek, Washington County, Maryland; and

Mrs. Florence H. Wilson, 538 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.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is the HAGERSTOWN EVANGELISTIC TEMPLE, INC.

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

To promote Christian fellowship among the Children of God, uphold and teach the standards of the Saving Grace of our Lord and Saviour, Jesus Christ, that we might all become one in Jesus Christ, being born again according to the Bible, John 3:3-5;

To conduct religious services, to assist in improving the social and moral condition of humanity, to qualify, ordain Ministers, Evangelists, and Missionaries, to establish Churches, Missions and Schools, and anything else necessary to promote the Gospel of the Bible. The time is short, let us work while it is yet day, to this end we are dedicated.

To uphold and obey the Laws of the United States of America, and also the Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is No. 770 Frederick Street, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State is: Rev. Joseph A. Wilson, 538 Frederick Street, Hagerstown, Maryland. Said resident agent is a citizen of this State and acutally resides herein.

FIFTH: The number of Trustees 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 four (4); and the names of the Trustees who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

Rev. Joseph A. Wilson, 538 Frederick Street,  
Hagerstown, Md.  
Mrs. Ruth C. Hyatt, 12 E. Lee Street,  
Hagerstown, Md.  
Mr. William G. Wilson, Beaver Creek,  
Maryland  
Mrs. Florence H. Wilson, 538 Frederick Street,  
Hagerstown, Md.

The Trustees shall be persons over twenty-one years of age and members in good standing of said congregation.

SIXTH: The said Trustees shall be elected at the annual meeting of the corporation and shall serve for a period of one (1) year. He or she may succeed himself to said office.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 2 day of March, A.D., 1964.

Witness to all signatures:

Rev. Joseph A. Wilson (SEAL)  
Rev. Joseph A. Wilson

Mrs. Ruth C. Hyatt (SEAL)  
Mrs. Ruth C. Hyatt

William G. Wilson (SEAL)  
William G. Wilson

Mrs Florence H Wilson (SEAL)  
Mrs. Florence H. Wilson,

Incorporators

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 2 day of March, A.D.,  
1964, before me, the subscriber, a Notary Public of the State and  
County aforesaid, personally appeared Rev. Joseph A. Wilson, Mrs.  
Ruth C. Hyatt, Mr. William G. Wilson, and Mrs. Florence H. Wilson,  
and severally acknowledged the foregoing Articles of Incorporation  
to be their act and deed.

WITNESS my hand and Official Notarial Seal.



Lauren E Baker  
Notary Public

My Commission Expires: 5/3/65

✓  
NS

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN EVANGELISTIC TEMPLE, INC.

STATE OF MD. COUNTY OF WASHINGTON RECEIVED FOR RECORD RECEIPT NO. 1949  
JUN 22 12 12 PM '64  
J. MERLIN SNYDER CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 4, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 7917

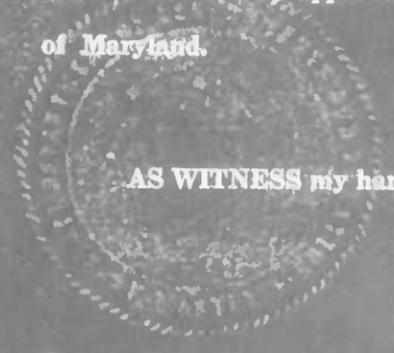
4

Recorded in Liber F405, folio 151, 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. Bostig*

Received for record June 15, 1964 at 10:39 A. M. Liber 13,  
Receipt No. 10174

SNOWBERGER, INC.

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Charter of Snowberger, 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 Third (a) of the Articles of Incorporation and inserting in lieu thereof, the following:

THIRD: (a) 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.

(a) 2. To sell automobile insurance in Washington County, Maryland.

(a) 3. To establish, maintain, conduct, operate, engage in, and carry on a general insurance bonding and brokerage insurance business in Washington County, State of Maryland, and at such other place or places as 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 that may be calculated to promote the interests of this corporation.

SECOND: That the Board of Directors of the Corporation at a meeting duly convened on April 1, 1964, 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 219 East Washington Street, in Hagerstown, Maryland, on April 1, 1964, 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 Snowberger, Inc., has caused these presents to be signed in its name and on its behalf by its President, Raymond A. Snowberger, and its corporate seal to be hereto affixed and duly attested by its Secretary, Paul U. Lantz, this 1st day of April, A.D., 1964.

SNOWBERGER, INC.

By Raymond A. Snowberger  
Raymond A. Snowberger, President

Attest as to Corporate Seal:

Paul U. Lantz  
Paul U. Lantz, Secretary



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1st day of April, A.D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Raymond A. Snowberger, President of Snowberger, 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 Paul U. Lantz and made oath in due form of law that he 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 his knowledge, information and belief.

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

  
Ethel P. Stephey, Notary Public



My commission expires:

May 3, 1965

X

ARTICLES OF AMENDMENT

OF  
SNOWBERGER, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1771  
JUN 15 10 39 AM '64  
LIBER 8502  
LAND RECORDS DIVISION  
C. MERLIN SMITH  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland April 9, 1964, at 10:24 o'clock A. M. as in conformity with law and ordered recorded.

A 8502

4  
Recorded in Liber F411, folio 367, 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*

4/30/64  
W. J.

Received for record June 15, 1964 at 10:39 A.M. Liber 13, Receipt No. 10174

## ARTICLES OF INCORPORATION

OF

E. J. FENNEL, INC.

## THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Ernest J. Fennel, whose postoffice address is 1435 Potomac Avenue, Hagerstown, Maryland, Josephine M. Fennel, whose postoffice address is 1435 Potomac Avenue, Hagerstown, Maryland, and Maria C. Gerace, whose postoffice address is 1435 Potomac 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:

E. J. FENNEL, INC.

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

(A) To engage in the manufacture, distribution, and sale of ladies' dresses and to carry on the businesses of costumers, robe, dress and mantle makers, tailors, silk mercers, makers and suppliers of clothing, lingerie, and trimmings of every kind.

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

(C) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of real property wherever situated.

(D) To acquire by purchase or otherwise, own, hold, buy, sell, convey, lease, mortgage or encumber real estate or other property, personal or mixed.

(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 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 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 324 East Antietam Street, Hagerstown, Maryland. The Resident Agent of the Corporation is Ernest J. Fennel whose postoffice address is 1435 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 Dollars (\$100.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The 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 Ernest J. Fennel, Josephine M. Fennel, and Maria C. Gerace.

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 two-thirds 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 28<sup>th</sup> day of April, A.D., 1964.

WITNESS:

Jacob B. Berkson  
Jacob B. Berkson

Ernest J. Fennel  
Ernest J. Fennel

Lucille E. Brown  
Lucille E. Brown

Josephine M. Fennel  
Josephine M. Fennel

Lucille E. Brown  
Lucille E. Brown

Maria C. Gerace  
Maria C. Gerace

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 28<sup>th</sup> day of April, A.D., 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Ernest J. Fennel, Josephine M. Fennel, and Maria C. Gerace and severally acknowledged the foregoing Articles of Incorporation to be their act.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my Notarial Seal the day and year last above written.



Lucille E. Brown  
Lucille E. Brown  
Notary public.

My Commission expires May 3, 1965.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
FILED NO. 111  
APR 15 10 39 AM '64  
G. MERLIN SANDER  
CLERK

ARTICLES OF INCORPORATION  
OF  
E. J. FENNEL, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 29, 1964 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 8887

6  
Recorded in Liber F415, folio 331, 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. Berg*

Received for record June 15, 1964 at 10:39 A.M. Liber 13, Receipt No. 10174

AIR VIEW RESTAURANT, INC.

ARTICLES OF INCORPORATION

- - - - -

FIRST: We, the undersigned, MARY J. FLEEGLE, whose post office address is Route No. 3, Stoystown, Pennsylvania; GEORGE R. LINDSAY, whose post office address is 705 Orchard Road, Hagerstown, Maryland; and JOHN E. LEAZIER, whose post office address is 2374 Pennsylvania 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

AIR VIEW RESTAURANT, INC.

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

- A. To engage in and carry on a general tavern and restaurant business;
- B. To engage in and carry on a general merchandise 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 Route No. 6, Hagerstown, Maryland. The resident agent of the Corporation is John E.

Leazier whose post office address is 2374 Pennsylvania Avenue, Hagerstown, Maryland, or Route No. 6, 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 the 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 MARY J. FLEEGLE, GEORGE R. LINDSAY and JOHN E. LEAZIER.

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 *4th* day of April, A. D. 1964.

  
Mary J. Fleegle

TEST:

George R. Lindsay  
George R. Lindsay

Irene R. Burris  
Irene R. Burris

John E. Leazier  
John E. Leazier

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 4<sup>th</sup> day of April, A. D. 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Mary J. Fleegle, George R. Lindsay and John E. Leazier, 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 the day and year last above written.

Irene R. Burris  
Irene R. Burris - Notary Public

My Commission Expires:  
May 3, 1965

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECORDS & CLERK  
10 09 AM '64  
10/7/64

ARTICLES OF INCORPORATION  
OF  
AIR VIEW RESTAURANT, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 7, 1964, at 10:11 o'clock A. M. as in conformity  
with law and ordered recorded.

A 8489

4

Recorded in Liber F-411, folio 236, 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. Barton*

Received for record June 15, 1964 at 10:39 A.M. Liber 13, Receipt No. 10174

ARTICLES OF INCORPORATION

OF

MELLOTT & CREEK, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Varden Mellott, whose post office address is 673 Oak Hill Avenue, Hagerstown, Maryland, Mitchell B. Creek, whose post office address is McDade Road, Route #4, Hagerstown, Maryland, and Stanley R. Wolfensberger, whose post office address is 157 South Mulberry Street, Hagerstown, Maryland, all being 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:

MELLOTT & CREEK, INC.

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

1. To engage in the business of general masonry contracting, for the erection of buildings, structures, and other objects constructed of brick, stone, cement, tile, and other like substances, and to engage in the business of building and general contracting, in Washington County, State of Maryland, and at such other place or places as may be determined upon by the Board of Directors of this corporation, and to do whatever may be necessary or expedient in the operation of said business.

2. 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.

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 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, fran-

chises 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 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.

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 McDade Road, Route #4, Hagerstown, Maryland; the resident agent of the Corporation is Mitchell B. Creek, whose post office address is McDade Road, Route #4, 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 Varden Mellott, Mitchell B. Creek and Stanley R. Wolfensberger, 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 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 covert-

ible 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 re-classify 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 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 20<sup>th</sup> day of April, A.D., 1964.

Witness:

Ethel P. Stephey

Varden Mellott (SEAL)  
Varden Mellott

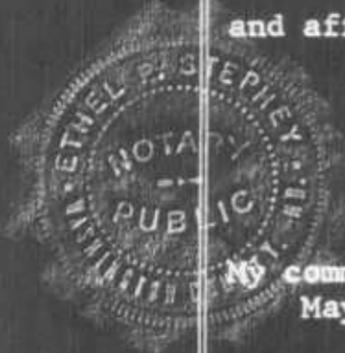
Mitchell B. Creek (SEAL)  
Mitchell B. Creek

Stanley R. Wolfensberger (SEAL)  
Stanley R. Wolfensberger

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 20<sup>th</sup> day of April A.D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Varden Mellott, Mitchell B. Creek, and Stanley R. Wolfensberger, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

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



Ethel P. Stephey  
Notary Public

My commission expires:  
May 3, 1965

ARTICLES OF INCORPORATION  
OF  
MELLOTT & CREEK, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECORDS & DEEDS  
10774  
APR 15 10 33 AM '64  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland April 21, 1964, at 10:02 o'clock A. M. as in conformity with law and ordered recorded.

A 8730

10  
Recorded in Liber F-413, folio 446 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]*

HOPEWELL-TIDEWATER CORPORATION

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, Frederic S. Cross, Decatur H. Miller, and John C. Cooper III, the post office address of all of whom is No. 900 First National Bank Building, Light and Redwood Streets, Baltimore, Maryland 21202, 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 HOPEWELL-TIDEWATER CORPORATION.

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

(1) To act as a franchised dealer in prefabricated homes and other buildings and structures, and in connection therewith to promote, advertise, sell, construct or provide for the construction of such homes, buildings and structures, and to do any and all acts and things and render any and all services incidental thereto.

(2) To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, or otherwise engaging in any work upon or in connection with homes and other buildings and structures, and to manufacture, furnish, or otherwise deal in and with buildings, building materials and building supplies.

(3) To engage in and carry on the business of land investment, planning, and improvement, and to purchase, lease or otherwise acquire, construct, own, maintain, manage and operate real estate and improvements thereon of any kind for commercial, residential, industrial and agricultural purposes, including the propagation of wild life, management of regulated game preserves and related activities.

(4) To purchase, lease, hire or otherwise acquire, hold, own, develop, and improve 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.

(5) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage, operate and in any manner dispose of, and to aid and subscribe toward the acquisition, construction or improvement of any property which may appertain to or be useful in the conduct of any of the business of the Corporation.

(6) 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.

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

(8) To acquire the whole 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.

(9) To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, 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.

(10) 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, shares, bonds, debentures, notes, mortgages or other obligations, 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 interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

(11) To purchase or otherwise acquire, and to hold, sell or otherwise dispose of, and to retire and re-issue, shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

(12) To make contracts, incur liabilities, and borrow money; to sell, mortgage, lease, pledge, exchange, convey, transfer, and otherwise dispose of all or any part of the property and assets of the Corporation; and to issue bonds, notes and other obligations and secure the same by mortgage or deed of trust of all or any part of the property, franchises and income of the Corporation.

(13) To aid in any manner any person, firm, association, corporation or syndicate, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations of which, or 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 interests

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 and enhance the value of any such property or interest, or any other property of this Corporation.

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

(15) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, 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 contracts and to do any acts or things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

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

The foregoing purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article of the charter of the Corporation, and shall each be regarded as independent, and construed as powers as well as purposes of the Corporation.

The Corporation shall be authorized to exercise and enjoy all 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 purposes shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post office address of the principal office of the Corporation in this State is 208 West Irvin Avenue, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are John A. Long, 208 West Irvin Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland 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 without nominal or par value, all of one class.

SIXTH: The number of directors of this 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; 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 A. Long, John H. Larson, Cynthia D. Long, and Priscilla B. Larson.

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 of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The board of directors shall have power to determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the by-laws; and, except as so provided no stockholder shall have any right to inspect any book, account, or document of the Corporation unless authorized so to do by resolution of the board of directors.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed or shall have been known to the board of directors or a majority thereof. Any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is

a member, 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 association or not so interested or a member of a firm so interested.

(4) Any contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall so far as permitted by law be as valid and as binding as though ratified by every stockholder of the Corporation.

(5) Unless the by-laws otherwise provide, any officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the board of directors or by any committee or superior officer upon whom such power of removal may be conferred by the by-laws or by authority of the board of directors.

(6) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a majority or other designated proportion of the shares or of the shares of each class, or otherwise to be 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 the charter, but in cases in which the law authorizes such action to be taken or authorized by a less vote, such action shall be effective and valid if so taken or authorized, except as otherwise provided in the charter.

(7) 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 of its outstanding stock by classification, reclassification or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of a majority of the shares of such stock at the time outstanding, by a 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 on April 22, 1964.

Frederic S. Cross  
Frederic S. Cross

Decatur H. Miller  
Decatur H. Miller

Witness:

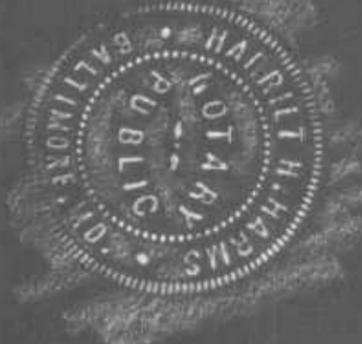
Harriet H. Harms  
Harriet H. Harms

John C. Cooper III  
John C. Cooper III

STATE OF MARYLAND  
ss:  
City of Baltimore

I HEREBY CERTIFY that on April 22, 1964, before me, the subscriber, a notary public of the State of Maryland in and for the City of Baltimore aforesaid, personally appeared Frederic S. Cross, Decatur H. Miller and John C. Cooper III 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.



Harriet H. Harms  
(Harriet H. Harms)  
Notary Public

FILED  
LAND TO MORTGAGE  
G. MERLIN SINDER,  
CLERK

JUN 15 10 39 AM '64

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 10774

ARTICLES OF INCORPORATION  
OF  
HOPEWELL-TIDEWATER CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 23, 1964, at 9:00 o'clock A.M. as in conformity  
with law and ordered recorded.

A 8757

7

Recorded in Liber F 413, folio 582, 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 15, 1964 at 10:39 A.M. Liber 13, Receipt No. 10174

ARTICLES OF INCORPORATION  
OF  
GARLAND E. GROH FOUNDATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Garland E. Groh, whose post office address is 1127 Pennsylvania Avenue, Hagerstown, Maryland, Catherine R. Groh, whose post office address is 1127 Pennsylvania Avenue, Hagerstown, Maryland, and Charles G. Groh, whose post office address is 1127 Pennsylvania Avenue, 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 "Garland E. Groh Foundation, Inc."

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

(a) The accumulation of a fund for any charitable and benevolent purpose.

(b) To receive, manage, take and hold real and personal property by gift, grant, devise or bequest, said accumulation of property and the net earnings therefrom to be used for charitable purposes connected with the aim and object of this Corporation.

(c) This corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary, and educational purposes, and no part of the net earnings of this corporation shall inure to the benefit of any private shareholder, director, or individual member of this corporation, and no part of the activities of this corporation shall ever be the carrying on of propaganda, or otherwise attempting, to influence legislation.

(d) In the event of liquidation, dissolution, or winding up of this corporation, all assets owned by the corporation at that time shall be distributed to some charitable organization or corporation having the approval of the Commissioner of Internal Revenue as a tax exempt corporation at the time of such distribution.

(e) To buy, sell, deal in and improve, real estate whatsoever, 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, or otherwise dispose of the lands or other property of the corporation absolutely or upon condition.

(f) 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, 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 corporations,

and while the owner thereof to exercise all of the incidents of ownership.

(g) To apply for, acquire, hold, use, sell, license, assign or otherwise dispose of letters patent of the United States or of any foreign country, as well as acquire and dispose of licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with any business carried on by the corporation.

(h) 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 this Certificate 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 40 Summit Avenue, Hagerstown, Maryland. The resident agent of the corporation is Garland E. Groh, whose post office address is 1127 Pennsylvania Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three nor more than ten directors, and Garland E. Groh, Catherine R. Groh and Charles G. Groh, shall act as such until a new Board of Directors is elected as provided by the By-Laws of the Corporation.

SIXTH: The Corporation shall have no capital stock but the management and control of the Corporation shall be vested in a Board of Directors. The members of the Board may resign or be removed, vacancies may be filled and additional members elected, as provided in the By-Laws.

SEVENTH: (a) 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 statute, determine all matters and questions pertaining to its business and affairs.

(b) 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 *23rd* Day of *March* A.D., 1964.

WITNESS:

*Garland E. Groh*  
Garland E. Groh

*Catherine R. Groh*  
Catherine R. Groh

*Charles G. Groh*  
Charles G. Groh

*Franklin L. Myers*

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this *23rd* day of *March*, A.D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Garland E. Groh, Catherine R. Groh, and Charles G. Groh, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

*Franklin L. Myers*  
Notary Public



ARTICLES OF INCORPORATION

OF

CARLAND E. GROH FOUNDATION, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 14774  
JUN 15 10 39 AM '64  
G. MORGAN SPENCER  
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland April 23, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 8771

Recorded in Liber F 414, folio 112, 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. Busby*

Received for record June 15, 1964 at 10:39 A. M. Liber 13,  
Receipt No. 10174

ARTICLES OF INCORPORATION  
OF  
THE PORTER-JONES CORPORATION

THIS IS TO CERTIFY:

FIRST. That we, the subscribers, Maurice D. Porter, whose postoffice address is 415 Columbus Avenue, Frederick, Maryland; Joan M. Porter, whose postoffice address is 415 Columbus Avenue, Frederick, 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 herein after called the Corporation) is THE PORTER-JONES CORPORATION.

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

(a) To carry on a general motel or hotel business for transient and permanent trade and any or all allied or kindred businesses thereto including therein the right to operate in connection therewith a tavern or restaurant and such other services as may be found necessary in connection with the operation of a general motel or hotel business.

(b) To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop 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 any 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, implements, and other personal property or equipment of every kind.

(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 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.

(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 other-

wise 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 900 Dual Highway, Hagerstown, 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 five thousand (5,000) shares without par value, all of one class.

SIXTH. The number of directors of the Corporation shall be three (3), which number may be increased to six (6) 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 qualify are Maurice D. Porter, Joan M. Porter 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 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 to declare and authorize the payment of stock dividends, whether or not pay-

able 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 April, 1964.

Maurice D. Porter  
Maurice D. Porter

Witness:

Sandra D. Muen

Joan M. Porter  
Joan M. Porter

Omer T. Kaylor, Jr.  
Omer T. Kaylor, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21st day of April, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Maurice D. Porter, Joan M. Porter 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.

Sandra D. Muen  
Notary Public



My commission expires:  
May 3, 1965.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED  
JUN 15 10 29 AM '64  
LINDA J. WRIGHT, CLERK  
S. MERRILL SANDER, CLERK

ARTICLES OF INCORPORATION  
OF  
THE PORTER-JONES CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 23, 1964 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 8806

Recorded in Liber 9 F414, folio 285, 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 H. Bridges*

4/24/64  
W. S.

Received for record June 15, 1964 at 10:39 A.M. Liber 13, Receipt No. 10174

ARTICLES OF INCORPORATION

OF

COLONIAL ESTATES INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Herman F. Stouffer, whose postoffice address is Route 2, Smithsburg, Maryland; Omer T. Kaylor, Jr., whose postoffice address is Grice Building, Hagerstown, Maryland; and R. Noel Spence, whose postoffice address is Grice Building, 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 Colonial Estates Inc.

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

(a) To buy or otherwise acquire real estate and to subdivide, plat and sell the same, and generally to buy, sell and deal in real and personal property of every kind and description in such manner and upon such terms as the board of directors may determine; to act as trustee in every kind of fiduciary capacity, and generally to do all things necessary or convenient which are incident to or connected with the general business above mentioned, which a natural person would or might do.

(b) To purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever.

(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 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.

(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) 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.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Grice Building, Hagerstown, Maryland. The name and postoffice address of the resident agent in this State is R. Noel Spence, Grice Building, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The number of directors of the Corporation shall be not less than three (3) nor more than five (5); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Herman F. Stouffer, Omer T. Kaylor, Jr. and R. Noel Spence.

SIXTH: 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 value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

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 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 the *22nd* day of *April*, 1964.

Witness:

*Sandra D. Spencer*

*Herman F. Stouffer*  
Herman F. Stouffer

*Omer T. Kayton, Jr.*  
Omer T. Kayton, Jr.

*R. Noel Spence*  
R. Noel Spence

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *22<sup>nd</sup>* day of *April*, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Herman F. Stouffer, Omer T. Kaylor, Jr. and R. Noel Spence and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.



*Sandra D. Mercer*  
Notary Public

My commission expires:  
May 3, 1965

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. *10114*  
APR 15 10 39 AM '64  
L. J. MERRILL  
CLERK

ARTICLES OF INCORPORATION  
OF  
COLONIAL ESTATES INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 23, 1964 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 8807

6

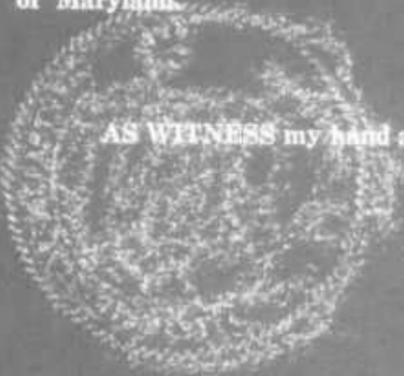
Recorded in Liber *F414*, folio *279*, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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. Bartley*

Received for record June 15, 1964 at 10:39 A.M. Liber 13, Receipt  
No. 10174

ARTICLES OF INCORPORATION  
OF  
H. A. REAL ESTATE COMPANY

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Herman F. Stouffer, whose postoffice address is Route 2, Smithsburg, Maryland; William G. Kolosky, whose postoffice address is Route 2, Smithsburg, Maryland; and R. Noel Spence, whose postoffice address is Grice Building, 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 H. A. Real Estate Company.

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

(a) To conduct a general brokerage, agency and commission business for others in the purchase, sale and management of real estate for others and the negotiation of loans thereon; to purchase and sell for others personal property, stocks, bonds, and notes, and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidences of value to secure them, and to act as agents for letting houses, lands, and the collection of rents and the payment of taxes.

(b) To buy or otherwise acquire real estate and to subdivide, plat and sell the same, and generally to buy, sell and deal in real and personal property of every kind and description in such manner and upon such terms as the board of directors may determine; to act as trustee in every kind of fiduciary capacity,

and generally to do all things necessary or convenient which are incident to or connected with the general business above mentioned, which a natural person would or might do.

(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 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.

(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) 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.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Grice Building, Hagerstown, Maryland. The name and postoffice address of the resident agent in this State is R. Noel Spence, Grice Building, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The number of directors of the Corporation shall be not less than three (3) nor more than five (5); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Herman F. Stouffer, William G. Kolosky and R. Noel Spence.

SIXTH: 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 value of all shares having par value is One Hundred Thousand (\$100,000) Dollars.

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 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 the *20th* day of *April*, 1964.

Witness:

*Herman F. Stouffer*  
Herman F. Stouffer

*William G. Kolosky*  
William G. Kolosky

*Sandra D. Mueser*

*R. Noel Spence*  
R. Noel Spence

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *20th* day of *April*, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Herman F. Stouffer, William G. Kolosky and R. Noel Spence and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.



*Sandra D. Mercer*  
Notary Public

My commission expires: May 3, 1965.

ARTICLES OF INCORPORATION  
OF  
H. A. REAL ESTATE COMPANY

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1112  
JUN 15 10 39 AM '64  
CLERK  
Q. MERIM SNYDER

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 23, 1964 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 8812

6  
Recorded in Liber F414, folio 247, 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.

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

*Charles W. Burges*

Received for record June 15, 1964 at 10:39 A.M. Liber 13,  
Receipt No. 10174

SOUTH HAGERSTOWN HIGH SCHOOL  
BAND BOOSTERS ASSOCIATION, INCORPORATED

ARTICLES OF INCORPORATION

FIRST: We, the subscribers, Richard T. Whisner, whose Post Office Address is 1173 Potomac Avenue, Hagerstown, Maryland, Edward R. Cushen, whose Post Office Address is 40 Roessner Avenue, Hagerstown, Maryland, and Elwood E. Kinney, whose Post Office Address is 641 Oak Ridge Drive, Hagerstown, Maryland, all being above twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland, associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is South Hagerstown High School Band Boosters Association, Incorporated.

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

- a. To support, encourage, and forward the interest of instrumental music in South Hagerstown High School; to assist in the planning such support as is needed in the way of finance, counsel, publicity and transportation, and to encourage interest and participation among the public in furthering the interest of the school's music education program.
- b. To bring about a closer relationship between the members of the School band and the faculty advisors and instructors; to assist in the procurement of instruments, uniforms, music and equipment of the band.
- c. To co-operate whenever and wherever possible with other musical organizations and band booster associations.

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

d. To buy, sell, lease, hold or improve, mortgage, pledge or otherwise encumber real estate.

e. To carry on any other business 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 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, or any other State in which the corporation carries on a business. The Corporation shall enjoy and exercise all the powers and rights conferred by statutes upon the Corporation and the enumeration of the specific powers in this certificate of incorporation and in furtherance of and not in limitation of the general powers conferred by Law.

FOURTH: The Post Office address of the place in which the Corporation in the State will be located is, 641 Oak Ridge Drive, Hagerstown, Maryland, the resident agent of the Corporation is Elwood E. Kinney, whose Post Office address is 641 Oak Ridge Drive, Hagerstown, Maryland, said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have ten (10) directors and Edward R. Cushen, Richard T. Whisner, Elwood E. Kinney, Earl P. Schlotterbeck, Freda K. Dodd, Frances Isabel Mongan, Lloyd F. Hamilton, Rodney Tucker, Flora R. Rohrer and Leroy N. Schoppert shall act as such until their successors are duly chosen and qualified.

SIXTH: The Corporation shall not have capital stock and the management and control of the Corporation shall be vested in the Board of Directors who shall be selected by the members of the Corporation as defined in the By-Laws in the manner provided therein.

SEVENTH: The duration of the Corporation shall be perpetual.

WITNESS our hands and seals this 15th day of April, A. D., 1964.

Richard T. Whisner (SEAL)  
Richard T. Whisner

Edward R. Cushen (SEAL)  
Edward R. Cushen

TEST:  
Howard E. Bell

Elwood E. Kinney (SEAL)  
Elwood E. Kinney

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 15th day of April, A. D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard T. Whisner, Edward R. Cushen and Elwood E. Kinney, and did each acknowledge the foregoing Articles of Incorporation to be their respective act and deed.

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

Howard E. Bell  
Notary Public  
HOWARD E. BELL  
NOTARY PUBLIC  
WASHINGTON COUNTY, MARYLAND

My Commission Expires:  
May 3, 1965

✓ NS

542

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
APR 15 11 39 AM '64  
G. MERLIN SWOFFORD  
CLERK

ARTICLES OF INCORPORATION  
OF

SOUTH HAGERSTOWN HIGH SCHOOL BAND BOOSTERS ASSOCIATION, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 27, 1964 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 8852

4

Recorded in Liber F 415, folio 93, 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.



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

*Charles W. [Signature]*

Received for record June 15, 1964 at 10:39 A.M. Liber 13, Receipt No. 10174

ARTICLES OF INCORPORATION  
OF  
ROSE HILL CEMETERY OF  
CLEAR SPRING, MARYLAND, INC.

THIS IS TO CERTIFY:

That we, the subscribers, Guy K. Angle, whose post office address is Clear Spring, Maryland, C. Harold Snyder, whose post office address is Clear Spring, Maryland, and Reverend Warren O. Ziegler, whose post office address is Clear Spring, Maryland, all being of full legal age, being desirous of forming a corporation, 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.

FIRST: The name of this organization shall be, "ROSE HILL CEMETERY OF CLEAR SPRING, MARYLAND, INC.

SECOND: The location of the corporation shall be Clear Spring, Washington County, Maryland.

THIRD: The corporation shall have perpetual existence.

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

(1) To establish, conduct and maintain a park and cemetery for the burying therein of human remains.

(2) To purchase, own, hold, lease, convey, mortgage, pledge, transfer or otherwise acquire or dispose of lands, buildings and other structures and all other property, both real and personal, of every class and description, or any interest therein necessary or desirable for the carrying on of the

aforesaid business.

(3) To carry on any other business which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid objects or to facilitate in the transaction of its aforesaid business.

The said corporation shall enjoy and exercise all the powers and rights enumerated herein and such enumeration of such specific powers in the Certificate of Incorporation is made in furtherance of, and not in limitation of the powers confirmed by Law.

FOUR: The post office address of the place at which the principal office of the corporation in this state will be located is Clear Spring, Maryland. The resident agent of the corporation is Max L. Corwell, whose post office address is Clear Spring, Maryland. Said resident is a citizen of the State of Maryland and actually resides therein.

FIVE: The corporation shall have no capital stock and 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.

SIXTH: The corporation shall provide such By-Laws for the conduct of its business and for the carrying out of its purposes as it may deem necessary from time to time.

SEVENTH: (1) The property of the corporation shall be held and its business affairs managed and controlled by a Board of Directors, the number, method of selection and term of office of whom shall be determined as set forth in the By-Laws.

2. The following persons shall act as Directors of the corporation until the first annual meeting, or until their

successors are duly elected: John L. Salvatore, Joseph R. Howell, Guy K. Angle, William E. Seibert, Glenn M. King, Paul L. Reger, George T. Boward, J. Frank Weller, W. Donald Kriner and Chester M. Reiff.

IN WITNESS WHEREOF, we, Guy K. Angle, C. Harold Snyder and Warren O. Ziegler, being all of the incorporators hereinabove named, have hereunto set our respective hands and seals this 27 day of March, A. D., 1964.

Witness:

Donald C. Hough

Donald C. Hough

Donald C. Hough

Guy K. Angle (SEAL)  
Guy K. Angle

C. Harold Snyder (SEAL)  
C. Harold Snyder

Warren O. Ziegler (SEAL)  
Warren O. Ziegler

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 27 day of March, A. D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Guy K. Angle, C. Harold Snyder and Warren O. Ziegler, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

My commission expires:  
May 3, 1965.

Donald C. Hough  
Notary Public  
By Spring  




5/5/64  
W. S.  
Received for record July 6, 1964 at 10:08 o'clock A. M.  
Receipt No. 10872 Liber 13

## ARTICLES OF INCORPORATION

OF

HARBAUGH COIN MACHINE SERVICE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers James W. Harbaugh whose post office address is Antietam Drive, Hagerstown, Maryland, Reuben Seegel whose post office address is 613 Guilford Avenue, Hagerstown, Maryland, and Charles W. Harbaugh whose post office address is 32 South Mulberry 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:

HARBAUGH COIN MACHINE SERVICE, INC.

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

(a) To own, buy, sell, trade in, lease, and service automatic coin devices and machines of all kinds.

(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, 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) 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.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 26 South Mulberry Street, Hagerstown, Maryland. The resident agent of the Corporation is James W. Harbaugh, whose postoffice address is Antietam 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 One Thousand shares (1,000) of the par value of One Hundred Dollars (\$100.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have three directors and James W. Harbaugh and Reuben Seegel and Charles W. Harbaugh 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 surpluses 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 reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more

respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on April 30<sup>th</sup>, 1964.

WITNESS:

<u>Paul Ottinger</u> Paul Ottinger	as to	<u>James W. Harbaugh</u> James W. Harbaugh
<u>Paul Ottinger</u> Paul Ottinger	as to	<u>Reuben Seegel</u> Reuben Seegel
<u>Paul Ottinger</u> Paul Ottinger	as to	<u>Charles W. Harbaugh</u> Charles W. Harbaugh

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

THIS IS TO CERTIFY that on April 30<sup>th</sup>, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington aforesaid, personally appeared James W. Harbaugh, Reuben Seegel and Charles W. Harbaugh 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.

Joanne Snyder  
Joanne Snyder, Notary Public



My Commission Expires:  
May 3, 1965

ARTICLES OF INCORPORATION  
OF  
HARBAUGH COIN MACHINE SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 4, 1964, at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

A 8973

Recorded in Liber 7 F416, folio 170, 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]*

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 10872

JUL 6 10 08 AM '64

CLERK  
G. MERLE SNYDER  
LAND & MORTGAGE SALES

Received for record July 6, 1964 at 10:08 o'clock A. M.  
Receipt No. 10872 Liber 13

*originals*  
*5/15/64*  
*H. L.*

HOFFMAN CHEVROLET, INC.  
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles W. Hoffman, Jr., whose post office address is 18 N. Locust St., Hagerstown, Maryland, Elizabeth M. Hoffman, whose post office address is 660 Preston Road, Hagerstown, Maryland, and Fred F. Remsburg, whose post office address is Sharpsburg, 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: "HOFFMAN CHEVROLET, 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 buy and sell, at wholesale and retail, lease, store and repair automobiles and motor vehicles of all descriptions and their parts and accessories; and to manufacture and sell automobile tops, bodies and other automobile parts.

(b) To conduct a general wholesale and retail business in procuring, manufacturing, buying, selling and otherwise dealing in all kinds of automobiles, tires, tubes, automobile equipment and accessories of every kind, character and description whatsoever.

(c) To buy and sell, at wholesale and retail, oils, greases, gasolines and other materials used in or about an automobile or motor vehicles of every kind and character.

(d) To conduct a general garage and storage place for automobiles, trucks and motor vehicles of every kind; to procure or sell and otherwise deal in and repair tractors or any other kind of machinery or personal property; to procure, manufacture, purchase,

own and sell all kinds of tools, appliances, machinery or equipment used or desired in the furtherance of or in carrying out any of the aforesaid objects or purposes.

(e) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire, by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements and hereditaments or other property of the company.

(f) 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 corporations, and while the owner thereof, to exercise all of the incidents of ownership.

(g) 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.

(h) 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 patent

rights, licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with any business carried on by the Corporation.

(i) 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, 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, 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 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. 18 North Locust Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are Charles W. Hoffman, Jr., 18 North Locust Street, 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 three thousand (3,000) shares of the par value of One Hundred (\$100.00) Dollars a share, all of one class, and having an aggregate par value of Three Hundred Thousand (\$300,000.00) Dollars.

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); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are Charles W. Hoffman, Jr., Elizabeth M. Hoffman, Fred F.

Remsburg and Leo H. Miller.

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.

(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) 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 any Director 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 the 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 authorizes 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 the 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.

(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 the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in these Articles of Incorporation.

(f) The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation to the General Powers conferred by law upon the directors of a corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on May 1st, 1964.

WITNESS:

Olive R. Shupp

Charles W. Hoffman, Jr.  
Charles W. Hoffman, Jr.

Elizabeth M. Hoffman  
Elizabeth M. Hoffman

Fred F. Remsburg  
Fred F. Remsburg

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

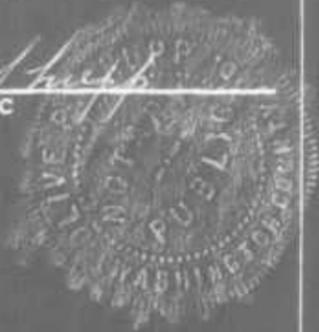
I HEREBY CERTIFY, That on this 1<sup>st</sup> day of May, 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles W. Hoffman, Jr., Elizabeth M. Hoffman and Fred P. Remsburg, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

*Oliver R. Shepp*  
Notary Public

My commission expires:

*May 3, 1965*



*Consents from:*

*Hoffman Chevrolet Sales, Inc.*

*The Hoffman Chevrolet Company*

ARTICLES OF INCORPORATION  
OF  
HOFFMAN CHEVROLET, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 4, 1964 at 4:00 o'clock P. M. as in conformity  
with law and ordered recorded.

A 8982

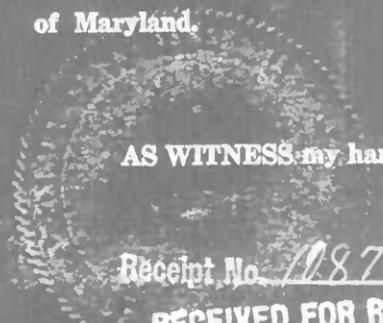
Recorded in Liber F 416, folio 134, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....60.00.....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]*

Receipt No. 10872  
**RECEIVED FOR RECORD**  
JUL 6 1964  
At 10:08 o'clock AM  
and Same Day Recorded in  
Liber No. \_\_\_\_\_ Folio \_\_\_\_\_  
one of the \_\_\_\_\_ Records of  
Washington County, Maryland  
and examined per  
[Signature] Clerk