5/15/64
W. J.

Received for record July 6, 1964 at 10:08 o'clock A. M.
Receipt No. 10872 Liber 14

ARTICLES OF INCORPORATION

INTERNATIONAL ANGEL CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John Bromstad, whose Post Office Address is 1412 Oak Hill Avenue, Hagerstown, Maryland, and Audrey J. Bromstad, whose post office box is 1412 Oak Hill Avenue, Hagerstown, Maryland, and Vincent R. Groh, whose post office address is 40 Summit Avenue, Hagerstown, Maryland, each of whom are at least 21 years of age, do hereby, under and by virtue of Article 23 of the Annotated Code of Maryland and the laws 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:

INTERNATIONAL ANGEL CORPORATION

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

a. To exercise all or any of the General powers conferred upon corporations by the above mentioned Article 23 and by Section 9, of said Article as set forth in the Annotated Code of Maryland, 1957 Edition

b. To engage in the business of designing, manufacturing, selling, merchandising and otherwise dealing in ladies dresses, articles of clothing or similar articles.

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

d. To Purchase, lease or otherwise acquire all or any part of the capital stock, property, rights, business 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, assure 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 or franchises in, sell or otherwise dispose of and deal in the same.

f. To carry on any of the businesses hereinbefore enumerated for itself or for the account of others or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects 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 shall be 40 Summit Avenue, Hagerstown, Maryland. The resident agent of the Corporation is John Bromstad, whose post office address is 1412 Oak Hill Avenue, Hagerstown, Maryland and he 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 all of which shall be common stock having a par value of One Hundred Dollars ($100.00) per share, the aggregate par value of all said shares being one hundred thousand Dollars ($100,000.00)

SIXTH: The shares of such stock shall be non-assessable and each share thereof shall be entitled to one (1) vote in all meetings of the stockholders of the Corporation. Dividends may be declared by the Board of Directors of the corporation at such times and in such amounts as the Board of Directors may determine, such dividends to be paid from profits or surplus of the Corporation. In the event of liquidation, dissolution or winding up of the affairs of the corporation, whether the same be 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 rights and obligations of stockholders shall be the same as set forth in the General Laws of Maryland in Article 23 of the Annotated Code of Maryland, except as may be specifically modified by these Articles of Incorporation. The shares of stock of the corporation shall be transferrable only on the books of the corporation upon surrender of the certificate thereof properly endorsed

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 $50,000.00, which is deemed to be capital required to initiate the corporate enterprise, have been issued; thereafter, stockholders shall have such pre-emptive rights as are provided in Article 23, Section 30 of said Code.

The Board of Directors may classify or re-classify any unissued shares of capital stock of the corporation by fixing or altering in any one or more respects, from time to time, before the issuance of such shares, the preference, rights, voting privileges, restrictions and qualifications, the dividends thereon the times and method of redemption thereof and the conversion rights of such shares.

EIGHTH: The Corporation directors shall not be more than five nor less than three in number and it is further provided that John Bromstad, Audrey Bromstad and Vincent R. Groh, the addresses of the same having been set forth hereinabove, shall act as directors until the first annual meeting of stockholders or until their successors are duly chosen and qualified.

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

a. The Board of directors of the corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class for such consideration as the Board of Directors may deem advisable, subject to such limitations and restraints as may be set forth in the by-laws of the corporation and in accordance with the laws of Maryland.

b. 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 or are directors or officers of such other corporation; any director individually or any firm or which any director may be pecuniarily or otherwise

interested, may be a party to or interested in any contract or transaction of this corporation, provided that the facts that he or such firm is so interested shall be disclosed or shall have been known to the majority of the board of directors; 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 or so interested.

c. at any meeting of the stockholders, any action taken or authorized which, in the absence of this provision, would require a greater proportion of votes, shall be valid and effective if taken or authorized by a majority of the votes entitled to be cast.

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, making changes in the rights of stockholders, or which make any exchange, re-classification or cancellation of stock or rights of stockholders, whether or not any such amendment alters the contract rights of any stock outstanding, as expressly set forth therein. Any such amendment shall be valid if authorized by the same majority vote of the stockholders as set forth in c. above.

John Bromstad
John Bromstad

Audrey J. Bromstad
Audrey J. Bromstad

Vincent R. Groh
Vincent R. Groh

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 8th day of May, 1964, before me, the subscriber, a notary public of the State and County aforesaid, personally appeared John Bromstad, Audrey J. Bromstad and Vincent R. Groh, the incorporators whose names are subscribed to the aforegoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

My Comm. Exp: 3 May 1965

Dorcas A. Barkman
Notary Public

ARTICLES OF INCORPORATION

OF

INTERNATIONAL ANGEL CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland May 14, 1964 at 10:07 o'clock A. M. as in conformity with law and ordered recorded.

A 9193

7

Recorded in Liber F48, folio 213, 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.

Receipt No. 10872
RECEIVED FOR RECORD
JUL 7 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
G. Melvin Snyder Clerk

8

5/15/64

Received for record July 6, 1964 at 10:08 o'clock A. M.
Receipt No. 10872 Liber 14

ARTICLES OF INCORPORATION

OF

MARLAND ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST. That we, the subscribers, Raymond E. Wilson, whose postoffice address is Holiday Acres, Route 2, Smithsburg, Maryland; Walter H. Palmer, whose postoffice address is Holiday Acres, Route 2, Smithsburg, Maryland; and Howard W. Koontz, whose postoffice address is 2343 Jefferson Boulevard, 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 MARLAND ENTERPRISES, 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 purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

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

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

(g) To 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, 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 Grice Building, Hagerstown, Maryland. The resident agent of the Corporation in this State is R. Noel Spence, whose postoffice address is Grice Building, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH. The total number of shares of stock which the Corporation has authority to issue is 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 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 Raymond E. Wilson, Walter H. Palmer and Howard W. Koontz.

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) 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 case thereon, except as otherwise provided in this charter.

(e) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease 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 13th day of May, 1964.

Raymond E. Wilson
Raymond E. Wilson

Walter H. Palmer
Walter H. Palmer

Witness:

Sandra D. Mercer

Howard W. Koontz
Howard W. Koontz

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 13th day of May, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Raymond E. Wilson, Walter H. Palmer and Howard W. Koontz, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

SANDRA D. MERCER NOTARY PUBLIC WASHINGTON COUNTY, MARYLAND

Sandra D. Mercer
Notary Public

My commission expires:
May 3, 1965

14

ARTICLES OF INCORPORATION

OF

MARLAND ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 14, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 9195

7

Recorded in Liber F417, folio 194, 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.

Receipt No. 10872
RECEIVED FOR RECORD
JUL 7 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
G. Melba Snyder Clerk

Received for record July 6, 1964 at 10:08 o'clock A. M.
Receipt No. 10872 Liber 14

ARTICLES OF INCORPORATION

OF

BOONSBORO AREA INDUSTRIAL DEVELOPMENT COMMISSION, INC.

THIS IS TO CERTIFY:

First: That we, the subscribers, John H. Bast, Sr., whose Post Office address is 103 North Main Street, Boonsboro, Washington County, Maryland, Edgar A. Green, whose Post Office address is 108 Lakin Avenue, Boonsboro, Washington County, Maryland, Merle R. Funk, whose Post Office address is 36 St. Paul Street, Boonsboro, Washington County, Maryland, J. Gilbert Everline, whose Post Office address is 40 St. Paul Street, Boonsboro, Washington County, Maryland, and J. Wesley Deavers, whose Post Office address is 7 Young Avenue, Boonsboro, 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: The name of the corporation is:

BOONSBORO AREA INDUSTRIAL DEVELOPMENT COMMISSION, 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 encourage, solicit, aid and assist in the industrial, civic and economic development of Washington County, Maryland and any and all parts thereof and the area surrounding the same.

F. To attract, encourage and negotiate with all types of industries or businesses now in existence or which may be hereafter formed or begun, within or without the State of Maryland, to the end that said industries or businesses may locate or engage in business in Washington County, Maryland, in Boonsboro and in the area surrounding said County and said Town, and to cooperate with other agencies having the same or similar objects or purposes.

G. To engage in all types of activities, alone or in cooperation with other organizations, for the purpose of encouraging and increasing the development and growth of businesses, the expansion of employment and the industrial or commercial growth of Boonsboro, the area surrounding Boonsboro and Washington County, Maryland.

H. 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.

I. 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. 40 St. Paul Street, Boonsboro, Washington

County, Maryland. The resident agent of the corporation is J. Gilbert Everline, whose Post Office address is 40 St. Paul Street, Boonsboro, 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 Ten Thousand (10,000) shares of the common stock of the par value of Ten ($10.00) Dollars each.

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 five (5) which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three (3); 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 John H. Bast, Sr., Edgar A. Green. Merle R. Funk, J. Gilbert Everline and J. Wesley Deavers.

Ninth: The Board of Directors of the corporation are hereby authorized and empowered to authorize the issuance from time to time of shares of stock, of any class, whether now or hereafter

18

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 may deem advisable.

Tenth: 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.

Eleventh: Stockholders shall not have preemptive rights and the voting rights of stockholders shall not be cumulative.

Twelfth: The Charter of this corporation shall be perpetual.

John H. Bast, Sr. (SEAL)

Edgar A. Green (SEAL)

Merle R. Funk (SEAL)

J. Gilbert Everline (SEAL)

J. Wesley Deavers (SEAL)

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

I HEREBY CERTIFY, That on this 12th day of May, A. D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Bast, Sr., Edgar A. Green, Merle R. Funk, J. Gilbert Everline and J. Wesley Deavers, personally known to me to be those persons whose names are subscribed to the aforegoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

GERALDINE FORD MOSER NOTARY PUBLIC WASHINGTON CO., MD.

Geraldine Ford Moser
Notary Public

My Commission Expires: May 3, 1965.

19

ARTICLES OF INCORPORATION

OF

BOONSBORO AREA INDUSTRIAL DEVELOPMENT COMMISSION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 14, 1964 at 10:11 o'clock A. M. as in conformity with law and ordered recorded.

A 9196

Recorded in Liber F418, folio 205, 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.

Receipt No. 10872

RECEIVED FOR RECORD
JUL 7 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
G. Mike Snyder Clerk

Received for record July 6, 1964 at 10:08 o'clock A. M.
Receipt No. 10872 Liber 14

5/25/49
W. R.
R

THE J. C. PARKIN COMPANY

ARTICLES OF INCORPORATION

- - - - - -

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Daniel W. Moylan, whose post office address is 100 West Washington Street, Hagerstown, Maryland, Shelby J. Crawford, whose post office address is Route 1, Fairplay, Maryland, and Geraldine M. Lum, whose post office address is 2307 Gay Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

"THE J. C. PARKIN COMPANY"

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

(1) To build and operate for profit a mechanical car-wash to clean and wash automobiles, trucks and other movable equipment, including drying, polishing and otherwise servicing such vehicles, and to do any and all acts and to engage in any and all business in any way related to or associated with such business.

(2) To transact its business, carry on its operations and exercise the powers granted by this Article in any state, territory, district, or possession of the United States, and in any foreign country.

(3) 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, franchises and income.

(4) 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.

(5) 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.

(6) To acquire shares of its own stock, and its own bonds, notes and other obligations, subject to the limitations provided in this Article.

(7) 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 its charter, and to take and hold real and personal property as security for the payment of funds so invested or loaned.

(8) To make reasonable gifts or contributions out of profits, when authorized by its board of directors so to do, to or for the use of (i) this State, its institutions and agencies, or any political subdivision of this State, and (ii) any corporation, trust, community chest or fund, foundation,

society or other organization for religious, charitable, scientific, civic, literary or educational purposes.

(9) To elect officers and appoint agents of the corporation, and to define their duties and determine their compensation, and to adopt and carry into effect employee and officer benefit plans.

(10) To make and alter by-laws not inconsistent with law or with its charter for regulating the government of the corporation and for the administration of its affairs.

(11) Generally to exercise the powers set forth in its charter and those granted by law and to do every other act or thing not inconsistent with law, which may be appropriate to promote and attain the purposes set forth in its charter.

FOURTH: The post office address of the principal office of the Corporation in this State is 1654 Fountain Head Road, Hagerstown, Maryland . The resident agent of the Corporation is John C. Parkin, whose post office address is 1654 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 one hundred thousand (100,000) shares of the par value of One Dollar ($1.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars ($100,000).

SIXTH: The Corporation shall have 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 John C. Parkin, Patricia L. Parkin and Ralph J. Lundrigan

shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(1) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock 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 is perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 14th day of May, A. D. 1964.

WITNESS AS TO ALL SIGNATURES:

Daniel W. Moylan
Daniel W. Moylan

Betty Baker

Shelby J. Crawford
Shelby J. Crawford

Geraldine M. Lum
Geraldine M. Lum

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14th day of May, 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Daniel W. Moylan, Shelby J. Crawford and Geraldine M. Lum, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

My commission expires
May 3, 1965

Betty Baker
Notary Public

24

ARTICLES OF INCORPORATION

OF

THE J. C. PARKIN COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland May 22, 1964, at 10:11 o'clock A. M. as in conformity with law and ordered recorded.

A 9340

5

Recorded in Liber F419, folio 434, 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.

Receipt No. 12872

RECEIVED FOR RECORD

JUL 7 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

G. Melvin Snyder Clerk

Received for record July 6, 1964 at 10:08 o'clock A. M.
Receipt No. 10872 Liber 14

THE CREASEY COMPANY

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the charter of THE CREASEY COMPANY, a Maryland corporation having its principal office in Hagerstown, Maryland (Hereinafter called the Corporation) is hereby amended by striking out the second paragraph of the certificate of incorporation (as amended) and inserting in lieu thereof the following:

Second

Name The name of the corporation is: "The Creasey Company of Maryland, Inc."

SECOND That the board of directors of the Corporation, at a meeting duly convened and held on April 15, 1964, duly advised the amendment of the charter of the Corporation hereinabove set forth by passing a resolution declaring that said amendment is advisable and calling a meeting of stockholders to take action thereon.

THIRD: That the meeting of stockholders of the Corporation, called by the board of directors of the Corporation as aforesaid and duly warned in the manner provided by law, was held at Hagerstown, Maryland, on April 30, 1964, and at said meeting of the stockholders, by the affirmative vote of the holders of all of the shares of each class of stock outstanding and entitled to vote, duly adopted the amendment of the charter of the Corporation hereinabove set forth.

IN WITNESS WHEREOF, THE CREASEY COMPANY has caused these presents to be signed in its name on its behalf by its President and its corporate seal to be hereto affixed and attested by its Secretary April 30, 1964.

THE CREASEY COMPANY

BY: J. A. Doll
J. A. Doll, President

ATTEST:

J. L. Doll
J. L. Doll, Secretary

STATE OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

I HEREBY CERTIFY, That on April 30, 1964, before me, the subscriber, a notary public of the State of Kentucky in and for the County of Jefferson, personally appeared J. A. Doll, President of The Creasey Company, 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 J. L. Doll, and made oath in due form of law that he was Secretary of the meeting of the stockholders of the corporation at which the issuance of the stock therein mentioned was authorized, and that the matters and facts set forth in said statement are true to the best of his knowledge, information and belief.

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

My commission expires December 31, 1967

Jane C. Sallee
Notary Public, Jefferson County, Kentucky
Notary Public, Jefferson County, Ky.
My commission expires Dec. 31, 1967

ARTICLES OF AMENDMENT
OF
THE CREASEY COMPANY
changing its name to
THE CREASEY COMPANY OF MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 15, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 9217

3

Recorded in Liber F 418, folio 336, 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.

Receipt No. 10872
RECEIVED FOR RECORD
JUL 7 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
G. Merlin Snyder Clerk

Received for record July 6, 1964 at 10:08 o'clock A. M.
Receipt No. 10872 Liber 14

ARTICLES OF DISSOLUTION

TOWNE MOTEL, INC., a Maryland Corporation having its principal office in Washington County, Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 1716 Dual Highway, 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 hereinafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, are David W. Moore, 926 Greenbriar Road, Hagerstown, Maryland, 21740. Said resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

Name	Post Office Address
David W. Moore	926 Greenbriar Road Hagerstown, Maryland
Elizabeth W. Moore	926 Greenbriar Road Hagerstown, Maryland
Gertrude Johnson	1607 Dual Highway Hagerstown, Maryland

FIFTH: The name, title and post office address of each of the officers of the Corporation are as follows:

Name	Title	Post Office Address
David W. Moore	President	926 Greenbriar Road Hagerstown, Maryland
Elizabeth W. Moore	Vice-President	926 Greenbriar Road Hagerstown, Maryland
Elizabeth W. Moore	Secretary	926 Greenbriar Road Hagerstown, Maryland
David W. Moore	Treasurer	926 Greenbriar Road Hagerstown, Maryland

SIXTH: The entire Board of Directors of the Corporation at a meeting of the Board of Directors duly convened and held on April 26, 1963, 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: The dissolution of the Corporation as proposed and advised by the Board of Directors was authorized by the stockholders of the Corporation at a meeting duly convened and held on April 26, 1963, by the affirmative vote of all of the stock entitled to vote thereon.

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 Article 23 of the Annotated Code of Maryland.

NINTH: 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 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 effective, namely:

Treasurer for Washington County, Maryland

Tax Collector and Treasurer for the City of Hagerstown

IN WITNESS WHEREOF, TOWNE MOTEL, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this 20 day of April, 1964.

TOWNE MOTEL, INC.

By David W. Moore
David W. Moore,
President

ATTEST:

Elizabeth W. Moore
Elizabeth W. Moore
Secretary

DISTRICT OF COLUMBIA, to-wit:

I HEREBY CERTIFY, That on this 20th day of April, A.D., 1964, before me, the subscriber, a Notary Public in and for the District of Columbia, personally appeared DAVID W. MOORE, President of TOWNE MOTEL, INC., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the aforegoing Articles of Dissolution to be the corporate act of said Corporation.

WITNESS my hand and Official Notarial Seal.

Ronald Rudden
Ronald Rudden
Notary Public

My Commission Expires Nov. 14, 1967

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 24th day of April, A.D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ELIZABETH W. MOORE, and made oath in due form of law that she was Secretary of the meeting of all of the stockholders 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 her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Pearl L. Gehr
Pearl L. Gehr,
Notary Public

My Commission expires May 3, 1965

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

LOUIS L. GOLDSTEIN
COMPTROLLER
BERNARD F. NOSSEL
CHIEF DEPUTY

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

TOWNE MOTEL, INC.

have been paid.

WITNESS my hand and official seal this thirty-first day of March A.D. 1964.

H. M. Zeck
Deputy Comptroller

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.

March 25, 1964

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, Towne Motel, Inc. as of this date

Charles B. Huyett
Tax Collector and
Treasurer

Hugh K. Troxell
TREASURER
OF
WASHINGTON COUNTY, MD.
Hagerstown, Maryland

January 7,1964

Re: Towne Motel, 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

TOWNE MOTEL,INC. 1716 Dual Highway, Hagerstown, Maryland

have been paid to and including the year 1963 and it is understood that there is no charge for 1964 as business was discontinued prior thereto. 64 NA

Witness the hand and seal of Hugh K. Troxell, County Treasurer for Washington County, this 7th day of January A.D. 1964.

Hugh K. Troxell SEAL
Hugh K. Troxell
Treasurer for Washington County,
Maryland

ARTICLES OF DISSOLUTION

OF

TOWNE MOTEL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 22, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 9321

8

Recorded in Liber F419, folio 270, 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 $ 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.

Receipt No. 10372
RECEIVED FOR RECORD
JUL 7 1964
At 10:08 o'clock A. M.
and Same Day Recorded in
Liber No. _____ Folio _____
one of the _____ Records of
Washington County, Maryland
and examined per
G. Merlin Snyder Clerk

Received for record July 6, 1964 at 10:08 o'clock A. M.
Receipt No. 10872 Liber 14

ARTICLES OF SALE OF ALL OR SUBSTANTIALLY ALL OF THE PROPERTY AND ASSETS OF MOSS INSURANCE AGENCY, INC., A CORPORATION ORGANIZED UNDER THE LAWS OF MARYLAND, TO WRIGHT, SPEICHER & GARDNER, INC., A CORPORATION ORGANIZED UNDER THE LAWS OF MARYLAND.

Pursuant to Section 70 of Article 23 of the Annotated Code of Maryland (1957 Edition).

FIRST: Moss Insurance Agency, Inc., a corporation organized and existing under the Laws of the State of Maryland (hereinafter sometimes called "Moss") agrees to sell all or substantially all of its property and assets, other than its cash and accounts receivable. The terms and conditions thereof and the mode of carrying the same into effect are as herein set forth in these Articles of Sale.

SECOND: The name of the purchaser of such property and assets is Wright, Speicher & Gardner, Inc., (hereinafter sometimes called "Purchaser") and the post office address of the principal place of business of the Purchaser is No. 49 Summit Avenue, Hagerstown, Maryland.

THIRD: The parties to these Articles of Sale are said Moss Insurance Agency, Inc., Transferor, and said Wright, Speicher & Gardner, Inc., Transferee, both being corporations organized and existing under the Laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by the Purchaser as transferee corporation to Moss for the property and assets of Moss, the transferor corporation,

is the sum of Thirty-one Thousand Seven Hundred Seventy-nine Dollars and Nineteen Cents ($31,779.19) in cash and a percentage of all net commissions earned on insurance renewed in proportion as follows:

Renewals from May 23, 1964, to May 22, 1966	60%
Renewals from May 23, 1966, to May 22, 1967	50%
Renewals from May 23, 1967, to May 22, 1969	40%

with a guarantee that the aggregate purchase price shall not be less than Ninety Thousand Dollars ($90,000.00).

FIFTH: The principal office of Moss is located in Hagerstown, Washington County, Maryland, and the principal office of the Transferee is located in Hagerstown, Washington County, Maryland; and Moss owns no property the title to which could be affected by the recording of an instrument among the Land Records.

SIXTH: These Articles of Sale were (a) duly advised by the Board of Directors of Moss by the adoption on the 21st day of May, 1964, at three o'clock, P.M., D.S.T., of a resolution declaring said sale therein proposed advisable substantially upon the terms and conditions set forth in these Articles of Sale and directing that said proposed Articles of Sale be submitted for action thereon at a special meeting of the stockholders of Moss to be thereafter held; and (b) duly approved by the stockholders of Moss in the manner and by the vote required by Section 66 of Article 23 of the Code of Public

General Laws of Maryland (1957 Edition), at the said meeting of stockholders held on the 21st day of May, 1964, at four o'clock, P.M., D.S.T., attended by the holders of all capital stock outstanding and entitled to vote, by the affirmative vote of the holders of more than two-thirds of the capital stock of Moss outstanding and entitled to vote.

SEVENTH: The sale to be effected by these Articles of Sale was duly advised and authorized and approved by the Board of Directors of the Transferee in the manner and by the vote required by the Laws of the State of Maryland.

IN WITNESS WHEREOF, Moss Insurance Agency, Inc., Transferor, and Wright, Speicher & Gardner, Inc., Transferee, the parties hereto, have caused these Articles of Sale to be signed in their respective corporate names and on their behalf by their respective Presidents and their corporate seals to be hereunto affixed, attested by their respective secretaries or acting secretaries, all as of this 25th day of May, 1964.

MOSS INSURANCE AGENCY, INC.,

By R. Philip Moss
R. Philip Moss, President,
Transferor.

(CORP. SEAL)

ATTEST: Merle S. Elliott
Merle S. Elliott,
Secretary.

WRIGHT, SPEICHER & GARDNER, INC.,

By Fred C. Wright Jr.
Fred C. Wright, Jr., President,
Transferee.

(CORP. SEAL)

ATTEST: David L. Bowen
David L. Bowen,
Secretary.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 25th day of May, A.D., 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared R. Philip Moss, President of Moss Insurance Agency,Inc., a corporation organized and existing under the Laws of Maryland, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Sale to be the corporate act of said corporation; and at the same time personally appeared Merle S. Elliott and made oath in due form of law that he was Secretary of the meeting of the stockholders of the said corporation attended by the holders of all its capital stock outstanding and entitled to vote at which meeting said Articles were approved and that said Articles were duly advised by the Board of Directors and approved by the stockholders of said corporation in the manner and by the vote stated in said Articles of Sale.

WITNESS my hand and Official Notarial Seal.

Doris I. Fryer
Notary Public.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 25th day of May, A.D., 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Fred C. Wright, Jr., President of Wright, Speicher, & Gardner, 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 aforegoing Articles of Sale to be the corporate act of said corporation and made oath in due form of law that said Articles were duly advised, authorized and approved by the Board of Directors of said corporation.

WITNESS my hand and Official Notarial Seal.

Donna M. Tedrick
Notary Public.

40

X

ARTICLES OF SALE

OF

MOSS INSURANCE AGENCY, INC. - A Maryland Corporation (Transferor)

to

WRIGHT, SPEICHER & GARDNER, INC. - A Maryland Corporation (Transferee)

approved and received for record by the State Department of Assessments and Taxation of Maryland May 28, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 9435

5

Recorded in Liber F420, 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.

Receipt No. 10872

RECEIVED FOR RECORD
JUL 7 1964
At 10:08 o'clock A.M.
and Same Day Recorded in
Liber No. ..... Folio .....
one of the ..... Records of
Washington County, Maryland
and examined per
G. Merle Snyder Clerk

Received for Record Aug. 21, 1964 at 9:05 A. M. Liber 14
Receipt No. 12240

8/21/64
M. L.

ARTICLES OF INCORPORATION

OF

D. M. D., INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, MARTIN D. FLEISHER, WHOSE POST OFFICE ADDRESS IS 700 TRACEY LANE, HAGERSTOWN, MARYLAND, EDDA MARIE FLEISHER, WHOSE POST OFFICE ADDRESS IS 700 TRACEY LANE, HAGERSTOWN, MARYLAND, AND DAVID K. POOLE, JR., 138 W. WASHINGTON STREET, HAGERSTOWN, MARYLAND, ALL BEING AT LEAST TWENTY-ONE YEARS OF AGE, DO UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, ASSOCIATE OURSELVES WITH THE INTENTION OF FORMING A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

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

D. M. D., INC.

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

(A) TO CONDUCT AND CARRY ON THE BUSINESS OF BUILDERS AND CONTRACTORS FOR THE PURPOSES 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, INCLUDING THE BUILDING, REBUILDING, ALTERATION, REPAIRING OR IMPROVEMENT OF HOUSES, FACTORIES, BUILDINGS, WORKS OR ERECTIONS OF EVERY KIND AND DESCRIPTION WHATSOEVER AND WITH THAT END IN VIEW TO SOLICIT, OBTAIN, MAKE, PERFORM AND CARRY OUT CONTRACTS COVERING THE BUILDING AND CONSTRUCTING BUSINESS AND THE WORK CONNECTED 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 SITUATED.

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

(E) TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, ALL OR ANY PART OF THE PROPERTY, RIGHTS, BUSINESSES, CONTRACTS, GOODWILL, FRANCHISES AND ASSETS OF EVERY KIND, OF ANY CORPORATION, CO-PARTNERSHIP OR INDIVIDUAL (INCLUDING THE ESTATE OF A DECEDENT) CARRYING ON OR HAVING CARRIED ON IN WHOLE OR IN PART ANY OF

THE AFORESAID BUSINESSES OR ANY OTHER BUSINESSES THAT THE CORPORATION MAY BE AUTHORIZED TO CARRY ON, AND TO UNDERTAKE, GUARANTEE, ASSUME AND PAY THE INDEBTEDNESS AND LIABILITIES THEREOF, AND TO PAY FOR ANY SUCH PROPERTY, RIGHTS, BUSINESS, CONTRACTS, 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, FORMULAS, AND THE LIKE, WHICH MIGHT BE USED FOR ANY OF THE PURPOSES OF THE CORPORATION; AND TO USE, EXERCISE, DEVELOP, GRANT LICENSES IN RESPECT OF, SELL AND OTHERWISE TURN TO ACCOUNT, THE SAME.

(G) TO PURCHASE OR OTHERWISE ACQUIRE, HOLD AND REISSUE SHARES OF ITS CAPITAL STOCK 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, OF 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 ALLOR 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 TN 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 700 TRACEY LANE, HAGERSTOWN, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS MARTIN D. FLEISHER, WHOSE POST OFFICE ADDRESS IS 700 TRACEY LANE, 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 (ONE THOUSAND) SHARES OF THE PAR VALUE OF $100.00 (ONE HUNDRED DOLLARS) EACH, ALL OF WHICH SHARES ARE OF ONE CALSS 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 MARTIN D. FLEISHER, EDDA MARIE FLEISHER, AND DAVID K. POOLE, 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, 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 DISPOSTION 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.

(C) THE CORPORATION RESERVES THE RIGHT TO MAKE FROM TIME TO TIME ANY AMENDMENTS OF ITS CHARTER WHICH MAY NOW OR THEREAFTER BE AUTHORIZED BY LAW, INCLUDING ANY AMENDMENTS CHANGING THE TERMS OF ANY CLASS OF ITS STOCK BY CLASSIFICATIONS, RE-CLASSIFICATION OR OTHERWISE, BUT NO SUCH AMENDMENT WHICH CHANGES THE TERMS OF ANY OF THE OUTSTANDING STOCK SHALL BE VALID UNLESS SUCH CHANGE OF TERMS SHALL HAVE BEEN AUTHORIZED BY THE HOLDERS OF FOUR-FIFTHS 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 19TH DAY OF JUNE, A.D., 1964.

WITNESS:

Mary Bishop — Martin D. Fleisher
MARTIN D. FLEISHER

Mary Bishop — Edda Marie Fleisher
EDDA MARIE FLEISHER

Mary Bishop — David K. Poole, Jr.
DAVID K. POOLE, JR.

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY THAT ON THIS 19th DAY OF JUNE, 1964, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED MARTIN D. FLEISHER, EDDA MARIE FLEISHER, AND DAVID K. POOLE, JR., AND SEVERALLY ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

MY COMMISSION EXPIRES
MAY 3, 1965.

Mary Bishop
NOTARY PUBLIC

ARTICLES OF INCORPORATION

OF

D. M. D., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 22, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 9836

Recorded in Liber F424, folio 528, 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.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 1224
AUG 21 9 05 AM '64
FILED
LAND - C MORTG - C SALES
G. MERLIN SNIVELY
CLERK

46

6/11/64
W. S.

Received for Record Aug. 21, 1964 at 9:05 A. M. Liber 14
Receipt No. 12240

ARTICLES OF INCORPORATION

OF

THE JOHN R. OLIVER COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John R. Oliver, whose postoffice address is Route 6, Hagerstown, Maryland; Betty C. Oliver, whose postoffice address is Route 6, Hagerstown, Maryland; and Irvin S. Blair, whose postoffice address is Route 5, 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 THE JOHN R. OLIVER COMPANY, INC.

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 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 purpose.

(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 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 is Route 6, Hagerstown, Maryland. The resident agent of the Corporation is John R. Oliver, whose postoffice address if 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 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, John R. Oliver, Route 6, Hagerstown, Maryland; Betty C. Oliver, Route 6, Hagerstown, Maryland; and Irvin S. Blair, Route 5, Hagerstown, Maryland; and those three 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 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 28th day of May 1964.

John R. Oliver (SEAL)
John R. Oliver

Betty C. Oliver (SEAL)
Betty C. Oliver

Witness:
Esther K. Gantz

Irvin S. Blair (SEAL)
Irvin S. Blair

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 28th day of May, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John R. Oliver, Betty C. Oliver, and Irvin S. Blair and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Esther K. Gantz
Notary Public

ESTHER K. GANTZ NOTARY PUBLIC WASHINGTON COUNTY, MARYLAND

My commission expires:
May 3, 1965

ARTICLES OF INCORPORATION

OF

THE JOHN R. OLIVER COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 10, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 9633

8

Recorded in Liber F 422, folio 472, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 14.00

To the clerk of the Circuit Court of Washington County

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

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

Charles O. Baxter

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECORDED IN LIBER 12 2-40
JUN 21 9 05 AM '64
FEES PAID
LAND RECORDS - BALT.
E. MERLIN GAYDOS
CLERK

Received for Record Aug. 21, 1964 at 9:05 A. M. Liber 14
Receipt No. 12240

ARTICLES OF INCORPORATION

of

MILLBER CORPORATION

THIS IS TO CERTIFY:-

FIRST: That we, the subscribers, Omer D. Sprecher, Jr., whose postoffice address is 1314 Oak Hill Avenue, Hagerstown, Maryland; John H. Kehne, whose postoffice address is 1231 Ravenwood Heights, Hagerstown, Maryland; and Mildred F. Kehne, whose postoffice address is 1231 Ravenwood Heights, 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 MILLBER 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, with or without improvements thereon, 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; 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 guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the

purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and 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 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 is 1229 Ravenwood Heights, Hagerstown, Maryland. The resident agent of the Corporation is Omer D. Sprecher, Jr., whose postoffice address is 1314 Oak Hill Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have four (4) directors and Omer D. Sprecher, Jr., 1314 Oak Hill Avenue, Hagerstown, Maryland; John H. Kehne, 1231 Ravenwood Heights, Hagerstown, Maryland; Mildred F. Kehne, 1231 Ravenwood Heights, Hagerstown, Maryland; and Bernice G. Sprecher, 1314 Oak Hill Avenue, Hagerstown, Maryland, 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 1st day of ~~May~~ June, 1964.

WITNESS:

Charlotte Eichelberger as to Omer D. Sprecher, Jr. (SEAL)
Omer D. Sprecher, Jr.

Charlotte Eichelberger as to John H. Kehne (SEAL)
John H. Kehne

Charlotte Eichelberger as to Mildred F. Kehne (SEAL)
Mildred F. Kehne

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 1st day of ~~May~~ June, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Omer D. Sprecher, Jr., John H. Kehne and Mildred F. Kehne, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Charlotte Eichelberger
Notary Public

My Commission Expires: May 3, 1965.

CHARLOTTE EICHELBERGER · NOTARY PUBLIC · WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

MILLBER CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland June 2, 1964, at 10:06 o'clock A. M. as in conformity with law and ordered recorded.

A 9492

8

Recorded in Liber F421, folio 262, 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.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 12240
AUG 21 9 05 AM '64
FOLIO
LAND C MORTG C SALES
G. MERLIN SNYDER
CLERK

62

7/11/64 W. L.

Received for Record Aug. 21, 1964 at 9:05 A. M. Liber 14
Receipt No. 12240

ARTICLES OF INCORPORATION

OF

LAURICELLA DENTAL LABORATORIES, INC.

THIS IS TO CERTIFY:

FIRST. That we, the subscribers, William J. Lauricella, whose postoffice address is 441 North Colonial Drive, Hagerstown, Maryland; R. Noel Spence, whose postoffice address is Grice Building, Hagerstown, Maryland; and Omer T. Kaylor, Jr., whose postoffice address is Grice Building, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND. The name of the corporation (which is hereinafter called the Corporation) is LAURICELLA DENTAL LABORATORIES, INC.

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

(a) To conduct and operate a dental laboratory and in particular, to engage in the fabrication, design and repair of any and all dental prosthesis.

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

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

(d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent),

carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

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

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

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 245 North Potomac Street, Hagerstown, Maryland. The resident agent of the Corporation in this State is William J. Lauricella, whose postoffice address is 441 North Colonial 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 (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. Stock subscribed for shall not be sold by the subscriber or his heirs to any other person without first being offered to the Corporation at book value, as it may be determined by the Corporation's accountant as of the date of such offer.

SIXTH. 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 William J. Lauricella, R. Noel Spence 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, and subject to the restriction as set forth in Paragraph fifth above.

(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 other wise 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) 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 case thereon, except as otherwise provided in this charter.

(e) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease 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 29th day of June, 1964.

William J. Lauricella

William J. Lauricella

R. Noel Spence

R. Noel Spence

Omer T. Kaylor, Jr.

Omer T. Kaylor, Jr.

Witness:

Sandra D. Mercer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 29th day of June, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared William J. Lauricella, R. Noel Spence and Omer T. Kaylor, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

SANDRA D. MERCER NOTARY PUBLIC WASHINGTON COUNTY, MARYLAND

Sandra D. Mercer
Notary Public

My commission expires:
May 3, 1965

68

ARTICLES OF INCORPORATION

OF

LAURICELLA DENTAL LABORATORIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 30, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 9955

7

Recorded in Liber F-425, folio 349, 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.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 12246
AUG 21 9 05 AM '64
[illegible]
CLERK

Received for Record Aug. 21, 1964 at 9:05 A. M. Liber 14 69
Receipt No. 12240

MADISON MORTGAGE AND FINANCE SERVICES, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Jack Eisenberg, whose Post Office Address is The Alexander Hotel, Hagerstown, Maryland, William J. Dwyer, whose Post Office Address is 10 North Jonathan Street, Hagerstown, Maryland, and E. Eugene Geary, whose Post Office Address is 43 East Washington Street, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

Madison Mortgage and Finance Services, Inc.

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

(a) To engage in the business of arranging financing of mortgages and servicing such.

(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.

WILLIAM J. DWYER
ATTORNEY AT LAW
10 JONATHAN STREET
HAGERSTOWN, MARYLAND

(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 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.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is 10 North Jonathan Street, Hagerstown, Maryland. The name and Post Office address of the resident agent of the Corporation in this State are William J. Dwyer, 10 North Jonathan 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 One hundred (100) Shares of the part value of One Hundred ($100.00) Dollars a share, all of one class, and having an aggregate par value of Ten Thousand ($10,000.00) 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 at all times consist of an odd number of directors and shall never be less than three; and

the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Jack Eisenberg, William J. Dwyer, and E. Eugene Geary.

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) All shares of stock to be issued only by the Corporation and cannot be sold, pledged or otherwise disposed of by any stockholder except by permission of the Board of Directors of said Corporation. Any stockholder desiring to dispose of any or all of his stock must first offer same to the Board of Directors for either purchase by them or to an approved purchaser. All sales to be at par value and if not acted upon within ninety (90) days by Board of Directors, said stockholder may sell his stock privately.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 13th day of June, A.D. 1964.

JoAnn Bisquier as to Jack Eisenberg (SEAL)
Jack Eisenberg

JoAnn Bisquier as to William J. Dwyer (SEAL)
William J. Dwyer

JoAnn Bisquier as to E. Eugene Geary (SEAL)
E. Eugene Geary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 13th day of June, A.D. 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Jack Eisenberg, William J. Dwyer, and E. Eugene Geary, all of whom being personally known to me, and acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

Evelyn C. Miller

Notary Public

My Commission Expires:

May 3, 1965

ARTICLES OF INCORPORATION

OF

MADISON MORTGAGE AND FINANCE SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 15, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 9692

5

Recorded in Liber F423, folio 359, 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.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 122.40
Aug 21 9 05 AM '64
FOLIO
LAND RE MORTG C/SALEC
G. MERLIN SNYDER
CLERK

Received for Record Aug. 21, 1964 at 9:05 A. M. Liber 14
Receipt No. 12240

JIFFY CARWASH, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Edwin Chidakel, whose post office address is 626 Kennebec Avenue, Tacoma Park, Maryland, Myer R. Chidakel, whose post office address is 4545 Connecticut Avenue, N. W., Washington, D. C., and Edwin H. Miller, whose post office address is Maryland 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 the General Laws of the State of Maryland.

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

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

(a) To operate a car washing establishment and perform all services in connection therewith.

(b) To manufacture and deal in automobiles, motors, and vehicles of all kinds and in all articles and supplies used in connection therewith.

(c) To buy, sell, lease, store, repair and wash automobiles and motor vehicles of every kind and description, and their parts and accessories; and to manufacture and sell automobile bodies, tops and other automobile parts.

(d) To procure, purchase, own, sell, repair and otherwise deal in all kinds of automobiles, trucks, and motor vehicles whatsoever, of every kind and description and all parts, equipment, accessories and appliances of every kind for the same, both wholesale andretail, including oils, greases, gasoline and all other materials used in, on or about an automobile, motor truck or motor vehicle of any kind.

(e) To procure, manufacture, purchase, own and sell all kinds of tools, appliances, machinery or equipment used or desired in the furtherance or carrying out of any of the aforesaid

objects or purposes.

(f) 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.

(g) 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.

(h) 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.

(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 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 principal office of the Corporation in this State is: #234 North Jonathan Street,

Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is: Edwin Chidakel, 626 Kennebec Avenue, Takoma Park, 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 (5,000.00) shares of the par value of Ten ($10.00) Dollars a share, all of one class, and having an aggregate par value of Fifty Thousand ($50,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased, or decreased, 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 Edwin Chidakel, Myer R. Chidakel and Pauline P. Chidakel.

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 June 15th, 1964.

WITNESS:

Edwin Chidakel
Edwin Chidakel

Myer R. Chidakel
Myer R. Chidakel

Edwin H. Miller
Edwin H. Miller

Olive R. Shupp
OLIVE R. SHUPP

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

I HEREBY CERTIFY, That on this 15th day of June, 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edwin Chidakel, Myer R. Chidakel and Edwin H. Miller, 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.

My commission expires:
May 3, 1965

Olive R. Shupp
Notary Public
OLIVE R. SHUPP

OLIVE R. SHUPP NOTARY PUBLIC WASHINGTON COUNTY, MD.

ARTICLES OF INCORPORATION

OF

JIFFY CARWASH, INC..

approved and received for record by the State Department of Assessments and Taxation of Maryland June 16, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 9716

6

Recorded in Liber F423, folio 217, 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.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 12240
AUG 21 9 05 AM '64
FOLIO
LIBER 1 WRB 8 SALEC
MERLIN SNYDER
CLERK

Received for Record Aug. 21, 1964 at 9:05 A. M. Liber 14
Receipt No. 12240

SHARPSBURG MUSEUM, INC.

ARTICLES OF REVIVAL

SHARPSBURG MUSEUM, 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 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 forfeiture of its charter was Sharpsburg Museum, Inc.

THIRD: The name by which the Corporation will hereafter be known is ANTIETAM-SHARPSBURG MUSEUM, INC.

FOURTH: (a) The post office address of the principal office of the Corporation is No. 10 Jonathan Street, 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 are William J. Dwyer, 10 Jonathan Street, Hagerstown, Washington County, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival the Corporation has:

(a) Paid all fees required by law.

(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited.

(c) Paid all state and local taxes (other than taxes on real estate and all interest and

WILLIAM J. DWYER
ATTORNEY AT LAW
10 JONATHAN STREET
HAGERSTOWN, MARYLAND

and penaltied 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 June 11, 1964.

Douglas S. Wright
Last Acting Vice President

Mary Louise Raup
Last Acting Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBYCERTIFY THAT ON THIS 12th day of June, A.D., 1964, before me, the subscriber, a Notary Public of the State of Maryland in and for Washington County, personally appeared Douglas S. Wright, the last acting Vice-President and Mary Louise Raup, the last acting Secretary of Sharpsburg Museum, Inc., a Maryland corporation, and severally acknowledged the aforegoing Articles of Revival to be their act.

WITNESS my hand and official Notarial seal.

Evelyn C. Miller
Notary Public

My Commission Expires:
May 3, 1965

Hugh K. Troxell
TREASURER
OF
WASHINGTON COUNTY, MD.
Hagerstown, Maryland

June 3, 1964

State Department of Assessments & Taxation,
301 Preston St.,
Baltimore, Md.

Re: Sharpsburg Museum, Inc.
Sharpsburg, Md.

Gentlemen:

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 and payable to the County Treasurer for Washington County by Sharpsburg Museum, Inc. have been paid to and including fractional levy to July 1st., 1964.

Witness the hand and seal of Hugh K. Troxell, County Treasurer for Washington County this 3rd. day of June A.D., 1964.

Hugh K. Troxell SEAL
Hugh K. Troxell
Treasurer for Washington Co. Md.

ARTICLES OF REVIVAL

OF

SHARPSBURG MUSEUM, INC.

changing its name to

ANTIETAM-SHARPSBURG MUSEUM, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 17, 1964, at 2:30 o'clock A. M. as in conformity with law and ordered recorded.

A 9766

3

Recorded in Liber F423, folio 98, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Spec. 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 W. Bartgis

STATE OF MD
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 12240
AUG 21 9 05 AM '64
LIBER
LAND C/MOR C/SALES
G. MERLIN SNOWDER
CLERK

Received for Record Aug. 21, 1964 at 9:05 A. M. Liber 14
Receipt No. 12240

HAMILTON PONTIAC, INC.

ARTICLES OF AMENDMENT

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

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

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

HAMILTON PONTIAC-CADILLAC, INC."

SECOND: That the Directors of said Corporation at a meeting duly convened and held on the 28th day of May, A. D., 1964, adopted a resolution in which was set forth the aforegoing amendment to the Charter, declaring that said amendment to the Charter was advisable and directing that such proposed amendment be submitted for action thereon at a special meeting of the stockholders to be held in accordance with requirements of law.

THIRD: That pursuant to the requirements of law special meeting of stockholders of said Corporation was duly held on the 28th day of May, A. D., 1964, and that all of the stockholders of said Corporation were in attendance at such meeting.

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

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

attached duly attested by its Secretary.

HAMILTON PONTIAC, INC.

Attest as to Corp. Seal:

BY William C. Hamilton, President

Daniel S. Sowers, Secretary

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

I HEREBY CERTIFY, That on this 28th day of May, A. D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William C. Hamilton, President, who did make oath in due form of law that he is and was the President of the above named Corporation at the Special Meeting of Directors alleged in the aforegoing Articles of Amendment and that he was likewise Chairman of the Special Meeting of the Stockholders held as alleged in the aforegoing Articles of Amendment and who further made oath in due form of law that the matters and facts set forth in the aforegoing Articles of Amendment are true to the best of his knowledge and belief.

Witness my hand and official Notarial Seal.

Notary Public

My Commission Expires: May 3, 1965

86

ARTICLES OF AMENDMENT

OF

HAMILTON PONTIAC, INC.

Changing its name to

HAMILTON PONTIAC-CADILLAC, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 3, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 9536

3

Recorded in Liber F421, folio 340, 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. Boerstler

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 122140
AUG 21 9 OF AM '64
FOR
LAND MORTGAGE SALES
G. MERLIN SNYDER
CLERK

1/8/64
W. L.

WALLACE OF HAGERSTOWN, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That we, the subscribers, BUTLER WALLACE, whose post-office address is 10106 Parkwood Terrace, Bethesda, Maryland; RUTH M. WALLACE, whose post-office address is 10106 Parkwood Terrace, Bethesda, Maryland; and THOMAS DELUZIO, whose post-office address is 6230 3rd Street, N. W., Washington 11, D. C., and each being twenty-one years of age, do hereby associate ourselves with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

1. The name of the corporation (hereinafter called the "Corporation") is:

WALLACE OF HAGERSTOWN, INC.

2. The objects and purposes for which and for any of them, this Corporation is formed, and the business to be carried on by it are to do any and all of the following things:

(a) To purchase, sell, lease or otherwise acquire, hold, develop, improve, mortgage, exchange, let or in any manner encumber or dispose of real property, fee simple and leasehold, wherever situate; to buy, store, sell, handle, deal in and otherwise dispose of goods, wares, merchandise and services of all kinds and descriptions; to conduct a general brokerage agency and commission business for others in the purchase, storage, sale and handling and otherwise disposing of merchandise, materials of all kinds and negotiations of loans thereon; to establish, lease, own, carry on stores and/or warehouses for the sale and/or storage of merchandise and equipment; to have one or more offices; and generally, to do all the things which may be necessary and proper in connection with any business conducted by it and which might not be contrary to law, including the conducting of a business and/or businesses for the sale of beauty supplies, services and goods.

(b) To borrow money and to pledge as collateral therefore any and all of the assets of the Corporation.

(c) To maintain margin accounts and make short sales of all kinds and descriptions.

(d) To engage in any other business of whatsoever kind and description within the State of Maryland or elsewhere that may be directly or indirectly calculated to effectuate the objects and purposes of the Corporation or any of them.

(e) To acquire good will, trade name, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm or association or corporation engaged in a similar business, and to pay for same in cash and stock of this Corporation or otherwise.

(f) To acquire by subscription, purchase, exchange, or to otherwise acquire and hold for investment or otherwise to use, sell, dispose, pledge, mortgage, or hypothecate any bonds, stocks, or other obligation of any corporation while the owner thereof, to exercise all of the rights, powers and privileges of ownership thereof, to borrow money and issue notes and bonds as authorized by the laws of this State and to execute mortgages, deeds of trust, or other forms of contracts as securities for same and guaranteeing the payment thereof.

(g) To consolidate with other corporations engaged in any business similar or analogous to those of this Corporation or to any of the objects of this Corporation.

(h) In general, to carry on any lawful business and to have and to exercise all powers conferred by the general laws of the State of Maryland upon corporations, formed thereunder and to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of this charter by said general laws, now or hereafter in force; and the enumeration of certain powers as herein specified not being intended to exclude any other powers, rights and privileges granted to or conferred upon corporations of this character by said general laws now or hereafter in force; and that said Corporation is formed under the articles, conditions and provisions herein expressed and subject in all particulars to the limitations pertaining to corporations which are contained in the General Laws of this State.

3. The business and operations of said Corporation are to be carried on in the State of Maryland and elsewhere in the United States and in such other localities as the Board of Directors deem advisable.

4. The post office address of the place at which the principal office of the Corporation shall be located in the State of Maryland is 26 East Antietam Street, Hagerstown, Maryland. The Resident Agent of the Corporation is BUTLER WALLACE, 10106 Parkwood Terrace, Bethesda, Maryland, and said Resident Agent is a citizen of the State of Maryland and actually resides therein.

5. The total amount of authorized capital stock is one hundred thousand (100,000) shares of the par value of One ($1.00) Dollar per share.

6. The Board of Directors may issue from time to time shares of its stock with or without the par value of any class and securities convertible into shares of its stock with or without the par value of any class for such consideration as the said Board of Directors may deem advisable. The Board of Directors shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock without par value or securities convertible into shares of stock without par value to be issued.

7. No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall, in any way, be affected by the fact that any of the directors of this Corporation are pecuniarly 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 or a party to, or may be pecuniarly or otherwise interested in, any contract or transaction of this Corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; any director of this Corporation who is also a director or officer of such 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 so interested and not such a director or officer of such corporation.

8. The Corporation shall have three (3) directors or more and the following named persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified:

BUTLER WALLACE, 10106 Parkwood Terrace, Bethesda, Maryland
RUTH M. WALLACE, 10106 Parkwood Terrace, Bethesda, Maryland
THOMAS DELUZIO, 6230 3rd Street, N. W., Washington 11, D. C.

The Corporation may determine by its By-Laws the classifications and number of its directors, which may from time to time be fixed at a number greater than that named in this charter, but shall never be less than three.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals, this 1 day of June, 1964.

ATTEST TO ALL:

Butler Wallace (SEAL)
BUTLER WALLACE

Harry S. Shapiro

Ruth M. Wallace (SEAL)
RUTH M. WALLACE

Thomas Deluzio (SEAL)
THOMAS DELUZIO

STATE OF MARYLAND)
TO WIT:
CITY OF BALTIMORE)

I HEREBY CERTIFY, that on this 1 day of June, 1964, before me, the subscriber, a Notary Public of the State and City aforesaid, personally appeared BUTLER WALLACE, RUTH M. WALLACE, and THOMAS DELUZIO, known to me to be the persons whose names are subscribed to the within instrument; and they acknowledged that they executed the same for the purposes therein contained.

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

HARRY S. SHAPIRO NOTARY PUBLIC BALTIMORE CO., MD.

Harry S. Shapiro
NOTARY PUBLIC

ARTICLES OF INCORPORATION

OF

WALLACE OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 6, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 13464
SEP 18 10 24 AM '64
LIBER 14 FOLIO 87
LAND RECORDS C/SALES
G. MERLIN SNYDER
CLERK

A 10091

5

Recorded in Liber F427, 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 H. Bartgis

92

Received for Record Sept. 18, 1964 at 10:24 A. M. Liber 14
Receipt No. 13048

WALLACE ENTERPRISES OF MD., INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That we, the subscribers, BUTLER WALLACE, whose post-office address is 10106 Parkwood Terrace, Bethesda, Maryland; RUTH M. WALLACE, whose post-office address is 10106 Parkwood Terrace, Bethesda, Maryland; and THOMAS DELUZIO whose post-office address is 6230 3rd Street, N. W., Washington 11, D. C., and each being twenty-one years of age, do hereby associate ourselves with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

1. The name of the corporation (hereinafter called the "Corporation") is:

WALLACE ENTERPRISES OF MD., INC.

2. The objects and purposes for which and for any of them, this Corporation is formed, and the business to be carried on by it are to do any and all of the following things:

(a) To purchase, sell, lease or otherwise acquire, hold, develop, improve, mortgage, exchange, let or in any manner encumber or dispose of real property, fee simple and leasehold, wherever situate; to buy, store, sell, handle, deal in and otherwise dispose of goods, wares, merchandise and services of all kinds and descriptions; to conduct a general brokerage agency and commission business for others in the purchase, storage, sale and handling and otherwise disposing of merchandise, materials of all kinds and negotiations of loans thereon; to establish, lease, own, carry on stores and/or warehouses for the sale and/or storage of merchandise and equipment; to have one or more offices; and generally, to do all the things which may be necessary and proper in connection with any business conducted by it and which might not be contrary to law, including the conducting of a business and/or businesses for the sale of beauty supplies, services and goods.

(b) To borrow money and to pledge as collateral therefore any and all of the assets of the Corporation.

(c) To maintain margin accounts and make short sales of all kinds and descriptions.

(d) To engage in any other business of whatsoever kind and description within the State of Maryland or elsewhere that may be directly or indirectly calculated to effectuate the objects and purposes of the Corporation or any of them.

(e) To acquire good will, trade name, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm or association or corporation engaged in a similar business, and to pay for same in cash and stock of this Corporation or otherwise.

(f) To acquire by subscription, purchase, exchange, or to otherwise acquire and hold for investment or otherwise to use, sell, dispose, pledge, mortgage, or hypothecate any bonds, stocks or other obligation of any corporation while the owner thereof, to exercise all of the rights, powers and privileges of ownership thereof, to borrow money and issue notes and bonds as authorized by the laws of this State and to execute mortgages, deeds of trust, or other forms of contracts as securities for same and guaranteeing the payment thereof.

(g) To consolidate with other corporations engaged in any business similar or analogous to those of this Corporation or to any of the objects of this Corporation.

(h) In general, to carry on any lawful business and to have and to exercise all powers conferred by the general laws of the State of Maryland upon corporations, formed thereunder and to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of this charter by said general laws, now or hereafter in force; and the enumeration of certain powers as herein specified not being intended to exclude any other powers, rights and privileges granted to or conferred upon corporations of this character by said general laws now or hereafter in force; and that said Corporation is formed under the articles, conditions and provisions herein expressed and subject in all particulars to the limitations pertaining to corporations which are contained in the General Laws of this State.

3. The business and operations of said Corporation are to be carried on in the State of Maryland and elsewhere in the United States and in such other localities as the Board of Directors deem advisable.

4. The post office address of the place at which the principal office of the Corporation shall be located in the State of Maryland is 26 East Antietam Street, Hagerstown, Maryland. The Resident Agent of the Corporation is BUTLER WALLACE, 10106 Parkwood Terrace, Bethesda, Maryland, and said Resident Agent is a citizen of the State of Maryland and actually resides therein.

5. The total amount of authorized capital stock is one hundred thousand (100,000) shares of the par value of One ($1.00) Dollar per share.

6. The Board of Directors may issue from time to time shares of its stock with or without the par value of any class and securities convertible into shares of its stock with or without the par value of any class for such consideration as the said Board of Directors may deem advisable. The Board of Directors shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock without par value or securities convertible into shares of stock without par value to be issued.

7. No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall, in any way, be affected by the fact that any of the directors of this Corporation are pecuniarly 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 or a party to, or may be pecuniarly or otherwise interested in, any contract or transaction of this Corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; any director of this Corporation who is also a director or officer of such 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 so interested and not such a director or officer of such corporation.

8. The corporation shall have three (3) directors or more and the following named persons shall act as such until the first annual meeting or

until their successors are duly chosen and qualified:

BUTLER WALLACE, 10106 Parkwood Terrace, Bethesda, Maryland
RUTH M. WALLACE, 10106 Parkwood Terrace, Bethesda, Maryland
THOMAS DELUZIO, 6230 3rd Street, N. W., Washington 11, D. C.

The Corporation may determine by its By-Laws the classifications and number of its directors, which may from time to time be fixed at a number greater than that named in this charter, but shall never be less than three.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals, this 1 day of June, 1964.

ATTEST TO ALL:

Butler Wallace (SEAL)
BUTLER WALLACE

Harry S. Shapiro

Ruth M. Wallace (SEAL)
RUTH M. WALLACE

Thomas Deluzio (SEAL)
THOMAS DELUZIO

STATE OF MARYLAND)
TO WIT:
CITY OF BALTIMORE)

I HEREBY CERTIFY, that on this 1 day of June, 1964, before me, the subscriber, a Notary Public of the State and City aforesaid, personally appeared BUTLER WALLACE, RUTH M. WALLACE, and THOMAS DELUZIO, known to me to be the persons whose names are subscribed to the within instrument; and they acknowledged that they executed the same for the purposes therein contained.

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

HARRY S. SHAPIRO & SON NOTARY PUBLIC BALTIMORE CO.

Harry S. Shapiro
NOTARY PUBLIC

96

ARTICLES OF INCORPORATION

OF

WALLACE ENTERPRISES OF MD., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 6, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 10092

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 13052
SEP 18 10 24 AM '64
LIBER FOLIO
LAND ☐ CHGE ☐ C/SALE ☐
G. MERLIN SNYDER
CLERK

5

Recorded in Liber F 427, folio 188, 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. Bartgis

Received for Record Sept. 18, 1964 at 10:24 A. M. Liber 14
Receipt No. 13048

7/31/64
N. S.

GARDENHOUR ORCHARDS, INC.

STOCK ISSUANCE STATEMENT

~~Recorded~~ ~~at~~ ~~M.~~ ~~Liber~~

Gardenhour Orchards, Inc., a Maryland corporation having its principal office at (Post Office Box 275) Smithsburg,Washington County,Maryland, (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

The Corporation has authorized the issuance of five hundred (500) fully paid shares of Common Capital Stock of the Corporation of the par value of One Hundred ($100.00) Dollars per share, the total thereof being Fifty Thousand ($50,000.00) Dollars as follows: (1) Four Hundred Seventy (470) shares to George William Gardenhour and Mabel N.Gardenhour,his wife, to have and to hold as tenants by the entirety, the consideration therefor being the transfer of five tracts or parcels of orchard and farm lands, together with the improvements thereon, which were conveyed to the Corporation by the said G.William Gardenhour (Sr.) and Mabel N. Gardenhour,his wife, by deed dated the 1st day of July,A.D.1964, and to be recorded among the Land Records of Washington County, the net value of which as determined by the Board of Directors, is not less than Thirty Five Thousand ($35,000.00) Dollars; and all the right, title and interest of the said G.William Gardenhour and Mabel N.Gardenhour,his wife, in and to the personal property, including all the orchard and farm equipment heretofore used in the operation of the orchard business by the said G.William Gardenhour and Mabel N.Gardenhour, his wife, the net value of which, as determined by the Board of Directors of said Corporation is not less than Fifteen Thousand ($15,000.00) Dollars; and (2) Thirty (30) shares of the par value of Three Thousand ($3000.00) Dollars to George William Gardenhour, Jr., the consideration therefor being the value of experience and services to the Corporation by the said George William Gardenhour, Jr., said value as determined by the Board of Directors being not less

Three Thousand ($3000.00) Dollars.

At the time of the authorization of the issuance of said shares of stock there were no shares of stock of any class of the Corporation outstanding and entitled to vote and the actual value of the considerations received by the Corporation as determined by the Board of Directors, is equal to at least the par value of the shares to be issued as aforesaid.

The issuance of said shares of stock as above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held at its principal place of business on the 29th day of June, A.D.1964.

IN WITNESS WHEREOF, the Gardenhour Orchards, Inc., has caused these presents to be signed in its name and on its behalf by Mabel N. Gardenhour, its President, and its corporate seal to be hereunto affixed and attested by G.William Gardenhour, its Secretary on the 1st day of July, A.D.1964.

GARDENHOUR ORCHARDS, INC.
BY Mabel N. Gardenhour
Mabel N. Gardenhour, its President

ATTEST TO SIGNATURE AND CORPORATE SEAL:

G. William Gardenhour
G.William Gardenhour, its Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 1st day of July, A.D.1964, before me, the subscriber, a Notary Public in and for the State of County aforesaid, personally appeared Mabel N. Gardenhour, President of Gardenhour Orchards, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the aforegoing Stock Issuance Statement to be the corporate act of said Corporation; and at the same time personally appeared G.William Gardenhour, and made oath in due form of law that he was the Secretary of the organization meeting of the Board of Directors of said Corporation at which the issuance of the stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true and correct to the best of her knowledge, information and belief.

Witness my hand and Official Notarial Seal.

Louise P. Spessard
Louise P. Spessard
Notary Public

STOCK ISSUANCE STATEMENT

OF

GARDENHOUR ORCHARDS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 8, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 2054
SEP 18 10 24 AM '64
LIBER
LAND RECORDS C/S/LEC
G. MERLIN SNYDER
CLERK

A 10120

4

Recorded in Liber F 427, folio 336, 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.

100
7/18/64
M. X.

Received for Record Sept. 18, 1964 at 10:24 A. M. Liber 14
Receipt No. 13048

WALLACE OF FREDERICK, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That we, the subscribers, BUTLER WALLACE, whose post-office address is 10106 Parkwood Terrace, Bethesda, Maryland; RUTH M. WALLACE, whose post-office address is 10106 Parkwood Terrace, Bethesda, Maryland; and THOMAS DELUZIO, whose post-office address is 6230 3rd Street, N. W., Washington 11, D. C., and each being twenty-one years of age, do hereby associate ourselves with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

1. The name of the corporation (hereinafter called the "Corporation") is:

WALLACE OF FREDERICK, INC.

2. The objects and purposes for which and for any of them, this Corporation is formed, and the business to be carried on by it are to do any and all of the following things:

(a) To purchase, sell, lease, or otherwise acquire, hold, develop, improve, mortgage, exchange, let or in any manner encumber or dispose of real property, fee simple and leasehold, wherever situate; to buy, store, sell, handle, deal in and otherwise dispose of goods, wares, merchandise and service of all kinds and descriptions; to conduct a general brokerage agency and commission business for others in the purchase, storage, sale and handling and otherwise disposing of merchandise, materials of all kinds and negotiations of loans thereon; to establish, lease, own, carry on stores and/or warehouses for the sale and/or storage of merchandise and equipment; to have one or more offices; and generally, to do all the things which may be necessary and proper in connection with any business conducted by it and which might not be contrary to law, including the conducting of a business and/or businesses for the sale of beauty supplies, services and goods.

(b) To borrow money and to pledge as collateral therefore any and all of the assets of the Corporation.

(c) To maintain margin accounts and make short sales of all kinds and descriptions.

(d) To engage in any other business of whatsoever kind and description within the State of Maryland or elsewhere that may be directly or indirectly calculated to effectuate the objects and purposes of the Corporation or any of them.

(e) To acquire good will, trade name, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm or association or corporation engaged in a similar business, and to pay for same in cash and stock of this Corporation or otherwise.

(f) To acquire by subscription, purchase, exchange, or to otherwise acquire and hold for investment or otherwise to use, sell, dispose, pledge, mortgage, or hypothecate any bonds, stocks or other obligation of any corporation while the owner thereof, to exercise all of the rights, powers and privileges of ownership thereof, to borrow money and issue notes and bonds as authorized by the laws of this State and to execute mortgages, deeds of trust, or other forms of contracts as securities for same and guaranteeing the payment thereof.

(g) To consolidate with other corporations engaged in any business similar or analogous to those of this Corporation or to any of the objects of this Corporation.

(h) In general, to carry on any lawful business and to have and to exercise all powers conferred by the general laws of the State of Maryland upon corporations, formed thereunder and to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of this charter by said general laws, now or hereafter in force; and the enumeration of certain powers as herein specified not being intended to exclude any other powers, rights and privileges granted to or conferred upon corporations of this character by said general laws now or hereafter in force; and that said Corporation is formed under the articles, conditions and provisions herein expressed and subject in all particulars to the limitations pertaining to corporations which are contained in the General Laws of this State.

3. The business and operations of said Corporation are to be carried on in the State of Maryland and elsewhere in the United States and in such other localities as the Board of Directors deem advisable.

4. The post office address of the place at which the principal office of the corporation shall be located in the State of Maryland is 26 East Antietam Street, Hagerstown, Maryland. The Resident Agent of the Corporation is Butler Wallace, 10106 Parkwood Terrace, Bethesda, Maryland, and said Resident Agent is a citizen of the State of Maryland and actually resides therein.

5. The total amount of authorized capital stock is one hundred thousand (100,000) shares of the par value of One ($1.00) Dollar per share.

6. The Board of Directors may issue from time to time shares of its stock with or without the par value of any class and securities convertible into shares of its stock with or without the par value of any class for such consideration as the said Board of Directors may deem advisable. The Board of Directors shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock without par value or securities convertible into shares of stock without par value to be issued.

7. No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall, in any way, be affected by the fact that any of the directors of this Corporation are pecuniarly 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 or a party to, or may be pecuniarly or otherwise interested in, any contract or transaction of this Corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; any director of this Corporation who is also a director or officer of such 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 so interested and not such a director or officer of such corporation.

8. The Corporation shall have three (3) directors or more and the following named persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified:

BUTLER WALLACE, 10106 Parkwood Terrace, Bethesda, Maryland
RUTH M. WALLACE, 10106 Parkwood Terrace, Bethesda, Maryland
THOMAS DELUZIO, 6230 3rd Street, N. W., Washington 11, D. C.

The Corporation may determine by its By-Laws the classifications and number of its directors, which may from time to time be fixed at a number greater than that named in this charter, but shall never be less than three

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals, this 1 day of June, 1964.

ATTEST TO ALL:

Butler Wallace (SEAL)
BUTLER WALLACE

Ruth M. Wallace (SEAL)
RUTH M. WALLACE

Thomas Deluzio (SEAL)
THOMAS DELUZIO

STATE OF MARYLAND)
TO WIT:
CITY OF BALTIMORE)

I HEREBY CERTIFY, that on this 1 day of June, 1964, before me, the subscriber, a Notary Public of the State and City aforesaid, personally appeared BUTLER WALLACE, RUTH M. WALLACE, and THOMAS DELUZIO, known to me to be the persons whose names are subscribed to the within instrument; and they acknowledged that they executed the same for the purposes therein contained.

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

NOTARY PUBLIC

HARRY S. SHAPIRO NOTARY PUBLIC

104

ARTICLES OF INCORPORATION

OF

WALLACE OF FREDERICK, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 6, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 13697
SEP 18 10 24 AM '64
LIBER FOLIO
CHG CHARGES C.SALES
G. MERLIN SNYDER
CLERK

A 10093

5

Recorded in Liber F427, folio 183, 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 P. Cartyne

Received for Record Sept. 18, 1964 at 10:24 A. M. Liber 14
Receipt No. 13048

ARTICLES OF INCORPORATION

OF

BEAVER MECHANICAL CONTRACTORS, INC.

THIS IS TO CERTIFY:

FIRST: That, we, the subscribers Conrad A. Kline whose post-office address is 51 Harvard Road, Hagerstown, Maryland, Charles A. Eichelberger whose postoffice address is Route # 3, Greencastle, Pennsylvania, and Paul Ottinger whose postoffice address is 100 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

BEAVER MECHANICAL CONTRACTORS, INC.

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

(a) To buy, own, sell, and lease real estate and personal property and to install and repair plumbing, heating and air conditioning plants, systems and apparatus and to do a general plumbing business.

(b) To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings, roads, side walks, high ways, bridges, or manufacturing plants; and to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction, and to execute contracts or to receive assignments of contracts therefor, or relating thereto; also, to manufacture and furnish the building materials and supplies connected herewith.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 51 Harvard Road, Hagerstown, Maryland. The resident agent of the Corporation is Conrad A. Kline, whose postoffice address is 51 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 which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of($100.00) One Hundred Dollars each, all of which shares are of one class and aredesignated 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 Conrad A. Kline, Charles A. Eichelberger and Paul Ottinger 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 of officer of such other corporation or not so interested.

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

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or

classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

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

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or 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 July 10th 1964.

WITNESS:

Joanne Snyder AS TO Conrad A. Kline
Joanne Snyder — Conrad A. Kline

Joanne Snyder AS TO Charles A. Eichelberger
Joanne Snyder — Charles A. Eichelberger

Joanne Snyder AS TO Paul Ottinger
Joanne Snyder — Paul Ottinger

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY that on July 10 , 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Conrad A. Kline, Charles A. Eichelberger and Paul Ottinger 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 NOTARY PUBLIC WASHINGTON COUNTY

Joanne Snyder, Notary Public

My Commission Expires:
[illegible] 3, 1965

ARTICLES OF INCORPORATION

OF

BEAVER MECHANICAL CONTRACTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 13, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 10178

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO.
Sep 18 10 24 AM '64
LIBER
LAND RECORDS
S. MERLIN SNYDER
CLERK

4

Recorded in Liber F428, folio 23, 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. Bartgis

Received for Record Sept. 18, 1964 at 10:24 A. M. Liber 14 109
Receipt No. 13048

7/30/64
W. R.

ARTICLES OF INCORPORATION
OF
MID-STATE BUILDING SUPPLY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Ralph W. Morgan, whose post office address is R.F.D. 1, Smithsburg, Maryland; Charlotte M. Morgan, whose post office address is R.F.D. 1, Smithsburg, Maryland; Gail T. Guyton, whose post office address is R.F.D. 1, Smithsburg, Maryland; and Joyce J. Guyton, whose post office address is R.F.D. 1, Smithsburg, 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

MID-STATE BUILDING SUPPLY, 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 engage in the business of designing, manufacturing, buying, selling, leasing and distributing machinery, devices, products, materials, accessories, lumber, mill work, appliances and building materials used in construction work of all kinds including (but not limited to) buildings, sewers, sewage treatment, water purification works, roads and pavements; to buy, sell and otherwise deal in all kinds of materials and finished products.

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.

W. JEROME OFFUTT
ATTORNEY AT LAW
FREDERICK, MD.

(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 othersise, 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 R.F.D. 1, Smithsburg, Maryland. The Resident Agent of the Corporation is Ralph W. Morgan, whose post office address as such agent is R.F.D. 1, Smithsburg, 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 the First Annual Meeting or until their successors are duly chosen and qualify are Ralph W. Morgan, Charlotte M. Morgan, Gail T. Guyton and Joyce J. Guyton.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is four hundred (400) shares, without par value, all of which shares are of one class and are designated as Common Stock.

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.

W. JEROME OFFUTT
ATTORNEY AT LAW
FREDERICK, MD.

2. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part, of the surplus of the Corporation of the net profit arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any 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 the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 8th day of July , 1964.

WITNESS:

Miriam L. Buhrman
Miriam L. Buhrman

Miriam L. Buhrman
Miriam L. Buhrman

Miriam L. Buhrman
Miriam L. Buhrman

Miriam L. Buhrman
Miriam L. Buhrman

Ralph W. Morgan (SEAL)
Ralph W. Morgan

Charlotte M. Morgan (SEAL)
Charlotte M. Morgan

Gail T. Guyton (SEAL)
Gail T. Guyton

Joyce J. Guyton (SEAL)
Joyce J. Guyton

STATE OF MARYLAND

FREDERICK COUNTY, TO-WIT:

I hereby certify that on this 8th day of July , 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Frederick County, personally appeared Ralph W. Morgan, Charlotte M. Morgan, Gail T. Guyton and Joyce J. Guyton, who did each and severally acknowledge the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

CHARLES H. GOUKER NOTARY PUBLIC FREDERICK COUNTY, MD.

Charles H. Gouker
Notary Public
Charles H. Gouker

W. JEROME OFFUTT
ATTORNEY AT LAW
FREDERICK, MD.

114

ARTICLES OF INCORPORATION

OF

MID-STATE BUILDING SUPPLY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 17, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 13248 JUL 18 10 23 AM '64 LIBER LAND — C. MORTG. — C. SALES C. McRIN SNYDER CLERK

A 10271

6

Recorded in Liber F 428, folio 332, 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. Bowles

Reveived for Record Sept. 18, 1964 at 10:24 A. M. Liber 14
Receipt No. 13048

9/29/64
W. R.

ARTICLES OF INCORPORATION

OF

WILLIAMSPORT VOLUNTEER AMBULANCE SERVICE, INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, ADAM J. HARSH, WHOSE POSTOFFICE ADDRESS IS 13 SOUTH CONOCOCHEAGUE STREET, WILLIAMSPORT, MARYLAND, GEORGE E. MURRAY, WHOSE POSTOFFICE ADDRESS IS 202 SOUTH CONOCOCHEAGUE STREET, WILLIAMSPORT, MARYLAND, AND WARREN M. SEYMOUR, JR., WHOSE POSTOFFICE ADDRESS IS 20 SOUTH CONOCOCHEAGUE STREET, 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: THAT THE NAME OF THE CORPORATION WHICH IS HEREINAFTER CALLED THE "CORPORATION" IS: WILLIAMSPORT VOLUNTEER AMBULANCE SERVICE, INC.

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

TO OPERATE A RESCUE SERVICE FOR THE PURPOSE OF PROTECTING THE LIVES AND WELL BEING OF PEOPLE BY FURNISHING AMBULANCE SERVICE AND EMERGENCY FIRST AID TO THOSE IN NEED OF SUCH CARE, 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:

(A) TO ACQUIRE, PURCHASE OR LEASE AMBULANCES, TRUCKS, AUTOMOBILES AND OTHER EQUIPMENT OF ANY DESCRIPTION

NECESSARY TO CARRY OUT THE AFORESAID GENERAL PURPOSES AND TO OWN, OPERATE AND MAINTAIN SUCH AMBULANCES, TRUCKS, AUTOMOBILES AND EQUIPMENT AS MAY BE NECESSARY.

(B) TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, SELL, EXCHANGE, LET OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREVER SITUATED.

(C) TO PURCHASE OR OTHERWISE ACQUIRE, HOLD, MORTGAGE, PLEDGE, SELL, TRANSFER OR IN ANY MANNER ENUMBER OR DISPOSE OF ANY AND ALL PERSONAL PROPERTY OR EQUIPMENT OF EVERY KIND.

(D) TO BORROW MONEY FOR ANY OF THE PURPOSES OF THE CORPORATION.

(E) TO RAISE MONEY FOR THE CORPORATION BY MEANS OF DUES, CONTRIBUTIONS OR GIFTS.

(F) THIS CORPORATION SHALL ALSO HAVE ALL THE POWERS CONFERRED UPON CORPORATIONS OF THIS CLASS BY LAW.

FOURTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS 20 SOUTH CONOCOCHEAGUE STREET, WILLIAMSPORT, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS WARREN M. SEYMOUR, JR., 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.

SIXTH: THE CORPORATION SHALL HAVE FIVE DIRECTORS. GLENN BAKER, LEWIS SHANK, WOODROW GROVE, ADMAL BRITTON AND EDWARD EVERHART SHALL ACT AS SUCH UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFY IN THE MANNER PROVIDED BY THE BY-LAWS OF THE CORPORATION. MEMBERS MAY RESIGN OR BE REMOVED, VACANCIES MAY BE FILLED AND

ADDITIONAL MEMBERS MAY BE ELECTED AS PROVIDED BY THE BY-LAWS OF THE CORPORATION.

SEVENTH: THE CORPORATION SHALL HAVE THE POWER TO MAKE 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 27th DAY OF July, 1964.

WITNESS:

Adam J. Harsh
ADAM J. HARSH

George E. Murray
GEORGE E. MURRAY

Warren M. Seymour Jr
WARREN M. SEYMOUR, JR.

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY THAT ON THIS 27 DAY OF July, 1964, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED ADAM J. HARSH, GEORGE E. MURRAY AND WARREN M. SEYMOUR, JR., AND SEVERALLY ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR RESPECTIVE ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

CHARLES H. HARSH NOTARY PUBLIC WASHINGTON COUNTY, MD.

NOTARY PUBLIC

MY COMMISSION EXPIRES:
MAY 3, 1965.

118

V/NS

ARTICLES OF INCORPORATION

OF

WILLIAMSPORT VOLUNTEER AMBULANCE SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 28, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 10426

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 15496
SEP 18 10 24 AM '64
LIBER ___ FOLIO ___
LAND RECORDS ___ C.S.A.E.C.
G. MERLIN SNYDER CLERK

4

Recorded in Liber F 430, folio 185, 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. Barlow

Received for Record Sept. 18, 1964 at 10:24 A. M. Liber 14
Receipt No. 13048

BAKER-WIBBERLEY & ASSOCIATES, INC.

ARTICLES OF AMENDMENT

BAKER-WIBBERLEY & ASSOCIATES, INC., a Maryland corporation having its principal office in Hagerstown, Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessment and Taxation, that:

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

ARTICLE SECOND: The name of the corporation (which is hereinafter called the Corporation) is "BAKER-WIBBERLEY-UPHAM & ASSOCIATES, INC."

ARTICLE FIFTH: The Corporation shall have at least seven (7) Directors and H. E. Wibberley, Charles M. Upham, William P. Kees, Edward J. S. Donovan, Lucius S. Smith, Jr., James W. O. Baker and George B. Martin shall act as such until the next annual meeting or until their successors are duly chosen and qualified.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on June 10, 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 held on June 23, 1964.

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

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

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, BAKER-WIBBERLEY & 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 this 30th day of June, 1964.

BAKER-WIBBERLEY & ASSOCIATES, INC.

By H. E. Wibberley, President

Attest:

Lucius S. Smith, Jr., Secretary

STATE OF MARYLAND
ss:
COUNTY OF WASHINGTON

I HEREBY CERTIFY That on this 30th day of June, 1964, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared H. E. Wibberley, President of BAKER-WIBBERLEY & 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 Lucius S. Smith, Jr., 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.

Catherine C. Borne

Catherine C. Borne, Notary Public

122

ARTICLES OF AMENDMENT

OF

BAKER-WIBBERLEY & ASSOCIATES, INC.

changing its name to

BAKER-WIBBERLEY-UPHAM & ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 6, 1964, 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. 1304
Sep 18 10 24 AM '64
JOSEPH C. SALLEE
CLERK
J. MERLIN SNYDER
CLERK

A 10055

4

Recorded in Liber F427, folio 22, 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. Barton

Received for Record Sept. 18, 1964 at 10:24 A. M. Liber 14
Receipt No. 13048

7/22/64
W. L.

HAR-TRU CORPORATION

ARTICLES OF AMENDMENT

HAR-TRU 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 & Taxation that:

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

> "FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Fifty Thousand Dollars ($150.000.00) par value divided into One Thousand Five Hundred (1,500) shares of the par value of One Hundred Dollars ($100.00) per share of one class only."

SECOND: The Board of Directors of the Corporation acting without a meeting in accordance with Section 58 of Article 23 of the Annotated Code of Maryland (L. 1951, Ch. 135) and pursuant to Consent dated June 30, 1964, signed by all of the Directors 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 July 15, 1964.

THIRD: A consent in writing to the Amendment of the Certificate of Incorporation as hereinabove set forth was signed by all of the stockholders of the Corporation acting without a meeting in accordance with Section 47 of Article 23 of the Annotated Code of Maryland

(L. 1951, Ch. 135), such consent dated July 1, 1964 being filed with the records of the Corporation.

FOURTH: The amendment of the Charter of the Corporation as hereinabove set forth 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.

FIFTH: (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 Five Hundred (500) shares of the par value of One Hundred Dollars ($100.00) a share, having an aggregate par value of Fifty Thousand Dollars ($50,000.00), 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 One Thousand Five Hundred (1,500) shares of the par value of One Hundred Dollars ($100.00) per share, having an aggregate par value of One Hundred Fifty Thousand Dollars ($150,000.00), all of one class.

(c) The capital stock of the Corporation is not divided into classes.

IN WITNESS WHEREOF, HAR-TRU 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 16th day of July, 1964.

ATTEST:

Omer T. Kaylor, Jr.
Secretary

HAR-TRU CORPORATION

By

R. N. Funkhouser
President

STATE OF MARYLAND)
) SS:
COUNTY OF WASHINGTON)

I HEREBY CERTIFY that on July 16th , 1964, before me the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared R. N. FUNKHOUSER, President of HAR-TRU 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 OMER T. KAYLOR, JR. and made oath in due form of law that he was Secretary of said Corporation on June 30 and July 1 , 1964, the dates upon which the aforegoing Amendment of the Charter of the Corporation was acted upon without meetings pursuant to written consents of all the Directors and Shareholders filed with the minutes of the Corporation 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.

Helen Key Bower
Notary Public

My Commission Expires:
May 3, 1965

126
X

ARTICLES OF AMENDMENT

OF

HAR-TRU CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland July 21,1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
JUL 18 10 21 AM '64
AND RECORDED
J. MERLIN SNYDER
CLERK

A 10320

4

Recorded in Liber F429, folio 188, 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. Bartgis

Received for Record Oct. 19, 1964 at 2:55 P. M. Liber 14
Receipt No. 13949

8/12/64
W. P.

ARTICLES OF INCORPORATION

OF

GAY STREET BRETHREN CHURCH, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Gerald D. Cavanaugh, whose postoffice address is Route 1, Williamsport, Maryland; Albert L. Mellott, whose postoffice address is Route 2, Williamsport, Maryland; Harold F. Clark, whose postoffice address is Landis Road, Hagerstown, Maryland; and Ray E. Shirey, whose postoffice address is 826 Pine Street, Hagerstown, Maryland, each being at least twenty-one years of age and all being discreet and sober persons, elected by the members of the Congregation of Gay Street Brethren Church to act as Trustees in the name and on behalf of said Congregation to manage the estate, property and interest of the same, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.

SECOND: The name of the Congregation and of the Corporation shall be GAY STREET BRETHREN CHURCH, INC.

THIRD: The plan and purpose of the Corporation adopted by the members of the Congregation electing the Trustees are as follows:

(1) To adopt a seal, constitution and bylaws, to purchase, receive, hold, manage and transfer property, to mortgage, lease, pledge, encumber and hypothecate property and further to facilitate the management of its corporate affairs in such a manner as may be directed by the Congregation of the Gay Street Brethren Church from time to time in conformity with its constitution and bylaws.

(2) To conduct a church for religious purposes of the Brethren faith, such purposes being the acknowledgment of Jesus Christ as Lord and Saviour, the acceptance of the Bible as the

verbally inspired word of God, the recognition of the duty and privilege of uniting for Christian fellowship, the enjoyment of Christian ordinances, the public worship of God and the advancement of his church on earth.

FOURTH: Three trustees shall be elected by the Congregation, one of whom shall be elected each year at the annual meeting for a three year term; the fourth trustee shall be the Vice-Moderator elected by the Congregation each year at the annual meeting. No trustee shall serve on the Board of Trustees for consecutive terms. No one shall be elected trustee who is not a communicant member of full age in good standing of this Church. The trustees shall be elected by the communicant members of the Church in good and regular standing. Vacancies on the Board of Trustees by reason of death, resignation or removal for other cause shall be filled at the next annual meeting of the Corporation unless the Trustees by resolution call a special meeting for such purpose.

FIFTH: For the purpose of conforming with the election and succession of trustees as hereinbefore set forth, the Trustee, Albert L. Mellott, shall serve through the year 1964 and at the next annual meeting of the Corporation his successor shall be elected for a full term of three years; the Trustee, Harold F. Clark, shall serve through the year 1965 and at the next annual meeting of the Corporation his successor shall be elected for a full term of three years; the Trustee, Gerald D. Cavanaugh, shall serve through the year 1966 and at the next annual meeting of the Corporation his successor shall be elected for a full term of three years; the Vice-Moderator and Trustee, Ray E. Shirey, shall serve through the year 1964 and at the next annual meeting of the Corporation his successor as Trustee and Vice-Moderator shall be elected for a term of one year.

SIXTH: The government of the Corporation shall be congregational in form, vested in its members and not subject to any

other ecclesiastical body.

SEVENTH: The Church shall be located in Washington County, Maryland and the mailing address of the Corporation is Gay Street and Allen Avenue, Hagerstown, Maryland. The resident agent of the Corporation is J. Waldo Stouffer, whose postoffice address is 30 East Lincoln Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

IN WITNESS WHEREOF, we, the Trustees, have signed these Articles of Incorporation on this 5th day of August, 1964.

Gerald D. Cavanaugh
Gerald D. Cavanaugh

Albert L Mellott
Albert L. Mellott

Harold F. Clark
Harold F. Clark

Witness:

Sandra Mercer

Ray E. Shirey
Ray E. Shirey

I HEREBY CERTIFY, that on this 5th day of August, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Gerald D. Cavanaugh, Albert L. Mellott, Harold F. Clark and Ray E. Shirey, and severally acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

Sandra D. Mercer
Notary Public

SANDRA D. MERCER NOTARY PUBLIC WASHINGTON, D.C.

My commission expires:
May, 1965.

130

✓ NS

ARTICLES OF INCORPORATION

OF

GAY STREET BRETHREN CHURCH, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 6, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 10578

4

Recorded in Liber F431, folio 582, 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.

STATE OF MD
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 13949
OCT 19 2 55 PM '64
FOLIO
LAND — CHARTS — C. SALES
J. MERLIN SNYDER
CLERK

Received for Record Oct. 19, 1964 at 2:55 P. M. Liber 14
Receipt No. 13949

ARTICLES OF INCORPORATION

OF

WASHINGTON COUNTY COMMUNICATIONS COMPANY

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John L. Miller, whose post office address is 2709 Virginia Avenue, Halfway, Maryland, Arthur A. Snowberger, whose post office address is 674 Marion Street, Hagerstown, Maryland, and Richard Hildreth, whose post office address is 7540 Sebago Road, Bethesda, 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

WASHINGTON COUNTY COMMUNICATIONS COMPANY

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

To erect, construct, maintain and operate communications, transmission, and service distribution facilities including, but not limited to, the erection of poles, cables, wires, microwave stations and other appurtenances and additions thereto for the purpose of transmission and distribution by cable or microwave of electrical impulses, television energy and all other forms of electrical intelligence;

To carry on, in all or any of the several branches thereof, the business of broadcasting and communications, and to do such things and exercise such powers as shall be appropriate to serve the public interest, convenience and necessity in connection therewith;

To apply for, receive, hold and enjoy any and all licenses, permits and grants necessary, appropriate or convenient for the erection, construction, maintenance and operation of broadcasting stations, transmitters, studios, equipment and communication facilities and to the extent that it is legal so to do, to erect, construct, purchase, acquire, lease, maintain, operate, let, sell, dispose of and otherwise deal in and with respect to the same;

To contract with respect to, purchase, lease, use, enjoy and otherwise deal in and with respect to broadcasting stations, transmitters, studios, equipment and facilities, with licensees, lessees, owners, operators and others having an interest therein, to the extent that it is legal so to do;

To broadcast, disseminate, publish and transmit sounds and visual images, alone and in combination with each other, by means of electromagnetic energy and by any other means or methods now or hereafter known or discovered;

To manufacture, acquire, construct, install, equip and maintain, and to sell, lease, dispose of and deal in and with wireless, radio and television apparatus, systems and appliances, and any and all other electrical appliances and devices of whatsoever nature or description, and to maintain laboratories and conduct tests and experiments for the purpose of inventing, developing and improving the same;

To create and produce programs and other types and kinds of musical, dramatic and educational programs, entertainments, attractions, and performances, and to present, sell, furnish for hire, and otherwise deal in and with respect to the same;

To purchase, lease and otherwise acquire, to maintain and operate, and to sell, let and otherwise dispose of broadcasting, television, sound recording, moving picture studios, machines, plants, and factories of all kinds and descriptions; to invent, manufacture, buy, lease and otherwise acquire, to maintain and operate, and to let, sell, and otherwise dispose of any and all machinery, instruments, implements and devices of any and every kind and nature pertaining to the same; and to produce, reproduce, disseminate, and record aural and visual images, alone or in combination with each other, by means of films, records and other devices of whatsoever name or nature, whether now or hereafter known or discovered;

To furnish advertising matter and material, in connection with radio and television programs and otherwise, and to deal in and in connection with advertising generally, and to carry on any businesses or do any acts or things in connection with the business of advertising;

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;

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

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

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;

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation;

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this Corporation;

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership;

To issue bonds, debentures, or obligations of this Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise;

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, lease, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other similar business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Maryland upon corporations formed under the act hereinbefore referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1240 Downsville Pike, Hagerstown, Maryland. The resident agent of the Corporation is Arthur A. Snowberger, whose post office

address is 674 Marion Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Fifteen Thousand (15,000) 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 Fifty Thousand ($150,000.00) Dollars.

SIXTH: The Corporation shall have no less than three (3) directors and no more than five (5) directors, and John L. Miller, Arthur A. Snowberger and Richard Hildreth shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

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

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendments which changes the terms of any of the outstanding stock shall be valid unless such change of

terms shall have been authorized by the holders of Two thirds (2/3) of all of such stock at the time outstanding by a vote at a meeting or in writing with or without a meeting.

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

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 18th day of August, 1964.

WITNESS:

John L. Miller (SEAL)

Arthur A. Snowberger (SEAL)

Richard Hildreth (SEAL)

Doris M. Houpt
Notary Public

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

I HEREBY CERTIFY, That on this 18th day of August, A.D., 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John L. Miller, Arthur A. Snowberger and Richard Hildreth, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Doris M. Houpt

Notary Public
My Commission Expires:
May 3, 1965

ARTICLES OF INCORPORATION

OF

WASHINGTON COUNTY COMMUNICATIONS COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland August 27, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 10907

7

Recorded in Liber F435 folio 6, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 30.00 Recording fee paid $ 12.00

To the clerk of the Circuit Court of Washington County

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

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

Charles O. Bartgis

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 13947

OCT 19 2 55 PM '64

LAND RECORDS
LAND RECORDS C/SALE
S. MELVIN SNYDER
CLERK

138

8/19/64
W. S.

Received for Record Oct. 19, 1964 at 2:55 P. M. Liber 14
Receipt No. 13949

CUSTER CHANNEL WING CORPORATION

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Charter of Custer Channel Wing Corporation, a Maryland Corporation, having its principal office in Washington County, Maryland, hereinafter called the Corporation, as heretofore amended, be and the same is hereby further amended by striking out ARTICLE SIXTH of the Certificate of Incorporation as amended and inserting in lieu thereof the following:

"SIXTH: The total amount of the authorized capital stock of the Corporation is One Million One Hundred Twenty-Five Thousand Five Hundred Dollars ($1,125,500.00) consisting of three million four hundred thousand (3,400,000) shares of Class A common stock of the par value of Five Cents ($.05) per share and nineteen million one hundred thousand (19,100,000) shares of Class B common stock of the par value of Five Cents ($.05) per share and one million (1,000,000) shares of Class C common stock of the par value of One-twentieth of a Cent ($.0005) per share. The holders of Class A common stock and Class B common stock and Class C common stock will participate equally in the earnings of the common stock share for share according to the number of shares of common stock respectively held by them; the Class A common stock shall be vested with exclusive voting power for the election of Directors and for all other purposes except as may be otherwise provided by law; each holder of Class A common stock shall have one vote for each share of stock so held; the Class B common stock and the Class C common stock

shall have no voting power nor shall the holders thereof be entitled to receive notice of meetings of the stockholders of the Corporation except meetings at which action is to be taken which it is required by law that the owners of the Class B common stock and Class C common stock shall be entitled to vote."

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on May 11, 1964, duly advised the amendment of the Charter of the Corporation as hereinabove set forth by passing a resolution declaring that said amendment is advisable and directing that a meeting of stockholders be called to take action therein.

THIRD: The meeting of stockholders of the Corporation directed by the Board of Directors to be called and duly warned in the manner provided by law was held pursuant to notice in the Corporation's Hangar at Hagerstown, Washington County, Maryland, on July 29 , 1964, and at said meeting the stockholders of Corporation by the affirmative vote of more than two-thirds of the shares of all stock outstanding and entitled to vote approved and adopted the amendment of the Charter of the Corporation as hereinabove set forth.

FOURTH: (a) The total number of shares of all classes of stock heretofore authorized was eleven million (11,000,000) shares consisting of three million four hundred thousand (3,400,000)

shares of Class A common stock of the par value of Five Cents ($.05) per share and six million six hundred thousand (6,600,000) shares of Class B common stock of the par value of Five Cents ($.05) per share and one million (1,000,000) shares of Class C common stock of the par value of One-twentieth of a Cent ($.0005) per share, having an aggregate par value of Five Hundred Thousand Five Hundred Dollars ($500,500.00)

(b) The total number of shares of stock of all classes as increased by the foregoing amendment is twenty-three million five hundred thousand (23,500,000) shares consisting of three million four hundred thousand (3,400,000) shares of Class A commonsstock of the par value of Five Cents ($.05) per share, nineteen million one hundred thousand (19,100,000) shares of Class B common stock at Five Cents ($.05) per share and one million (1,000,000) shares of Class C common stock of the par value of One-twentieth of a Cent ($.0005) per share, having an aggregate par value of One Million One Hundred Twenty-Five Thousand Five Hundred Dollars ($1,125,500.00).

(c) The preferences, voting powers, restrictions and qualifications of each class of said capital stock are as set forth in Article FIRST hereof.

IN WITNESS WHEREOF, CUSTER CHANNEL

WING CORPORATION has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary and its corporate seal to be attached hereto on this 29th day of July, 1964.

CUSTER CHANNEL WING CORPORATION

By Willard R. Custer
Willard R. Custer, President

ATTEST:

Earl P. Zepp
Secretary

COUNTY OF WASHINGTON)
: ss.
STATE OF MARYLAND)

On this 6 day of August, 1964, personally appeared before me, a notary public in and for the State and County above stated, Willard R. Custer, well known to me as the same person who subscribed the foregoing Articles of Amendment, as President of Custer Channel Wing Corporation, and acknowledged the same to be his act and deed on behalf of said Corporation, and the said Willard R. Custer, being first duly sworn, stated that he served as Chairman both of the meeting of the Directors and of the stockholders at which the amendment set forth in the foregoing Articles of Amendment was advised and approved, respectively, and that all things stated in said Articles with respect to actions by the Directors and stockholders are true.

Helen E. Bock
Notary Public

My commission expires May 3, 1965

142

X

ARTICLES OF AMENDMENT

OF

CUSTER CHANNEL WING CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland August 18, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 10757

5

Recorded in Liber F433, folio 273, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 119.00 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.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 13999
Oct 19 2 55 PM '64
LICENSE FEE
LAND MORTG C/SALES
G. MERLIN SNYDER
CLERK

FOUKE CHEVROLET - OLDS., INC.

ARTICLES OF INCORPORATION

FIRST: We the undersigned, C. Russell Fouke, whose post office address is 109 Main Street, Hancock, Maryland; Constance M. Fouke, whose post office address is 109 Main Street, Hancock, Maryland; and John A. Latimer, Jr., whose post office address is 120 West Washington Street, Hagerstown, Maryland; each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

2. To engage in the retail and wholesale sales of auto parts and accessories.

3. To engage in and to own, operate and run, conduct and manage a business engaged in repairing and reconditioning automobiles, automotive and mechanical products, and other personal property of any and every sort, character, nature, and description, and to do such other things as are incidental, proper, or necessary to the operation of the business, or to carrying out of any or all of the purposes.

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

5. To render services in connection with storage of automobiles and to store same, and to perform all services necessary and incidental to such storage, including the selling and supplying of gasoline, oil, and other petroleum products, automobile accessories, electrical appliances, and equipment.

6. To manufacture, purchase, import, or otherwise acquire, sell, rent, repair, take upon storage, exchange, export, and otherwise deal in and dispose

of any or all of the following: motors, engines, or other machinery or contrivance for the generation of steam, electricity, gasoline or other forms of power now known or which may be hereafter discovered; automobiles, cars, trucks, carriages, wagons, boats, airplanes and airships, and vehicles of every kind and description for the transportatinn of passengers or goods; machinery, machine supplies, and engineering appliances, hardware, tools, parts, batteries, self-starters, magnetos, igniters, tires, rims, wagon and carriage bodies and all other accessories, apparatus, and appliances; and fuel, oils, and other materials useful in connection with the ownership, use, or enjoyment of any of the above.

7. To make, sell, distribute, and supply gas and residual products for lighting, heating, manufacturing, or mechanical purposes, in the Town of Hancock and adjoining towns, or for either or any of such purposes, with all the rights and privileges and powers, and subject to all the restrictions and liabilities, by law incident to corporations of a similar nature.

8. To conduct the business of a filling and service station, which business shall include the dealing in gasoline and all other petroleum products; all kinds of oils and products used for motor fuel or lubrication; all manner of accessories and appliances to be used on motor vehicles of every description, and other articles and items of interest useful to or desirable for patrons of such filling station; the washing, polishing, and storing of motor vehicles; and such other business as is usual, proper, and necessary in such enterprise.

9. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

10. To purchase, sell, mortgage, lease, improve, invest and deal in real estate, 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.

11. To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, 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 and to conduct a general insurance agency and insurance brokerage business.

FOURTH: The post office address of the principal office of the Corporation in this State is 109 West Main Street, Hancock, Maryland. The name

145

and post office address of the resident agent of the Corporation in this State is C. Russell Fouke, 109 West Main Street, Hancock, Maryland. Said resident agent is a citizen of this State and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is Two Hundred Thousand Dollars ($200,000.00), par value, divided into Two Thousand (2000) shares of the par value of One Hundred Dollars ($100.00) each.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the name of the Directors who shall act until the first annual meeting or until their successors are fully chosen and qualified are C. Russell Fouke, Constance M. Fouke and John A. Latimer,Jr.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time shares of its stock of any class, whether nor 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 17th day of August, 1964.

WITNESS:

Catherine M. Hess — C. Russell Fouke (SEAL)
Catherine M. Hess — C. Russell Fouke

Catherine M. Hess — Constance M. Fouke (SEAL)
Catherine M. Hess — Constance M. Fouke

Catherine M. Hess — John A. Latimer, Jr. (SEAL)
Catherine M. Hess — John A. Latimer, Jr.

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

I HEREBY CERTIFY, that on this 17th day of August, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared C. Russell Fouke, Constance M. Fouke and John A. Latimer,Jr., and severally acknowledged the aforegoing 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

Catherine M. Hess, Notary Public

ARTICLES OF INCORPORATION

OF

FOUKE CHEVROLET - OLDS., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 27, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 10911

Recorded in Liber F434, folio 378, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 40.00 Recording fee paid $ 10.00

To the clerk of the Circuit Court of Washington County

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

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

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 13969
Oct 19 2 55 PM '64
LAND RECORDS C. BALE
E. MERLIN SNYDER
CLERK

Received for Record Nov. 19, 1964 at 10:52 A. M. Liber 14

9/14/64
m. f.

G & R ENTERPRISES, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST, We the undersigned, George K. Frick, whose Post Office address is No. 107 Appletree Lane, Williamsport, Maryland, Phoebe M. Frick, whose Post Office address is No.107 Appletree Lane, Williamsport, Maryland, Richard R. Snyder, whose Post Office address is R. F. D. No. 1, Williamsport, Maryland, and Joyce E. Snyder, whose Post Office address is R. F. D. No. 1, Williamsport, Maryland, each being at least 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 G & R ENTERPRISES, INC.

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

(a) To own, operate, manage or conduct automatic coin laundry businesses or other cleaning and dry cleaning businesses or establishments.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, lease, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements, appliances, portable buildings or mobile homes 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 and to maintain offices or places of business in any of the States of the United States of America.

(h) 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 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 107 Appletree Lane, Williamsport, Maryland. The name and address of the resident agent of the corporation is George K. Frick, No. 107 Appletree Lane, Williamsport, 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 Two Hundred (200) shares of the par value of One Hundred ($100.00) Dollars a share, all of one class, and having an aggregate par value of Twenty Thousand ($20,000.00) 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 qualified are: George K. Frick, Phoebe M. Frick, Richard R. Snyder and Joyce E. Snyder.

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

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

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

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

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

(d) The corporation reserves the right from time to time to make any amendments of its Charter which may now or hereafter be authorized by law, including any amendment 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 shall fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any

or all other clases at the time existing.

(f) The Board of Directors of the corporation is hereby empowered to authorize the issuance of Two Hundred (200) full paid and non-assessable shares of the par value of One Hundred ($100.00) Dollars a share.

(g) Any stockholder desiring to sell, transfer or assign his or her shares of the corporation shall first offer them to the stockholders of record at the time before procuring a purchaser of said shares otherwise.

EIGHTH, The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 31ST day of AUGUST, A. D., 1964.

Witness — George K. Frick

Witness — Phoebe M. Frick

Richard R. Snyder

Joyce E. Snyder

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

I HEREBY CERTIFY, That on this 31ST day of AUGUST, A. D., 1964, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared George K. Frick, Phoebe M. Frick, Richard R. Snyder and Joyce E. Snyder, and 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.

Beulah E. Sherman
Notary Public

BEULAH E. SHERMAN NOTARY PUBLIC WASHINGTON COUNTY, MD.

My Commission Expires: May 3, 1965.

152

ARTICLES OF INCORPORATION

OF

G & R ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 3, 1964, at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11024

6

Recorded in Liber F436, 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 $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. Burton

Received for Record Nov. 19, 1964 at 10:52 A. M. Liber 14

HAGERSTOWN BEAUTY ACADEMY, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That we, the subscribers, BUTLER WALLACE, whose post-office address is 10106 Parkwood Terrace, Bethesda, Maryland; RUTH M. WALLACE, whose post-office address is 10106 Parkwood Terrace, Bethesda, Maryland; and THOMAS DELUZIO, whose post-office address is 6230 3rd Street, N. W., Washington 11, D. C., and each being twenty-one years of age, do hereby associate ourselves with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

1. The name of the corporation (hereinafter called the "Corporation") is:

HAGERSTOWN BEAUTY ACADEMY, INC.

2. The objects and purposes for which and for any of them, this Corporation is formed, and the business to be carried on by it are to do any and all of the following things:

(a) To purchase, sell, lease or otherwise acquire, hold, develop, improve, mortgage, exchange, let or in any manner encumber or dispose of real property, fee simple and leasehold, wherever situate; to buy, store, sell, handle, deal in and otherwise dispose of goods, wares, merchandise and services of all kinds and descriptions; to conduct a general brokerage agency and commission business for others in the purchase, storage, sale and handling and otherwise disposing of merchandise, materials of all kinds and negotiations of loans thereon; to establish, lease, own, carry on stores and/or warehouses for the sale and/or storage of merchandise and equipment; to have one or more offices; and generally, to do all the things which may be necessary and proper in connection with any business conducted by it and which might not be contrary to law, including the conducting of a business and/or businesses for the sale of beauty supplies, services and goods.

(b) To borrow money and to pledge as collateral therefore any and all of the assets of the Corporation.

(c) To maintain margin accounts and make short sales of all kinds and descriptions.

(d) To engage in any other business of whatsoever kind and description within the State of Maryland or elsewhere that may be directly or indirectly calculated to effectuate the objects and purposes of the Corporation or any of them.

(e) To acquire good will, trade name, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm or association or corporation engaged in a similar business, and to pay for same in cash and stock of this Corporation or otherwise.

(f) To acquire by subscription, purchase, exchange, or to otherwise acquire and hold for investment or otherwise to use, sell, dispose, pledge, mortgage, or hypothecate any bonds, stocks, or other obligation of any corporation while the owner thereof, to exercise all of the rights, powers and privileges of ownership thereof, to borrow money and issue notes and bonds as authorized by the laws of this State and to execute mortgages, deeds of trust, or other forms of contracts as securities for same and guaranteeing the payment thereof.

(g) To consolidate with other corporations engaged in any business similar or analogous to those of this Corporation or to any of the objects of this Corporation.

(h) In general, to carry on any lawful business and to have and to exercise all powers conferred by the general laws of the State of Maryland upon corporations, formed thereunder and to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of this charter by said general laws, now or hereafter in force; and the enumeration of certain powers as herein specified not being intended to exclude any other powers, rights and privileges granted to or conferred upon corporations of this character by said general laws now or hereafter in force; and that said Corporation is formed under the articles, conditions and provisions herein expressed and subject in all particulars to the limitations pertaining to corporations which are contained in the General Laws of this State.

3. The business and operations of said Corporation are to be carried on in the State of Maryland and elsewhere in the United States and in such other localities as the Board of Directors deem advisable.

4. The post office address of the place at which the principal office of the Corporation shall be located in the State of Maryland is 26 East Antietam Street, Hagerstown, Maryland. The Resident Agent of the Corporation is BUTLER WALLACE, 10106 Parkwood Terrace, Bethesda, Maryland, and said Resident Agent is a citizen of the State of Maryland and actually resides therein.

5. The total amount of authorized capital stock is one hundred thousand (100,000) shares of the par value of One ($1.00) Dollar per share.

6. The Board of Directors may issue from time to time shares of its stock with or without the par value of any class and securities convertible into shares of its stock with or without the par value of any class for such consideration as the said Board of Directors may deem advisable. The Board of Directors shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock without par value or securities convertible into shares of stock without par value to be issued.

7. No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall, in any way, be affected by the fact that any of the directors of this Corporation are pecuniarly 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 or a party to, or may be pecuniarly or otherwise interested in, any contract or transaction of this Corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; any director of this Corporation who is also a director or officer of such 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 so interested and not such a director or officer of such corporation.

8. The Corporation shall have three (3) directors or more and the following named persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified:

BUTLER WALLACE, 10106 Parkwood Terrace, Bethesda, Maryland
RUTH M. WALLACE, 10106 Parkwood Terrace, Bethesda, Maryland
THOMAS DELUZIO, 6230 3rd Street, N. W., Washington 11, D. C.

The Corporation may determine by its By-Laws the classifications and number of its directors, which may from time to time be fixed at a number greater than that named in this charter, but shall never be less than three.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals, this 8 day of Sept., 1964.

ATTEST TO ALL:

Butler Wallace (SEAL)
BUTLER WALLACE

Ruth M. Wallace (SEAL)
RUTH M. WALLACE

Thomas Deluzio (SEAL)
THOMAS DELUZIO

STATE OF MARYLAND)
) TO WIT:
CITY OF BALTIMORE)

I HEREBY CERTIFY, that on this 8 day of Sept., 1964, before me, the subscriber, a Notary Public of the State and City aforesaid, personally appeared BUTLER WALLACE, RUTH M. WALLACE, and THOMAS DELUZIO, known to me to be the persons whose names are subscribed to the within instrument; and they acknowledged that they executed the same for the purposes therein contained.

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

NOTARY PUBLIC

ARTICLES OF INCORPORATION

OF

HAGERSTOWN BEAUTY ACADEMY, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
REC. NO.
NOV 19 10 52 AM '64
MARGIE C. SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland September 21, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11257

Recorded in Liber F438, folio 273, 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.

Received for Record Nov. 19, 1964 at 10:52 A. M. Liber 14

9/29/64
W. A.

HORST INVESTMENT CO., INC.

ARTICLES OF INCORPORATION.

FIRST: We, the undersigned, Aaron M. Horst, whose post office address is 1101 Hamilton Blvd., Hagerstown, Md., Paul D. Horst, whose post office address is 412 Belview Ave., Hagerstown, Md., and William A. Horst, whose post office address is 1601 Pennsylvania Ave., Hagerstown, 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: "HORST INVESTMENT CO., INC."

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

1. To acquire, own, sell and otherwise dispose of, and deal in, stocks, bonds, mortgages, securities, notes and commercial paper of corporations and individuals.

2. To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities or evidences of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of the State of Maryland, or of any other state, district, territory or country.

3. To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, of the State of Maryland, or of any other state, district, territory or country; and while the owner thereof, to exercise all the rights, powers and privileges of ownership.

4. To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of

any other corporation or corporations, association or associations, of the State of Maryland, or of any other state, district, territory or country; and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

5. To aid in any lawful manner any corporation or association of which the bonds, or other securities, or evidences of indebtedness or stock, are held by the company; and to do any and all lawful acts or things designed to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidences of indebtedness, or stock.

6. To guarantee dividends on any shares of the capital stock of any corporation in which this company at the time may have an interest as stockholder, and to endorse or otherwise guarantee the principal and interest of notes, bonds or other evidences of indebtedness created or to be created by any such corporation.

7. 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.

8. 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.

9. To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them,

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

FOURTH: The post office address of the principal office of the Corporation in this State is #1101 Hamilton Blvd., Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are Aaron M. Horst, 1101 Hamilton Blvd., 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 ten thousand (10,000) shares of the par value of Ten ($10.00) Dollars a share, all of one class, and having an aggregate par value of One Hundred Thousand ($100,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be not less than three (3), which number shall 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: Aaron M. Horst, Paul D. Horst and William A. Horst.

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 its shares of stock of any class, whether now or hereafter authorized,

or securities convertible into shares of its stock, whether now or hereafter authorized.

2. The Board of Directors shall from time to time determine whether and to what extent, and at what time 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.

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

EIGHTH: The duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 25th day of September, 1964.

WITNESS:

Aaron M. Horst

Aaron M. Horst

Paul D. Horst

Paul D. Horst

William A. Horst

William A. Horst

Olive R. Shupp

Olive R. Shupp

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

I HEREBY CERTIFY, That on this 25th day of September, 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Aaron M. Horst, Paul D. Horst and William A. Horst, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Olive R. Shupp

Notary Public
Olive R. Shupp

My commission expires:

May 3, 1965.

ARTICLES OF INCORPORATION

OF

HORST INVESTMENT CO., INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO.
1964 SEP 28 AM 10 52
FILED
AND RECORDED
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland September 28, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11380

6

Recorded in Liber F439, folio 372, 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 O. Bantz

Received for Record Nov. 19, 1964 at 10:53 A. M. Liber 14

ARTICLES OF INCORPORATION

OF

SNYDER PRODUCTS CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers George E. Snyder whose post-office address is 539 West Howard Street, Hagerstown, Maryland, Helen H. Snyder, whose postoffice address is 810 Oak Hill Avenue, Hagerstown Maryland, and Merle S. Elliott 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:

SNYDER PRODUCTS CORPORATION

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

(a) To engage in the production, manufacture, and distribution, at both wholesale and retail, of ice cream, ice cream novelties, ices, and other dairy products; to own or otherwise acquire, by deed, purchase, or otherwise, the necessary property, buildings, machinery, and other equipment necessary or incidental to the business, and for the carrying out of the purpose of the corporation.

(b) To carry on all or any of the businesses of ice makers, ice manufacturers, ice dealers, refrigerating storekeepers, and makers, manufacturers, importers, merchants, and dealers of and in freezing and refrigerating agents, mixtures, and mediums of all descriptions, both natural and artificial; to buy, sell, or let out to hire, and deal in ice-making machines, and refrigerating machines,

chambers, apparatus, implements, and appliances of all kinds and descriptions.

(c) To purchase, acquire, apply for, secure, hold, or own any and all copyrights, trade marks, trade names, and distinctive marks; and to license, lease, or authorize the use thereof by other persons, firms, or corporations.

(d) To engage in the business of manufacturing and selling frozen creamery products and frozen foods or confections; and to manufacture, buy, sell, and generally deal in refrigerating and freezing machinery and equipment for the manufacture and distribution of frozen creamery products and frozen foods or confections.

(e) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and food stuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products suitable for public consumption.

(f) To conduct a loan or brokerage business of financing; to discount trade acceptances and finance automobiles, trucks, refrigeration equipment, food or food products; to discount agreements made by dealers in purchase or sale of any of the aforementioned products; to purchase, finance, or discount commercial paper; to purchase or otherwise acquire open accounts receivable, notes, drafts, and acceptances from distributors, manufacturers and jobbers, and the installment lien obligations, covering any and all sales on any merchandise or other commodities; to purchase, loan upon, acquire, or otherwise sell and dispose of any and all installment lien obligations, or indebtedness incurred or to be incurred by any written instruments, and to guarantee, pledge, borrow, or raise money for any such investment in any way and to do such other financing as may be for the welfare of the corporation.

(g) 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.

(h) 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.

(i) 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.

(j) 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, copartnership 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.

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

(l) 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.

(m) 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.

(n) 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 contracts 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.

(o) 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.

(p) 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 539 West Howard Street, Hagerstown, Maryland. The resident agent of the Corporation is George E. Snyder, whose postoffice address is 539 West Howard 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 without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have not less than three (3)

directors and George E. Snyder, Helen H. Snyder and Merle S. Elliott shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, and securities convertible into shares of its stock for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, 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 descretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

(e) The Board of Directors shall have power to declare and authorize the payment of stock dividends and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we, George E. Snyder, Helen H. Snyder and Merle S. Elliott, being all the incorporators herein above named have hereunto set our respective hands and seals this 31st day of August, 1964.

George E. Snyder (SEAL)
George E. Snyder

Helen H. Snyder (SEAL)
Helen H. Snyder

Merle S. Elliott (SEAL)
Merle S. Elliott

WITNESS:

Betty A. Shuler

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, THAT on this 31st day of August, 1964,

before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared GEORGE E. SNYDER, HELEN H. SNYDER and MERLE S. ELLIOTT, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Ellis G. Remsburg
Notary Public
My Commission Expires May 3, 1985

172

ARTICLES OF INCORPORATION

OF

SNYDER PRODUCTS CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland September 3, 1964, at 10:40 o'clock A. M. as in conformity with law and ordered recorded.

A 10984

9

Recorded in Liber F435, folio 604, 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 S. Burtner

PHONE: RE 9-2223

Received for Record Nov. 19, 1964
at 10:53 A. M. Liber 14

FEARNOW & CLINE, INC.

East First Street & Kuhn Avenue
Hagerstown, Maryland

SYMBOL OF SERVICE

INTERNATIONAL HARVESTER

FARMALL TRACTORS — McCORMICK FARM EQUIPMENT
DELAVAL DAIRY EQUIPMENT

FEARNOW & CLINE, INC.

ARTICLES OF AMENDMENT

(Under sections 11 - 12)

Fearnow & Cline, 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 of the articles of incorporation (or certificate of incorporation) and inserting in lieu thereof the following:

E. T. CLINE & SONS INCORPORATED

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on September 22, 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 September 22, 1964.

THIRD: Notice setting forth the said amendment of charter (or a summary of the changes to be effected by said amendment of the charter) and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

FORTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of all of each class of stock entitled to vote thereon.

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

IN WITNESS WHEREOF, FEARNOW & CLINE, INCORPORATED 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 corporated seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on September 29, 1964.

Fearnow & Cline, Incorporated

By Elmer T. Cline

Elmer T. Cline,
President

Attest

Ella F. Cline

Ella F. Cline

Secretary

STATE OF MARYLAND,

County of Washington, ss:

I HEREBY CERTIFY that on September 29, 1964, before me the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Elmer T. Cline PRESIDENT of Fearnow & Cline, Incorporated, a Maryland corporation and in the name and on behalf of said corporation acknowledged the foregoing articles of amendment to be the corporated act of said corporation; and at the same time personally appeared Ella F. Cline and made oath in due form of law thatshe 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~~ her knowledge, information and belief.

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

Mary E. Warnfeltz
Notary Public

MY COMMISS. EXPIRES
May 3, 1965

ARTICLES OF AMENDMENT

OF

FEARNOW & CLINE, INC.

changing its name to

E. T. CLINE & SONS INCORPORATED

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 30 1964
10 53 AM '64
FILED
AND RECORDED C. SALET
S. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland September 30, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11417

3

Recorded in Liber F 439, folio 348, 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. Burton

176
9/3/64
W. A.

Received for Record Nov. 19, 1964 at 10:53 A. M. Liber 14

BAKER-WIBBERLEY-UPHAM & ASSOCIATES, INC.

ARTICLES OF AMENDMENT

BAKER-WIBBERLEY-UPHAM & ASSOCIATES, INC., a Maryland corporation having its principal office in Hagerstown, Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessment and Taxation, that:

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

ARTICLE SECOND: The name of the corporation (which is hereinafter called the Corporation) is "BAKER-WIBBERLEY & ASSOCIATES, INC."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on September 1, 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 held on September 1, 1964.

THIRD: Notice setting forth a summary of the changes to be effected by said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stock-

holders 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 stockholders of the Corporation at said meeting by the affirmative vote of all of the votes entitled to be case thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, BAKER-WIBBERLEY-UPHAM & 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 this 1st day of September, 1964.

BAKER-WIBBERLEY-UPHAM & ASSOCIATES, INC.

By H. E. Wibberley

H. E. Wibberley, President

Attest:

Lucius S. Smith

Lucius S. Smith, Jr., Secretary

STATE OF MARYLAND
ss:
COUNTY OF WASHINGTON

I HEREBY CERTIFY That on this 1st day of September, 1964, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared H. E. Wibberley, President of BAKER-WIBBERLEY-UPHAM & 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 Lucius S. Smith, Jr., 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 first above written.

CATHERINE C. BORNE NOTARY PUBLIC WASHINGTON COUNTY, MD.

Catherine C. Borne
Catherine C. Borne, Notary Public

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO.
NOV 19 10 53 AM '64
LIBER FOLIO
LAND RECORDS
J. MERLIN SNYDER C.SALEE
CLERK

ARTICLES OF AMENDMENT

OF

BAKER-WIBBERLEY-UPHAM & ASSOCIATES, INC.
Changing its name to:
BAKER-WIBBERLEY & ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 3, 1964 at 10:45 o'clock A. M. as in conformity with law and ordered recorded.

A 10975

4

Recorded in Liber F 435, folio 441, 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 O. Burton

Received for Record Nov. 19, 1964 at 10:53 A. M. Liber 14

ARTICLES OF RESTATEMENT OF

BAKER-WIBBERLEY & ASSOCIATES, INC.

RESTATEMENT OF ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That Baker-Wibberley & Associates, Inc., desire to restate its Charter as now in effect.

SECOND: That all of the provisions of the Charter of the Corporation now in effect, excluding only such provisions as are by Section 13 of Article 23 of the Annotated Code of Maryland specifically permitted to be omitted therefrom, are as follows:

FIRST: That we, the subscribers, Charles C. Grice, whose post office address is Hagerstown, Maryland, James W. O. Baker, whose post office address is Hagerstown, Maryland and Harold E. Wibberley, Jr., whose post office address is Hagerstown, Maryland, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is "BAKER-WIBBERLEY & ASSOCIATES, 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 conduct and carry on the business of civil engineers, and to design and construct highways, streets, developments, structures, and all other projects relative thereto.

(b) To act as agents, factors, brokers, commission merchants, carriers, contractors, builders, architects, decorators, surveyors, engineers, appraisers, lessees, managers of estate, or otherwise in entering into, undertaking, performing, and carrying out and conducting any and all things set forth in this restatement of charter as objects, purposes or powers that it may do for itself.

(c) To make, enter into, perform and carry out contracts for building, erecting, improving, constructing, altering, repairing, decorating, finishing and furnishing houses, buildings, warehouses, storerooms, edifices, works, tenements and structures of every kind and description; to carry on in all their respective branches the business of builders, contractors, decorators, and such other trades and businesses as pertain to or are connected with the general business of building and construction.

(d) To operate and do business as tool-makers, brass-founders, metal-workers, millwrights, machinists, smiths, builders, and mechanical engineers.

(e) To apply for, purchase, register, or otherwise acquire, any patents, patent rights, licenses, trade-marks, trade-names, copyrights, concessions and the like, conferring any exclusive or non-exclusive or limited right to use any article, invention, device or name, and to hold, use, exercise, develop or grant licenses in respect of, or otherwise turn to account the property and rights so acquired.

(f) 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 of 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.

(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 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 power and rights conferred by statute upon the Corporation and the enumeration of the specific powers in this Restatement of Charter of Incorporation are in furtherance of and not in limitation of the general powers conferred by law.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Hagerstown, Maryland. The resident agent of the Corporation is Harold E. Wibberley, Jr., whose post office address is 580 Northern Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have at least seven (7) Directors and H. E. Wibberley, Charles M. Upham, William P. Kees, Edward J. S. Donovan, Lucius S. Smith, Jr., James W. O. Baker and George B. Martin shall act as such until the next annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Twenty Thousand ($20,000.00) Dollars, divided into Two Hundred (200) shares of the par value of One Hundred ($100.00) Dollars each.

SEVENTH: Each share of stock shall entitle the holder of record thereof to one (1) vote in all proceedings in which action shall be taken by stockholders of the Corporation.

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

(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, 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 from time to time determine whether and to what extent, and at what time and place, 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.

(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 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed this Certificate of Incorporation on this 23rd day of May, A. D., 1949.

Signed CHARLES C. GRICE

Signed JAMES W. O. BAKER

Signed HAROLD E. WIBBERLEY, JR.

WITNESS:

CHARLOTTE EICHELBERGER

THIRD: That this Restatement of the Charter of the Corporation has been authorized by a vote of a majority of the entire Board of Directors of the Corporation at a meeting held in Washington, D. C., on September 8, 1964.

FOURTH: That no amendment of the Charter of the Corporation is being effected by these articles of restatement of the Charter except as is specifically permitted.

In Witness Whereof, we have signed this Restatement of the Charter of the Corporation on this 11th day of September, 1964.

Harold E. Wibberley, Jr., President

Attest:

Lucius S. Smith, Jr., Secretary

(Corporate Seal)

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

I HEREBY CERTIFY That on this 11th day of September, 1964, before me, the subscriber, a Notary Public, of the State and County aforesaid, personally appeared Harold E. Wibberley, Jr., President of Baker-Wibberley & Associates, Inc., a Maryland Corporation, and Lucius S. Smith, Jr., who was Secretary of the meeting of the Board of Directors at which the above Restatement of Articles of Incorporation was authorized, and in the name and on behalf of said Corporation acknowledged the aforegoing Restatement of Articles of Incorporation to be the corporate act of said Corporation and that the matters and facts set forth in said Restatement of Articles of Incorporation are true to the best of his knowledge, information and belief.

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

Catherine C. Borne

Catherine C. Borne, Notary Public

186

ARTICLES OF RESTATEMENT

OF

BAKER-WIBBERLEY & ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 23, 1964, at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

A 11312

7

Recorded in Liber F 439, folio 1, 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. Baustian

10/20/64 W.

Received for record December 18, 1964 at 10:41 A.M. Liber 14

ARTICLES OF INCORPORATION

NATURAL WEATHER ASSOCIATION OF MARYLAND, INC.

THIS IS TO CERTIFY:

First: That we, the subscribers, Donald L. Spickler, whose Post Office address is R. F. D. 1, Clear Spring, Washington County, Maryland, Robert K. Firey Jr., whose Post Office address is R. F. D. 1, Clear Spring, Washington County, Maryland, and W. Walter Cunningham, whose Post Office address is R. F. D. 2, 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 intention of forming a corporation.

Second: That the name of the corporation is:

NATURAL WEATHER ASSOCIATION OF MARYLAND, 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 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 investigate, inquire into and analyze and cause to be investigated, inquired into and analyzed all modifications or attempts to modify weather conditions, rainfall, hail and all matters in connection therewith and to do and perform and take all action reasonably deemed necessary by the directors of this corporation in connection therewith.

C. To protect and take action as may be necessary for the protection of the rights of members and the general public and not to do harm or injury to the rights of any other persons

firms or corporations.

D. To cooperate with others in connection with any of the purposes of this corporation.

E. By lawful and legitimate and peaceful means to inquire into and investigate and publish the results of such inquiry and investigations in connection with modifications or attempts to modify any or all weather conditions to the end and for the purpose that the individual and personal and property rights of all shall be recognized and protected and not harmed or injured.

F. To take all steps or actions by legitimate, lawful means, to further the purposes, objects and aims of this corporation without injury to any others and to publish and make public the findings and conclusions of this corporation in connection with any and all modifications or attempts to modify weather so that the public and all members thereof are truthfully and accurately informed.

Fourth: The Post Office address of the principal office of the corporation in this State will be Route 1, Clear Spring, Washington County, Maryland, in care of Donald L. Spickler. The resident agent of the corporation is Donald L. Spickler whose Post Office address is Route 1, Clear Spring, Washington County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

Fifth: No shares of stock of any class shall be issued by the corporation and said corporation shall be a non-profit corporation and no part of the property or assets thereof shall inure to the benefit of any person, firm or corporation. Membership shall be determined by the Board of Directors and the Board of Directors shall have the right to assess and collect such dues and accept such contributions as it deems advisable. Membership shall rest solely as determined by the Board of Directors.

Sixth: The number of Directors of the corporation shall be fifteen, which number may be increased or decreased pursuant to the action, from time to time of the Board of Directors, but shall never be less than three; the names of the Directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualify are Donald L. Spickler, Robert K. Firey, Harry Toms, Jr., Winfield M. Schamel, Wilbur Trumpower, Paul Roulette, W. Walter Cunningham, W. Earl Barkdoll, Jr., Donald Shaeffer, Emory Hargett, Herman Boyer, Charles Walrath, Keller Fitz, Wilson Rhodes and Robert Staley.

Seventh: The following provisions are hereby adopted for defining, limiting and regulating the powers of the corporation and of the Directors and members thereof:

A. 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. Any such amendment shall be valid if approved by a majority of the members thereof.

B. The Board of Directors shall have the right and power to adopt such by-laws as the Board of Directors from time to time deem advisable and to amend the same from time to time as the Board of Directors deems advisable.

Eighth: The Charter of this corporation shall be perpetual.

Donald L. Spickler
Donald L. Spickler

Robert K. Firey Jr.
Robert K. Firey Jr.

W. Walter Cunningham
W. Walter Cunningham

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

I HEREBY CERTIFY, That on this 13 day of OCTOBER, A. D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald L. Spickler , Robert K. Firey and W. Walter Cunningham, personally known to me to be the persons whose names are subscribed to the aforegoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

John O. Swadley
Notary Public

JOHN O. SWADLEY NOTARY PUBLIC WASHINGTON CO., MD.

My Commission Expires: May 3, 1965

190

✓NS

ARTICLES OF INCORPORATION

OF

NATURAL WEATHER ASSOCIATION OF MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 19, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11705

5

Recorded in Liber F 443, folio 135, 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.

SEAL

Charles A. Barlow

10/23/64

Received for record December 18, 1964 at 10:41 A.M. Liber 14

ARTICLES OF INCORPORATION

C AND C VENDING, INC.

THIS IS TO CERTIFY:

First: That we, the subscribers, Gale W. Cook, whose Post Office address is Route 5, Frederick, Frederick County, Maryland, Quay F. Cook, whose Post Office address is 44 East Lincoln Avenue, Hagerstown, Washington County, Maryland, Catherine I. Cook, whose Post Office address is Route 5, Frederick, Frederick County, Maryland, and Virginia A. Cook, whose Post Office address is 44 East Lincoln Avenue, 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 intention of forming a corporation.

Second: That the name of the corporation is:

C AND C VENDING, 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 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 own, lease, operate and conduct the general business of buying, selling, vending and disposing of all types of merchandise,food, edibles and refreshments both at wholesale and at retail and by vending machines or otherwise.

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, businesses, contracts, good-

will, 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 apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like which may be used for or be incidental to any of the purposes of the corporation and to use, exercise, develop and grant licenses in respect of, sell or otherwise dispose of and deal in the same.

F. To engage generally and to perform any and all acts reasonably necessary or incidental to the conduct of the purchase, sale and dealing in merchandise of every nature and description and to do and perform and carry out any and all acts reasonably incidental to the conduct of such business.

Fourth: The Post Office address of the principal office of the corporation in this State will be located at 44 East Lincoln Avenue, Hagerstown, Washington County, Maryland. The resident agent of the corporation is Quay F. Cook, whose Post Office address is 44 East Lincoln Avenue, 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 5,000 shares having a par value of ten ($10.00) Dollars each. The aggregate par value of all such shares is $50,000.00.

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 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 as such until the first annual meeting or until their successors are duly chosen and qualify are Gale W. Cook, Quay F. Cook, Catherine I. Cook and Virginia A. Cook.

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 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. Any such amendment shall be valid if authorized by the holders of a majority of all issued and outstanding stock.

C. Stockholders shall have preemptive rights.

Tenth: The Charter of this corporation shall be perpetual.

Gale W. Cook
Gale W. Cook

Quay F. Cook
Quay F. Cook

Catherine I. Cook
Catherine I. Cook

Virginia A. Cook
Virginia A. Cook

STATE OF MARYLAND, COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 19th day of October, A. D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gale W. Cook, Quay F. Cook, Catherine I. Cook and Virginia A. Cook, personally known to me to be the persons whose names are subscribed to the aforegoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Lloyd M. Sigler
Notary Public

My Commission Expires:
May 3, 1965

ARTICLES OF INCORPORATION

OF

C AND C VENDING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 22, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11800

Recorded in Liber F 443, folio 364, 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.

SEAL

196

10/23/64
W. L.

Received for record December 18, 1964 at 10:42 A.M. Liber 14

ARTICLES OF INCORPORATION

OF

MUSIC MANOR, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers Edward H. Dunkum whose postoffice address is 114 Greenmount Avenue, Hagerstown, Maryland, Eloise H. Dunkum, whose postoffice address is 114 Greenmount Avenue, Hagerstown, Maryland, and William W. Flannigan whose post office address is 2115 Pennsylvania 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:

MUSIC MANOR, INC.

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

(a) To manufacture, import, distribute, wholesale and retail, rent, teach, repair, rebuild and/or publish all types of musical instruments, accessories, supplies, equipment, phonographs, radios, tape recorders, television, works of art, books and novelties.

(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.

FOURTH: The post office address of the principal office of the Corporation in this State is Lynwood Road and Virginia Avenue, Hagerstown, Maryland. The name and post office address of the

resident agent of the Corporation in this State are Eloise H. Dunkum, 114 Greenmount Avenue, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is(2,000) two thousand shares of the par value of Fifty Dollars ($50.00) 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 Five (5), 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 Edward H. Dunkum, Eloise H. Dunkum, William W. Flannigan, Christine Flannigan and Paul Ottinger.

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 ha ve signed these Articles of Incorporation on October 21st , 1964.

WITNESS:

Joanne Snyder
Joanne Snyder

Joanne Snyder
Joanne Snyder

Edward H. Dunkum
Edward H. Dunkum

Eloise H. Dunkum
Eloise H. Dunkum

WITNESS:

Joanne Snyder

William W. Flannigan

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

I HEREBY CERTIFY that on October 21st , 1964, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Edward H. Dunkum, Eloise H. Dunkum and William W. Flannigan 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, Notary Public

My Commission Expires:

May 3, 1965

ARTICLES OF INCORPORATION

OF

MUSIC MANOR, INC.

STATE OF MD
WASHINGTON COUNTY
RECEIVED FOR RECORD
OCT 18 10 12 AM '64
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland October 22, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11804

4

Recorded in Liber F443, folio 492 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.

DEPARTMENT OF ASSESSMENTS AND TAXATION
STATE OF MARYLAND
SEAL

200

10/24/24

Received for record December 18, 1964 at 10:42 A.M. Liber 14

FULL GOSPEL ASSEMBLY OF GOD, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Reverend Alvin D. Kyle, whose Post Office address is 130 Pennsylvania Avenue, Hancock, Washington County, Maryland, George Silvers, whose Post Office address is Route 1, Berkeley Springs, West Virginia, Herman Garland, whose Post Office address is Route 1, Clear Spring, Washington County, Maryland, and Robert Wyant, Route 1, Hancock, Washington County, Maryland, elected by the members of the congregation of Full Gospel Assembly of God to act as Trustees in the name and on behalf of said congregation to manage the estate, property, interest and inheritance of same, and each being at least twenty-one years of age, and all being dicreet and sober persons, do hereby associate ourselves as incorporator with the intention of forming a religious corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.

SECOND: That the name of the Corporation (which is hereinafter called the "Congregation") shall be "Full Gospel Assembly of God, Inc."

THIRD: The plan and purpose of the corporation adopted at the meeting of the members of the congregation electing the Trustees are as follows: To-Wit:

1. That the estate, property, interest and inheritance of said Congregation shall be managed by four trustees, all of whom shall be above 21 years of age, of good character and members of said Congregation, and that the minister for the time being or senior minister, if there be more than one minister, for said Congregation shall always by virtue of his said office be a member of said body politic or Corporation; that said trustees shall be elected annually on the 1st day of July of each year and shall hold office for a period of one year or until their successors are duly chosen and elected, and said trustees shall be more than 21 years of age, of good character and shall be active in the

affairs of said Congregation; in the event of the death, resignation or refusal to act of any trustee duly elected, then the majority of the remaining trustees shall duly select another trustee to take the place of the trustee so dying, resigning or failing to act, who shall fill the unexpired term thereof; said minister shall constitute and be the president of said trustees and of said Congregation; that Reverend Alvin D. Kyle, George Silvers, Herman Garland and Robert Wyant, all being possessed with the required qualifications, are and were duly elected trustees to hold office until the first day of July, A. D., 1965 or until their successors are duly chosen; that said trustees be and they are hereby authorized and required to keep and maintain a roster or list of the members of said Congregation and to strike from said roster or list the names of all persons resigning therefrom or who die while a member thereof or whose attendance and participation in the affairs of said Congregation is so infrequent as to make it, in the judgment of said trustees, advisable to no longer consider said person as a member thereof; that said trustees shall manage all of the affiars and property of said Congregation as in their judgment they deem most advisable so as to promote the best interests and welfare of said Congregation, subject to the provisions of the applicable laws of the State of Maryland and to the provisions hereof.

2. That said trustees shall elect from among their number or from the Congregation a Secretary and a Treasurer.

3. That all members of said Congregation whose names appear in the aforesaid roster or list or should appear therein, and who are at least 21 years of age and in attendance at said meetings, shall be entitled to vote thereat; that the majority of all said members present at any meeting and entitled to vote shall determine all matters which are submitted to vote at said meetings, except the employment and/or discharge of the minister to said Congregation shall be by a vote of at least two-thirds of the

members present and entitled to vote.

4. That there shall be an annual meeting of all members of said Congregation on the 1st day of July of each year, but said meeting may be adjourned by those present thereat to some other date for any cause whatsoever, and all elections at such adjourned meeting shall be valid to all intents and purposes as though said meeting was held on the day herein specified.

5. All funds belonging to said Congregation shall be deposited in the name of said Congregation in such bank or banks as the majority of said trustees may from time to time deem advisable and shall be subject to withdrawal on checks signed by the minister of said Church and the Treasurer thereof.

6. That this Corporation is hereby affiliated with the General and Potomac District Councils of the Assemblies of God with headquarters in Springfield, Missouri, and Fairfax, Virginia, respectively, and this Corporation shall adhere to, observe and keep the custom and practices of the General Council of the Assemblies of God and shall be governed by the Constitution and By-laws recommended for local Assemblies by the General Council of the Assemblies of God.

7. That should this Congregation be dissolved pursuant to the laws of the State of Maryland, then all assets of said Congregation shall revert to, be and become the property of the Potomac District Councils of the Assemblies of God which shall have full right to dispose of or sell the said property and use the proceeds for the furtherance of the Gospel of Christ at home or abroad.

FOURTH: The Church shall be located in Washington County, Maryland, and the mailing address of the Corporation is No. 130 Pennsylvania Avenue, Hancock, Washington County, Maryland. The resident agent of the Corporation is Reverend Alvin D. Kyle whose address is 132 Pennsylvania Avenue, Hancock, Washington County, Maryland, and said resident agent is a citizen of this State and actually resides therein.

IN WITNESS WHEREOF, we, the Trustees, have signed these Articles of Incorporation on this 19th day of OCTOBER, A. D., 1964.

Witness to all signatures:

A. H. McKinley

Rev. Alvin D. Kyle (SEAL)
Reverend Alvin D. Kyle

George Silvers (SEAL)
George Silvers

Herman Garland (SEAL)
Herman Garland

Robert Wyant (SEAL)
Robert Wyant

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

I HEREBY CERTIFY, That on this 19 day of OCTOBER, A. D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Reverend Alvin D. Kyle, George Silvers, Herman Garland and Robert Wyant, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

Witness my hand and official Notarial Seal.

A. H. McKinley
A. H. McKINLEY
Notary Public

My Commission Expires: May 3, 1965.

204

✓NS

ARTICLES OF INCORPORATION

OF

FULL GOSPEL ASSEMBLY OF GOD, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
OCT 23 1964 10 42 AM '64
FOLIO
FEE CHARGED C. SALES
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland October 23, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11813

5

Recorded in Liber F443, folio 543, 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.

SEAL

Charles L. Wastyne

Received for record December 18, 1964 at 10:42 A.M. Liber 14

FREDERICK BEAUTY ACADEMY, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That we, the subscribers, BUTLER WALLACE, whose post office address is 10106 Parkwood Terrace, Bethesda, Maryland; CHARLES WALLACE, whose post-office address is 7200 Wisconsin Avenue, Bethesda, Maryland and PAT EBERSOLE, whose post-office address is Dual Highway, Rural Rt. 1, Hagerstown, Md. and each being twenty-one years of age, do hereby associate ourselves with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

1. The name of the corporation (hereinafter called the "Corporation") is:

FREDERICK BEAUTY ACADEMY, INC.

2. The objects and purposes for which and for any of them, this Corporation is formed, and the business to be carried on by it are to do any and all of the following things:

(a) To purchase, sell, lease or otherwise acquire, hold, develop, improve, mortgage, exchange, let or in any manner encumber or dispose of real property, fee simple and leasehold, wherever situate; to buy, store, sell, handle, deal in and otherwise dispose of goods, wares, merchandise and services of all kinds and descriptions; to conduct a general brokerage agency and commission business for others in the purchase, storage, sale and handling and otherwise disposing of merchandise, materials of all kinds and negotiations of loans thereon; to establish, lease, own, carry on stores and/or warehouses for the sale and/or storage of merchandise and equipment; to have one or more offices; and generally, to do all the things which may be necessary and proper in connection with any business conducted by it and which might not be contrary to law, including the conducting of a business and/or businesses for the sale of beauty supplies, instructions, services and goods.

(b) To borrow money and to pledge as collateral therefore any and all of the assets of the Corporation.

(c) To maintain margin accounts and make short sales of all kinds and descriptions.

(d) To engage in any other business of whatsoever kind and description within the State of Maryland or elsewhere that may be directly or indirectly calculated to effectuate the objects and purposes of the Corporation or any of them.

(e) To acquire good will, trade name, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm or association or corporation engaged in a similar business, and to pay for same in cash and stock of this Corporation or otherwise.

(f) To acquire by subscription, purchase, exchange, or to otherwise acquire, and hold for investment or otherwise to use, sell, dispose, pledge, mortgage, or hypothecate any bonds, stocks, or other obligation of any corporation while the owner thereof, to exercise all of the rights, powers and privileges of ownership thereof, to borrow money and issue notes and bonds as authorized by the laws of this State and to execute mortgages, deeds of trust, or other forms of contracts as securities for same and guaranteeing the payment thereof.

(g) To consolidate with other corporations engaged in any business similar or analogous to those of this Corporation or to any of the objects of this Corporation.

(h) In general, to carry on any lawful business and to have and to exercise all powers conferred by the general laws of the State of Maryland upon corporations, formed thereunder and to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of this charter by said general laws, now or hereafter in force; and the enumeration of certain powers as herein specified not being intended to exclude any other powers, rights and privileges granted to or conferred upon corporations of this character by said general laws now or hereafter in force; and that said Corporation is formed under the articles, conditions and provisions herein expressed and subject in all particulars to the limitations pertaining to corporations which are contained in the General Laws of this State.

3. The business and operations of said Corporation are to be carried on in the State of Maryland and elsewhere in the United States and in such other localities as the Board of Directors deem advisable.

4. The post office address of the place at which the principal office of the Corporation shall be located in the State of Maryland is 26 East Antietam Street, Hagerstown, Maryland. The Resident Agent of the Corporation is BUTLER WALLACE, 10106 Parkwood Terrace, Bethesda, Maryland, said Resident Agent is a citizen of the State of Maryland and actually resides therein.

5. The total amount of authorized capital stock is one hundred thousand (100,000) shares of the par value of One ($1.00) Dollar per share.

6. The Board of Directors may issue from time to time shares of its stock with or without the par value of any class and securities convertible into shares of its stock with or without the par value of any class for such consideration as the said Board of Directors may deem advisable. The Board of Directors shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock without par value or securities convertible into shares of stock without par value to be issued.

7. No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall, in any way, be affected by the fact that any of the Directors of this Corporation are pecuniarly 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 or a party to, or may be pecuniarly or otherwise interedted in, any contract or transaction of this Corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; any director of this Corporation who is also a director or officer of such 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 so interested and not such a director or officer of such corporation.

8. The Corporation shall have three (3) directors or more and the following named persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified:

BUTLER WALLACE, 10106 Parkwood Terrace, Bethesda, Maryland
CHARLES WALLACE, 7200 Wisconsin Avenue, Bethesda, Maryland
PAT EBERSOLE, Dual Highway, Rural Route 1, Hagerstown, Maryland

The Corporation may determine by its By-Laws the classifications and number of its directors, which may from time to time be fixed at a number greater than that named in this charter, but shall never be less than three.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals, this 6 day of October, 1964.

ATTEST TO ALL:

Butler Wallace (SEAL)
BUTLER WALLACE

Harry S. Shapiro

Charles Wallace (SEAL)
CHARLES WALLACE

Pat Ebersole (SEAL)
PAT EBERSOLE

STATE OF MARYLAND)
) TO WIT:
CITY OF BALTIMORE)

I HEREBY CERTIFY, that on this 6 day of October 1964, before me, the subscriber, a Notary Public, of the State and City aforesaid, personally appeared BUTLER WALLACE, CHARLES WALLACE, and PAT EBERSOLE, known to me to be the persons whose names are subscribed to the within instrument; and they acknowledged that they executed the same for the purposes therein contained.

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

HARRY S. SHAPIRO
BALTIMORE

Harry S. Shapiro
NOTARY PUBLIC

ARTICLES OF INCORPORATION

OF

FREDERICK BEAUTY ACADEMY, INC.

STATE OF MD
WASHINGTON COUNTY
RECEIVED FOR RECORD
REC. NO. 15225
OCT 18 10 42 AM '64
FOLIO
NO. C. CHARGE C. SALES
BERLIN SAWYER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland October 26, 1964, at 10:55 o'clock A. M. as in conformity with law and ordered recorded.

A 11829

15

Recorded in Liber F 444, folio 32, 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 O. Boerger

210

10/5/64

Received for record December 18, 1964 at 10:42 A. M. Liber 14

ARTICLES OF INCORPORATION

ANTIETAM MOTEL, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, WILLIAM G. HALL, whose post-office address is 1100 Dual Highway, Hagerstown, Maryland, PHYLLIS A. HALL, whose post-office address is 1100 Dual Highway, Hagerstown, Maryland, and NORMAN H. LABOVITZ, whose post-office address is 7229 Park Heights Avenue, Baltimore, Maryland 21215, 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 referred to as the Corporation) is

ANTIETAM MOTEL, INC.

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

(a) To construct, own, buy, sell, lease, equip and operate hotels, restaurants, cafes, theatres, amusement parks and amusement enterprises of all kinds; to manufacture, grow, compound, create and generally deal in all kinds of food, food stuffs and food products; to manufacture, purchase, sell and generally deal in hotel, motel and restaurant equipment and supplies of all kinds and to manufacture, own, operate and generally deal in and with all kinds of facilities and appurtenances convenient, desirable or necessary in the conduct and operation of the foregoing.

(b) To buy, sell, deal in, lease, rent, 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 Corporation, and to sell, rent, lease, mortgage, pledge or otherwise dispose of the lands, tenements and hereditaments or other property of the Corporation.

(c) To manufacture, purchase or otherwise acquire, goods, wares, merchandise and personal property of every class and description, and to hold, own, sell or otherwise dispose of, trade, deal in and deal with the same.

(d) To appoint agents in this and foreign countries and to do any act or thing pertaining to foreign and domestic trade.

LAW OFFICES
HAROLD I. WITMAN
14TH FLOOR TOWER BLDG.
BALTIMORE, MD. 21202
PLAZA 2-5445-5446

(e) To borrow money, to issue bonds, debentures, notes and obligations, secured and unsecured, of the Corporation, from time to time, for monies borrowed or in payment for property acquired, or for any of the other objects or purposes of the Corporation; for any of the objects of its business in the manner provided by law, to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, contracts, installment sales contracts, privileges or franchises of the Corporation, wheresoever situate, acquired or to be acquired.

(f) To purchase or otherwise acquire and to carry on all or any part of the property or business of any firm, person or corporation possessed of property which can be used for any of the purposes of the Corporation or carrying on any business which the Corporation is authorized to conduct, and as a consideration for the same to pay cash or to issue stock, debentures or obligations of the Corporation, and in connection with any such transaction to undertake any liabilities relating to the property or business so acquired in the manner provided by law.

(g) To apply for, purchase, register or otherwise acquire any patents, patent rights, licenses, trade-marks, trade-names and copyrights, to hold, use, exercise or develop or grant licenses in respect of the property and rights so acquired.

(h) To conduct its business, in all or any of its branches, so far as permitted by law, in the State of Maryland, and in other states of the United States and in the territories and the District of Columbia, and in any and all dependencies, colonies or possessions of the United States and foreign countries, and for and inconnection with such business to hold, possess, lease, purchase, mortgage and convey real and personal property, including stocks, bonds and securities of other corporations, and to maintain branches, offices and agencies either within or anywhere without the State of Maryland.

(i) In furtherance and not in limitation of the general powers conferred by the laws of the State of Maryland, and of the purposes hereinbefore stated, it is hereby expressly provided that the Corporation shall have the power to do any and all things set forth as its objects, to the same extent and as fully as a natural person might or could do, as principal, agent, contractor or otherwise, and alone or jointly with any other corporation, association, firm or person, and to do all and everything necessary and incidental for the accomplishment of the purposes or the attainment of any one or more of the objects herein enumerated or incidental for the protection and benefit of the Corporation. Furthermore, the objects and purposes specified in each of the clauses of this article shall be regarded as independent objects and purposes, and that said clauses shall be construed as both purposes and powers.

FOURTH: The post-office address of the place at which the principal office of the Corporation in the State will be located is 1100 Dual Highway, Hagerstown, Maryland. The resident agent of the Corporation is WILLIAM G. HALL, whose post-office address if 1100 Dual Highway, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

LAW OFFICES
HAROLD I. WITMAN
14TH FLOOR TOWER BLDG.
BALTIMORE, MD. 21202
PLAZA 2-5445-5446

FIFTH: The Corporation shall have no less than three (3) directors, and WILLIAM G. HALL, PHYLLIS A. HALL and NORMAN H. LABOVITZ shall act as such until the first meeting of stockholders or until their successors are duly chosen and qualified. The number of directors may be increased as provided for in the By-Laws of the Corporation.

SIXTH: The total amount of authorized capital stock of the Corporation is One Thousand (1,000) shares, all of which are common stock without nominal or par value.

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 Corporation reserves the right at any time or times hereafter to amend this Charter, and each and every Article hereof, in such manner as it may deem proper or advisable.

(b) 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.

(c) 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, and to direct and determine the use and disposition of any surplus or net profits, and the amount of surplus and the net profits of the Corporation to be reserved before the payment of any dividends shall rest wholly in the discretion of the Board of Directors.

(d) The Board of Directors is expressly authorized to make, alter, amend and repeal the By-Laws of the Corporation; to fix the amount to be reserved as working capital, over and above its capital stock paid in; to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation; to borrow money, create debts, and pledge the property of this Corporation as security therefor; from time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this Corporation shall be open to inspection of stockholders, and no stockholder shall have any right to inspect any of the books or documents of this Corporation, except as prescribed by statute, unless authorized by resolution of the holders of a majority of the stock entitled to vote or by a majority of the directors.

(e) 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 affairs.

LAW OFFICES
HAROLD I. WITMAN
14TH FLOOR TOWER BLDG.
BALTIMORE, MD. 21202
PLAZA 2-5445-5446

(f) Subject to the provisions of the Statutes of Maryland and of this Charter, through appropriate By-Laws provisions, the Corporation may confer powers upon the Board of Directors in addition to the powers expressly conferred upon it by law and this Charter.

(g) The above granted powers to the Corporation and to the Stockholders and Board of Directors thereof, are in furtherance and not in limitation of the general powers conferred by law upon the Corporation, the stockholders and the Board of Directors thereof.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 14TH day of October, 1964.

WITNESS:

William G. Hall (SEAL)
William G. Hall

HAROLD I. WITMAN

Phyllis A. Hall (SEAL)
Phyllis A. Hall

(SEAL)
Norman H. Labovitz

STATE OF MARYLAND, COUNTY OF BALTIMORE, to wit:

I HEREBY CERTIFY that on this 14TH day of October, 1964, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Baltimore aforesaid, personally appeared WILLIAM G. HALL, PHYLLIS A. HALL, and NORMAN H. LABOVITZ, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

HAROLD I. WITMAN NOTARY PUBLIC BALTIMORE CO., MD.

Notary Public

LAW OFFICES
HAROLD I. WITMAN
14TH FLOOR TOWER BLDG.
BALTIMORE, MD. 21202
PLAZA 2-5445-5446

214

ARTICLES OF INCORPORATION

OF

ANTIETAM MOTEL, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 15219
OCT 8 10 12 AM '64
FEES
CHARGE
PAID - TO WORLEY & SALEE
E. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland October 26, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11844

5

Recorded in Liber F444, folio 78, 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. Buntz

10/30/4
W. S.

Received for record December 18, 1964 at 10:42 A.M. Liber 14

ARTICLES OF INCORPORATION

OF

WILSON HOME SUPPLY INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, J. Frank Wilson, whose postoffice address is 34 West Church Street, Hagerstown, Maryland; R. Noel Spence, whose postoffice address is Grice Building, Hagerstown, Maryland; and Omer T. Kaylor, Jr., whose postoffice address is Grice Building, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Wilson Home Supply Inc.

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

(a) To carry on a general hardware business including the purchase and sale of all kinds of hardware, at wholesale and retail and further to buy, sell and generally deal in building materials including but not limited to flooring, paneling, appliances etc., and the installation thereof.

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

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

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

(e) To 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 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 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 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 Holiday Acres Inc., Route 2 Smithsburg, Maryland. The resident agent of the Corporation in this State is J. Frank Wilson, whose postoffice address is 34 West Church 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 at least three(3) directors and J. Frank Wilson, R. Noel Spence and OmerT. Kaylor, Jr., shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other

corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, 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) 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 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 28th day of October, 1964.

J. Frank Wilson

R. Noel Spence

Omer T. Kaylor, Jr.

Witness:

Sandra D. Mercer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 28th day of October, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared J. Frank Wilson, R. Noel Spence and Omer T. Kaylor, Jr., and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

IN WITNESS my hand and Notarial Seal.

SANDRA D. MERCER NOTARY PUBLIC WASHINGTON CO. MARYLAND

Sandra D. Mercer
Notary Public

My commission expires:
May, 1965

ARTICLES OF INCORPORATION

OF

WILSON HOME SUPPLY INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 29, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11917

Recorded in Liber F444, folio 364, 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.

SEAL

10/30/64
W. L.

Received for record December 18, 1964 at 10:42 A.M. Liber 14
H. A. HESSE, INC.

ARTICLES OF INCORPORATION.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Henry A. Hesse, whose post office address is 9710 Highview Avenue, Damascus, Maryland, Edwin H. Miller, whose post office address is #202 Maryland National Bank Building, Hagerstown, Maryland, and Robert E. Kuczynski, whose post office address is #202 Maryland 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 the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is: "H. A. HESSE, INC.".

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

(a) To buy, sell, and deal in petroleum, rock or carbon oils, natural gas, and other volatile mineral substances; to manufacture, refine, prepare for market, buy, sell, and transport the same in the crude or refined condition; to acquire for these purposes gas and oil lands, leaseholds and other interests in real estate and gas, oil and other rights, to construct and maintain conduits and lines of tubing and piping for the transportation of gas and oil for the public generally as well as for the use of the said corporation; to transport such oil and gas by means of pipes, tank cars or otherwise, and to sell and supply the same to others; to lay, buy, sell, lease and operate pipes, pipe lines and storage tanks to be used for the purpose of transporting and storing oils and gas, and of doing a general pipe line and storage business; to construct and maintain gas wells, oil wells, salt wells and refineries, and to buy, sell and deal in gas, oil and salt; to obtain and prepare for market such other

valuable minerals or materials as may be discovered in developing the lands of the company.

(b) To buy, sell and deal in at wholesale and retail natural oils and gas for heating, lighting and other purposes, and to buy, hold and sell lands and leases for the same purpose.

(c) To drill and operate for petroleum, oil and gas, and produce petroleum oil and gas and other minerals incidentally developed; to manufacture or refine all said products or minerals or substances found in and upon any lands acquired by the company, transport the same to market and sell the same in crude or manufactured form.

(d) To buy, sell and deal in at wholesale and retail automotive parts, accessories, and merchandise incident thereto; to procure, manufacture, purchase, own and sell at wholesale and retail, all tools, appliances, machinery, oil burning and oil heating equipment, and service the same.

(e) 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.

(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 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.

(h) 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.

(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 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: #719 Frederick Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is: Henry A. Hesse, #9710 Highview Avenue, Damascus, 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 ten thousand (10,000) shares of the

par value of Ten ($10.00) Dollars a share, all of one class, and having an aggregate par value of One Hundred 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 qualify, are: Henry A. Hesse, Lois P. Hesse and Robert B. Mulligan.

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 October 29th, 1964.

WITNESS:

Henry A. Hesse

Henry A. Hesse

Edwin H. Miller

Edwin H. Miller

Robert E. Kuczynski

Robert E. Kuczynski

Olive R. Shupp

OLIVE R. SHUPP

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

I HEREBY CERTIFY, That on this 29th day of October, 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Henry A. Hesse, Edwin H. Miller and Robert E. Kuczynski, 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.

My commission expires:
5/3/65

Olive R. Shupp
Notary Public
OLIVE R. SHUPP

228

ARTICLES OF INCORPORATION

OF

H. A. HESSE, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
1964 OCT 30 PM 2:01
LIBER 1445 FOLIO 187
CHARGE 12.00
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland October 30, 1964 at 2:00 o'clock P. M. as in conformity with law and ordered recorded.

A 11925

Recorded in Liber F 1445, folio 187, 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.

SEAL

Charles O. Bartlett

10/5/14
W. R.

Received for record December 18, 1964 at 10:42 A.M. Liber 14

FAIRCHILD STRATOS CORPORATION

ARTICLES OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

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

FIRST: The Charter of the Corporation is hereby amended by striking out ARTICLE SECOND of the Certificate of Incorporation and inserting in lieu thereof the following:

SECOND: The name of the corporation (hereinafter called the Corporation), is FAIRCHILD HILLER CORPORATION.

SECOND: The Board of Directors of the Corporation on July 1, 1964, duly 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 by the stockholders at the special meeting to be held on September 21, 1964.

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

IN WITNESS WHEREOF, FAIRCHILD STRATOS CORPORATION has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on this 28th day of September, 1964.

FAIRCHILD STRATOS CORPORATION

By: Edward G. Uhl
Edward G. Uhl, President

ATTEST:

John L. Grabber
John L. Grabber, Secretary

(Corporate Seal)

STATE OF MARYLAND)
) ss:
COUNTY OF WASHINGTON)

I HEREBY CERTIFY that on the 28th day of September, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared EDWARD G. UHL, President of FAIRCHILD STRATOS CORPORATION, a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared JOHN L. GRABBER and made oath in due form of law that he was Secretary of the meeting of stockholders of said Corporation at which an amendment of Certificate of Incorporation of said 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 and to the best of his knowledge, information and belief.

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

(Notary Seal)

Ella T. Shaffer
Ella T. Shaffer, Notary Public
Notary Public, Washington County
Certificate filed in Washington County

ARTICLES OF AMENDMENT

OF

FAIRCHILD STRATOS CORPORATION

Changing its name to

FAIRCHILD HILLER CORPORATION

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECORDED IN
LIBER 1579
DEC 10 10 02 AM '64
LAND RECORDS
LAND RECORDS
E. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland October 1, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11491

3

Recorded in Liber F440, folio 335, 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 O. Boerner

10/5/64
W. R.

Received for record December 18, 1964 at 10:42 A.M. Liber 14

ARTICLES OF AMENDMENT

THE CALVARY BRETHREN CHURCH OF HAGERSTOWN, MARYLAND

- - - -

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of The Calvary Brethren Church of Hagerstown, Maryland, a Maryland Corporation, having its principal office in Hagerstown, Maryland, at a meeting duly held on April 16, 1963, upon motion duly made, seconded and carried, adopted the following resolution:

RESOLVED: (1) That it is advisable to amend the Charter of the Corporation by striking out Articles 2 through 15 inclusive and inserting in lieu thereof the following--

ARTICLE 2: 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 at its quarterly or other called business meetings.

ARTICLE 3: 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.

ARTICLE 4: The title to church property shall rest in the Trustees, a board of five men, each above the age of twenty-one (21) years, and elected as follows-- Each year there shall be elected a Trustee who shall serve for the period of five (5) years and to take the place of the Trustee whose term expires in that year. The terms of office of the Trustees shall be so determined that one Trustee shall be elected each year at the October congregational business meeting. The Board of Trustees shall control property, both real and personal, now used, occupied or possessed by said church or which may be hereafter given, conveyed, bequeathed,

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

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.

ARTICLE 5: Congregational business meetings shall be held quarterly, preferably the third Wednesday of the months of January, April, July, and October. Other (special) congregational meetings may be called by majority vote of Pastor and Official Board, providing notice is given at a Sunday morning service three (3) days in advance of the proposed meeting. Reports of progress and activities of the previous quarter shall be given to the congregation at each quarterly business meeting, and an annual report for the previous year shall be given to the congregation at the January business meeting by the Pastor, the Church Treasurer, and the Trustees. Annual election of church officers shall be held during the third quarterly congregational business meeting in October, with new officers being installed January 1st following.

ARTICLE 6: A Church Constitution and By-Laws, outlining in detail the organization of the church, conditions of membership, authority and responsibilities of officers, shall be adopted by the congregation and accepted by two-thirds majority vote of members present at a business meeting. Nothing in the Constitution and By-Laws shall conflict with or supersede in any way the basic provisions of these Articles of Incorporation, although the Constitution and By-Laws shall of necessity enlarge upon the provisions of the Articles of Incorporation.

ARTICLE 7: Any person who shall have confessed that Jesus Christ is the Son of God and received Him as Saviour and Lord, and who shall have been baptized in water by triune immersion, and who shall have consented to the covenants and provisions of the Constitution and By-Laws, may formally become a member of the church.

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

ARTICLE 8: The presence of twenty per cent (20%) of the membership of this church sixteen (16) years of age and upward

shall be deemed sufficient to constitute a quorum for the transaction of business at any regular or special meeting of the congregation.

ARTICLE 9: The congregation shall have the right to formulate and adopt rules and regulations for directing and managing its congregational affairs. The adoption of such rules and regulations shall be determined only by a majority of the lawful ballots cast by the members of the congregation at a regular or special meeting, of which meeting at least two (2) weeks' previous notice shall be given from the pulpit at a regular meeting of the congregation.

ARTICLE 10: This Certificate of Incorporation and the Constitution and By-Laws of the congregation may be amended by a two-thirds majority vote of all members eligible to vote and present at any regular meeting, or at a special meeting called for that purpose, provided that in either case at least ten (10) days' notice of the proposed amendment shall be given and that the said period of ten (10) days shall include two (2) Sundays. An announcement from the pulpit at regular meetings of the congregation on two (2) successive Sundays shall be deemed a sufficient notice.

ARTICLE 11: The objects and purposes of the corporation are religious, benevolent, and charitable and its duration shall be perpetual. The corporation holds to the orthodox Biblical position, with its doctrinal position adopted by the General Conference of the Brethren Church in 1921.

ARTICLE 12: The church shall reserve the right to license and ordain to the ministry male members only of the congregation.

ARTICLE 13: These Articles of Incorporation, as amended, shall be signed by the Trustees under the provision of Article 23 of the Code of Public General Laws of Maryland and by them acknowledged to be the act and deed of said congregation before a Notary Public of the State of Maryland, in and for Washington County.

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

(2) That a meeting of the members of the corporation to take action upon the adoption of the amendments advised as aforesaid, be and the same is hereby called to convene at the principal office of the corporation in Hagerstown, Maryland, the first day of May, A.D. 1963, at 7:30 o'clock, P.M.

SECOND: 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 in Section 11 of Article 23, was held on the first day of May, A.D. 1963, and at said meeting the members by a two-thirds affirmative vote duly adopted the amendments to the Articles of Incorporation, advised by the Board of Directors as aforesaid.

IN WITNESS WHEREOF, we have signed these Articles of Amendment this 11th day of September, A.D. 1964.

Robert Y. Wolfe (SEAL)
Robert Y. Wolfe

Richard L. Kline (SEAL)
Richard L. Kline

Harold D. Martin (SEAL)
Harold D. Martin

Preston R. Stine (SEAL)
Preston R. Stine

TEST:

Irene R. Bussie

Raymond C. Wine (SEAL)
Raymond C. Wine
TRUSTEES

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

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 11th day of September, A. D. 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert Y. Wolfe, Richard L. Kline, Harold D. Martin, Preston R. Stine, and Raymond C. Wine, Trustees of the Calvary Brethren Church of Hagerstown, Maryland, known to me to be the persons whose names are subscribed to the aforegoing Articles of Amendment, and did each acknowledge the same to be their respective act and deed and deed of said congregation, and that the matters and facts set forth therein are true to the best of their knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Irene R. Burns
(Notary Public)

My Commission Expires:
May 3, 1965.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1st day of October, A.D. 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared David G. Reese who acknowledged himself to be the Secretary of The Calvary Brethren Church of Hagerstown, Maryland, and that he, as such Secretary, acknowledged the aforegoing instrument for the purposes therein contained and that he was the Secretary of the meeting of the members at which the aforegoing Articles of Amendment were approved.

WITNESS my hand and Official Notarial Seal.

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

My Commission Expires:
May 3, 1965.

Irene R. Burns
(Notary Public)

ARTICLES OF AMENDMENT

OF

THE CALVARY BRETHREN CHURCH OF HAGERSTOWN, MARYLAND

approved and received for record by the State Department of Assessments and Taxation of Maryland October 2, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11500

6

Recorded in Liber F440, folio 544 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. Baxter

238

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

ASSOCIATED MANUFACTURING AND SUPPLY CORPORATION

were received for record on October 29, 1964, in accordance with the provisions of Sec. 77 of Art. 23 of the Code (1957 Edition).

Albert W. Ward
Director

2386

Received for record December 18, 1964 at 10:42 A.M. Liber 14

ASSOCIATED MANUFACTURING AND SUPPLY CORPORATION

ARTICLES OF DISSOLUTION

Associated Manufacturing and Supply Corporation, a Maryland corporation, having its principal office in the City of Hagerstown, 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 38 South Potomac Street, 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 (1) year after dissolution and thereafter until the affairs of the Corporation are wound up is Robert L. Weinberg, 10 Light Street, Baltimore, Maryland 21202. Said resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of each of the Directors of the Corporation are as follows:

Name	Address
John M. Waltersdorf	38 South Potomac Street Hagerstown, Maryland
Margaret S. Waltersdorf	38 South Potomac Street Hagerstown, Maryland

WEINBERG AND GREEN
BALTIMORE 2, MD.

R. C. Robinson 2820 Loch Raven Road
Baltimore, Maryland 21218

FIFTH: The name, title and post office address of each of the officers of the Corporation are as follows:

Name	Title	Address
John M. Waltersdorf	President	38 South Potomac Street Hagerstown, Maryland
Margaret S. Waltersdorf	Vice President	38 South Potomac Street Hagerstown, Maryland
R. C. Robinson	Secretary-Treasurer	2820 Loch Raven Road Baltimore, Maryland 21218
Robert L. Weinberg	Assistant Secretary-Treasurer	10 Light Street Baltimore, Maryland 21202

SIXTH: The entire Board of Directors, acting pursuant to Article 23, Section 58, of the Annotated Code of Maryland (1957 Edition), by resolution dated September 28,1964 , unanimously declared that dissolution of the Corporation was deemed to be advisable and in the best interests of the Corporation.

SEVENTH: The dissolution of the Corporation was, by resolution dated September 28 , 1964 , authorized by the sole Stockholder of the Corporation, acting pursuant to Article 23, Section 47 of the Annotated Code of Maryland (1957 Edition).

EIGHTH: The dissolution of the Corporation has been duly advised by the Board of Directors and authorized by the sole Stockholder of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland (1957 Edition).

WEINBERG AND GREEN
BALTIMORE 2, MD.

NINTH: Notice that dissolution of the Corporation had been duly authorized pursuant to Article 23 of the Annotated Code of Maryland (1957 Edition) was mailed on September 28, 1964, 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 (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 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, but including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely: None

IN WITNESS WHEREOF, Associated Manufacturing and Supply Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Assistant Secretary-Treasurer on September 30, 1964.

ATTEST:

Robert L. Weinberg
Robert L. Weinberg,
Assistant Secretary-Treasurer

ASSOCIATED MANUFACTURING AND SUPPLY CORPORATION

By John M. Waltersdorf
John M. Waltersdorf,
President

WEINBERG AND GREENLAND
BALTIMORE 2, MD.

STATE OF MARYLAND
CITY OF HAGERSTOWN to wit:

I HEREBY CERTIFY that on this 30th day of Sept, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Hagerstown, personally appeared John M. Waltersdorf, President of Associated Manufacturing and Supply Corporation, 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.

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

Charles S. Zible
Notary Public

My Commission Expires:

STATE OF MARYLAND
CITY OF BALTIMORE to wit:

I HEREBY CERTIFY that on this 2 day of October, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared Robert L. Weinberg, Assistant Secretary-Treasurer of Associated Manufacturing and Supply Corporation, a Maryland corporation, who made oath in due form of law that the Directors and sole Stockholder of said Corporation duly advised and authorized, respectively, the dissolution of said Corporation, 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 last above written.

Joanne McKelvey
Notary Public

My Commission Expires:

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

LOUIS L. GOLDSTEIN
COMPTROLLER
BERNARD F. NOSSEL
CHIEF DEPUTY

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

ASSOCIATED MANUFACTURING AND SUPPLY CORPORATION

have been paid.

WITNESS my hand and official seal this twenty - first day of September A.D. 1964.

H. M. Zadd
Deputy Comptroller

ARTICLES OF DISSOLUTION

OF

ASSOCIATED MANUFACTURING AND SUPPLY CORPORATION

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 15227
Dec 18 10 42 AM '64
MARYLAND
AND RECORDED IN LIBER
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland October 29, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11886

2

Recorded in Liber F444, folio 365, 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.

Charles G. Weston

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

YINGLING AUTO SALES & SERVICE, INC.

were received for record on October 28, 1964, in accordance with the provisions of Sec. 77 of Art. 23 of the Code (1957 Edition).

Albert W. Ward
Director

Received for record December 18, 1964 at 10:42 A.M. Liber 14

YINGLING AUTO SALES & SERVICE, INC.

ARTICLES OF DISSOLUTION

Yingling Auto Sales & Service, Inc., a Maryland corporation, having its principal office in Hagerstown, 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 is #500 Grove 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, is: Leo H. Miller, 206 Second National Bank Bldg., Hagerstown, 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:

A. Josephine Yingling, 500 Grove Av.,Hagerstown, Md.
Judith Y. Fender, 500 Grove Ave.,Hagerstown, Md.
Leo H. Miller, 206 Sec. Nat. Bank Bdg.,Hagerstown,Md.

FIFTH: The name, title and post office address of each of the officers of the Corporation are as follows:

Name	Title	Address
A. Josephine Yingling	President	Hagerstown, Md.
Judith Y. Fender	V. Pres.	Hagerstown, Md.
Leo H. Miller	Secretary	Hagerstown, Md.
Leo H. Miller	Treasurer	Hagerstown, Md.
Judith Y. Fender	Ast. Secty.	Hagerstown, Md.

SIXTH: The entire Board of Directors, at a meeting duly convened and held on **September 22nd, 1964**, adopted a resolution declaring that dissolution of the corporation is advisable and directing that the proposed dissolution be submitted for action thereon at the special meeting of the stockholders of the Corporation to be held on **October 6, 1964.**

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 dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the affirmative vote of all the stock of the Corporation outstanding and entitled to vote thereon.

NINETH: 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 Department of Assessments and Taxation) 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 160 of Article 81, or otherwise, including taxes billed for the year in which dissolution of the Corporation is to be effected, namely: 1964.

Charles B. Huyett, Tax Collector for City of Hagerstown, Maryland.
Hugh K. Troxell, County Treasurer and Tax Collector for Wash. Co., Md.
State Dept. of Assessments and Taxation, Baltimore, Md.

IN WITNESS WHEREOF, Yingling Auto Sales & Service, Inc., has caused these presents to be signed in its name, on its behalf, by its President, and its corporate seal to be hereto affixed,

attested by its Secretary, on this 6th day of October, 1964.

TEST AS TO SEAL:

YINGLING AUTO SALES & SERVICE, INC.

By: A. Josephine Yingling
A. Josephine Yingling, President

Leo H. Miller
Leo H. Miller, Secretary.

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

I HEREBY CERTIFY, That on this 6th day of October, 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared A. Josephine Yingling, President of Yingling Auto Sales & Service, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the aforegoing Articles of Dissolution to be the corporate act of said corporation; and at the same time also personally appeared Leo H. Miller, and made oath in due form of law that he was acting 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 his knowledge, information and belief.

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

Olive R. Shupp
Notary Public
Olive R. Shupp

My commission expires:
May 3, 1965.

State Dept. of Assessments & Taxation,
301 West Preston St.,
Baltimore 1, Maryland.

Gentlemen:

This is to certify that Yingling Auto Sales & Service, Inc., a Maryland corporation, does not owe the City of Hagerstown, State of Maryland, taxes of any nature.

Dated this 3rd day of September, 1964.

Charles B. Amy
Tax Collector for the City
of Hagerstown, Md.

~47

State Dept. of Assessments & Taxation,
301 West Preston St.,
Baltimore 1, Maryland.

Gentlemen:

This is to certify that Yingling Auto Sales & Service, Inc., a Maryland corporation, does not owe the County of Washington, State of Maryland, taxes of any nature.

Dated this 3rd day of September, 1964.

Hugh K. Trovell
County Treasurer and Tax Collector
for Washington County, Md.

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

LOUIS L. GOLDSTEIN
COMPTROLLER
BERNARD F. NOSSEL
CHIEF DEPUTY

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

YINGLING AUTO SALES & SERVICE, INC.

have been paid.

WITNESS my hand and official seal this twenty - third day of October A.D. 1964.

H. M. Zeck
Deputy Comptroller

ARTICLES OF DISSOLUTION

OF

YINGLING AUTO SALES & SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 28, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11882

7

Recorded in Liber F444, folio 343, 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.

Charles R. Buxton

RDR:asn
6/11/64

Received for record December 18, 1964 at 10:42 A.M. Liber 14, Receipt No. 15779

ARTICLES OF REVIVAL

HESCO, INC.

HESCO, INC., a Maryland corporation having its principal office in Washington County, Maryland (the "Corporation"), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited on November 27, 1963, 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 Hesco, Inc.

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

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 720 Mulberry Street, 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 are Max O. Mogensen, No. 720 Mulberry Street, Hagerstown, Washington County, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been 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 August 10, 1964.

J. H. Hartman Jr.

Last Acting President

R. A. Holday

Last Acting Secretary

STATE OF Pennsylvania :
: ss:
County of Lancaster :

I HEREBY CERTIFY that on 13 August, 1964, before me, the subscriber, a notary public of the State of Pennsylvania, in and for the County of Lancaster, personally appeared J. H. Hartman, Jr., the last acting President and R. A. Holday, the last acting Secretary of HESCO, 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.

NOTARY PUBLIC
My Commission Expires July 31, 1967
Manheim Twp. Lancaster County

LEONARD F. BROWN
COMMONWEALTH OF PENNSYLVANIA
NOTARY PUBLIC

Leonard F. Brown

Notary Public

252

ARTICLES OF REVIVAL

OF

HESCO, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
OCT 13 10 52 AM 1964
LAND RECORDS
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland October 13, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11620

4

Recorded in Liber F 442, folio 78, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Spec. 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. Bolton

Received for record January 19, 1965 at 12:21 P.M. Receipt No. 16537

11/20/64
W. L.

ARTICLES OF INCORPORATION

OF

ARLO FARMS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Adam R. Martin, whose post office address is 102 Mountain View Avenue, Maugansville, Maryland, Martha G. Martin, whose post office address is 102 Mountain View Avenue, Maugansville, Maryland, and Arlin R. Martin, whose post office address is 205 Preston Road, Maugansville, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

ARLO FARMS, INC.

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

(a) To purchase farms and to carry on the business of farming, dairying, truck and market gardening, and of producing, merchandising, manufacturing, and preserving all kinds of farm, dairy, fruit, vegetable and garden products, and to carry on all other business incident thereto or connected therewith.

(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 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 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 102 Mountain View Avenue, Maugansville, Maryland. The resident agent of the Corporation is Adam R. Martin, whose post office address is 102 Mountain View Avenue, Maugansville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Fifty Thousand (50,000) 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 Five Hundred Thousand ($500,000.00) Dollars.

SIXTH: The Corporation shall have three (3) directors and Adam R. Martin, Martha G. Martin and Arlin R. Martin, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance of 2,221 shares to Adam R. Martin, 2,221 shares to Martha G. Martin, 4,441 shares to Betty J. Horst, 4,441 shares to Alta G. Hertzler, 4,441 shares to Arlin R. Martin, and 4,441 shares to Leo E. Martin, fully paid and non-assessable shares of the par value of Ten ($10.00) Dollars per share for the following consideration, the value of which consideration is hereby stated to be not less than $222,060.00, namely: in exchange for all of the assets of Arlo Farms, a partnership, Adam R. Martin, Martha G. Martin, Betty J. Horst, Alta G. Hertzler, Arlin R. Martin, Leo E. Martin, being all of its partners, said assets consisting of the Young Farm, Hade Place, Blickenstaff Farm, McLaughlin Farm, Shank Farm, Witmer Farm, together with the buildings and improvements thereon, machinery and equipment, dairy herd and other assets of the said partnership including cash, notes and accounts receivable, and stock, and the assumption by the said Corporation of the liabilities thereof consisting of notes payable in the amount of $2,500.00.

(b) 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.

(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 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.

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

(e) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendments which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of Four Fifths (4/5) of all such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

(f) No holder of stock of the Corporation of whatever class, shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such 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.

(g) 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.

(h) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by

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

(i) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of 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 6th day of November, A.D., 1964.

WITNESS:

Adam R. Martin (SEAL)
Adam R. Martin

Martha G. Martin (SEAL)
Martha G. Martin

Rosalyn D. Wolford
Rosalyn D. Wolford

Arlin R. Martin (SEAL)
Arlin R. Martin

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

I HEREBY CERTIFY, That on this 6th day of November A.D., 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Adam R. Martin, Martha G. Martin and Arlin R. Martin, and severally acknowledged the aforegoing 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
Notary Public
My Comm. Exp: May 3, 1965

ROSALYN D. WOLFORD NOTARY PUBLIC WASHINGTON COUNTY, MD.

260

ARTICLES OF INCORPORATION

OF

ARLO FARMS, INC.

16587

14

approved and received for record by the State Department of Assessments and Taxation of Maryland November 19, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 12237

8

Recorded in Liber F-448, folio 106, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $.....100.00.....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.

Gordon M. Bartgis

Received for record January 19, 1965 at 12:21 P.M. Receipt No. 16537

ARTICLES OF INCORPORATION

OF

"THE HAGERSTOWN PIGEON AND POULTRY ASSOCIATION, INCORPORATED"

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Kenneth M. Green, Sr., 820 Park Road, Hagerstown, Maryland; Edward Earl Whitmore, 231 East Baltimore St., Funkstown, Washington County, Maryland; and James F. Boward, 42 Alexander 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 formation of corporation, associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is "THE HAGERSTOWN PIGEON AND POULTRY ASSOCIATION, INCORPORATED".

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

To promote and provide for the breeding, propagation of all types of pigeons, chickens and poultry, thoroughbred stock and the dissemination of latest methods of breeding, feeding and showing of these purebred pigeons, chickens, and other types of poultry in shows through the country.

To provide exhibits, shows, and other means of promoting of the raising of better pigeons, chickens, and poultry.

To provide and promote sociability and learning among the breeders of purebred pigeons, chickens and poultry throughout the Country, and to provide recreation for its members.

To buy, sell, mortgage and pledge any real and personal property for the above purposes and to provide for the general

recreational and social purposes of its members.

To have the general purposes of Club and any and all rights and privileges granted under the corporation laws of the State of Maryland.

FOURTH: The Postoffice address and its principal office shall be 820 Park Road, Hagerstown, Maryland. The resident Agent shall be Edward Earl Whitmore, whose postoffice is Funkstown, Washington County, Maryland, said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors and the aforesaid incorporators shall act as such until the next annual election shall be held or until their successors shall be elected. The said Directors shall be persons over twenty one years of age and be in good standing in this Corporation.

SIXTH: The Directors so elected shall have perpetual succession by their name of incorporation and shall be capable in law to purchase, take and hold to them and their successors in fee or for a less estate, any lands, tenements or hereditaments, rents or annuities , goods or chattels within this state, by gifts, bargain, sale or devise by any person, politic or corporate, capable of making same, and to use or lease, mortgage or sell and convey the same in such manner as may deem most conducive to the interest of the Corporation.

SEVENTH: The Corporation shall have no capital stock, the revenue and property for the same shall arise from the moneys paid by the members as dues , and the proceeds of any shows, sales, or other articles of poultry, chickens, pigeons and otherwise.

IN WITNESS WHEREOF, We have signed this certificate of Incorporation this 29th day of October, A. D., 1964.

WITNESS:

Margaret S. Greene — Kenneth M. Green Sr.
KENNETH M. GREEN, SR.

Margaret S. Greene — Edward Earl Whitmore
EDWARD EARL WHITMORE

Margaret S. Greene — James F. Boward
JAMES F. BOWARD

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

On this 29th day of October, A. D., 1964, before me the undersigned Officer, a Notary Public of the State and County aforesaid, personally appeared Kenneth M. Green, Sr., Edward Earl Whitmore and James F. Boward and severally acknowledged the aforegoing certificate of Incorporation to be their respective act and deed.

ARTICLES

WITNESS my hand and Official Notarial Seal.

Margaret S. Greene
MARGARET S. GREENE Notary Public

My Comm.Ex: May 3, 1965

264

√NS

ARTICLES OF INCORPORATION

OF

THE HAGERSTOWN PIGEON AND POULTRY ASSOCIATION, INCORPORATED

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
JAN 19 12 21 PM '65
LAND RECORDS
G. MERLE SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland November 2, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11962

4

Recorded in Liber F445, folio 239, 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.

SEAL

Charles M. Bartges

Received for record January 19, 1965 at 12:21 P.M. Receipt No. 16537

ARTICLES OF INCORPORATION

OF

HAGERSTOWN SPORTS CLUB, INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, PETER SCHERLINSKY, WHOSE POST OFFICE ADDRESS IS 521 SUMMIT AVENUE, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; ARTHUR P. STEIN, WHOSE POST OFFICE ADDRESS IS 1070 VIEW STREET, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; AND VIVIAN J. SCHERLINSKY, WHOSE POST OFFICE ADDRESS IS 521 SUMMIT AVENUE, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; ALL BEING AT LEAST TWENTY-ONE YEARS OF AGE, DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND, AUTHORIZING THE FORMATION OF CORPORATION, ASSOCIATE OURSELVES WITH THE INTENTION OF FORMING A CORPORTION BY THE EXECUTION AND FILING OF THESE ARTICLES.

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

HAGERSTOWN SPORTS CLUB, INC.

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

(A) TO ENCOURAGE AND PROMOTE THE GAME OF SOCCER BY ACTIVELY SPONSERING SOCCER GAMES SO AS TO INCREASE PARTICIPATION THEREIN BY PLAYERS AND ALSO TO INCREASE THE GENERAL INTEREST AND ACCEPTANCE OF THIS GAME BY SPECTATORS AND TO DO EVERYTHING POSSIBLE TO MAKE THIS SPORT MORE POPULAR.

(B) TO ENCOURAGE AND PROMOTE ALL TYPES OF SPORTING GAMES AND EVENTS, FOR THE BENEFIT OF PLAYERS AND PARTICIPANTS AS WELL AS SPECTATORS, SO AS TO INCREASE ALL TYPES OF SPORTS GENERALLY IN ANY WAY POSSIBLE.

(C) TO ACQUIRE, LEASE, RENT, CONSTRUCT, PURCHASE, OWN, FURNISH, MANAGE, OPERATE, SELL AND OTHER WISE OWN AND CONTROL BY ANY LAWFUL MEANS, BUILDING, CLUBHOUSE, MEETING PLACE,

LANDS, GROUNDS, EQUIPMENT, TRAPS AND OTHER APPLIANCES AND ANY OTHER PROPERTY OF ANY KIND OR DESCRPTION FOR THE USE, PLEASURE AND ENJOYMENT OF ITS MEMBERS AND GUESTS, IN SOCCER AND ANY OTHER SPORTING, RECREATIONAL AND SOCIAL ACTIVITY.

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

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

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

(G) THIS CORPORATION IS FORMED ON AND SUBJECT TO THE ARTICLES, CONDITIONS AND PROVISIONS HEREIN EXPRESSED AND TO THE PROVISIONS AND LIMITATIONS RELATING TO CORPORATIONS WHICH ARE CONTAINED IN THE PUBLIC GENERAL LAWS OF THE STATE OF MARYLAND AND SAID CORPORATION SHALL HAVE FULL POWER TO DO ANY AND ALL OF THE ACTS, MATTERS AND THINGS HEREINBEFORE SET FORTH AND SHALL ALSO HAVE ALL THE 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 AFORESAID 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 521 SUMMIT AVENUE, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND; THE RESIDENT AGENT OF THE CORPORATION IS PETER SCHERLINSKY, WHOSE POST OFFICE ADDRESS IS 521 SUMMIT AVENUE, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND, SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND, AND ACTUALLY RESIDES THEREIN.

FIFTH: THE CORPORATION SHALL HAVE NO CAPITAL STOCK.

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

SEVENTH: THE SAID CORPORATION SHALL HAVE THREE (3) DIRECTORS WHICH NUMBER MAY BE INCREASED OR DECREASED PURSUANT TO THE BY-LAWS OF THE CORPORATION BUT SHALL NEVER BE LESS THAN THREE (3); AND THE NAME OF THE DIRECTORS WHO SHALL ACT AS DIRECTORS UNTIL THE FIRST MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFIED ARE PETER SCHERLINSKY, ARTHUR P. STEIN, AND VIVIAN J. SCHERLINSKY.

EIGHTH: THIS CORPORATION SHALL REGULATE ALL THE TERMS, RIGHTS AND CONDITIONS OF MEMBERSHIP BY ITS BY-LAWS. THE CORPORATION RESERVES THE RIGHT TO ALTER, CHANGE AND AMEND THE SAID BY-LAWS FROM TIME TO TIME.

NINTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON THE 23rd DAY OF OCTOBER, 1964.

WITNESS:

Mary Bishop — Peter Scherlinsky (SEAL)
PETER SCHERLINSKY

Mary Bishop — (SEAL)
ARTHUR P. STEIN

Mary Bishop — Vivian J. Scherlinsky (SEAL)
VIVIAN J. SCHERLINSKY

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY THAT ON THIS 23rd DAY OF OCTOBER, 1964, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED PETER SCHERLINSKY, ARTHUR P. STEIN AND VIVIAN J. SCHERLINSKY, AND SEVERALLY ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

NOTARY PUBLIC WASHINGTON COUNTY, MARYLAND

Mary Bishop
NOTARY PUBLIC

MY COMMISSION EXPIRES:
MAY 3, 1965.

ARTICLES OF INCORPORATION

OF

HAGERSTOWN SPORTS CLUB, INC.

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD

NOV 13 12 21 PM '64

CLERK OF CIRCUIT COURT

approved and received for record by the State Department of Assessments and Taxation of Maryland November 4, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 11999

5

Recorded in Liber F445, folio 501, 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.

SEAL

Received for record January 19, 1965 at 12:21 P.M. Receipt No. 16537

11/24/64
W. J.

CONDON AUTO PARTS, INC.

ARTICLES OF AMENDMENT

Condon Auto Parts, 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 Section Two of the Articles of Incorporation and inserting in lieu thereof the following:

> The name of the Corporation (which is hereinafter called the Corporation) is:
>
> Conette, Inc.

Second: The board of directors of the Corporation, at a meeting duly convened and held on September 15, 1964, adopted a resolution in which was set forth the aforegoing 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 September 25, 1964.

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

Fourth: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

Fifth: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

In witness whereof, Condon Auto Parts, 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 October 1, 1964.

CONDON AUTO PARTS, INC.

BY Robert O. Condon
Robert O. Condon, President

ATTEST AS TO CORPORATE SEAL:

Willyette M. Condon
Willyette M. Condon
Secretary

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

I HEREBY CERTIFY, That on this 1st day of October A.D., 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert O. Condon, president of Condon Auto Parts, Inc., a Maryland Corporation, and in the 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 Willyette M. Condon and made oath in due form of law that she was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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 NOTARY PUBLIC WASHINGTON COUNTY, MD.

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

272

ARTICLES OF AMENDMENT

OF

CONDON AUTO PARTS, INC.

Changing its name to

CONETTE, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
JAN 19 12 21 PM '65
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland November 23, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 12271

3

Recorded in Liber F448, folio 395, 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.

.....

Received for record January 19, 1965 at 12:21 P.M. Receipt No. 16537

NORMAN S. EARLEY AND SON, INC.

ARTICLES OF AMENDMENT

(Under Sections 10-13)

Norman S. Earley and Son, 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 Fifth of the Articles of Incorporation and inserting in lieu thereof the following:

"FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Fifty Thousand (50,000) shares having an aggregate par value of Five Hundred Thousand ($500,000.00) Dollars, divided into Twenty Five Thousand (25,000) shares of the par value of Ten ($10.00) Dollars a share of Common Stock having an aggregate par value of Two Hundred Fifty Thousand ($250,000.00) Dollars, and Twenty Five Thousand (25,000) shares of the par value of Ten ($10.00) Dollars a share of 6% Cumulative Preferred Stock having an aggregate par value of Two Hundred Fifty Thousand ($250,000.00) Dollars.

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

(a) Common Stock: The holder of each share of Common Stock of the Corporation shall be entitled to receive dividends in such amounts and at such times as the Board of Directors of the Corporation shall determine but in no event shall dividends be declared by the Board of Directors on the Common Stock of the Corporation unless before that time all dividends payable to the owners of the 6% Cumulative Preferred Stock have been paid in full.

The Board of Directors may declare dividends on the Common Stock of the Corporation either in cash or in shares of Common Stock, but the holders of Common Stock shall have no prior right to subscribe for or purchase either class of the capital stock of the Corporation before the same is disposed except as may be permitted or required by law.

Subject to the rights of the 6% Cumulative Preferred Stock as hereinafter set forth, only holders of the Common Stock of the Corporation shall be entitled to receive shares in any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or in any distribution of the assests of the Corporation; for the purpose of this provision and the provisions hereinafter contained with reference to the preferances of the 6% Cumulative Preferred Stock, a consolidation or merger of the Corporation with or into any other Corporation shall mot be deemed to be a distribution of the assets of the Corporation.

Each share of the Common Stock of the Corporation shall entitle the holder thereof to one vote in all proceedings in which action shall be taken by the stockholders of the Corporation.

Upon a majority vote of the Board of Directors authorizing the same, any holder of the Common Stock of the Corporation, desiring to do so, may exchange such Common Stock, or any part thereof, for the 6% Cumulative Preferred Stock of the Corporation by surrendering such Common Stock or part thereof to the Corporation; upon such surrender the Board of Directors of the Corporation shall issue to such holder, 6% Cumulative Preferred Stock at par value in an aggregate amount equal to the actual value of the Common Stock so surrendered.

The Common Stock of the Corporation issued before the effective date of the Charter Amendment establishing the aforegoing reclassification of the capital stock of the Corporation shall have the same rights and be subject to the same limitations as the Common Stock of the Corporation issued after the effective date of such Amendment, to the end that, from and after the effective date of such Amendment, all of the Common Stock

whether then issued or thereafter issued, shall have the rights and be subject to the limitations hereinbefore set forth.

(b) 6% Cumulative Preferred Stock: The holders of the 6% Cumulative Preferred Stock of the Corporation shall be entitled to receive cumulative dividends at the rate of Six (6%) per cent, per annum payable quarterly on the first day of January, April, July and October in each and every year before any distribution is made to the Common Stock, but to no other or further dividend; in the event that the dividends on the 6% Cumulative Preferred Stock are passed or otherwise remain unpaid for an aggregate of four (4) quarters, whether consecutive or not, the holders of such preferred stock shall automatically become entitled to call a stockholders meeting upon giving the usual notice and, at such meeting, elect a new Board of Directors to serve for one (1) year or until the next regular meeting of stockholders, whichever shall later occur; the above right to elect a Board of Directors shall exist in the holders of such preferred stock regardless of the provision herein contained limiting the voting rights of the holders of said preferred stock to one vote per share and notwithstanding the fact that said preferred stockholders may be in a minority insofar as the number of shares they would normally be entitled to vote at a stockholders' meeting.

The holders of the 6% Cumulative Preferred Stock shall have no right to participate in any dividends payable in Common Stock, nor shall the holders of such 6% Cumulative Preferred Stock have any prior right to subscribe for or to purchase the issue of either class of the capital stock of the Corporation before the same is disposed of.

Upon liquidation or dissolution, or other winding up of the Corporation, either voluntary or involuntary, after all debts of the Corporation shall have been paid, the assets, property, effects and money of the Corporation shall be applied first to the payment of the 6% Cumulative Preferred Stock at par, and the

any unpaid dividends theron, before any payment is made to the holders of the Common Stock.

The holders of the 6% Cumulative Preferred Stock shall be entitled to receive due legal notice of any meeting of the stockholders of the Corporation and, at any such meeting, the holders of the 6% Cumulative Preferred Stock shall be entitled to equal voting rights with the Common Stock holders of one (1) vote per share.

The 6% Cumulative Preferred Stock shall be redeemable, in whole or in part, at any dividend paying period, upon a majority vote of the Board of Directors, at a price of Ten ($10.00) Dollars per share, plus all accrued and unpaid dividends thereon, provided at least thirty (30) days' written notice of the Corporation's intention to redeem shall have been given to the holder or holders of the 6% Cumulative Preferred Stock to be redeemed, mailed to his or their address as it appears on the books of the Corporation, and provided further that the Board of Directors shall not have the power to redeem more than Twenty Five (25%) Per Cent of such preferred stock in any one corporate year.

In the event of the redemption of such preferred stock and because said stock wont be redeemed at one time, the redemption may be effected by lot or pro rata in such manner as may be prescribed by resolution of the Board of Directors. After any of said preferred stock outstanding shall have been called for redemption and the holders thereof duly notified and the funds necessary to effect such redemption have been set aside by the Board of Directors, the holders thereof shall have no further rights as stockholders of the Corporation, but shall be entitled only, on presentation of their certificates, properly endorsed, to receive the redemption value thereof as above set forth.

Nothing herein contained shall limit the right of the Corporation to purchase or otherwise acquire any shares of the 6 % Cumulative Preferred Stock."

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on July 24, 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 October 30th, 1964.

THIRD: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; being all of the stockholders of the Corporation.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the unanimous affirmative vote of all of the stockholders of the Corporation.

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

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: Fifty Thousand (50,000) shares of Common Stock having a par value of Ten ($10.00) Dollars per share for an aggregate par value of all the capital stock of the Corporation authorized to be issued of Five Hundred Thousand ($500,000.00) Dollars.

(b) The total number of shares of all classes of stock of the Corporation AS AMENDED, and the number and par value of the shares of each class, are as follows: Fifty Thousand (50,000) shares having an aggregate par value of Five Hundred Thousand ($500,000.00) Dollars, divided into Twenty Five Thousand (25,000) shares of the par value of Ten ($10.00) Dollars a share of Common Stock having an aggregate par value of Two Hundred Fifty

Thousand ($250,000.00) Dollars, and Twenty Five Thousand (25,000) shares of the par value of Ten ($10.00) Dollars a share of 6% Cumulative Preferred Stock having an aggregate par value of Two Hundred Fifty Thousand ($250,000.00) Dollars.

(c) Adescription 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 amended are as set forth in Article First hereof.

In witness whereof, Norman S. Earley and Son, 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. 30, 1964.

Norman S. Earley and Son, Inc.
By Leslie F. Earley
Leslie F. Earley
President

Attest: Harold H. Earley
Harold H. Earley
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY to-wit:

I HEREBY CERTIFY that on this 30th day of October, 1964, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Leslie F. Earley and acknowledged himself to be the President of Norman S. Earley and Son, Inc. and, being authorized so to do, acknowledged the aforegoing Articles of Ammendment to be the act and deed of said corporation.

WITNESS my hand and official seal.

Katherine L. Coe
Notary Public

My Commission Expires: May 3, 1965

STATE OF MARYLAND, WASHINGTON COUNTY to-wit:

I HEREBY CERTIFY that on this 16th day of November, 1964, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Harold H. Earley, 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 set forth in the aforegoing Articles of Amendment 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 seal.

KATHERINE L. COE NOTARY PUBLIC WASHINGTON COUNTY, MARYLAND

Katherine L. Coe
Notary Public

My Commission Expires: May 3, 1965

280

X

ARTICLES OF AMENDMENT

OF

NORMAN S. EARLEY AND SON, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 17, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 12176

8

Recorded in Liber F447, folio 337, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $.....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.

Lucille H. Burton

Received for record January 19, 1965 at 12:21 P.M. Receipt No. 16537

ARTICLES OF MERGER

MERGING

HESCO, INC.
(a corporation of the State of Maryland)

INTO

THE LAMPETER MANUFACTURING COMPANY, INC.
(a corporation of the State of Pennsylvania)

FIRST: The Lampeter Manufacturing Company, Inc., a corporation organized and existing under the laws of the State of Pennsylvania, and Hesco, Inc., a corporation organized and existing under the laws of the State of Maryland, agree that said Hesco, Inc. shall be merged into said The Lampeter Manufacturing Company, Inc. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these articles of merger.

SECOND: The Lampeter Manufacturing Company, Inc., a corporation organized and existing under the laws of the State of Pennsylvania, shall survive the merger and shall continue under the name The Lampeter Manufacturing Company, Inc.

THIRD: The parties to the articles of merger are The Lampeter Manufacturing Company, Inc., a corporation organized on July 16, 1946, under the Pennsylvania Business Corporation Law which is not qualified or registered to do business in Maryland, and Hesco, Inc., a corporation organized on August 29, 1956, under the Maryland General Corporation Law.

FOURTH: No amendment is made to the charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which said The Lampeter Manufacturing Company, Inc. has authority to issue is Fifty Thousand (50,000) shares, divided into Seven Thousand Five Hundred (7500) shares of Class A Common Stock of the par value of Ten Dollars ($10) each, and Forty Two Thousand Five Hundred (42,500) shares of Class B Common Stock of the par value of Ten Dollars ($10) each, all of such shares having an aggregate par value of $500,000.

The total number of shares of stock of all classes which said Hesco, Inc. has authority to issue is One Thousand (1000) shares of common stock of the par value of One Hundred Dollars ($100) each of the aggregate par value of One Hundred Thousand Dollars ($100,000).

SIXTH: All of the shares of said Hesco, Inc. are owned by said The Lampeter Manufacturing Company, Inc., the surviving corporation. No shares of the surviving corporation

are to be issued for shares of said Hesco, Inc., the merged corporation, but upon the effective date of the articles of merger, the shares of stock of the merged corporation shall be surrendered for cancellation to the surviving corporation.

SEVENTH: The principal office of said Hesco, Inc., organized under the laws of the State of Maryland, is located in the County of Washington, State of Maryland.

Said Hesco, Inc. owns no real property anywhere in the State of Maryland.

EIGHTH: The location of the principal office of the surviving corporation in the State of Pennsylvania, the state of its incorporation, is Lampeter, Lancaster County, and the name and post office address of a resident agent of said surviving corporation in Maryland, service of process upon whom shall bind such corporation in any action, suit or proceeding pending at the time of filing these articles of merger or thereafter instituted or filed against it under the provisions of the General Corporation Law of Maryland until the appointment of a substitute resident agent is duly certified to the State Tax Commission of Maryland are Max O. Mogensen, No. 720 Mulberry Street, Hagerstown, Washington County, Maryland, said resident agent is a citizen actually residing in Maryland.

NINTH: The articles of merger were duly approved by resolution adopted by a majority vote of the entire board of directors of Hesco, Inc., on October 15, 1964.

TENTH: The merger to be effected by these articles of merger was duly advised and authorized and approved by said The Lampeter Manufacturing Company, Inc. in the manner and by the vote required by the laws of the State Of Pennsylvania and by the charter of said corporation.

IN WITNESS WHEREOF, The Lampeter Manufacturing Company, Inc. and Hesco, Inc., the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents or vice-presidents and the respective corporate seal to be hereunto affixed and attested by their respective secretaries or assistant secretaries, as of the 15 day of Oct, 1964.

(CORPORATE SEAL)

THE LAMPETER MANUFACTURING COMPANY, INC.

By J. H. Hartman Jr.
President ~~(or Vice-President)~~

Attest: R. A. Hobday
Secretary ~~(or Assistant Secretary)~~

(CORPORATE SEAL)

HESCO, INC.

By J. H. Hartman Jr.
President ~~(or Vice-President)~~

Attest: R. A. Hobday
Secretary ~~(or Assistant Secretary)~~

STATE OF PENNSYLVANIA :
: ss.:
COUNTY OF LANCASTER :

I hereby certify that on October 15, 1964, before me, the subscriber, a notary public of the State of Pennsylvania, in and for the County of Lancaster, personally appeared J. H. Hartman, Jr., President ~~(or Vice-President)~~ of The Lampeter Manufacturing Company, Inc., a corporation organized and existing under the laws of the State of Pennsylvania, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporation; and at the same time personally appeared R. A. Holday and made oath in due form of law that he is the ~~President (or~~ Secretary) of The Lampeter Manufacturing Company, Inc., a corporation organized and existing under the laws of the State of Pennsylvania, and that said Articles of Merger were duly advised, authorized and approved by said corporation in the manner and by the vote required by the laws of said State of Pennsylvania and by the charter of said corporation.

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

Leonard F. Brown
Notary Public

NOTARY PUBLIC
My Commission Expires July 31, 1967
Manheim Twp. Lancaster County

STATE OF PENNSYLVANIA :
: ss.:
COUNTY OF LANCASTER :

I hereby certify that on October 15, 1964, before me, the subscriber, a notary public of the State of Pennsylvania, in and for the County of Lancaster, personally appeared J. H. Hartman, Jr., President ~~(or Vice-President)~~ of Hesco, Inc., a corporation organized and existing under the laws 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 R. A. Holiday and made oath in due form of law that he was secretary ~~(or chairman)~~ of the meeting of the board of directors of the said corporation at which said Articles of Merger were approved, and that said Articles of Merger were at that meeting adopted by resolution of at least a majority of the entire board of directors of said corporation.

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

Leonard F. Brown
Notary Public

LEONARD F. BROWN
COMMONWEALTH OF PENNSYLVANIA
NOTARY PUBLIC

NOTARY PUBLIC
My Commission Expires July 31, 1967
Manheim Twp. Lancaster County

ARTICLES OF MERGER

OF

HESCO, INC. - A Maryland Corporation

Merging into

E LAMPETER MANUFACTURING COMPANY, INC. - A Pennsylvania Corporation (The Surviving Corporation)

approved and received for record by the State Department of Assessments and Taxation of Maryland November 4, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 12005

5

Recorded in Liber F 445, folio 536, 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. Cadoo

Received for record January 19, 1965 at 12:21 P.M. Receipt No. 16537

ARTICLES OF SALE OF ALL OR SUBSTANTIALLY
ALL OF THE PROPERTY AND ASSETS OF
CONDON AUTO PARTS, INC., A CORPORATION
ORGANIZED UNDER THE LAWS OF MARYLAND,
TO HAGERSTOWN AUTO PARTS COMPANY, INC.,
A CORPORATION ORGANIZED UNDER THE LAWS
OF MARYLAND.

Pursuant to Section 70 of Article 23 of
the Annotated Code of Maryland (1957 Edition)

FIRST: Condon Auto Parts, Inc., hereinafter referred to as "Transferor" agrees to sell all or substantially all of its property and assets other than its cash and accounts receivable, the terms and conditions thereof and the mode of carrying the same into effect are as set forth in these Articles of Sale.

SECOND: The name of the purchaser of such property and assets is Hagerstown Auto Parts Company, Inc., hereinafter referred to as "Transferee", and the post office address of the principal place of business of the Transferee is No. 35 East Washington Street, Hagerstown, Maryland.

THIRD: The parties to these Articles of Sale are said Condon Auto Parts, Inc., Transferor, and said Hagerstown Auto Parts Company, Inc., Transferee, both being corporations organized and existing under the Laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by the Transferee corporation to the Transferor corporation is the sum of Twenty-Five Thousand Dollars ($25,000.00) in cash.

FIFTH: The principal office of the Transferor is located in Hagerstown, Washington County, Maryland, and the principal office of the Transferee is located in Hagerstown, Washington County, Maryland; the Transferor owns no real estate the title to which could be affected by the recordation of an instrument among the Land Records.

SIXTH: The assets forming the subject matter of the sale hereby made consist of the following:

(a) All of the Transferor's machinery and equipment located in the premises known as the rear of No. 531 North Mulberry Street, Hagerstown, Maryland.

(b) All of the Transferor's inventory consisting of auto parts, accessories and stock in trade.

(c) One 1962 model Studebaker Pick-Up truck Serial No. E5-132842.

SEVENTH: These Articles of Sale were (a) duly advised by the adoption of a resolution by the Board of Directors of the Transferor on the 15th day of September, 1964 declaring said sale therein proposed advisable; and (b) duly approved by the stockholders of the Transferor in the manner and by the vote required by the Laws of the State of Maryland at a meeting of said stockholders held on the 25th day of September, 1964, by the affirmative vote of the holders of all of the outstanding stock of said Transferor all of which stock was present and represented at said meeting.

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

IN WITNESS WHEREOF, Condon Auto Parts, Inc., Transferor, and Hagerstown Auto Parts Company, Inc., Transferee, have caused these Articles of Sale to be signed in their respective corporate names and on their behalf by their respective Presidents or Vice Presidents and their corporate seals to be hereunto affixed attested by their respective Secretaries or Assistant Secretaries, all as of this 1st day of October, A.D., 1964.

CONDON AUTO PARTS, INC.

BY Robert O. Condon
Robert O. Condon
President
Transferor

ATTEST AS TO CORPORATE SEAL:

Willyette M. Condon
Willyette M. Condon
Secretary

HAGERSTOWN AUTO PARTS COMPANY, INC.

BY R. Clark
Vice President
Transferee

ATTEST AS TO CORPORATE SEAL:

Irene Middlekauff
Secretary

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

I HEREBY CERTIFY, That on this 1st day of October, A.D., 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert O. Condon, President of Condon Auto Parts, Inc., a corporation organized and existing under the Laws of Maryland, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Sale to be the corporate act of said corporation; and at the same time personally appeared Willyette M. Condon and made oath in due form of law that she was Secretary of the meeting of the stockholders of the said corporation attended by the holders of all its capital stock outstanding and entitled to vote at which meeting said Articles were approved and that said Articles were duly advised by the Board of Directors and approved by the stockholders of said corporation in the manner and by the vote stated in said Articles of Sale.

WITNESS my hand and official Notarial Seal.

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

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

I HEREBY CERTIFY, That on this 1st day of October, A.D., 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared R. T. Clark, Vice President of Hagerstown Auto Parts Company, 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 aforegoing Articles of Sale to be the corporate act of said corporation and made oath in due form of law that said Articles of Sale were duly advised, authorized and approved by the Board of Directors of said corporation.

WITNESS my hand and official Notarial Seal.

Pearl L. Gehr
Notary Public
My Comm. Exp: May 3, 1965.

X 290

ARTICLES OF SALE

OF

CONDON AUTO PARTS, INC. - A Maryland Corporation (Transferor)

to

HAGERSTOWN AUTO PARTS COMPANY, INC. - A Maryland Corporation (Transferee)

approved and received for record by the State Department of Assessments and Taxation of Maryland November 27, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 12341

5

Recorded in Liber F449, folio 110, 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.

RECEIVED FOR RECORD March 12, 1965 at 10:43 A.M. Receipt No. 17994

LIBER 14

FAHRNEY'S INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, Daniel H. Fahrney, whose address is 122 Hampton Road West, Williamsport, Maryland, Charlotte H. Fahrney, whose address is 122 Hampton Road West, Williamsport, Maryland, and George G. Snyder, whose address is 82 West Washington 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 formation of corporations, associate ourselves together for the purpose of forming a corporation.

SECOND: That the name of the corporation is FAHRNEY'S 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, sell and trade in Kodaks, Cameras, Projectors, Screens, Slides, Films, Photographic supplies, attachments and equipment, Binoculars and Telescopes, Greeting Cards, Gift items Paper and notions; and to make, contract, 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 and income; to discount, trade or sell accounts and notes receivables; to acquire by purchase, lease or in anyother 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 interest in or obligations of, other corporations of this State, of foreign corporations, and associations, partnerships, and individuals. It is also the intention that the Fahrney's Inc., shall be authorized to exercise and enjoy all

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

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, South Hagerstown Shopping Center, Hagerstown, Maryland. The resident agent of the Corporation is Daniel H. Fahrney, whose address is 122 Hampton Road West, Williamsport, Maryland. Said resident agent is a citizen of the State of Maryland and actually reside therein.

FIFTH: The Corporation shall have three (3) Directors, and Daniel H. Fahrney, Charlotte H. Fahrney and George G. Snyder, 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 these articles of incorporation on this 1st day of December A.D. 1964.

TEST:

Robert I. Everly
Robert I. Everly
Robert I. Everly
Robert I. Everly

Daniel H. Fahrney
Daniel H. Fahrney
Charlotte H. Fahrney
Charlotte H. Fahrney
George G. Snyder
George G. Snyder

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 1st day of December A.D. 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Daniel H. Fahrney, Charlotte H. Fahrney and George G. Snyder, and did severally acknowledge the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

ROBERT H. EVERLY NOTARY PUBLIC WASHINGTON CO. MD.

Robert H. Everly

Notary Public
My Commission Expires:
MY COMMISSION EXPIRES MAY 3, 1965

294

ARTICLES OF INCORPORATION

OF

FAHRNEY'S INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 2, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 12397

4

Recorded in Liber F-449, 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 $ 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.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 17994
MAR 12 10 43 AM '65
LIBER FOLIO
LAND MTG C/SALE
G. MERLIN SNYDER
CLERK

RECEIVED FOR RECORD March 12, 1965 at 10:43 A.M. Receipt No. 17994
LIBER 14

ARTICLES OF INCORPORATION

OF

OYLER AGENCY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Howard L. Oyler, whose post office address is 1303 Dual Highway, Hagerstown, Maryland, Samuel C. Strite, whose post office address is 138 W. Washington St., Hagerstown, Maryland, and Rosalyn D. Wolford, whose post office address is 117 Dogwood Drive, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

OYLER AGENCY, INC.

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

(a) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

(b) To transact the business of a real estate agent or broker, and in behalf of others to buy, sell, deal in, lease, rent and manage real estate and any interest therein.

(c) To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty 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, and to conduct a general insurance agency and insurance brokerage business.

(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 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.

(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 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.

(f) 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 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 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 1303 Dual Highway, Hagerstown, Maryland. The resident agent of the Corporation is Howard L. Oyler,

whose post office address is 1303 Dual Highway, 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 Howard L. Oyler, Samuel C. Strite and Rosalyn D. Wolford, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance of 7,500 fully paid and non-assessable shares of the par value of Ten ($10.00) Dollars per share to Howard L. Oyler, for the following consideration, the value of which consideration is hereby stated to be not less than Seventy-Five Thousand ($75,000.00) Dollars, namely: In exchange for all of the assets of Howard L. Oyler individually, trading as Oyler Agency, said assets consisting of eleven (11) parcels of real estate in Washington County, Maryland, construction machinery and equipment and other assets, including cash, notes, and accounts receivable, and the assumption by the said corporation of the liabilities thereof consisting of mortgages and accounts payable.

(b) 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.

(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 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.

(d) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits

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

(e) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendments which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of Four Fifths (4/5) of all such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

(f) No holder of stock of the Corporation of whatever class, shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such 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.

(g) 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.

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

(i) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of 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 3rd day of December, A.D., 1964.

WITNESS:

Howard L. Oyler (SEAL)
Howard L. Oyler

Samuel C. Strite (SEAL)
Samuel C. Strite

Ethel P. Stephey
Ethel P. Stephey

Rosalyn D. Wolford (SEAL)
Rosalyn D. Wolford

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

I HEREBY CERTIFY, That on this 3rd day of December A.D., 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Howard L. Oyler, Samuel C. Strite, and Rosalyn D. Wolford, and severally acknowledged the aforegoing 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.

Ethel P. Stephey
Ethel P. Stephey
Notary Public
My Comm. Exp: May 3, 1965

ARTICLES OF INCORPORATION

OF

OYLER AGENCY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 4, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 12460

9

Recorded in Liber F450, folio 201, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

1

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.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 17994
MAR 12 10 43 AM '65
LIBER FOLIO
LAND ☐ MORTG ☐ C/S ALE ☐
G. MERLIN SNYDER
CLERK

RECEIVED FOR RECORD March 12, 1965 at 10:43 A.M. Receipt No. 17994
LIBER 14

ARTICLES OF INCORPORATION

OF

PARAMOUNT FEED & SUPPLY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Donald H. Martin, whose post office address is Route 4, Hagerstown, Maryland, Esther M. Martin, whose post office address is Route 4, Hagerstown, Maryland, and Mylin E. Horst, whose post office address is Route 4, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

PARAMOUNT FEED & SUPPLY, INC.

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

(a) To manufacture and sell foods for cattle and poultry, and other foods, and to transact all lawful business arising out of the same, together with the manufacture and sale of fertilizer and of such other useful articles, not prohibited by law, as may from time to time be determined upon.

(b) To buy, sell, store, and otherwise handle and deal in grain, hay, seeds, and produce of all kinds, and generally to do a grain storage and commission business, and to buy, sell, mortgage, lease and deal in real estate and personal property; including grain elevators, warehouses, cribs, and other property, in and about the

transaction of its business, and to do and perform any and all acts and things as may be necessary and incidental in and about the carrying on of the business aforesaid.

(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 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 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 6, Hagerstown, Maryland. The resident agent of the Corporation is Donald H. Martin, whose post office address is 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 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 Donald H. Martin, Esther M. Martin and Mylin E. Horst, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance of Six Thousand (6,000) fully paid and non-assessable shares of the par value of Ten ($10.00) Dollars per share to Donald H. Martin and Esther M. Martin for the following consideration, the value of which consideration is hereby stated to be not less than Sixty Thousand ($60,000.00) Dollars, namely: In exchange for all of the assets of Donald H. Martin and Esther M. Martin, his wife, trading as Paramount Feed & Supply Company, said assets consisting of two parcels of real estate, together with the improvements thereon, situate in Washington County, Maryland, accounts receivable, inventory, machinery and equipment, trucks, and farm equipment, and the assumption by the said Corporation of the liabilities thereof, consisting of accounts payable, notes and loans payable, and real estate mortgages.

(b) 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.

(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 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.

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

in purchasing or acquiring any of the shares of the stock of the Corporation or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(e) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendments which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of Four Fifths (4/5) of all such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

(f) No holder of stock of the Corporation of whatever class, shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such 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.

(g) 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.

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

(i) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of 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 3rd day of December A.D., 1964.

WITNESS:

Donald H. Martin (SEAL)
Donald H. Martin

Esther M. Martin (SEAL)
Esther M. Martin

Rosalyn D. Wolford
Rosalyn D. Wolford

Mylin E. Horst (SEAL)
Mylin E. Horst

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

I HEREBY CERTIFY, That on this 3rd day of December A.D., 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Donald H. Martin, Esther M. Martin and Mylin E. Horst, and severally acknowledged the aforegoing 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 NOTARY PUBLIC WASHINGTON COUNTY, MARYLAND

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

312

ARTICLES OF INCORPORATION

OF

PARAMOUNT FEED & SUPPLY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 4, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 12459

9

Recorded in Liber F450, folio 190, 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.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 17994
MAR 17 10 43 AM '65
LIBER FOLIO
LAND & MORTG. CLERK
G. MELVIN SNYDER
CLERK

RECEIVED FOR RECORD March 12, 1965 at10:43 A.M. Receipt No. 17994
LIBER 14

12/9/64
N. F.

NEL-FRANK ENTERPRISES, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, HARRY A. HAMILTON, whose post office address is 315 Woodpoint Avenue, Hagerstown, Maryland; GEORGE M. FARLEY, JR., whose post office address is Box 167, Route #1, Williamsport, Maryland; and NELLIE J. HAMILTON, whose post office address is 930 Oak Hill 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

NEL-FRANK ENTERPRISES, INC.

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

A. To engage in and carry on a general candy store 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 315 Woodpoint Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Harry A. Hamilton, 315 Woodpoint Avenue, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein.

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

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

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are HARRY A. HAMILTON, GEORGE M. FARLEY, JR., and NELLIE J. HAMILTON.

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 23rd day of November, A. D. 1964.

Harry A. Hamilton
HARRY A. HAMILTON

George M. Farley Jr.
GEORGE M. FARLEY, JR.

Nellie J. Hamilton
NELLIE J. HAMILTON

TEST:

Vincent E. Lynch Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 23rd day of November, A.D. 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Harry A. Hamilton, George M. Farley, Jr., and Nellie J. Hamilton, known to me to be the persons whose names are subscribed to the aforegoing Articles of Incorporation, and did each aknowledge the same to be their respective act.

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

Vincent E. Neyhart
(Notary Public)

VINCENT E. NEYHART NOTARY PUBLIC WASHINGTON COUNTY

My Commission Expires:
May 3, 1965

316

ARTICLES OF INCORPORATION

OF

NEL-FRANK ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 7, 1964, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 12497

4

Recorded in Liber F450, folio 473, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 10.00

To the clerk of the Circuit Court of Washington County

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

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

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 17994
MAR 12 10 43 AM '65
LIBER FOLIO
LAND ☐ C/MORTG ☐ C/SALE ☐
G. MERLIN SNYDER
CLERK

12/32/64 W. X

RECEIVED FOR RECORD March 12, 1965 at 10:43 A.M. Receipt No. 17994
LIBER 14

ARTICLES OF INCORPORATION

OF

SHIFLER ELECTRICAL ASSOCIATES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Seibert C. Shifler, whose postoffice address is 211 Potomac Street, Boonsboro, Maryland; Mary E. Shifler, whose postoffice address is 211 Potomac Street, Boonsboro, Maryland; and Alvey C. Pitsnogle, whose postoffice address is 491 Mitchell 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. The name of the corporation (which is hereinafter called the Corporation) is SHIFLER ELECTRICAL ASSOCIATES, INC.

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

(a) To engage generally in the business of electrical contracting including but not limited to general electrical wiring, heating, air conditioning, insulating, in residential and commercial structures both new construction and old construction; 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; to buy, sell, lease and deal in building supplies which may be directly or indirectly

connected with the general business of the Corporation as hereinbefore set forth.

(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, goodwill, franchises and assets of every kind, of any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

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

(g) To 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, 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 211 Potomac Street, Boonsboro, Maryland. The resident agent of the Corporation in this State is Seibert C. Shifler, whose postoffice address is 211 Potomac Street, Boonsboro, 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. Stocks subscribed for shall not be sold by the subscriber or his heirs to any other person without first being offered to the Corporation at book value, as it may be determined by the Corporation's accountant as of the date of such offer, which offer the Corporation may accept anytime within Sixty(60) days after the date of such offer.

SIXTH. 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 Seibert C. Shifler, Mary E. Shifler and Alvey C. Pitsnogle.

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, 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) 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 case thereon, except as otherwise provided in this charter.

(e) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease 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 18th day of December, 1964.

Seibert C. Shiffler

Seibert C. Shiffler

Mary E. Shiffler

Mary E. Shiffler

Witness:

Sandra D. Bruce

Alvey C. Pitsnogle

Alvey C. Pitsnogle

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 18th day of December, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Seibert C. Shifler, Mary E. Shifler and Alvey C. Pitsnogle, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Sandra D. Mercer
Notary Public

My commission expires:
May 3, 1965

324

ARTICLES OF INCORPORATION

OF

SHIFLER ELECTRICAL ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 21, 1964 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 12686

8

Recorded in Liber F-483, folio 181, 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.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 19944
MAR 12 10 43 AM '65
LIBER FOLIO
LAND C MORTG C/SALE
G. MERLIN SNYDER
CLERK

RECEIVED FOR RECORD March 12, 1965 at 10:43 A.M. Receipt No. 17994

Liber 14

ARTICLES OF INCORPORATION
OF
CHARLTON ELEVATOR COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Stephen J. Cunningham, whose postoffice address is 3 East Lexington Street, Baltimore, Maryland 21202; Philip Beigel, whose postoffice address is 2 East Lexington Street, Baltimore, Maryland 21202; and Anthony J. Nolan, whose postoffice address is 2 East Lexington Street, Baltimore, Maryland 21202, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

CHARLTON ELEVATOR COMPANY, 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, sell and deal in all kinds of live stock, grains, hay, feeds, remedies, minerals and milling products; to mill, manufacture, prepare and process all kinds of grains, hay, feeds, remedies, minerals and milling products; to transact a general milling business; to manufacture, buy, sell and deal in all kinds of farm equipment and supplies and articles and things designed

for or useful in the business of raising live stock.

B. To buy, sell, store and otherwise handle and deal in grain, hay, seeds, and produce of all kinds, and generally to do a grain storage and commission business in the State of Maryland and elsewhere, and to buy, sell, mortgage, lease and deal in real estate and personal property, including grain elevators, warehouses, cribs and other property, in and about the transaction of its business, and to do and perform any and all acts and things as may be necessary and incidental in and about the carrying on of the business aforesaid.

C. To manufacutre, 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, manufacturerers, 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 acquire by purchase, exchange, hire, lease or otherwise, and to hold, manage, develope and improve, and to sell, exchange, convey, lease, sublease, mortgage, pledge, hypothecate, and otherwise encumber and dispose of and deal in, real or leasehold property, improved or unimproved, and any interests, privileges or

rights therein; to construct, equip, alter, repair, manage, operate, lease, rent and control any and all kinds of buildings and other structures which may at any time in the judgment of the Board of Directors be necessary, advisable or advantageous for the Corporation; to endorse, guarantee, indemnify and make secure the punctual performance of any obligations, covenants or choses in action of any other person, firm or corporation; and in general, to do any acts and things and to carry on any business incidental to or proper or useful in connection with the ownership, maintenance, operation and management of real or leasehold property.

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 for the Corporation for its corporate purposes.

The aforegoing enumeration of the purposes, objects and busi-

ness of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The postoffice address of the place at which the principal office of this Corporation in this State will be located is Charlton, Maryland, (in Washington County). The resident agent of the Corporation is Anthony J. Nolan, whose postoffice address is 2 East Lexington Street, Baltimore, Maryland 21202, Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation shall have three (3) directors, and Stephen J. Cunningham, Philip Beigel and Anthony J. Nolan 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 permit.

SIXTH: The total amount of the authorized capital stock of

the Corporation is Ten Thousand (10,000) shares of common stock, at the par value of Ten Dollars ($10.00) each.

SEVENTH: 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.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on December 29, 1964.

WITNESS:

Doris E. Monnett
Doris E. Monnett.

Stephen J. Cunningham (SEAL)
STEPHEN J. CUNNINGHAM

Philip Beigel (SEAL)
PHILIP BEIGEL

Anthony J. Nolan (SEAL)
ANTHONY J. NOLAN.

STATE OF MARYLAND:
:SS
CITY OF BALTIMORE:

I HEREBY CERTIFY that on December 29, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore City aforesaid, personally appeared STEPHEN J. CUNNINGHAM, PHILIP BEIGEL and ANTHONY J. NOLAN, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

AS WITNESS my hand and Notarial Seal.

DORIS E. MONNETT NOTARY PUBLIC BALTIMORE, MD.

Doris E. Monnett
Doris E. Monnett, Notary Public.

330

ARTICLES OF INCORPORATION

OF

CHARLTON ELEVATOR COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 29, 1964 at 2:30 o'clock P. M. as in conformity with law and ordered recorded.

A 12929

2

Recorded in Liber F-4 53, folio 427, 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.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 17994
MAR 12 10 43 AM '65
LIBER FOLIO
LAND MORTG C/SALE
G. MERLIN SNYDER
CLERK

#213

Received for record March 31, 1965 at 2:17 P.M. Liber 14,
Receipt No. 18596

FAHRNEY'S INC.

STOCK ISSUANCE STATEMENT

FAHRNEY'S INC., a Maryland Corporation, having its principal office at South End Shopping Center, Hagerstown, Maryland, hereby certifies to the State Tax Commission of Maryland, that

The Corporation has authorized the issuance of 1000 fully paid shares of Common Stock of the Corporation of the par value of $10.00 per share, the total thereof being as follows:

(1) five hundred (500) shares of the value of $5,000.00 to Daniel H. Fahrney and Charlotte H. Fahrney, his wife, to have and to hold as tenants by the entirety

(2) five hundred (500) shares of the value of $5,000.00 to Charlotte H. Fahrney and Daniel H. Fahrney, her husband, to have and to hold as tenants by the entirety, the consideration therefore being all the right, title and interest of said Daniel H. Fahrney and Charlotte H. Fahrney, his wife, in and to the personal property as set forth in the Inventory and Statement of Assets and Liabilities dated January 1, 1965 of Daniel H. Fahrney trading as Fahrney's Photo Center, the net value of which, as determined by the Board of Directors of said Corporation is not less than $10,000.00

At the time of the authorization of the issuance of said shares of stock there were no shares of stock of any class of this Corporation outstanding and entitled to vote and the actual value of the consideration received by the Corporation as determined by the Board of Directors, is equal at least to the par value of the shares to be issued as aforesaid.

The issuance of said shares of stock as above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held at its principal place of business on the 6th day of January 1965.

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

IN WITNESS WHEREOF, FAHRNEY'S INC., has caused these presents to be signed in its name and on its behalf by Daniel H. Fahrney, its President and its Corporate Seal to be hereunto affixed and attested by Charlotte H. Fahrney, its Secretary, on this day of January A.D. 1965.

FAHRNEY'S INC.

By Daniel H. Fahrney
Daniel H. Fahrney, President

Attest to signature and
Corporate Seal.

Charlotte H. Fahrney
Charlotte H. Fahrney, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 20th day of January A.D.1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Daniel H. Fahrney, President of Fahrney's Inc., a Maryland Corporation, and in the name and on the behalf of said Corporation acknowledged the aforegoing Stock Issuance Statement to be the corporate act of said Corporation; and at the same time personally appeared Charlotte H. Fahrney, and made oath in due form of law that she was the Secretary of the organization meeting of the Board of Directors of said Corporation at which time the issue of the stock therein mentioned was fully approved, and that the matters and facts set forth in said statement are true and correct to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Irene R. Burns
Notary Public
My Commission Expires: 5/3/65

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

STOCK ISSUANCE STATEMENT

OF

FAHRNEY'S INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO.
MAR 31 2 17 PM '65
LIBER FOLIO
LAND ☐ MORTG ☐ C/SALE ☐
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland January 22, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 13241

3

Recorded in Liber F-458, folio 16, 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. Barton

Received for record March 31, 1965 at 2:17 P. M. Liber 14, Receipt No. 18596

ACCELERATED TRANSPORT-PONY EXPRESS, INC.

ARTICLES OF REDUCTION

Accelerated Transport-Pony Express, 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 Forty Thousand Dollars ($40,000.00) to Twenty Thousand Dollars ($20,000.00).

SECOND: (a) The amount of stated capital of the Corporation prior to the reduction is Forty Thousand Dollars ($40,000.00), of which Twenty Thousand Dollars ($20,000.00) in amount is represented by twenty thousand (20,000) issued shares of the par value of One Dollar ($1.00) per share of common stock and Twenty Thousand Dollars ($20,000.00) in amount is represented by four hundred (400) issued shares of preferred stock of the par value of Fifty Dollars ($50.00) per share.

(b) The amount of the reduction of the stated capital of the Corporation hereby made is Twenty Thousand Dollars ($20,000.00) all of which represents a reduction in the stated capital of the preferred stock.

(c) The method of effecting such reduction is by retiring four hundred (400) shares of the preferred stock held by the Corporation.

(d) The amount of stated capital of the Corporation as hereby reduced is Twenty Thousand Dollars ($20,000.00) which amount is represented by twenty thousand (20,000) issued shares of the par value of One Dollar ($1.00) per share of common stock.

THIRD: The Board of Directors of the Corporation, at a meeting duly convened and held on December 27, 1964, duly authorized the reduction in the stated capital of the Corporation hereinabove set forth.

IN WITNESS WHEREOF, Accelerated Transport-Pony Express, 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 14, 1965.

ACCELERATED TRANSPORT-PONY EXPRESS, INC.

BY Warren H. Bitner
Warren H. Bitner, President

ATTEST AS TO CORPORATE SEAL:

Harold E. Ocker
Harold E. Ocker, Secretary

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

I HEREBY CERTIFY, That on this day of January, A.D., 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Warren H. Bitner, President of Accelerated Transport-Pony Express, 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 Harold E. Ocker, 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.

Elton E. Reed

Notary Public
My Comm. Exp: May 3, 1965

ELTON E. REED NOTARY PUBLIC

X

ARTICLES OF REDUCTION

OF

ACCELERATED TRANSPORT-PONY EXPRESS, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
MAR 31 2 17 PM '65
LIBER ____ FOLIO ____
LAND ☐ C MORTG ☐ C/SALE ☐
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland January 18, 1965 at 10:16 o'clock A. M. as in conformity with law and ordered recorded.

A 13185

3

Recorded in Liber f-457, folio 290, 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.

.....

Received for record March 31, 1965 at 2:17 P. M. Liber 14, Receipt No. 18596

ARTICLES OF INCORPORATION

OF

THE CHEWSVILLE CIVIC ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned subscribers, whose post office addresses are set out after our names, Thurman K. Krouse, Chewsville, Maryland; Charles Uzelac, Chewsville, Maryland; and Theodore Zarfos, Chewsville, 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 "Association")is:

THE CHEWSVILLE CIVIC ASSOCIATION, INC.

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

(a) To better the existing conditions within the community; to advance educational, recreational and social functions within the community; to encourage a friendly relationship between the members of the Association; to protect the community against undesirable developments; to provide for and maintain a fund from dues or contributions from its members or by Association sponsored functions for the sole purpose of bettering the community.

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

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, encumber or dispose of any personal property used for civic improvement by way of amusements, playgrounds or any other community facilities.

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

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

FOURTH: The post office address of the principal office of the Association in this State is Box 99, (Washington County) Chewsville, Maryland. The resident agent of the Association is Harold Leather, whose post office address is Chewsville, Maryland. Said resident agent is a citizen of the State of Maryland and is the Postmaster of Chewsville, Maryland.

FIFTH: The Association is not authorized to issue any capital stock and shall be a non-stock and non-profit corporation. No officer of the Association shall draw any salary.

SIXTH: Qualifications for membership, number and duties of officers and other matters governing the functions of said Association are to be set forth and regulated by the By-Laws of the Association.

SEVENTH: The Directors of the Association shall consist of the officers and the immediate past President of the Association. (There shall never be less than three Directors). The names of the Directors who shall act until their successors are duly chosen and qualified are: Thurman K. Krouse, President; Charles Uzelac, Vice President; Doris P. Krouse, Secretary; Harold Leather, Assistant Secretary; Theodore Zarfos, Treasurer, and Jack Llewellyn, Assistant Treasurer.

EIGHTH: (a) The management and control of the Association 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 shall be elected, may resign or be removed, vacancies may be filled and additional members elected as provided in the By-Laws.

(c) The above granted powers to the Association and the Board of Directors thereof are in furtherance of and not in limitation of the powers conferred by law upon the Directors of the Association.

NINTH: The duration of the Association shall be perpetual.

TENTH: The Association 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.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on this 19 day of OCTOBER, 1964.

Thurman K. Krouse (SEAL)
Thurman K. Krouse

WITNESS:

Charles Uzelac (SEAL)
Charles Uzelac

Theodore Zarfos (SEAL)
Theodore Zarfos

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 19 day of OCTOBER, A.D., 1964, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Thurman K. Krouse, Charles N Uzelac and Theodore R Zarfos, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Comm. Exp. MAY 3 - 1965

Notary Public
BERNARD C MOSER

340

✓ NS

ARTICLES OF INCORPORATION

OF

THE CHEWSVILLE CIVIC ASSOCIATION

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 16316
MAR 31 2 17 PM '65
FOLIO
LAND ☐ WKS/SC ☐ G/SALE ☐
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland January 15,1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 13133

Recorded in Liber ~~C454~~ C459, folio ~~1~~ 448, 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 O. Boothe, Jr.

Received for record March 31, 1965 at 2:17 P.M. Liber 14,
Receipt No. 18596

ARTICLES OF INCORPORATION

MODERN METAL PRODUCTS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Harry G. Staggers, whose post office address is 2051 Greenfield Road, Hagerstown, Maryland, Vincent R. Groh, whose post office address is 40 Summit Avenue, Hagerstown, Maryland, and Barbara I. Groh, whose post office address is 51 Tammany Lane, Williamsport, Maryland, each of whom are at least 21 years of age, do hereby, under and by virtue of Article 23 of the Annotated Code of Maryland and the laws of Maryland authorizing the formation of corporations, associate ourselves for the purpose and with the intent of forming a corporation.

SECOND: The name of the Corporation is

MODERN METAL PRODUCTS, INC.

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

a. To exercise all or any of the General powers conferred upon Maryland Corporations by the above mentioned Article 23 and Section 9, of said Article as set forth in the Annotated Code of Maryland 1957 Edition.

b. To engage in the business of selling, installing, manufacturing, retailing, wholesaling and otherwise dealing in storm windows, doors, screens, metal awnings, canopies, fence, and any and all related home improvement products and any and all residential, commercial or industrial application of glass, metal or wooden products.

c. To carry on for itself or for the account of others, the business of general merchant, general broker, general agent, manufacturers, buyers and sellers or, dealers in, importers or exporters of natural products, raw materials, manufactured

products and marketable goods, wares and merchandise of every kind and description.

d. To purchase, lease or otherwise acquire all or any part of the capital stock, property, rights, business 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, assure and pay the indebtedness nand 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 or franchises in, sell or otherwise dispose of and deal in the same.

f. To carry on any of the businesses hereinbefore enumerated for itself or for the account of others or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them or any part thereof, or to enhance the value of its property 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 shall be 40 Summit Avenue, Hagerstown Maryland. The resident Agent of the Corporation is Vincent R. Groh, whose post office address is 40 Summit Avenue, Hagerstown, Maryland, and he is a citizen of this State and actually resides in Maryland.

FIFTH: The Total number of shares of stock which the Corporation has authority to issue is five hundred (500) shares, all of which shall be common stock having a par value of one hundred dollars ($100.00) per share, the aggregate par value of all said shares being fifty Thousand Dollars ($50,000.00)

SIXTH: The shares of such stock shall be non-assessable and each share thereof shall be entitled to one (1) vote in all meetings of the stockholders of the Corporation. Dividends may be declared by the Board of directors of the Corporation at such times and in such amounts as the Board of Directors may determine, and to be paid from profits or surplus of the Corporation. In the event of liquidation, dissolution or winding up of the affairs of the Corporation, whether the same be voluntary or involuntary, the assets shall be distributed ratably among the holders of said stock without priority or preference of any kind.

SEVENTH: The rights and obligations of stockholders shall be the same as set forth in the General Laws of Maryland in Article 23 of the Annotated Code of Maryland. The shares of stock of the Corporation shall be transferrable only on the books of the corporation upon surrender of the certificates thereof properly endorsed. The Board of Directors may classify or re-classify any unissued shares of capital stock of the corporation by fixing or altering in any one or more respects, from time to time, before the issuance of such shares, the preference, rights, voting privileges, restrictions, and qualifications, the dividends thereon the times and method of redemption thereof and the conversion rights of such shares.

EIGHTH: The Corporation Directors shall not be more than five or less than three in number, and it is further provided that Harry G. Staggers, Vincent R. Groh and Barbara I. Groh, the addresses of the same having been set forth hereinabove, shall act as directors until the first annual meeting of stockholders or until their successors are duly chosen and qualified.

NINTH: The Board of Directors of the corporatinn is hereby empowered and authorized to authorize the issuance, from time to time, of shares of its stock of any class for such consideration as the Board of Directors may deem advisable, subject to such limitations and restrictions and restraints as may be set forth in the by-laws of the corporation and in accordance with the laws of Maryland.

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 or are directors or officers of such other corporation; any director individually or any firm of which he may be pecuniarily or otherwise interested, may be a party to or interested in any contract or transaction of this corporation, provided that the facts that he or such firm is so interested shall be disclosed or shall have been known to the majority of the board of directors; 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 the Corporation, which shall authorize any such contract or transaction and may vote thereon and authorize any such contract or transaction with like force and effect as if he were not such director or officer or so interested.

The Corporation reserves the right to make, from time to time, any amendments to 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 any change, re-classification or cancellation of stock or rights of stockholders, whether or not any such amendment alters the contract rights of any stock

outstanding, as expressly set forth herein. Any such amendment shall be valid if authorized by a majority of the votes entitled to be cast by stockholders.

Harry G. Staggers

Vincent R. Groh

Barbara I. Groh

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 27th day of January 1965, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Harry G. Staggers, Vincent R. Groh, and Barbara I. Groh, the incorporators whose names are subscribed to the aforegoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

FRANKLIN L. MYERS NOTARY PUBLIC WASHINGTON COUNTY MARYLAND

My Comm. Exp: 3 May 1965

Franklin L. Myers
Notary Public

346

√

ARTICLES OF INCORPORATION

OF

MODERN METAL PRODUCTS, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 13-72
Mar 31 2 17 PM '65
LIBER FOLIO
LAND—MORTG—CHARTER
G. BERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland January 27, 1965, at 10:16 o'clock A. M. as in conformity with law and ordered recorded.

A 13302

6

Recorded in Liber F 458, folio 564, 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.

Brooks M. Bantz

✓ 2/2/65 W.L.

Received for record May 5, 1965 at 2:15 P.M. Liber 14, Receipt No. 19801

ARTICLES OF INCORPORATION

OF

STROLE REALTY CO., INC.

THIS IS TO CERTIFY:-

FIRST: That we, the subscribers, Charles F. Strole, whose post-office address is 1845 Preston Road, Hagerstown, Maryland, Walter B. Stehl, Jr., whose postoffice address is 100 Clinton Avenue, Hagerstown, Maryland, and Doris E. Smith, whose postoffice address is 814 Mulberry Avenue, Hagerstown, Maryland, all being of full legal age, have, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associated ourselves with the intention of forming a corporation.

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

STROLE REALTY CO., INC.

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

(a) To transact a general real estate agency and brokerage business, including the management of estates; to act as agent, broker or attorney in fact for any persons or corporations in buying, selling, leasing and dealing in real estate and any and every interest therein.

(b) To make appraisals and thereby establish the value of real estate or any interest therein.

(c) 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.

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

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

of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

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

FOURTH: The postoffice address of the place at which the principal office of the Corporation in this State will be located is No. 49 Summit Avenue, Hagerstown, Washington County, Maryland. The resident agent of the Corporation is Charles F. Strole whose postoffice address is 1845 Preston Road, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors, and Charles F. Strole, Walter B. Stehl, Jr., and Doris E. Smith, shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The directors may be classified and the number thereof may be changed in such lawful manner as the by-laws from time to time may provide.

SIXTH: The total amount of authorized capital stock of the Corporation is ONE HUNDRED THOUSAND ($100,000.00) DOLLARS, divided into TEN THOUSAND (10,000) SHARES of the par value of TEN ($10.00) DOLLARS each, and the said capital stock is to be known as Common Capital Stock.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance of ONE THOUSAND THREE HUNDRED (1,300) fully paid and non-assessable shares of the par value of TEN ($10.00) DOLLARS each of the Common Capital Stock of the Corporation to Charles F. Strole for the following consideration:-

All of the property and assets, as an entirety, owned by the said Charles F. Strole, trading as Strole Realty Co., including all fixtures, office

equipment and supplies, situated in the premises in which the said Charles F. Strole now conducts said business and known as No. 49 Summit Avenue, in the City of Hagerstown, Washington County, Maryland, and including also his good-will, the lease on said premises, and all accounts receivable, his interest in all contracts and listings, and cash; the Corporation to pay or assume the payment of all of the debts and liabilities of said business as shown by its books on the date that title to said property and assets is acquired by the Corporation.

The actual value of said consideration hereby fixed by the incorporators is not less than THIRTEEN THOUSAND ($13,000.00) DOLLARS.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 29th day of January, 1965.

Charles F Strole
Charles F. Strole

Walter B. Stehl Jr.
Walter B. Stehl, Jr.

Doris E. Smith
Doris E. Smith.

ATTEST:

Gladys I. Kuhn

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

I HEREBY CERTIFY, that on this 29th day of January, 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles F. Strole, Water B. Stehl, Jr., and Doris E. Smith, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

GLADYS I. KUHN NOTARY PUBLIC WASHINGTON COUNTY, MD.

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

Gladys I. Kuhn
Notary Public.

350

ARTICLES OF INCORPORATION

OF

STROLE REALTY CO., INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 16864
MAY 5 2 15 PM '65
FOLIO
LAND RECORDS - C.S.A.E.
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 1, 1965, at 10:41 o'clock A. M. as in conformity with law and ordered recorded.

A 13386

4

Recorded in Liber 7 4 60, folio 27, 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.

Stanley A. Burtyn

2/23/65

Received for record May 5, 1965 at 2:15 P.M.Liber 14, Receipt No. 19801

ARTICLES OF INCORPORATION

OF

ANKENEY'S BEVERAGES INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Melvin F. Bussard, whose Post Office address is 473 Carrollton Drive, Frederick, Maryland, Mary Pauline Bussard whose Post Office address is 473 Carrollton Drive, Frederick, Maryland, and Anna M. Ankeney whose Post Office address is 168 Cumberland Street, Clearspring, 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:

ANKENEY'S BEVERAGES INC.

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

(a) To conduct a store or stores for the buying and selling of beverages, dry goods, groceries, confectionery and all other articles of merchandise convenient and incidental thereto.

(b) To acquire by purchase or otherwise, own, hold, buy, sell, convey, lease, mortgage or encumber real estate or other property, personal or mixed.

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

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

(e) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class, and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting

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

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

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

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

(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 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 Post Office address of the principal office of the Corporation in this State is 168 Cumberland Street, Clearspring, Maryland. The Resident Agent of the Corporation is Melvin F. Bussard whose Post Office address is 473 Carrollton Drive, Frederick, Maryland, until March 1, 1965, at which time said Resident Agent intends to reside at 168 Cumberland Street, Clearspring, 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 Dollars ($10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars ($100,000.00).

SIXTH: The 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 Melvin F. Bussard, Mary Pauline Bussard and Anna M. Ankeney.

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 11th day of February, A.D., 1965.

WITNESS:

Jacob B. Berkson

Sara Hopkins

Sara Hopkins

Melvin F. Bussard

Mary Pauline Bussard

Anna M. Ankeney

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 11th day of February, A.D., 1965, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Melvin F. Bussard, Mary Pauline Bussard, and Anna M. Ankeney who each acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Sara Hopkins, Notary Public.

My Commission Expires: May 3, 1965.

ARTICLES OF INCORPORATION

OF

ANKENEY'S BEVERAGES INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 14254
MAY 5 2 15 PM '65
LIBER FOLIO
LAND MORTG. C/SALES
MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 15, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 13690

5

Recorded in Liber 7463, folio 261, 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.

Lauriston R. Bartram

Received for record May 5, 1965 at 2:15 P.M. Liber 14, Receipt No. 19801

ARTICLES OF INCORPORATION

OF

THE BOONSBORO AMVETS POST NO. 10, INC.

FIRST: We, the undersigned, Charles E. Reeder, whose post office address is No. 305 South Main Street, Boonsboro, Maryland; Paul E. Miller, whose post office address is No. 1023 Spruce Street, Hagerstown, Maryland; and Arthur S. Grimm, whose post office address is R. F. D. #1, Keedysville, 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 BOONSBORO AMVETS POST NO. 10, INC.

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

(a) To uphold and defend the Constitution of the United States of America.

(b) To safeguard the principles of freedom, liberty and justice for all.

(c) To promote the cause of peace and good will among nations.

(d) To maintain inviolate the freedom of the United States of America.

(e) To preserve the fundamentals of Democracy.

(f) To perpetuate the friendship and association of our comrades of the Second World War.

(g) To dedicate ourselves to the cause of mutual assistance.

(h) To serve the United States of America in peace or in war; to build and maintain the welfare of the United States of America toward lasting prosperity and peace for all of its inhabitants.

(i) To encourage, in keeping with the policies of our Government, the establishment of a concrete plan to secure permanent international peace and to assist in the maintenance of international peace.

(j) To inspire in our membership a sense of responsibility, and to develop leadership for the preservation of our American democratic way of life.

(k) To help unify divergent groups in the overall interest of American democracy.

(l) To train our youth to become purposeful citizens in a democracy with full knowledge of the responsibilities as well as the privileges of citizenship.

(m) To cooperate with all duly recognized existing veterans' organizations in the furtherance of the aims of World War Two veterans.

(n) To insure the orderly return of the veteran to civilian life by protecting his rights as an individual while he is still in uniform.

(o) To expedite and assist in the rehabilitation of the veteran by maintenance of employment services, sponsoring educational opportunities and providing counsel on insurance, housing, recreation, personal problems, hospitalization, and veterans' benefits.

(p) To act as a liaison agent between the veteran and the Government.

(q) To provide an organization to encourage fellowship among all veterans of World War Two and the Korean conflict.

(r) To keep the public forever reminded that the veterans of all wars fought and served to preserve peace, liberty and democracy for their nation.

(s) To protect and guarantee to all Americans the Four Freedoms, freedom from fear, freedom from want, freedom of religion and freedom of expression, for which our comrades fought and died so that we might live in a better world tomorrow.

(t) To engage in the on-sale and off-sale dispensing of alcoholic beverages and food operating as a bar and/or restaurant and generally to purchase or otherwise acquire and/or operate restaurants and taverns, and to own, hold, lease, rent, or sell such business or businesses.

(u) 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.

(v) 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.

(w) 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.

(x) 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.

(y) 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.

(z) 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.

(aa) To purchase or otherwise acquire, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, bonds, securities or other 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 dependence of the United States of America, or of any foreign country.

(bb) 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.

(cc) 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.

(dd) 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 305 South Main Street, Boonsboro, Maryland. The resident agent of the Corporation is Charles E. Reeder, whose post office address is 305 South Main Street, Boonsboro, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have no authority to issue corporate stock.

SIXTH: The number of directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Charles E. Reeder, Paul E. Miller and Arthur S. Grimm, Irvin T. Cline and Mervin W. Myers.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 30th day of January, 1965.

Witness:

Evelyn C. Miller

Charles E. Reeder
Charles E. Reeder

Evelyn C. Miller

Paul E. Miller
Paul E. Miller

Evelyn C. Miller

Arthur S. Grimm
Arthur S. Grimm

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on the 30th day of January 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Charles E. Reeder, Paul E. Miller and Arthur S. Grimm, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

EVELYN C. MILLER NOTARY PUBLIC

Evelyn C. Miller
Evelyn C. Miller, Notary Public

My Commission Expires:
May 3, 1965

360

✓ MS

ARTICLES OF INCORPORATION

OF

THE BOONSBORO AMVETS POST NO. 10, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 46220
MAY 5 2 15 PM '65
LIBER ____ FOLIO ____
LAND ☐ CONTG ☐ C/SALE ☐
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 15, 1965, at 10:03 o'clock A. M. as in conformity with law and ordered recorded.

A 13660

5

Recorded in Liber 3462, folio 534 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 L. Barlow

Del 7/3/93 - Wash Co Amvets
MD Holder

Received for record May 5, 1965 at 2:15 P.M. Liber 14, Receipt No. 19801

ARTICLES OF INCORPORATION

OF

TRINITY UNITED CHURCH OF CHRIST
OF BOONSBORO, MARYLAND

THIS IS TO CERTIFY:

A. At a meeting of the members of the Trinity United Church of Christ, of Boonsboro, Washington County, Maryland, duly called at which a quorum was present, held on December 13, 1964, a resolution was adopted to incorporate the church and to elect certain persons to act as Trustees in the name of and on behalf of the said Congregation and to manage the estate, property, interest and inheritance of the same, which Trustees should become, under and pursuant to the provisions of the Annotated Code of Maryland, a body corporate.

B. At said meeting, the members elected the following persons to act, with the Minister of said Congregation serving by virtue of his office, as Trustees, namely:

E. Kenneth Ramsburg, President
George A. Stiles
Robert E. Lakin
Kenneth L. Wade
James M. Beeler
Donald A. Thomas
Donald C. Meredith
Albert E. Sinnisen
Rev. Frederick E. Kurkowski

C. At said meeting the members determined upon the following plan, agreement or regulations, to-wit:

1. The name of the Congregation and of the corporation shall be "TRINITY UNITED CHURCH OF CHRIST OF BOONSBORO, MARYLAND".

2. Said body corporate shall adopt a seal, which shall be in circular form and have the following inscription on the circumference "TRINITY UNITED CHURCH OF CHRIST OF BOONSBORO, MARYLAND" and "INCORPORATED - 1965", in the center of the circle.

3. The object of the church shall be religious worship in the Christian religion after the form, regulations and doctrines of the United Church of Christ.

4. The location of the corporation and place of worship and busi-

ness of the same shall be in Boonsboro, Washington County, Maryland, and the Resident Agent is Rev. Frederick E. Kurkowski, Boonsboro, Maryland.

5. There shall be an annual business meeting of members of the Congregation during the month of January of each year, of which notice shall be given to the members in accordance with the By-laws of said corporation.

6. At the annual business meeting of the Congregation there shall be elected by the members not less than four (4) nor more than sixteen (16) members of the Congregation above the age of twenty-one (21) years to act, with the Minister, as Trustees of the corporation for the ensuing year and until their successors are duly elected and qualify. The number of Trustees may be increased or decreased from time to time within the limits prescribed above, in accordance with the By-laws.

7. The corporation shall have, and the Trustees may exercise, all the powers granted to religious corporations by the Laws of Maryland, including the powers provided in Article 23 of the Annotated Code of Maryland (1957 Edition) as amended from time to time.

8. The members of the Congregation may from time to time adopt, amend and repeal By-laws for the regulation and management of the affairs of the corporation.

IN WITNESS THEREOF, As Trustees of the corporation, we have signed these Articles of Incorporation on this 29th day of January, 1965.

WITNESS:

E. Kenneth Ramsburg (SEAL)
E. Kenneth Ramsburg
Boonsboro, Md.

George A. Stiles (SEAL)
George A. Stiles
Boonsboro, Maryland

Geraldine Ford Moore

Robert E. Lakin (SEAL)
Robert E. Lakin
Boonsboro, Md.

Kenneth L. Wade (SEAL)
Kenneth L. Wade
Boonsboro, Md.

James M. Beeler (SEAL)
James M. Beeler
Boonsboro, Md.

Donald A. Thomas (SEAL)
Donald A. Thomas
Boonsboro, Md.

Donald C. Meredith (SEAL)
Donald C. Meredith
Boonsboro, Md.

Albert E. Sinnisen (SEAL)
Albert E. Sinnisen
Boonsboro, Md.

Rev. Frederick E. Kurkowski (SEAL)
Rev. Frederick E. Kurkowski
Boonsboro, Md.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 29th day of January, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County aforesaid, personally appeared E. Kenneth Ramsburg, George A. Stiles, Robert E. Lakin, Kenneth L. Wade, James M. Beeler, Donald A. Thomas, Donald C. Meredith, Albert E. Sinnisen, and Rev. Frederick E. Kurkowski, 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.

Geraldine Fox
Notary Public

My Commission Expires: 5/3/65

364

✓ No

ARTICLES OF INCORPORATION

OF

TRINITY UNITED CHURCH OF CHRIST OF BOONSBORO, MARYLAND

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. [illegible]
MAY 5 2 15 PM '65
LIBER ____ FOLIO
LAND ☐ MORTG ☐ C/SALE ☐
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 11, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 13598

4

Recorded in Liber 7462, folio 161, 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.

Received for record May 5, 1965 at 2:15 P.M. Liber 14, Receipt No. 19801

SubCon, Inc.

Articles of Incorporation

THIS IS TO CERTIFY:

First: We, the undersigned, Herbert K. Hockett, whose Post Office address is 23 West Salisbury Street, Williamsport, Maryland; Robert L. Kohler, whose Post Office address is 217 Coffman Avenue, Hagerstown, Maryland; and Kenneth L. Reid, whose Post Office address is 1925 West Washington Street, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

Second: The name of the corporation (which is hereinafter called the Corporation) is SubCon, Inc.

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

(a) To manufacture, produce, assemble, fabricate, import, lease, or otherwise acquire; to invest in, own, hold, use, license the use of, install, handle, maintain, service or repair; to sell, pledge, mortgage, exchange, export, distribute, lease, assign and otherwise dispose of, and generally to trade and deal in and with, as principal or agent, at wholesale, retail on commission or otherwise, electronic instruments, devices, systems, equipment and components, and electrical and electro-mechanical apparatus, instruments, devices and equipment of all kinds and descriptions, sound producing and reproducing apparatus and equipment of all kinds and descriptions, microwave devices and equipment, radio, sonar, radar, television and related and similar devices and equipment, cables, motors, dynamos, generating plants, meters, supplies, parts, equipment, apparatus, machinery improvements, appliances, tools, and goods, wares, merchandise, commodities, articles of commerce and property of every kind and

description, and any and all products, machinery, equipment and supplies used or useful in connection therewith.

(b) To engage in research into materials, processes, and products and the production and sale thereof and in connection therewith to construct, buy, sell, lease, license, maintain and operate laboratories and laboratory facilities of all kinds; to carry on and make tests, experiments, analyses and research work and to perform testing, analytical, experimental and research services of all kinds whether of a scientific nature or otherwise, and to do any and all acts and transact any and all business which shall or may be or become incidental to or arise out of or be connected with such business, or any part thereof.

(c) To manufacture, produce, assemble, fabricate, import, lease, purchase or otherwise acquire, to invest in, own, hold, use, handle, maintain, service or repair; to sell, install, pledge, mortgage, exchange, export, distribute, lease, assign, and otherwise dispose of, and generally to trade and deal in and with, as principal or agent, at wholesale, retail, on commission or otherwise, goods, wares, merchandise, commodities, articles of commerce and property of every kind and description, and any and all materials, products, processed or semi-processed goods, machinery, equipment and supplies used or useful in connection therewith, and to engage in, conduct and carry on a general manufacturing, merchandising and trading business in any and all branches thereof.

(d) To engage in a general printing and publishing business and to prepare, print, publish, sell and generally deal in and with books, pamphlets, literature, lectures, courses of study, educational material of all kinds, literary compositions and printed material of all kinds.

(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 situate.

(f) 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.

(g) 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.

(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 directly or indirectly to 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.

(i) 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.

(j) 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 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 No. 23 West Salisbury Street, Williamsport, Maryland. The name and Post Office address of the resident agent of the corporation in this State are Herbert K. Hockett, 23 West Salisbury Street, Williamsport, 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 Ten Thousand (10,000) shares of the par value of Ten ($10.00) Dollars a share, all of one class, and having an aggregate par value of One Hundred Thousand ($100,000.00) Dollars.

Sixth: The number of Directors of the corporation shall be six (6), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Robert Kohler, Herbert K. Hockett, Stanley Hull, Kenneth Reid, Edward Spickler, and William Hendrickson, 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 of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation

shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

(d) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms 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 shall fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) The Board of Directors of the Corporation is hereby empowered to authorize the issuance of Ten Thousand (10,000) full paid and non-assessable shares of the par value of Ten ($10.00) Dollars per share.

(g) Any stockholder desiring to sell, transfer or assign his or her shares of the Corporation shall first offer them to the stockholders of record at the time before procuring a purchaser of said shares otherwise.

Eighth: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 25th day of JANUARY, A. D., 1965.

Witness:

Beulah E. Sherman

Beulah E. Sherman

Herbert K. Hockett

Herbert K. Hockett

Robert L. Kohler

Robert L. Kohler

Kenneth L. Reid

Kenneth L. Reid

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

I HEREBY CERTIFY, That on this 25th day of JANUARY, A. D., 1965, before me, the subscriber, a Notary Public of the

State and County aforesaid, personally appeared Herbert K. Hockett, Robert L. Kohler and Kenneth L. Reid and 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.

Beulah E. Sherman
Notary Public

BEULAH E. SHERMAN NOTARY PUBLIC WASHINGTON COUNTY, ARK.

My Commission Expires: May 3, 1965.

372

ARTICLES OF INCORPORATION

OF

SubCon, Inc.

STATE OF MD. COUNTY
WASHINGTON FOR RECORD
RECEIVED FOR RECORD
MAY 5 2 15 PM '65
FOLIO
LIBER C.W.M.G. C.S.A.E.T.
AND
C. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 8, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 13517

8

Recorded in Liber F-461, folio 234, 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 O. Barton

Received for record May 5, 1965 at 2:15 P.M. Liber 14, Receipt No. 19801

ARTICLES OF INCORPORATION

OF

LEROY E. MYERS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, LeRoy E. Myers, whose postoffice address is Route 1, Clearspring, Maryland; Mary Jane Myers, whose postoffice address is Route 1, Clearspring, Maryland; and Omer T. Kaylor, Jr., whose postoffice address is 123 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is LEROY E. MYERS, INC.

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

(a) To engage in the business of construction of buildings, industrial, commercial or residential, and to carry out the business of a general masonry contractor.

(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 provileges 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 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 purpose.

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

(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 or districts of the United States of America.

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 is Route 1, Clearspring, Maryland. The resident agent of the Corporation is LeRoy E. Myers, whose postoffice address is Route 1, Clearspring, 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 Cor-

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

SIXTH: The Corporation shall have three directors, LeRoy E. Myers, Route 1, Clearspring, Maryland; Mary Jane Myers, Route 1, Clearspring, Maryland; and Omer T. Kaylor, Jr., 123 West Washington Street, Hagerstown, Maryland; and those three 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 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-class-

ification 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 case 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 19th day of February, 1965.

LeRoy E. Myers (SEAL)
LeRoy E. Myers

Mary Jane Myers (SEAL)
Mary Jane Myers

Witness:

Esther K. Gantz

Omer T. Kaylor, Jr. (SEAL)
Omer T. Kaylor, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 19th day of February, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared LeRoy E. Myers, Mary Jane Myers and Omer T. Kaylor, Jr. and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

ESTHER K. GANTZ NOTARY PUBLIC HAGERSTOWN, MARYLAND

My commission expires: May 4, 1965

Esther K. Gantz
Notary Public

FEB 23 10 13 AM '65

380

ARTICLES OF INCORPORATION

OF

LEROY E. MYERS, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO.
MAR 5 2 15 PM '65
LIBER FOLIO
LAND RECORDS
G. NEELIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 23, 1965, at 10:13 o'clock A. M. as in conformity with law and ordered recorded.

A 13764

8

Recorded in Liber 463, folio 552, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 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. Bartgis

Received for record May 5, 1965 at 2:15 P.M. Liber 14, Receipt No. 19801

HUB CITY METALS, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Irvin G. Turner, whose Post Office Address is 27 Garlinger, Hagerstown, Maryland, Rosalie I. Turner, whose Post Office Address is 27 Garlinger, Hagerstown, Maryland, and Buster B. Turner, whose Post Office Address is Gehr Shop Road, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention 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

HUB CITY METALS, INC.

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

(a) to engage in the business of salvaging metals, paper and other re-usable products which may have a market value.

(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 whereever 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

WILLIAM J. DWYER
ATTORNEY AT LAW
10 JONATHAN STREET
HAGERSTOWN, MARYLAND

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 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 effectinesses or any of them, of any part thereof, or to enhance the value of its property, business or rights.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is R-120 West Franklin Street, Hagerstown, Maryland. The name and Post Office address of the resident agent of the Corporation in this State are Irvin G. Turner, 27 Garlinger, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of stock which the Corporation has authority to issue is One hundred (100) Shares of the part value of One Hundred ($100.00) Dollars a share, all of one class, and having an aggregate par value of Ten Thousand ($10,000.00) 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 at all times consist of an odd number of directors and shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Irvin G. Turner, Rosalie I. Turner, and Buster B. Turner.

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) All shares of stock to be issued only by the Corporation and cannot be sold, pledged or otherwise disposed of by any stockholder except by permission of the Board of Directors of said Corporation. Any stockholder desiring to dispose of any or all of his stock must first offer some to the Board of Directors for either purchase by them or to an approved purchaser. All sales to be at par value and if not acted upon within ninety (90) days by Board of Directors, said stockholder may sell his stock privately.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 28th day of February, A.D., 1965.

E. Eugene Berry as to Irvin G. Turner (SEAL)
Irvin G. Turner

E. Eugene Berry as to Rosalie I. Turner (SEAL)
Rosalie I. Turner

E. Eugene Berry as to Buster B. Turner (SEAL)
Buster B. Turner

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 22nd day of February, A.D., 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Irvin G. Turner, Rosalie I. Turner, and Buster B. Turner, all of whom being personally known to me, and acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

E. Eugene Geary
Notary Public

E. EUGENE GEARY NOTARY PUBLIC WASHINGTON CO., MD.

My Commission Expires:
May 5, 1965

ARTICLES OF INCORPORATION

OF

HUB CITY METALS, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 4601
MAY 5 2 15 PM '65
FOLIO
LIBER
LAND ☐ C. MORG. ☐ C. SALE ☐
C. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 23, 1965, at 11:27 o'clock A. M. as in conformity with law and ordered recorded.

A 13767

5

Recorded in Liber 7463, folio 571, 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

Received for record May 5, 1965 at 2:15 P.M. Liber 14, Receipt No. 19801

ARTICLES OF INCORPORATION

OF

HAGERSTOWN TEEN LAND, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Francis Richard Crowther, II, whose post office address is 1029 Fairview Road, Hagerstown, Maryland, Patricia Elaine Crowther, whose post office address is 1029 Fairview Road, Hagerstown, Maryland, Robert Lee Kendall, whose post office address is 480 Mitchell Avenue, Hagerstown, Maryland, and Letty Jane Kendall, whose post office address is 480 Mitchell 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

HAGERSTOWN TEEN LAND, INCORPORATED

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

(a) To establish, organize, equip, own, lease, operate, manage, control, maintain, carry on and conduct a place for teenagers and others to dance.

(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 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 purposes, object or busi-

ness, 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 770 Frederick Street, Hagerstown, Maryland. The resident agent of the Corporation is Francis Richard Crowther, II, whose post office address is 1029 Fairview 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 all classes which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten ($10,000) 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 four (4) directors and Francis Richard Crowther, II, Patricia Elaine Crowther, Robert Lee Kendall, and Letty Jane Kendall, 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 convertable 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, or 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 preferencial 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 17th day of February, A.D., 1965.

WITNESS:

Francis Richard Crowther II (SEAL)
Francis Richard Crowther, II

Patricia Elaine Crowther (SEAL)
Patricia Elaine Crowther

William P. Kreykenbohm

Robert Lee Kendall (SEAL)
Robert Lee Kendall

Letty Jane Kendall (SEAL)
Letty Jane Kendall

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 17th day of February, A.D., 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Francis Richard Crowther, II, Patricia Elaine Crowther, Robert Lee Kendall, and Letty Jane Kendall, and severally acknowledged the aforegoing 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.

Notary Public
William P. Kreykenbohm

My Commission Expires:
May 3, 1965.

ARTICLES OF INCORPORATION

OF

HAGERSTOWN TEEN LAND, INCORPORATED

STATE OF MD.
WASHINGTON COUNTY
FILED FOR RECORD
REC'D FOR REC'D NO.
MAR 5 2 15 PM '65
FOLIO
LAND___CWORG___CSALES
J. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 19, 1965 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 13723

Recorded in Liber 7 463, 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. Bartgis

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

Received for record May 5, 1965 at 2:15 P.M. Liber 14, Receipt No. 19801

THE PEOPLE'S GOSPEL TABERNACLE OF HAGERSTOWN, MD.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That We, the subscribers, Frances V. Billman, 1606 Broadfording Road, Hagerstown, Washington County, Maryland; Chester A. Billman, 1606 Broadfording Road, Hagerstown, Washington County, Maryland; Reva Blanche Billman, 1608 Broadfording Road, Hagerstown, Washington County, Maryland, and CARROLL S. MARSHALL, 331 North Cannon Avenue, Hagerstown, Washington County, Maryland, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a Religious Corporation.

That the name of the Corporation is:

"THE PEOPLE'S GOSPEL TABERNACLE OF HAGERSTOWN, MD."

That the purpose for which the Corporation is formed is for purely religious purposes.

That the Corporation shall have no capital stock, it being a Religious Corporation.

WHEREAS on the 17th day of January, A. D., 1965, the members of The People's Gospel Tabernacle, a Reigious Association of Hagerstown, Maryland, located at the corner of Fridinger Avenue and Paper Mill Road, at a meeting of said assembly duly notified in advance that the said meeting was to be held by a vote of the majority of the members of said Church, more then 21 years of age, it was unanimously moved and carried by the said members so assembled, avail themselves of the advantages of incorporation as provided by the Laws of the State of Maryland, and to thatend the following plan of incorporation was unanimously adopted.

WHEREAS, at this same meeting duly called, it was

unanimously resolved that the Trustees of said Association be authorized to transfer title to the present Church lot and buildings, to the newly formed Corporation, "The People's Gospel Tabernacle of Hagerstown, Md."

1st. That the name of the Corporation (which is hereinafter called "The Congregation") shall be "The People's Gospel Tabernacle of Hagerstown, Md".

2nd. That the estate property both real and personal and interest and inheritance of said Congregation which is subsequently being conveyed be managed by a Board of five (5) trustees all of whom shall be 21 years of age and of good moral character, and members of said Congregation, which Board must include the Minister or a person named by the Congregation as the Minister; that said trustees shall be elected annually on the first Sunday of January in each year and shall hold office for a period of one (1) year or until their successors are duly chosen and elected.

The said Trustees shall be active in the affairs of the said Congregation; in the event of the death, resignation or refusal to serve of any duly elected Trustee, the majority of the remaining Trustees shall duly select another Trustee to serve out the term of said trustee so dying or resigning, who shall fill the unexpired term thereof until the next annual meeting; said Minister of The Congregation shall constitute and be the President of said Board of Trustees.

That at the meeting above the following persons were elected as trustees to serve until the next annual meeting or until their successors are chosen:

Said Trustees are hereby authorized or required to keep and maintain a roster of members of said Congregation in good standing anddelete therefrom those dying or resigning therefrom.

The said Board of Trustees shall manage in a good business like way the affairs of the Church and the real and personal property of said Congregation as in their judgment may seem best, subject to the provisions of the Corporation Laws of the State of Maryland.

3rd. There shall also be elected at the annual meeting each year by the members of said Congregation, a Secretary and Treasurer.

4th. That all the members of said Congregation whose names appear on the roster and are 21 years of age, and are in good standing shall be entitled to vote at said meeting, and the majority of all of said members present at said meeting, which meeting was duly publicized, shall determine all maters which are submitted to a vote at said meeting except the call or employment or a discharge of the Minister to said Congregation or the sale of any real property belonging to the Congregation, shall be by a vote of two/thirds (2/3) of the membership entitled to a vote therein.

5th. That the Annual meeting of said Congregation shall be on the 2nd Sunday of January of each year which meeting may be adjourned by those present to reconvene at some future date which date is not to be more than 30 days.

6th. All funds belonging to the Congregation shall be deposited in the name of The Congregation in such bank or banks as the Trustees shallso determine and shall be subject to withdrawal by check duly signed by both the Minister and Treasurer of said Congregation.

7th. The Corporation is duly subject to be dissolved pursuant to the Corporation laws of the State of Maryland at which time all assets of said Corporation shall be converted into cash after a resolution shall be passed by the Congregation at a meeting especially called for that purpose, by the Trustees or other persons as shall be authorized to distribute the same and any balance remaining shall be distributed to all members in good standing 21 years or over.

8th. The Trustees herein named acknowledged this agreement or Charter and file and record the same pursuant to the provisions of the Corporation Laws of the State of Maryland.

IN WITNESS WHEREOF, The undersigned Trustees have hereunto set their hands and seals this 18th day of January, A. D., 1965.

WITNESS to all signatures:

Chester A. Billman (SEAL)
CHESTER A. BILLMAN

Frances V. Billman (SEAL)
FRANCES V. BILLMAN

Reva Blanche Billman (SEAL)
REVA BLANCHE BILLMAN

Margaret S. Greene

Carroll S. Marshall (SEAL)
CARROLL S. MARSHALL

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I hereby certify that on the 18th day of January, A.D., 1965, before me, the subscriber, a Notary Public of the State and County aforesaid personally appeared Frances V. Billman, Chester A. Billman, Reva Blanche Billman and Carroll S. Marshall, the Trustees named in the above and aforegoing Articles of Incorporation, who did acknowledge that the hereinbefore named meeting of the Association took place as stated, and that a resolution giving permission to transfer the real estate, and that the Charter or plan as set forth in the aforegoing Articles of Incorporation were adopted and accepted by The Congregation assembled and that the Charter and plan is the act of the members present thereof.

WITNESS my hand and Official Notarial Seal.

Margaret S. Greene
Margaret S. Greene, Notary Public

My Comm. Ex: May 3, 1965

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 15129
MAY 5 2 15 PM '65
LIBER FOLIO
LAND ☐ MORTG ☐ C. SALE ☐
G. MERLIN SNYDER
CLERK

ARTICLES OF INCORPORATION

OF

THE PEOPLE'S GOSPEL TABERNACLE OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 4, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 13470

6

Recorded in Liber 461, folio 23, 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.

Lucile H. Burton

398 Received for Record May 11, 1965 at 10:15 A. M.

Whereas a vacancy occurred on the Board of Trustees of the Reiff Mennonite Church, located near Cearfoss, Washington Co., Maryland, thruogh the discontinuance of Abraham H Martin as a member of that congregation, who had been also a member of the Board of Trustees, which vacancy it was considered necessary to fill. Therefore there was a meeting held on May 10th A.D.1965 in accordance with the rules and regulations of said Church, at the above named Chruch House, composed of member residing in the vicinity thereof, at which meeting Moses K Horst Bishop of said Church presided and Earl M Miller was duly elected successor of the said Abraham H martin. Wherefore the said Earl M Miller is vested with the same power and authority as was his predcessor on the above named Board of Trustees.

In witness wherof I, Moses K Horst, hereunto set my hand and seal this 11th day of May, A.D.1965.

Moses K Horst (SEAL)
Moses K Horst, Bishop.

3/31/65
W. J.

Received for record June 15, 1965 at 9:04 A.M. Liber 14, Receipt No. 21221

ARTICLES OF INCORPORATION

OF

ALPHAMERIC, INCORPORATED

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, ROY D. WITTE, WHOSE POST OFFICE ADDRESS IS 1624 FOUNTAIN HEAD ROAD, HAGERSTOWN, MARYLAND, JACOB B. BERKSON WHOSE POST OFFICE ADDRESS IS 74 WEST WASHINGTON STREET, HAGERSTOWN, MARYLAND, AND SARA V. HOPKINS WHOSE POST OFFICE ADDRESS IS 74 WEST WASHINGTON STREET, HAGERSTOWN, MARYLAND, ALL BEING AT LEAST TWENTY-ONE YEARS OF AGE, DO UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, ASSOCIATE OURSELVES WITH THE INTENTION OF FORMING A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

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

ALPHAMERIC, INCORPORATED.

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

(A) TO SELL, SERVICE, RENT, AND LEASE OFFICE EQUIPMENT, FURNITURE, SUPPLIES, AND SERVICES; TO ACT AS CONSULTANT IN THE OFFICE EQUIPMENT, DATA PROCESSING BUSINESS SYSTEMS AND REPETITIVE WRITING FIELDS.

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

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

(D) TO APPLY FOR, OBTAIN, PURCHASE, OR OTHERWISE ACQUIRE, ANY PATENTS, COPYRIGHTS, LICENSES, TRADEMARKS, TRADENAMES, RIGHTS, PROCESSES, FORMULAE, AND THE LIKE, WHICH

MIGHT BE USED FOR ANY OF THE PURPOSES OF THE CORPORATION AND TO USE, EXERCISE, DEVELOP, GRANT LICENSES IN RESPECT OF, SELL AND OTHERWISE TURN TO ACCOUNT, THE SAME.

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

(F) TO GUARANTEE THE PAYMENT OF DIVIDENDS UPON ANY SHARES OF STOCK OF, OR THE PERFORMANCE OF ANY CONTRACT BY ANY OTHER CORPORATION OR ASSOCIATION IN WHICH THE CORPORATION HAS AN INTEREST, AND TO ENDORSE OR OTHERWISE GUARANTEE THE PAYMENT OF THE PRINCIPAL AND INTEREST, OR EITHER, OF ANY BONDS, DEBENTURES, NOTES, SECURITIES OR OTHER EVIDENCES OF INDEBTEDNESS CREATED OR ISSUED BY ANY SUCH OTHER CORPORATION OR ASSOCIATION.

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

(H) TO CARRY ON ANY OF THE BUSINESSES HEREINBEFORE ENUMERATED FOR ITSELF, OR FOR ACCOUNT OF OTHERS, OR THROUGH OTHERS FOR ITS OWN ACCOUNT AND TO CARRY ON ANY OTHER BUSINESS WHICH MAY BE DEEMED BY IT TO BE CALCULATED DIRECTLY OR INDIRECTLY, TO EFFECTUATE OR FACILITATE THE TRANSACTION OF THE AFORESAID OBJECTS OR BUSINESSES, OR ANY OF THEM, OR ANY PART THEREOF, OR TO ENHANCE THE VALUE OF ITS PROPERTY, BUSINESS OR RIGHTS.

(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 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 POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS ROOM 309, EARLE BUILDING, 74 WEST WASHINGTON STREET, HAGERSTOWN, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS JACOB B. BERKSON WHOSE POST OFFICE ADDRESS IS 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 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 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 ROY D. WITTE, JACOB B. BERKSON AND SARA HOPKINS.

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 25th DAY OF March A.D., 1965.

WITNESS:

Lucille E. Mowen
LUCILLE E MOWEN

Lucille E. Mowen
LUCILLE E. MOWEN

Lucille E. Mowen
LUCILLE E. MOWEN

Roy D. Witte
ROY D. WITTE

Jacob B. Berkson
JACOB B. BERKSON

Sara V. Hopkins
SARA V. HOPKINS

40.

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 25th DAY OF March A.D., 1965, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED ROY D. WITTE, JACOB B. BERKSON AND SARA V. HOPKINS WHO EACH ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

LUCILLE E. BROWN NOTARY PUBLIC WASHINGTON COUNTY, MD.

Lucille E. Brown
NOTARY PUBLIC

MY COMMISSION EXPIRES:
5/3/65

ARTICLES OF INCORPORATION

OF

ALPHAMERIC, INCORPORATED

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT No. 3422
JUN 15 9 04 AM '65
LIBER FOLIO
LAND MORTG. C/S
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 29, 1965 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 14328

Recorded in Liber 6469, folio 305, 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.

3/29/65
N. L.

Received for record June 15, 1965 at 9:04 A.M. Liber 14, Receipt No. 21221

ARTICLES OF INCORPORATION

OF

TRUSTEES OF THE SAINT JAMES BRETHREN CHURCH OF

WASHINGTON COUNTY, MARYLAND

THIS IS TO CERTIFY:

FIRST, We, the undersigned, Curtis Mullenix, Route 1, Fairplay, Maryland, Adrian Deibert, Jr., Route 3, Hagerstown, Maryland, William Ray Marshall, 1235 Murdock Avenue, Hagerstown, Maryland, Paul M. Culler, Route 1, Sharpsburg, Maryland, and James Rowsey, St. James, Maryland, 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, the above named incorporators all being at least twenty-one years of age.

SECOND: The name of the congregation shall be "THE SAINT JAMES BRETHREN CHURCH OF WASHINGTON COUNTY, MARYLAND", and the name of the corporation shall be "TRUSTEES OF THE SAINT JAMES BRETHREN CHURCH OF WASHINGTON COUNTY, MARYLAND".

THIRD: There shall be an annual business meeting of the members of the congregation of The Saint James Brethren Church of Washington County, Maryland, on the last Wednesday in March of each and every year, of which notice shall be given to the members in advance. In order to constitute a quorum at any meeting ten per cent of the members of the congregation must be present in person or by proxy.

FOURTH: At the first annual meeting there shall be elected by the ballot of the members of the congregation above twenty-one years of age, five (5) sober and discreet members of the congregation above twenty-one years of age to be the trustees of the corporation, one trustee to be elected for a five year term, one trustee to be elected for a four year term, one trustee to be elected for a three year term, one trustee to be elected

for a two year term, and one trustee to be elected for a one year term, these terms of office being so arranged so that the term of but one trustee shall expire in each year. No individual shall be considered elected unless he receives a majority of all of the votes of the members present and qualified to vote. In the event there shall be no election at the annual meeting, the trustees then in office shall continue in office until others are elected and qualified.

FIFTH: All business of the congregation shall be transacted at the annual business meeting or at special meetings assembled in accordance with the provisions of such by-laws or rules as may hereafter from time to time be adopted in conformity with the laws of the State of Maryland. All such proceedings shall be registered in a good and sufficient record book provided and kept for that purpose.

SIXTH: All property - real, personal and mixed, of whatever kind and description and wheresoever situate - shall be held by and in the name of the corporation for the benefit and interest of the congregation and subject to the direction of the majority of the qualified members of the congregation present at meetings lawfully called and held. The corporation shall purchase, sell, mortgage, lease, or otherwise acquire and dispose of any property only when directed so to do by the majority of the qualified members of the quorum and when so directed, the trustees then in office shall authorize their duly elected president or a vice-president and secretary or treasurer for and in the name of the corporation to execute and deliver all requisite deeds, leases, mortgages, or other instruments in writing. The trustees shall elect a president, vice-president, a secretary and a treasurer, whose duties, unless otherwise provided, shall be those usually attendant to such offices. All proceedings of the trustees shall be recorded.

SEVENTH: The trustees by virtue of their office shall exercise no control or influence whatsoever in the discipline of the congregation.

EIGHTH: Whenever a trustee shall cease to be a member of the congregation, he shall automatically cease to be a member of the corporation. Whenever any trustee shall cease to be a member of the corporation by reason of his death, resignation, removal, or otherwise, a majority of the remaining trustees shall fill such vacancy by the election of another duly qualified member of the congregation, who shall hold office until the next annual business meeting of the congregation and until his successor is elected and qualified.

NINTH: The said religious corporation shall be undenominational in character, but nothing contained in these articles shall preclude the said religious corporation from becoming denominational and from placing it under the control or authority of any given religious denomination.

TENTH: That should this religious corporation be dissolved pursuant to the laws of the State of Maryland, then all assets of said corporation shall be converted into cash by the last duly elected trustees or the survivors of them or such other person or persons as shall be duly and legally authorized to do so; and after payment of all debts and obligations of said religious corporation the balance remaining, if any, shall be distributed and paid to all members of the corporation, whose names appear on the roster, who are twenty-one years of age or over.

ELEVENTH: The post office address of the place at which the principal office of the corporation in this state will be located at St. James, Washington County, Maryland. The resident agent of the corporation is James Rowsey, whose post office address

is St. James, Washington County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 15th day of March, 1965.

WITNESS:

Shelby J. Crawford
as to all signatures

Curtis Mullenix (SEAL)
Curtis Mullenix

Adrian Deibert Jr. (SEAL)
Adrian Deibert, Jr.

William Ray Marshall (SEAL)
William Ray Marshall

Paul M. Culler (SEAL)
Paul M. Culler

James Rowsey (SEAL)
James Rowsey

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 15th day of March, 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Curtis Mullenix, Adrian Deibert, Jr., William Ray Marshall, Paul M. Culler and James Rowsey, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Shelby J. Crawford
Notary Public

Comm. Exp. May 3, 1965

408

/15

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. _____
MAR 15 9 04 AM '65
PAID
AMOUNT $ _____
C. WESLEY SHOOP
CLERK

ARTICLES OF INCORPORATION

OF

TRUSTEES OF THE SAINT JAMES BRETHREN CHURCH OF WASHINGTON COUNTY, MARYLAND

approved and received for record by the State Department of Assessments and Taxation of Maryland March 17, 1965, at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

A 14308

Recorded in Liber 5469, folio 205, 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.

Received for record June 15, 1965 at 9:04 A.M. Liber 14, Receipt No. 21221

ARTICLES OF INCORPORATION

PENN-MAR MINING COMPANY, INC.

THIS IS TO CERTIFY:

First: That we, the subscribers, Robert P. Molten, whose Post Office address is 1741 Woodburn Drive, Hagerstown, Washington County, Maryland, William B. Rose, whose Post Office address is 14 North Keesey Street, York, York County, Pennsylvania, and Marion S. Molten, whose Post Office address is 1741 Woodburn Drive, 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 intention of forming a corporation.

Second: That the name of the corporation is:

PENN-MAR MINING COMPANY, INC.

Third: That the purpose for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

A. To exercise all or any of the general powers conferred upon corporations 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 engage in mining, quarrying and drilling operations of every nature and description.

C. To buy, sell and otherwise deal in, both at wholesale and retail, the products of mining, quarrying and drilling operations of every nature and description.

D. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

E. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, good-

will, 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.

F. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like which may be used for or be incidental to any of the purposes of the corporation and to use, exercise, develop and grant licenses in respect of, sell or otherwise dispose of and deal in the same.

G. To buy, sell, lease, own and dispose of motor vehicle equipment, mining equipment and tangible personal property of every nature and description.

H. To engage generally and to perform any and all acts reasonably necessary or incidental to the conduct of the mining, guarrying and drilling business.

Fourth: The Post Office address of the principal office of the corporation in this State will be located at 1741 Woodburn Drive, Hagerstown, Washington County, Maryland. The resident agent of the corporation is Robert P. Molten, whose Post Office address is 1741 Woodburn Drive, 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 10,000 shares having a par value of Ten ($10.00) Dollars each. The aggregate par value of all such shares is $100,000.00.

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.

Eights: 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 as such until the first annual meeting or until their successors are duly chosen and qualify are Robert P. Molten, William B. Rose and Marion S. Molten.

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 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.

C. Stockholders shall not have preemptive rights.

Tenth: The Charter of this corporation shall be perpetual.

Robert P. Molten
Robert P. Molten

William B. Rose
William B. Rose

Marion S. Molten
Marion S. Molten

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

I HEREBY CERTIFY, That on this 22nd day of March, A. D., 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert P. Molten, William B. Rose and Marion S. Molten, personally known to me to be the persosn whose names are subscribed to the aforegoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Beulah E. Sherman
Beulah E. Sherman
Notary Public

BEULAH E. SHERMAN WASHINGTON COUNTY, MD.

My Commission Expires: May 3, 1965

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 24224

JUN 15 9 04 AM '65

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

ARTICLES OF INCORPORATION

OF

PENN-MAR MINING COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 23, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 14295

Recorded in Liber 4469, folio 104, 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. Bantz

414

3/23/65

W. A.

Received for record June 15, 1965 at 9:04 A.M. Liber 14, Receipt No. 21221

FREESTATERS DRUM AND BUGLE CORPS,, INC.

* * * * * .

ARTICLES OF INCORPORATION

- - -

FIRST: We, the subscribers, JACK E. BARGER, SR., whose Post Office address is 343 East Catherine Street, Chambersburg, Pennsylvania; HOWARD W. HORNBAKER, whose Post Office address is 338 Radcliffe Avenue, Hagerstown, Maryland; and FRED L. DELANEY, whose Post Office address is 219 North Grant Street, Waynesboro, Pennsylvania; all being above twenty-one (21) 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:

FREESTATERS DRUM AND BUGLE CORPS,, INC.

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 music; to assist in 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 a music education program.

(b) To bring about a closer relationship between the members of the Corporation and the advisors and instructors; to assist in the procurement of instruments, uniforms, music, and equipment of the Drum and Bugle Corps.

(c) To cooperate whenever and wherever possible with other musical organizations and drum and bugle corps.

(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

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

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 - 721 Sunset Avenue, Hagerstown, Maryland, and the resident agent of the Corporation is JAMES F. WIEBEL, JR., whose Post Office address is 721 Sunset Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors and ALAN L. KELLER, HAROLD L. DeLAUTER, and ROGER CUNNINGHAM 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 8th day of March, A.D. 1965.

Jack E. Barger Sr. (SEAL)
Jack E. Barger, Sr.

Howard W. Hornbaker (SEAL)
Howard W. Hornbaker

Fred L. Delaney (SEAL)
Fred L. Delaney

TEST:

M. Frances Diffendal

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

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 8th day of March, A.D. 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Jack E. Barger, Sr., Howard W. Hornbaker, and Fred L. Delaney, 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 and deed.

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

M. Frances Diffendal
(Notary Public)

My Commission Expires:
May 3, 1965.

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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO.

MAR 15 9 04 AM '65

FOLIO
FEES CHARGED
& NEEDED SINCE
COPY

ARTICLES OF INCORPORATION

OF

FREESTATERS DRUM AND BUGLE CORPS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 22, 1965 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 14220

Recorded in Liber 7468, folio 384 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 10.00

To the clerk of the Circuit Court of Washington County

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

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

Charles H. Bandy

418

3/16/65

Received for record June 15, 1965 at 9:04 A.M. Liber 14, Receipt No. 21221

ARTICLES OF INCORPORATION

OF

DIANNE MARIE CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John D'Aquino, whose residence and post office address is 1435 Potomac Avenue, Hagerstown, Maryland; Ernest J. Fennel, whose residence and post office address is 1435 Potomac Avenue, Hagerstown, Maryland; and Grace M. Bowers, whose residence and post office address is 1205 Carroll Heights Boulevard, 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: That the name of the corporation (which is hereinafter called the "Corporation") is:

DIANNE MARIE CORPORATION

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, buy, sell, distribute, market, and generally as manufacturers, wholesalers, and retailers, to deal in ladies' wear and accessories, piece goods, remnants, and all other articles and merchandise which may be incidentally or profitably handled in connection with the said business.

(2) 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.

(3) To buy, improve, manage, develop, sell, assign, transfer, lease, rent, mortgage, pledge, or otherwise use, dispose of or deal with real, personal or mixed property of and for the Corporation and from time to time to change any investment of the Corporation.

(4) 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.

(5) 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.

(6) 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.

(7) 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.

(8) 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.

(9) 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.

(10) 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 and 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 22 North Mulberry Street, Hagerstown, Maryland. The Resident Agent of the Corporation is John D'Aquino whose post office address as such Resident Agent is 1435 Potomac Avenue, Hagerstown, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of Directors of the Corporation shall be six, 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 D'Aquino, Frederick R. Bowers, Grace M. Bowers, Charles B. DeLong, Ernest J. Fennel, and Josephine M. Fennel.

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 Dollars ($10.00) each, all of which shares are 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).

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, 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) 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.

(3) 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 11th day of March, A.D., 1965.

WITNESS:

Lucille E. Mowen
Lucille E. Mowen

Lucille E. Mowen
Lucille E. Mowen

Lucille E. Mowen
Lucille E. Mowen

John D'Aquino
John D'Aquino

Ernest J. Fennel
Ernest J. Fennel

Grace M Bowers
Grace M. Bowers

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 11th day of March, A.D., 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John D'Aquino, Ernest J. Fennel, and Grace M. Bowers 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 NOTARY PUBLIC WASHINGTON COUNTY, MD.

Lucille E. Brown
Lucille E. Brown
Notary Public,

My Commission Expires May 3, 1965.

422

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO.
JUN 15 9 04 AM '65
LIBER FOLIO
LAND ☐ CHATTEL MORTGAGE ☐ C/SALE ☐
G. MERLIN SNYDER
CLERK

ARTICLES OF INCORPORATION

OF

DIANNE MARIE CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland March 15, 1965 at 10:15 o'clock A. M. as in conformity with law and ordered recorded.

A 14116

Recorded in Liber 5467, 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.

.....

Received for record June 15, 1965 at 9:04 A.M. Liber 14, Receipt No. 21221

ARTICLES OF INCORPORATION

OF

JEANNE MARIE DRESS SHOPS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John D'Aquino, whose residence and post office address is 1435 Potomac Avenue, Hagerstown, Maryland; Josephine M. Fennel, whose residence and post office address is 1435 Potomac Avenue, Hagerstown, Maryland; and Grace M. Bowers, whose residence and post office address is 1205 Carroll Heights Boulevard, 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: That the name of the corporation (which is hereinafter called the "Corporation") is:

JEANNE MARIE DRESS SHOPS, 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 conduct and operate a retail store or stores, to carry on the business of buying, selling and dealing in ladies' wear and accessories and all other articles and merchandise which may be incidentally or profitably handled in connection with the said business.

(2) 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.

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

(4) To acquire by purchase or otherwise, own, hold, sell, convey, rent, assign, transfer, mortgage, pledge, or otherwise use, dispose of or deal with personal or mixed property and from time to time change any investment of the corporation.

(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 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.

(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 evidences 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 purposes.

(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 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 22 North Mulberry Street, Hagerstown, Maryland. The Resident Agent of the Corporation is John D'Aquino whose post office address as such Resident Agent is 1435 Potomac Avenue, Hagerstown, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of Directors of the Corporation shall be six, 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 D'Aquino, Frederick R. Bowers, Grace M. Bowers, Charles B. DeLong, Ernest J. Fennel, and Josephine M. Fennel.

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 Dollars ($10.00) each, all of which shares are 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).

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, 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) 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.

(3) 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 15th day of March, A.D., 1965.

WITNESS:

Lucille E. Mowen
Lucille E. Mowen

Lucille E. Mowen
Lucille E. Mowen

Lucille E. Mowen
Lucille E. Mowen

John D'Aquino
John D'Aquino

Josephine M. Fennel
Josephine M. Fennel

Grace M. Bowers
Grace M. Bowers

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 15th day of March, A.D., 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John D'Aquino, Josephine M. Fennel, and Grace M. Bowers 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 NOTARY PUBLIC WASHINGTON COUNTY, MD.

Lucille E. Brown
Lucille E. Brown
Notary Public.

My Commission expires May 3, 1965.

STATE OF MD
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 21221
MAR 15 9 05 AM '65
FEES
LAND RECORDS
WASHINGTON COUNTY
MARYLAND
CLERK

ARTICLES OF INCORPORATION

OF

ANNE MARIE DRESS SHOPS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 17, 1965 at 10:21 o'clock A. M. as in conformity with law and ordered recorded.

A 14149

Recorded in Liber 2468, folio 21, 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. Bantzhaf

✓ 428
3/4/65

Received for record June 15, 1965 at 9:04 A.M. Liber 14, Receipt No. 21221

ARTICLES OF INCORPORATION

OF

THE CLOTHES HUTCH, , INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Paul C. Waggoner, whose postoffice address is 2215 Diane Drive, Hagerstown, Maryland; Stanley L. Grubbs, Jr. whose postoffice address is Route 2, Smithsburg, Maryland; and R. Noel Spence, whose postoffice address is 123 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND. The name of the corporation (which is hereinafter called the Corporation) is THE CLOTHES HUTCH, , INC.

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

(a) To engage generally in the business of buying, manufacturing and selling of men's boys' shirts, pajamas and apparel of cotton, wool, silk, linen and other fabrics; to buy, sell and generally deal in coats, suits and other articles of wearing apparel for men and boys, and all other articles of merchandise of a kindred nature.

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

(c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the

aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(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 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 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, 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 South Hagerstown Shopping Center, Maryland Avenue, Hagerstown, Maryland. The resident agent of the

Corporation in this State is Paul C. Waggoner, whose postoffice address is 2215 Diane 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 (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. Stocks subscribed for shall not be sold by the subscriber or his heirs to any other person without first being offered to the Corporation at book value, as it may be determined by the Corporation's accountant as of the date of such offer, which offer the Corporation may accept anytime within Sixty (60) days after the date of such offer.

SIXTH. 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 Paul C. Waggoner, Stanley L. Grubbs, Jr. and R. Noel Spence.

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, 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) 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 case thereon, except as otherwise provided in this charter.

(e) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease 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 22nd day of February, 1965.

Paul C. Waggoner

Paul C. Waggoner

Stanley A. Grubbs Jr.

Stanley A. Grubbs Jr.

Witness:

Esther K. Gantz

R. Noel Spence

R. Noel Spence

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22nd day of February, 1965, before, me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Paul C. Waggoner, Stanley A. Grubbs and R. Noel Spence, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Esther K. Gantz

Notary Public

My commission expires:
May 3, 1965

434

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 2
MAR 15 9 05 AM '65
LIBER FOLIO
LAND RECORDS
G. MERLIN SNYDER
CLERK

ARTICLES OF INCORPORATION

OF

THE CLOTHES HUTCH, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 3, 1965, at 2:11 o'clock P. M. as in conformity with law and ordered recorded.

A 13914

Recorded in Liber 7465, folio 135, 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.

3/14/65
W. L.

Received for record June 15, 1965 at 9:04 A.M. Liber 14, Receipt No. 21221

ARTICLES OF INCORPORATION

OF

HAGER HOMES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, James Clair Ford, whose postoffice address is RFD #4, Chambersburg, Pennsylvania; Ethan L. Grove, whose postoffice address is Route #1, Hagerstown, Maryland; and Doris R. Ford, whose postoffice address is RFD #4, Chambersburg, 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 by the execution and filing of these articles.

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

HAGER HOMES, INC.

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

(a) To manufacture prefabricated houses on a wholesale and retail basis and to sell the same.

(b) To purchase, hold, sell, improve and lease real estate and mortgage and encumber the same and to erect, manage, care for and maintain, extend and alter buildings thereon.

(c) To own, acquire, buy and sell real estate, and any interest of any kind whatsoever therein, and to carry on a general real estate and construction business in connection therewith.

(d) To own, buy, sell, lease, exchange and deal in lands and real estate; to erect buildings and improvements thereon; to borrow and loan money on real estate and other security, to do a general insurance business, and in general to exercise and perform any and all other powers, necessary, incident or convenient to the business aforesaid.

(e) 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 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 corporations.

(f) To buy or otherwise acquire real estate, and to subdivide, plat and sell the same, and generally to buy, sell and d3al 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 and 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 might or could do.

(g) 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.

(h) 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.

(i) 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 or 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.

(j) 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.

(k) 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 or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States of America, or 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.

(l) 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.

(m) 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.

(n) To carry on any of the businesses hereinbefore enumerated for itself, or for account of other, 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.

(o) 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 contries.

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 to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Route #1, Hagerstown, Maryland. The resident agent of the Corporation is Ethan L. Grove, whose postoffice address is Route #1, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of the par

value of One ($1.00) Dollar 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 James Clair Ford, Ethan L. Grove, and Doris R. Ford 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 corporations; 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.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 12th day of March, 1965.

WITNESS:

Alice K. Huntzberry — James Clair Ford
James Clair Ford

Alice K. Huntzberry — Ethan L. Grove
Ethan L. Grove

Alice K. Huntzberry — Doris R. Ford
Doris R. Ford

STATE OF MARYLAND)
) ss.
COUNTY OF WASHINGTON)

THIS IS TO CERTIFY, that on the 12th day of March, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared James Clair Ford, Ethan L. Grove and Doris R. Ford, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

ALICE K. HUNTZBERRY NOTARY PUBLIC STATE OF MARYLAND

Alice K. Huntzberry
Notary Public

My Commission Expires: 5/3/65

ARTICLES OF INCORPORATION

OF

HAGER HOMES, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 41224
JUN 15 9 05 AM '65
LIBER FOLIO
LAND RECORDS
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 15, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 14080

7

Recorded in Liber 467, folio 87, 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.

5/23/65
W.P.

Received for record June 15, 1965 at 9:04 A.M. Liber 14, Receipt No. 21221

ARTICLES OF INCORPORATION

OF

ADCO, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, J. Edward Shafer, whose post office address is Post Office Box 1444, Hagerstown, Maryland, Anna G. Shafer, whose post office address is Post Office Box 1444, Hagerstown, Maryland, and John M. Colton, whose post office address is 138 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

ADCO, INCORPORATED

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

1. To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incumber, lease, hire and deal in real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, in Washington County, State of Maryland, and at such other place or places that may be determined upon by the Board of Directors of this Corporation, and to do and transact such other business, subject to the laws of this or any other State or Country.

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

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

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

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

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

7. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidence of indebtedness, issued or created by, any other corporation or association organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds of 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 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 mentioning of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit

or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The post office address of the principal office of the Corporation in this state is Post Office Box 1444, Hagerstown, Maryland; the resident agent of the corporation is J. Edward Shafer, whose post office address is Post Office Box 1444, Hagerstown, Maryland, and whose residence address is Cavetown Pike, R.F.D. #1, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is 2,000 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 $200,000.00.

SIXTH: The corporation shall have three directors, and J. Edward Shafer, Anna G. Shafer, and John M. Colton, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify. The number of Directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

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

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of

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

2. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; 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 term as the Board of Directors shall deem expedient.

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

5. No holders of stock of the Corporation, of whatever class, shall have any preferential rights of subscritpion 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. Nothwithstanding any provision of law requiring any action to be taken or authority 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.

448

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 10th day of March, A.D., 1965.

Witness:
Ethel P Stykey

J. Edward Shafer (SEAL)
J. Edward Shafer

Anna G. Shafer (SEAL)
Anna G. Shafer

John M. Colton (SEAL)
John M. Colton

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, that on this 10th day of March, A.D., 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. Edward Shafer, Anna G. Shafer and John M. Colton, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

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

Ethel P Stykey
Notary Public

My commission expires:
May 3, 1965

450

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 2422
JUN 15 9 05 AM '65
FILED
LAND RECORDS
G. MERLIN SNYDER
CLERK

ARTICLES OF INCORPORATION

OF

ADCO, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland March 23, 1965 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 14219

Recorded in Liber 3468, folio 274 10 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 40.00 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. Bartgis

Received for record June 15, 1965 at 9:04 A.M. Liber 14, Receipt No. 21221

BEACHLEY FURNITURE COMPANY, INCORPORATED

ARTICLES OF AMENDMENT

Beachley Furniture Company, Incorporated, 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 Article Sixth of the Certificate of Incorporation as heretofore amended and inserting in lieu thereof a new Article Sixth reading as follows:

"SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Eleven Thousand Eight Hundred Eighty (11,880) shares having an aggregate par value of Three Hundred Ninety-Six Thousand Dollars ($396,000.00) divided into One Thousand Nine Hundred Twenty (1,920) shares of the par value of Twenty Five Dollars ($25.00) a share of First Preferred stock having an aggregate par value of Forty Eight Thousand Dollars ($48,000.00), Six Thousand (6,000) shares of the par value of Twenty Five Dollars ($25.00) a share of Second Preferred stock having an aggregate par value of One Hundred Fifty Thousand Dollars ($150,000.00), Three Hundred Sixty

DELIVERED TO:
DAVID BUCHANAN
EXECUTIVE VICE PRESIDENT
BEACHLEY OF MARYLAND
6/23/94

(360) shares of the par value of Fifty Dollars ($50.00) a share of Class A Common stock having an aggregate par value of Eighteen Thousand Dollars ($18,000.00) and Three Thousand Six Hundred (3,600) shares of the par value of Fifty Dollars ($50.00) a share Class B Common stock having an aggregate par value of One Hundred Eighty Thousand Dollars ($180,000.00).

The Three Hundred Sixty (360) shares of Fifty Dollars ($50.00) par value Common stock presently issued and outstanding are hereby reclassified as Three Hundred Sixty (360) shares of Fifty Dollars ($50.00) Class A Common stock and the holder of record on the effective date of these Articles of Amendment of each share of the Fifty Dollars ($50.00) par value Common stock now outstanding should automatically become and be, by way of reclassification, the holder of One (1) share of the Fifty Dollars ($50.00) par value Class A Common stock.

The Corporation shall have an issued capital divided among classes of stock as follows:

1,920 shares of $25.00 par value First Preferred stock	$ 48,000.00
6,000 shares of $25.00 par value Second Preferred stock	$150,000.00
360 shares of $50.00 par value Class A Common stock	$ 18,000.00
	$216,000.00

B. By striking out Article Seventh of the Certificate of Incorporation as heretofore amended and inserting in

lieu thereof a new Article Seventh reading as follows:

"SEVENTH: The following is a description of each class of stock of the Corporation with the preferences, voting powers, restrictions and qualifications thereof:

DIVIDENDS

(a) The holders of First Preferred stock, before any dividends shall be paid to the holders of Second Preferred stock or Common stock, shall be entitled to receive, when and as declared by the Board of Directors, dividends on said First Preferred stock at the rate of Six Percent (6%) per annum upon the par value thereof; payable semi-annually on the first days of June and December in each year. Such dividends shall be cumulative accouting from the date of issue of each share of stock and shall be payable for the current and all previous semi-annual dividend periods before any dividends shall be paid or declared or set apart in respect of any other shares of stock of any class.

(b) The holders of Second Preferred stock, before any dividends shall be paid to the holders of Common stock, shall be entitled to receive, when and as declared by the Board of Directors, dividends on said Second Preferred stock at the rate of Four Percent (4%) per annum upon the par value thereof, payable semi-annually on the first days of June and December in each year. Such dividends shall not be cumulative, and shall be payable for each year only out of the earnings of that year, and not of any subsequent year or years; but dividends on

such Second Preferred stock shall be payable for the current year before any dividends shall be paid or declared or set apart in respect of the Common stock.

(c) After all dividends on the outstanding First Preferred and Second Preferred stocks as above provided shall have been declared and the Corporation shall have paid the same or shall have set apart sums sufficient therefor, the holders of the outstanding Common stock without differentiation as to class shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

REDEMPTION

(a) The Corporation may at any time and from time to time, at its election as expressed by the resolution of the Board of Directors, redeem the whole or any part of the outstanding First Preferred stock by paying for each share of such First Preferred stock to be redeemed, an amount equal to the par value thereof plus all unpaid dividends thereon accrued to the date of such redemption.

(b) The Corporation may at any time and from time to time, at its election as expressed by the resolution of the Board of Directors, whether the First Preferred stock has been retired or is in whole or in part outstanding, redeem the whole or any part of the outstanding Second Preferred stock by paying for each share of such Second Preferred stock to be redeemed, an amount equal to the par value thereof plus any dividends declared but unpaid thereon.

(c) At least thirty (30) days' prior written notice of each such redemption shall be mailed, postage prepaid, to the holders of record of each share to be redeemed at the address of such holder as shown on the books of the Corporation. In the event that less than all of any outstanding class of Preferred stock is to be redeemed, the redemption need not be effected pro rata,but may be effected in any manner which the Board of Directors in its absolute discretion may determine. After any of the outstanding Preferred stock shall have been called for redemption and the holders thereof duly notified and the funds necessary to effect such redemption have been set aside by the Board of Directors, all dividends on shares so called for retirement shall cease to accrue, and all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price, shall terminate.

PARTICIPATION IN ASSETS

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any payment or other distribution, whether in cash, property or otherwise, shall be made to the holders of any other class of stock, the holders of First Preferred stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, an amount equal to the par value of their respective shares of First Preferred stock, together with an amount equal to all accumulated and unpaid dividends thereon; but the holders of First Preferred stock shall not be entitled to any further participation in such distribution.

In the event the distributable assets of the Corporation are not sufficient to permit the payment in full of the sums payable as aforesaid to the holders of First Preferred stock, then the distributable assets of the Corporation shall be distributed ratably among the holders of the First Preferred stock according to the amounts which they respectively would be entitled to receive if such assets available for distribution were sufficient to permit the payment in full of said sums.

(b) After payment in full in accordance with Paragraph (a) hereof to the holders of First Preferred stock and before any payment or distribution, whether in cash, property or otherwise, shall be made to the holders of Common stock, the holders of Second Preferred stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, an amount equal to the par value of their respective shares of Second Preferred stock, together with an amount equal to all declared but unpaid dividends thereon; but the holders of Second Preferred stock shall not be entitled to any further participation in such distribution. In the event such remaining distributable assets are not sufficent to permit the payment in full of sums payable as aforesaid to the holders of Second Preferred stock then such remaining distributable assets of the Corporation shall be distributed ratably among the holders of the Second Preferred stock according to the amounts which they respectively would be entitled to receive if such remaining assets available for distribution were sufficient to permit the payment in full of said sums.

(c) After payment shall have been made in full in accordance with Paragraphs (a) and (b) hereof to the holders of First Preferred stock and Second Preferred stock, then the holders of Common stock without differentiation as to class shall be entitled to receive pro rata all of the remaining assets of the Corporation available for distribution to its stockholders.

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

VOTING

(a) Each share of the outstanding First Preferred stock and each share of the outstanding Class A Common stock shall entitle the holder of record thereof to One (1) vote in respect thereof (but not to vote as a class) in all proceedings in which action of the stockholders of the Corporation shall be taken.

(b) Except as otherwise provided by law, the holders of Second Preferred stock and of Class B Common stock shall not be entitled to vote in connection with any action taken by the Corporation."

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on March 12th, 1965, adopted a resolution in which was set out the aforegoing 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 March 12th, 1965.

THIRD: All stockholders of the Corporation entitled to vote on the said Amendment of the Charter duly executed a written waiver of notice of the time, place and purpose of the meeting to take action thereon, which waiver of notice was filed with the records of the meeting.

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

FIFTH: The Amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and duly 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:

Eight Thousand Two Hundred Eighty (8,280) shares divided into One Thousand Nine Hundred Twenty (1,920) shares of the par value of Twenty Five Dollars ($25.00) a share of First Preferred stock having an aggregate par value of Forty Eight Thousand Dollars ($48,000.00), Six Thousand (6,000) shares of the par value of Twenty Five Dollars ($25.00) a share of Second Preferred stock having an aggregate par value of One Hundred Fifty Thousand Dollars ($150,000.00) and Three Hundred Sixty (360) shares of the par value of Fifty Dollars ($50.00) a share of Common stock having an aggregate par value of Eighteen Thousand Dollars ($18,000.00).

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

Eleven Thousand Eight Hundred Eighty (11,880) shares divided into One Thousand Nine Hundred Twenty (1,920) shares of the par value of Twenty Five Dollars ($25.00) a share of First Preferred stock having an aggregate par value of Forty Eight Thousand Dollars ($48,000.00), Six Thousand (6,000) shares of the par value of Twenty Five Dollars ($25.00) a share of Second Preferred stock having an aggregate par value of One Hundred Fifty Thousand Dollars ($150,000.00), Three Hundred Sixty (360) shares of the par value of Fifty Dollars ($50.00) a share of Class A Common stock having an aggregate par value of Eighteen Thousand Dollars ($18,000.00) and Three Thousand Six Hundred (3,600) shares of the par value of Fifty Dollars ($50.00) a share of Class B Common stock having an aggregate par value of One Hundred Eighty Thousand Dollars

($180,000.00).

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

IN WITNESS WHEREOF, BEACHLEY FURNITURE COMPANY, 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 12th day of March, 1965.

ATTEST:

Grace R. Beachley
Secretary

BEACHLEY FURNITURE COMPANY, INCORPORATED

By Donovan R. Beachley
President

STATE OF MARYLAND)
) SS:
COUNTY OF WASHINGTON)

I HEREBY CERTIFY, that on March 12th, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington aforesaid, personally appeared DONOVAN R. BEACHLEY, JR., President of Beachley Furniture Company, Incorporated, a Maryland corporation, and in the 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 GRACE R. BEACHLEY, Secretary of said Corporation, and made oath in due form of law that she was the Secretary of the meeting of stockholders of the Corporation at which the Amendments 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 her knowledge, information and belief.

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

Olive R. Shupp
Notary Public
Olive R. Shupp

460

X

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 11127
MAR 15 9 05 AM '65
FILED
LAND RECORDS
WASHINGTON COUNTY
W. MERLIN SNYDER
CLERK

ARTICLES OF AMENDMENT

OF

BEACHLEY FURNITURE COMPANY, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland March 16, 1965 at 2:00 o'clock P. M. as in conformity with law and ordered recorded.

A 14141

Recorded in Liber 7467 folio 598 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 36.00 Recording fee paid $ 20.00

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 O. Boerger

Received for record June 15, 1965 at 9:05 A.M. Liber 14,
Receipt No. 21221

MAUGANSVILLE RURITAN CLUB, INC.

ARTICLES OF REVIVAL

Maugansville Ruritan Club, Inc., a Maryland Corporation having its principal office in Maugansville, Washington County, State of Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation was forfeited on December 2,1964 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 Maugansville Ruritan Club, Inc.

THIRD: The name by which the Corporation will hereafter be known is Maugansville Ruritan Club, Inc.

FOURTH: (a) The post office address of the principal office of the Corportion in the State of Maryland is Maugansville,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 Bernard F. Bargiel, Maugansville,Washington County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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 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

HARVEY M. MILLER
ATTORNEY AT LAW
HAGERSTOWN, MD.

(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 President and Secretary of the Corporation, have signed these Articles of Revival on the 18th day of February, A.D.1965.

John H. Porter (SEAL)
John H. Porter
Last Acting President

Bernard F. Bargiel (SEAL)
Bernard F.Bargiel
Last Acting Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 18th day of February, A.D.1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John H. Porter, the last acting President, and Bernard F.Bargiel, the last acting Secretary of the Maugansville Ruritan Club, Inc., a Maryland Corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

Nellie A. Miller
Nellie A. Miller
Notary Public

My Commission Expires: May 3,1965

HARVEY M. MILLER
ATTORNEY AT LAW
HAGERSTOWN, MD.

ARTICLES OF REVIVAL

OF

MAUGANSVILLE RURITAN CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 1, 1965, at 2:11 o'clock A. M. as in conformity with law and ordered recorded.

A 13853

Recorded in Liber 2465, folio 32, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Spec. Fee
~~Recording fee~~ paid $ 5.00 Recording fee paid $ 10.00

To the clerk of the Circuit Court of Washington County

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

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

Charles M. Barton

Received for record June 15, 1965 at 9:04 A.M. Liber 14,
Receipt No. 21221

KENNEDY FLOOR COVERING, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Lester F. Kennedy, whose post office address is 308 N. Locust St., Hagerstown, Md., Edwin H. Miller, whose post office address is 82 W. Washington St., Hagerstown, Md., and Allen G. Kennedy, whose post office address is 913 Oak Street Hagerstown, 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: "KENNEDY FLOOR COVERING, INC.".

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

1. To acquire, own, sell and otherwise dispose of, and deal in, stocks, bonds, mortgages, securities, notes and commercial paper of corporations and individuals.

2. To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities or evidences of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of the State of Maryland, or of any other state, district, territory or country.

3. To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, of the State of Maryland, or of any other state, district, territory or country; and while the owner thereof, to exercise all the rights, powers and privileges of ownership.

4. To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of any other corporation or corporations, association or associations,

of the State of Maryland, or of any other state, district, territory or country; and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

5. 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.

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 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.

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

9. To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers and exporters; to acquire all such merchandise, supplies, materials, and other

articles as may be necessary or incidental to such business.

10. 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 #308 N. Locust Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are Lester F. Kennedy, #308 North Locust Street, Hagerstown, Md. 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 twenty-five hundred (2500)shares of the par value of Ten ($10.00) Dollars a share, all of one class, and having an aggregate par value of Twenty-five Thousand ($25,000.) Dollars.

SIXTH: The number of directors of the Corporation shall be not less than three (3), which number shall 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: Lester F. Kennedy, Allen G. Kennedy and Bradford W. Kennedy.

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

2. The Board of Directors of the Corporation is hereby empowered to authorize the issuance of three hundred (300) fully paid and non-assessable shares of the par value of Ten ($10.00) Dollars a share, for the following consideration, the value of which is hereby stated to be not less than Three Thousand ($3,000.00) Dollars, namely: All merchandise, tools and equipment now owned by Lester F. Kennedy and used the floor covering business known as Kennedy Floor Covering Company.

EIGHTH: The duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26th day of March, 1965.

WITNESS:

Lester F. Kennedy

Edwin H. Miller

Olive R. Shupp

Allen G. Kennedy

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

I HEREBY CERTIFY, That on this 26th day of March- - -, 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lester F. Kennedy, Edwin H. Miller and Allen G. Kennedy, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

My commission expires:
May 3, 1965

Olive R. Shupp
Notary Public
Olive R. Shupp

468

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 27227
JUN 15 9 05 AM '65
FILED
LAND RECORDS
G. MERLIN SNYDER
CLERK

ARTICLES OF INCORPORATION

OF

KENNEDY FLOOR COVERING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 29, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 14393

5

Recorded in Liber 470, folio 54, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 10.00

To the clerk of the Circuit Court of Washington County

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

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

Received for record July 14, 1965 at 9:27 A.M. Liber 14,
Receipt No. 22124

BRIGHTWOOD ACRES, INC.

STOCK ISSUANCE STATEMENT

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Brightwood Acres, Inc., a Maryland corporation, having its principal office in Hagerstown, Washington County, Maryland, at a meeting duly convened and held on February 11, 1965, adopted the following Resolution:

RESOLVED:

1. That the issuance of Five Thousand (5,000) fully paid and nonassessable shares of the par value of One ($1.00) Dollar each of the common stock of the corporation for the following consideration, be and the same is hereby authorized: The sum of $5,000.00 in cash and the transfer to this corporation of cash in bank of Four Thousand Two Hundred Seventy-five and 93/100 ($4,275.93) Dollars, transfer to this corporation of notes and accounts receivable in the amount of Twenty-one Thousand Sixty-two and 73/100 ($21,062.73) Dollars, and transfer to this corporation of accounts receivable from E. D. Plummer Sons, a partnership, in the amount of Eleven Thousand Five Hundred Thirty-four and 34/100 ($11,534.34) Dollars and conveyance to this corporation of five (5) tracts or parcels of land located in Washington County, Maryland, and being presently owned by the partnership of E. D. Plummer Sons, said tracts having been conveyed to said partnership by deeds recorded among the Land Records as follows: Liber 308, folio 75; Liber 339, folio 505; Liber 345, folio 782; Liber 318, folio 35; and Liber 319, folio 85; less all parts thereof heretofore conveyed

away, upon the assumption by this corporation of all liens on said real estate amounting to One Hundred Fifty-nine Thousand Nine Hundred Thirty-one and 02/100 ($159,931.02) Dollars and an account payable of said partnership in the amount of Eight Hundred Seventy-five ($875.00) Dollars for a total of obligations assumed in the amount of One Hundred Sixty Thousand Eight Hundred Six and 02/100 ($160,806.02) Dollars.

2. That in the opinion of the Board of Directors the actual value of said consideration (exclusive of the cash of $5,000.00) is not less than One Hundred Sixty Thousand Eight Hundred Six and 02/100 ($160,806.02) Dollars.

SECOND: That at the time of the authorization of the issuance of such stock by the Board of Directors as aforesaid there were no shares of stock of the corporation outstanding and entitled to vote and the Articles of Incorporation of said corporation authorized said Board of Directors to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors deem advisable.

IN WITNESS WHEREOF, Brightwood Acres, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto affixed and attested by its Secretary this 1st day of April, A. D., 1965.

BRIGHTWOOD ACRES, INC.

By W. L. Plummer
President

Attest as to corporate seal:

J. F. Plummer
Secretary

CORP. SEAL

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

I HEREBY CERTIFY, That on this 1st day of April, A. D., 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Walter Louis Plummer, President of Brightwood Acres, Inc.,a Maryland corporation, and in the name and on behalf of the Corporation acknowledged the aforegoing Statement to be the corporate act of the Corporation, and at the same time personally appeared Alvin J. Plummer 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 official Notarial Seal.

Beulah E. Sherman
Beulah E. Sherman
Notary Public

My Commission Expires: May 3, 1965.

472

X

STOCK ISSUANCE STATEMENT

OF

BRIGHTWOOD ACRES, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO
JUL 14 9 27 AM '65
LIBER FOLIO
LAND MORTG C/SALES
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland April 6, 1965, at 10:08 o'clock A. M. as in conformity with law and ordered recorded.

A 14525

Recorded in Liber 4471, folio 286 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.

SEAL

Received for record July 14, 1965 at 9:27 A.M. Liber 14

RUBEN L. MILLS, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, George W. Grove, Jr., whose post office address is #817 West Washington Street, Hagerstown, Md., and Mary M. Grove, whose post office address is 817 W. Washington St. Hagerstown, Maryland, and Ruben L. Mills, whose post office address is Route # 1 , Clearspring, 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: "RUBEN L. MILLS, INC."

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

1. To acquire, own, sell and otherwise dispose of, and deal in, stocks, bonds, mortgages, securities, notes and commercial paper of corporations and individuals.

2. To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities or evidences of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of the State of Maryland, or of any other state, district, territory or country.

3. To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, of the State of Maryland, or of any other state, district, territory or country; and while the owner thereof, to exercise all the rights, powers and privileges of ownership.

4. To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of any other corporation or corporations, association or associations,

of the State of Maryland, or of any other state, district, territory or country; and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

5. 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.

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 Route # 1, Clearspring, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are Ruben L. Mills, Route # 1, Clearspring, 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 twenty-five hundred (2500) shares of the par value of Ten ($10.00) Dollars a 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 not less than three (3), which number shall 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: Ruben L. Mills, George W. Grove, Jr. and Mary M. Grove.

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

2. The Board of Directors and its designated officers shall have the power to mortgage, pledge or sell any property of the corporation at any time without the approval of the stockholders.

EIGHTH: The duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 30th day of March, 1965.

WITNESS:

George W. Grove, Jr.

Mary M. Grove

Olive R. Shupp

Ruben L. Mills

Olive R. Shupp

Ruben L. Mills

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

I HEREBY CERTIFY, That on this 30th day of March , 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George W. Grove, Jr., Mary M. Grove and Ruben L. Mills, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Olive R. Stupp

Notary Public
Olive R. Stupp

My commission expires:
May 3, 1965.

ARTICLES OF INCORPORATION

OF

RUBEN L. MILLS, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO 22124
JUL 14 9 27 AM '65
LIBER FOLIO
LAND RECORDS
C. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland April 1, 1965, at 1:45 o'clock P. M. as in conformity with law and ordered recorded.

A 14446

Recorded in Liber 470, folio 438 5 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.

Received for record July 14, 1965 at 9:27 A.M. Liber 14, Receipt No. 22124

ARTICLES OF INCORPORATION

OF

OAK RIDGE METAL CRAFT COMPANY, INC.

FIRST: We, the undersigned, Robert W. South, whose post office address is 1112 Sunnyside Drive, Hagerstown, Maryland, Hazel V. Waggoner, whose post office address is 121 Clearview Road, Hagerstown, Maryland, and Carlyle H. Gordon, whose post office address is 1925 Greenfield 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

OAK RIDGE METAL CRAFT COMPANY, INC.

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

To manufacture, buy, sell, deal in, conduct, and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description including, but not limited to, the manufacture of wrought iron furniture, polishing and refurbishing brass and copper work, general sheet metal work, and general machine shop work.

FOURTH: The post office address of the principal office of the Corporation in this State is Route # 2, Downsville Pike, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are Robert W. South, 1112 Sunnyside Drive, 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 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 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 W. South, Hazel V. Waggoner and Carlyle H. Gordon.

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 (100) fully paid and nonassessable shares of the par value of One Hundred Dollars ($100.00) a share for the following consideration, the value of which consideration is hereby stated to be not less than Ten Thousand Dollars ($10,000.00), namely: All of the assets of Robert W. South and Hazel V. Waggoner in the Oak Ridge Brass and Copper Company.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on April 2nd, 1965.

WITNESS:

Joanne Snyder
Joanne Snyder

Robert W. South
Robert W. South

WITNESS:

Joanne Snyder — Joanne Snyder

Hazel V. Waggoner — Hazel V. Waggoner

Joanne Snyder — Joanne Snyder

Carlyle H. Gordon — Carlyle H. Gordon

STATE OF MARYLAND, COUNTY OF WASHINGTON TO:WIT-

I HEREBY CERTIFY that on this 2nd day of April, 1965, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Robert W. South, Hazel V. Waggoner and Carlyle H. Gordon 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, Notary Public

My Commission Expires:
July 1, 1965

ARTICLES OF INCORPORATION

OF

OAK RIDGE METAL CRAFT COMPANY, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO.
JUL 14 9 27 AM '65
BOOK
MORRIS A. SOLEM
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland April 5, 1965, at 10:40 o'clock A. M. as in conformity with law and ordered recorded.

A 14487

Recorded in Liber 4471, folio 90, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 10.00

To the clerk of the Circuit Court of Washington County

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

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

Charles O. Bartgis

Received for record July 14, 1965 at 9:27 A. M. Liber 14, Receipt No. 22124

ARTICLES OF INCORPORATION

OF

JIM'S ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, James L. Resh, whose post office address is No. 321 Brookline Avenue, Hagerstown, Maryland; Constance G. Resh, whose post office address is No. 321 Brookline Avenue, Hagerstown, Maryland; and Claude Resh, whose post office address is No. 312 West Howard 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

JIM'S ENTERPRISES, INC.

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

(a) To own, conduct, operate, maintain and carry on a general restaurant and cafeteria business in the City of Hagerstown, State of Maryland, and at such other places or places as may be determined upon by the Board of Directors of this Corporation; also to buy, lease, acquire, own, hold, sell, let, or otherwise dispose of property of all kinds, both real and personal, that may be necessary, incident or convenient to the carrying on of said 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 holder 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 contact by, any other corporation or association in which the Corporation has any interes, 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 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 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 1201 Dual Highway, Hagerstown, Maryland. The resident agent of the Corporation is James L. Resh, whose post office address is 321 Brookline Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten ($10.00) Dollars, each, all of which shares are of One (1) class and are designed 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 James L. Resh, Constance G. Resh, and Claude Resh, 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 charger, 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 preferencial 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) Not-withstanding 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 15 day of March, AD., 1965.

WITNESS:

James L. Resh (SEAL)
James L. Resh

Constance G. Resh (SEAL)
Constance G. Resh

Claude Resh (SEAL)
Claude Resh

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 15 day of March A.D., 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared James L. Resh, Constance G. Resh, and Claude Resh, and severally acknowledged the aforegoing 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.

Notary Public

My Commission Expires:
5/3/65

ARTICLES OF INCORPORATION

OF

JIM'S ENTERPRISES, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO.
APR 14 9 27 AM '65
FOLIO
MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland April 2, 1965 at 10:29 o'clock A. M. as in conformity with law and ordered recorded.

A 14503

5

Recorded in Liber 7-471, folio 166 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.

SEAL

Received for record July 14, 1965 at 9:27 A.M. Liber 14,
Receipt No. 22124 ARTICLES OF INCORPORATION

OF

L. W. W. INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Gene Weaver, whose post office address is No. 1601 Dual Highway, Hagerstown, Maryland; Aaron E. Light, Jr., whose post office address is No. 839½ Summit Avenue, Hagerstown, Maryland; and D. Blaine Weaver, 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

L. W. W. INC.

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

(a) To engage in a general real estate development subdivision and construction business. 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 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.

(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 holder 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 contact 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 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 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 1601 Dual Highway, Hagerstown, Maryland. The resident agent of the Corporation is Gene Weaver, whose post office address is 1601 Dual Highway, 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 designed 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 Gene Weaver, Aaron E. Light, Jr. and D. Blaine Weaver, 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 or 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 or 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 preferencial 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) Not-withstanding 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 5th day of April, A.D., 1965.

WITNESS:

Gene Weaver (SEAL)
Gene Weaver

Janet L. Kryck

Aaron E. Light, Jr. (SEAL)
Aaron E. Light, Jr.

D. Blaine Weaver (SEAL)
D. Blaine Weaver

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 5th day of April A.D., 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Gene Weaver, Aaron E. Light, Jr. and D. Blaine Weaver, and severally acknowledged the aforegoing 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.

Janet L. Kryck
Notary Public

JANET L. KRYCK NOTARY PUBLIC WASHINGTON CO., MD.

My Commission Expires:

July 1, 1965.

ARTICLES OF INCORPORATION

OF

L. W. W. INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 2224
1965 APR 6 AM 10 27
FILED
WITH THE SECRETARY OF STATE
AND RECORDED IN BOOK
OF CORP. RECORDS
NO. 5
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland April 6, 1965 at 10:14 o'clock A. M. as in conformity with law and ordered recorded.

A 14580

Recorded in Liber 7471, folio 590 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.

SEAL

Received for record July 14, 1965 at 9:27 A.M. Liber 14, Receipt No. 22124

ARTICLES OF INCORPORATION

OF

THE WILLIAMSPORT AREA DEVELOPMENT ASSOCIATION, INCORPORATED

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Raymond H. Miller, Jr., whose post office address is No. 21 Tammany Lane, Williamsport, Maryland, and Philip G. O'Connell, whose post office address is 151 North Artizan Street, Williamsport, Maryland, and Maynard L. Patterson, Jr., whose post office address is 20 West Frederick Street, Williamsport, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

THE WILLIAMSPORT AREA DEVELOPMENT ASSOCIATION, INCORPORATED

THIRD: The objectives and purposes of this Corporation are (a) the promotion of tourist travel in and around the Williamsport area; (b) the attraction of industry to the Williamsport area; (c) the preservation, maintenance and expansion of Williamsport's natural resources and historical environment; to cooperate with the Town of Williamsport, the Economic Development Commission of Washington County and other interested organizations in development and promotion of the Williamsport community; and (d) other assignments given it by the Williamsport Town Council under whose authority it functions.

FOURTH: The post office address of the principal office of the Corporation in this state is 14 West Potomac Street, Williamsport, Maryland. The name and post office address of the

resident agent of the Corporation in this state are Maynard L. Patterson, Jr., 20 West Frederick Street, Williamsport, Maryland. Said resident agent is a citizen of this state and actually resides herein.

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, 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 Raymond H. Miller, Jr., Philip G. O'Connell and Maynard L. Patterson, Jr.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 27th day of March, 1965.

WITNESS:

Michael Minick — Raymond H. Miller, Jr. (SEAL)

Lois E. Murray — Philip G. O'Connell (SEAL)

Margaret L. Reed — Maynard L. Patterson, Jr. (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 27th day of March, 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Raymond H. Miller, Jr., Philip G. O'Connell and Maynard L. Patterson, Jr. and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Irene T. Kuizer
Notary Public

Comm. Exp. May 3, 1965

ARTICLES OF INCORPORATION

OF

THE WILLIAMSPORT AREA DEVELOPMENT ASSOCIATION, INCORPORATED

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO 22434
JUL 14 9 27 AM '65
LIBER FOLIO
LAND C/RTG C/SALE
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland April 15, 1965 at 11:53 o'clock A. M. as in conformity with law and ordered recorded.

A 14680

3

Recorded in Liber 7472, folio 600 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. Bentley

Received for record July 14, 1965 at 9:27 A.M. Liber 14, Receipt No. 22124

ARTICLES OF INCORPORATION

OF

SOFT PRETZELS OF AMERICA, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Jay FitzGerald, 8305 Beech Tree Road, Bethesda, Montgomery County, Maryland; A. Lee Haislip, Jr., Manor of Truman Place, Hughesville, Charles County, Maryland; and Thomas B. Yewell, RFD Box 4148, Upper Marlboro, Prince Georges County, Maryland, all being of full legal age, do, under and by virtue of the General Laws of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is:

SOFT PRETZELS OF AMERICA, INC.

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

(a) The general nature of its business shall be to buy, sell, and otherwise acquire equipment used in the manufacture, distribution and sale of soft pretzels and other related products, and to lease same to affiliated companies and/or others; to hold, own, lease, manage, supervise, and otherwise deal in said equipment to be placed in various stores, shops, cafeterias, and other establishments; the holding, owning, or operating under such municipal, state or federal governmental licenses as may be necessary for the proper conduct of any of the businesses in which the corporation may engage.

(b) To manufacture soft pretzels and related products and to sell and dispose thereof and to that end to purchase any and all raw materials necessary and convenient to said manufacture;

and said corporation shall have the power to acquire, hold and dispose of such lands, buildings, and personal property as may be proper or convenient for the carrying on of said business.

(c) To purchase, hold, sell and reissue the shares of its own capital stock.

(d) To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness, and also to guarantee and secure the payment or satisfaction of interest on obligations and of dividends on shares of the capital stock of other corporations, also to assume the whole or any part of the liabilities, existing or prospective of any person, corporation, firm, or association, and to aid in any manner any other person or corporation with which it has business dealings, or whose stocks, bonds, or other obligations are held or, are in any manner guaranteed by the corporation, and to do any other acts and things for the preservation, protection, improvement, or enhancement of the value of such stocks, bonds, or other obligations, but not in any way exercising the powers of a surety company.

(e) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, breweries, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all kinds of other structures and erections which may at any time be necessary, useful or advantageous in the judgment of the board of directors for the purposes of the corporation and which can lawfully be done under the General Corporation Law.

(f) To purchase or otherwise acquire, undertake, carry on, improve and develop all or any of the business, good will, rights,

assets or liabilities of any person, firm, association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on pursuant to the provisions of this certificate.

(g) The objects and purposes specified in the foregoing clauses shall, except therein otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The post office address of the place at which the corporation will be located within this State is: 539 West Howard Street, Hagerstown, Washington County, Maryland.

FIFTH: the name of the resident agent in the State of Maryland is George E. Snyder, whose address is 539 West Howard Street, Hagerstown, Washington County, Maryland. The said agent is a citizen of the said state and actually resides therein.

SIXTH: The total amount of authorized capital stock of the corporation is:

Five Hundred Thousand (500,000) shares common voting stock of a par value of ten cents (10¢) per share.

SEVENTH: In the absence of fraud, no contract or other transaction between this corporation and any other company or person, and no act of this corporation shall be in any way 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 in such other company. Any director, individually or any firm of which any director may be a member, may, in the absence of fraud, be a party to or pecuniarily or otherwise interested in any contract or transaction of this corporation,

provided that such firm so interested shall be disclosed and known to the directors or a majority of a quorum of the stockholders, having voting power, at the annual meeting, or at any special meeting, or at any special meeting of this corporation called for such purpose or where such contract is under consideration.

EIGHTH: This corporation reserves the right to amend, alter, change or repeal any provision, contained in this certificate of incorporation, to the manner now and hereafter provided by law.

NINTH: The said corporation shall have three (3) directors, and may increase the number of its by-laws, but at all times the number of directors shall be at least three (3) in number and shall be an uneven number. Jay FitzGerald, A. Lee Haislip, Jr., and Thomas B. Yewell shall act as directors until the first annual meeting of the corporation or until their successors are duly elected and qualified.

TENTH: The powers enumerated in these articles shall not in any wise limit or restrict the powers and authorities vested in the corporation under and by virtue of the General Laws of Maryland and amendments thereto, relating to corporations, all powers and authorities vested in this corporation under and by virtue of said General Laws and amendments are hereby expressly reserved to the corporation.

IN WITNESS WHEREOF, we, the subscribers, have hereunto set our hands and seals this 15th day of April, 1965.

WITNESS:

Edward L. Sudan _____ Jay FitzGerald (SEAL)

Edward L. Sudan _____ A. Lee Haislip, Jr. (SEAL)

Edward L. Sudan _____ Thomas B. Yewell (SEAL)

STATE OF MARYLAND

COUNTY OF PRINCE GEORGES

I HEREBY CERTIFY that on this 15th day of April, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Prince Georges, personally appeared Jay FitzGerald, A. Lee Haislip, Jr., and Thomas B. Yewell, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Eleanor L. Sardone

Eleanor L. Sardone, Notary Public

My Commission expires May 3, 1965.

ARTICLES OF INCORPORATION

OF

SOFT PRETZELS OF AMERICA, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 2025
Apr 14 9 27 AM '65
LIBER FOLIO
LAND RECORDS CASHIER
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland April 19, 1965, at 3:03 o'clock P. M. as in conformity with law and ordered recorded.

A 14736

Recorded in Liber 473, folio 318, 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. Barley Jr.

SEAL

MAILED JULY 27, 1971 TO MR. WM. SNYDER C/O HAG. B.B. & PRINTING CO.

Received for record July 14, 1965 at 9:27 A.M. Liber 14, Receipt No. 22124

ARTICLES OF INCORPORATION

OF

B & G, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William B. Snyder, whose post office address is 106 W. Franklin Street, Hagerstown, Maryland, George W. Ambrose, whose post office address is 106 W. Franklin Street, Hagerstown, Maryland, and Glenn S. Bachtell, whose post office address is 412 N. Potomac 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

B & G, INC.

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

(a) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this Corporation or any other person, firm or corporation.

(b) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class, and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or

otherwise dispose of, any shares of the stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities of evidence of indebtedness issued or created by, any other corporation or association, organized under the Laws of the State of Maryland, or of any other state, territory, district, colony, or dependency of the United States of America, or of any foreign country; and while the owner or holders of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote on any shares of stock so held, or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of 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 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 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 952 Frederick Street, Hagerstown, Maryland. The resident agent of the Corporation is Glenn S. Bachtell, whose post office address is 412 N. 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 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 William B. Snyder, George W. Ambrose and Glenn S. Bachtell, 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 a majority 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 29th day of April, A.D., 1965.

WITNESS:

William B. Snyder (SEAL)

George W. Ambrose (SEAL)

Rosalyn D. Wolford

Glenn S. Bachtell (SEAL)

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

I HEREBY CERTIFY, That on this 29th day of April A.d., 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared William B. Snyder, George W. Ambrose and Glenn S. Bachtell and severally acknowledged the aforegoing 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
Notary Public
My Comm. Exp: July 1, 1965

√508

ARTICLES OF INCORPORATION

OF

B & G, INC.

STATE OF MD.
WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 4
JUL 14 9 27 AM '65
LIBER FOLIO
LAND ☐ C MORTG ☐ C/SALE ☐
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland April 30, 1965 at 1:34 o'clock P. M. as in conformity with law and ordered recorded.

A 14992

8

Recorded in Liber 4475, folio 579, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 14.00

To the clerk of the Circuit Court of Washington County

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

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

Charles W. Bailey

Received for Record July 28, 1965 at 9:20 A. M.
Receipt No. 22585 Liber 14

ARTICLES OF REVIVAL

FOR

MORRIS FROCK POST NO. 42,
THE AMERICAN LEGION, INCORPORATED

MORRIS FROCK POST NO. 42, THE AMERICAN LEGION, INCORPORATED, A MARYLAND CORPORATION, HAVING ITS PRINCIPAL OFFICE IN WASHINGTON COUNTY, MARYLAND (HEREINAFTER CALLED THE CORPORATION), HEREBY CERTIFIES TO THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND THAT:

FIRST: THE CHARTER OF THE CORPORATION WAS FORFEITED ON OCTOBER 25, 1943 FOR THE NON-PAYMENT OF TAXES OR FOR FAILURE TO FILE AN ANNUAL REPORT WITH 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 MORRIS FROCK POST NO. 42, THE AMERICAN LEGION, INCORPORATED.

THIRD: THE NAME BY WHICH THE CORPORATION WILL HEREAFTER BE KNOWN IS MORRIS FROCK POST NO. 42, THE AMERICAN LEGION, INCORPORATED.

FOURTH: (A) THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THE STATE OF MARYLAND IS NORTHERN 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 ARE

FRED R. ROHRER, 1204 HAMILTON BOULEVARD, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND. SAID RESIDENT AGENT IS AN INDIVIDUAL 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, SHOULD 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 (OR VICE-PRESIDENT) AND SECRETARY (OR TREASURER) OF THE CORPORATION, HAVE SIGNED THESE ARTICLES OF REVIVAL ON FEBRUARY 25, 1965.

LAST ACTING VICE-PRESIDENT

Harry F. Hurd

HARRY F. HURD, VICE-PRESIDENT

LAST ACTING TREASURER

Hubert J. Stottlemyer

HUBERT J. STOTTLEMYER, TREASURER

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY THAT ON THIS 25 DAY OF FEBRUARY, 1965, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED HARRY F. HURD, THE LAST ACTING VICE-PRESIDENT AND HUBERT J. STOTTLEMYER, THE LAST ACTING TREASURER OF MORRIS FROCK POST NO. 42, THE AMERICAN LEGION, INCORPORATED, A MARYLAND CORPORATION, AND SEVERALLY ACKNOWLEDGED THE AFOREGOING ARTICLES OF REVIVAL TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Fred R. Rohrer

NOTARY PUBLIC

MY COMMISSION EXPIRES:
MAY 3, 1965.

FRED ROBERT ROHRER NOTARY PUBLIC WASHINGTON CO., MD.

512

ARTICLES OF REVIVAL

OF

MORRIS FROCK POST NO. 42, THE AMERICAN LEGION, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland May 13, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 255

Recorded in Liber 478, folio 489 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Spec. Fee ~~Bonus/Tax~~ paid $ 5.00 Recording fee paid $ 10.00

To the clerk of the Circuit Court of Washington County

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION SEAL

RECEIVED FOR RECORD 1965 o'clock A M and Same Day Recorded in Liber Folio The Inspection Records of Washington County, Maryland and examined per Clerk

Received for Record July 28, 1965 at 9:20 A. M. Liber 14
Receipt No. 22585

LEITER BROTHERS, INC.

ARTICLES OF REDUCTION

Leiter Brothers, 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 stated capital of the Corporation is hereby reduced from Three Hundred Forty-Six Thousand Nine Hundred Dollars ($346,900.00) to Thirty Thousand Dollars ($30,000.00).

SECOND: (a) The amount of stated capital of the Corporation prior to the reduction is Three Hundred Forty-six Thousand Nine Hundred Dollars ($346,900.00) of which Twenty-seven Thousand Dollars ($27,000.00) in amount is represented by two hundred seventy (270) issued shares of the par value of One Hundred Dollars ($100.00) per share of the 2% Cumulative Preferred Capital Stock; Thirty Thousand Dollars ($30,000.00) in amount is represented by three hundred (300) issued shares of the par value of One Hundred Dollars ($100.00) per share of Class A Common Capital Stock, and Two Hundred Eighty-nine Thousand Nine Hundred Dollars ($289,900.00) in amount is represented by two thousand eight hundred ninety-nine (2,899) issued shares of the par value of One Hundred Dollars ($100.00) per share of Class B Common Capital Stock.

(b) The amount of the reduction of the stated capital of the Corporation herein made is Three Hundred Sixteen Thousand Nine Hundred Dollars ($316,900.00), all of which represents a reduction in the stated capital of the 2% Cumulative Preferred Capital Stock and the Class B Common Capital Stock.

ENJAMIN B. ROSENSTOCK
ATTORNEY AT LAW
FREDERICK, MD.

(c) The method of effecting such reduction is by retiring two hundred seventy (270) shares of the 2% Cumulative Preferred Capital Stock and two thousand eight hundred ninety-nine shares (2,899) of the Class B Common Capital Stock held by the Corporation.

(d) The amount of stated capital of the Corporation as hereby reduced is Thirty Thousand Dollars ($30,000.00) of which Thirty Thousand Dollars ($30,000.00) in amount is represented by three hundred (300) issued shares of the par value of One Hundred Dollars ($100.00) per share of Class A Common Capital Stock.

THIRD: The Board of Directors of the Corporation at a meeting duly convened and held on March 15, 1965, duly authorized the reduction in the stated capital of the Corporation hereinabove set forth, having previously received an agreement in writing signed by the holders of all the outstanding 2% Cumulative Preferred Capital Stock and by the holders of all the outstanding Class B Common Capital Stock of the Corporation consenting that said stock should be acquired and retired by the Corporation.

IN WITNESS, WHEREOF, LEITER BROTHERS, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this 30th day of April, 1965.

ATTEST: LEITER BROTHERS, INC.

LEITER BROTHERS INCORPORATED 1940 MARYLAND

Odello M. Leiter
ODELLO M. LEITER
SECRETARY

BY: Allen R. Routzahn
ALLEN R. ROUTZAHN
PRESIDENT

BENJAMIN B. ROSENSTOCK
ATTORNEY AT LAW
FREDERICK, MD.

STATE OF MARYLAND,

COUNTY OF WASHINGTON, TO-WIT: -

I HEREBY CERTIFY that on this 30th day of April, 1965, before me, the subscriber, a notary public, duly commissioned and qualified, in and for the State of Maryland, County of Washington, personally appeared Allen R. Routzahn, President of Leiter Brothers, 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 Frank S. Leiter and made oath in due form of law that he was Chairman 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.

Gladys G. Baker

NOTARY PUBLIC

GLADYS G. BAKER NOTARY PUBLIC WASHINGTON CO. MD.

ENJAMIN B. ROSENSTOCK
ATTORNEY AT LAW
FREDERICK, MD.

516

X

ARTICLES OF REDUCTION

OF

LEITER BROTHERS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 10, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 142

4

Recorded in Liber 2477, folio 413, 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.

RECEIVED FOR RECORD
JUL 29 '65 2:20 o'clock A.M.
and Same Day Recorded in
Folio
the Charter Records of
Washington County, Maryland
and examined per
Clerk
Rept No. 22515

"J. RALPH FIERY, INCORPORATED"
ARTICLES OF AMENDMENT

"J. RALPH FIERY, INCORPORATED", a Maryland Corporation havings 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 PARAGRAPH NO. 2 of the articles of incorporation and inserting in lieu thereof the following: "The name of the Corporation is 'WILLIAM M. NEIKIRK, INCORPORATED'."

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on April 1, 1965, 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 April 15, 1965.

THIRD: Notice setting forth the said amendment of charter and stating that the 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; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the 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.

IN WITNESS WHEREOF, J. RALPH FIERY, 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 the 30 day of April, A. D., 1965.

J. RALPH FIERY, INCORPORATED

BY:

William M. Neikirk
President

ATTEST:

Vivian B. Neikirk

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 30th day of April, A.D., 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared William M. Neikirk , President of J. Ralph Fiery, Incorporated, a Maryland Corporation and in the 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 Vivian B. Neikirk , and made oath in due form of law that she was secretary of the meeting of the

stockholders of said Corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

MARGARET S. GREENE NOTARY PUBLIC WASHINGTON, D.C.

Margaret S. Greene

Margaret S. Greene ,Notary Public

My Comm. Ex: July 1, 1965

520

ARTICLES OF AMENDMENT

OF

J. RALPH FIERY, INCORPORATED

Changing its name to:

WILLIAM M. NEIKIRK, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland May 3, 1965 at 10:08 o'clock A. M. as in conformity with law and ordered recorded.

A 4

Recorded in Liber 1476, folio 99 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.

RECEIVED FOR RECORD
MAY 28 1965
o'clock A.M.
and Same Day Recorded in
Folio
Recorder of Deeds
Washington County, Maryland
and examined per
Clerk

Received for Record July 28, 1965 at 9:20 A. M. Liber 14
Receipt No. 22585

ARTICLES OF INCORPORATION

LITTON'S HOMES, INC.

THIS IS TO CERTIFY:

First: That we, the subscribers, Francis P. Litton, whose Post Office address is Route 2, Boonsboro, Washington County, Maryland, Vernon Lee Litton, whose Post Office address is Post Office address is Box 346, College Park, Prince Georges County, Maryland, and Velena Mae Litton, whose Post Office address is Route 2, Boonsboro, 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 intention of forming a corporation.

Second: That the name of the corporation is:

LITTON'S HOMES, INC.

Third: That the purpose for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

A. To exercise all or any of the general powers conferred upon corporations 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 and mortgage real estate and tangible personal property of every nature and description.

C. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, good-will, 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.

D. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like which may be used for or be incidental to any of the purposes of the corporation and to use, exercise, develop and grant licenses in respect of, sell or otherwise dispose of and deal in the same.

E. To engage in the construction and renovation of improvements on real estate.

F. To act as agent and broker for the sale, acquisition, mortgaging, exchange or otherwise dealing in real estate, both improved and unimproved.

G. To buy, sell, lease, own and dispose of tangible personal property of every nature and description.

H. To engage generally and to perform any and all acts reasonably necessary or incidental to the aforegoing powers and purposes.

Fourth: The Post Office address of the principal office of the corporation in this State will be located at Route 40 East, Dual Highway, Washington County, Maryland. The resident agent of the corporation is Francis P. Litton, whose Post Office address Route 40 East, Dual Highway, 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 10,000 shares having a par value of Ten ($10.00) Dollars each. The aggregate par value of all such shares is $100,000.00.

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 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 as such until the first annual meeting or until their successors are duly chosen and qualify are Francis P. Litton, Francis P. Litton, Jr., Vernon Lee Litton and Velena Mae Litton.

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 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.

C. Stockholders shall not have preemptive rights.

Tenth: The Charter of this corporation shall be perpetual.

Francis P. Litton

Francis P. Litton

Vernon Lee Litton

Vernon Lee Litton

Velena M. Litton

Velena M. Litton

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

I HEREBY CERTIFY, That on this 17th. day of May, A. D., 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Francis P. Litton and Velena M. Litton, personally known to me to be the persons whose names are subscribed to the aforegoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

MELVIN L. SHIPLEY
Notary Public

My Commission Expires: July 1, 1965

STATE OF MARYLAND, ~~PRINCE GEORGES COUNTY~~ Montgomery County, To-Wit:-

I HEREBY CERTIFY, That on this 18th day of May, A. D., 1965, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Vernon Lee Litton, personally known to me to be the person whose name is subscribed to the aforegoing instrument and who did acknowledge that he executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Notary Public

My Commission Expires: July 1, 1965

ARTICLES OF INCORPORATION

OF

LITTON'S HOMES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 24, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 399

Recorded in Liber 7479, folio 630 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.

RECEIVED FOR RECORD
JUL 28 1965
9:24 o'clock AM
and Same Day Recorded in
Liber No. Folio
of the Incorporation Records of
Washington County, Maryland
and examined per
Clerk
Fee No. 22515

 Received for Record July 28, 1965 at 9:20 A. M. Liber 14 Receipt 22585

MARTIN BEAUTY SALON, INC.

ARTICLES OF INCORPORATION

PREAMBLE: The undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Maryland, do hereby adopt the following articles of incorporation.

FIRST: (INCORPORATORS) : That we, the subscribers,

ESTHER MARTIN, 1620 Bennie Ave., Hagerstown, Maryland

LENORE SPIER, 41 W. Preston St., Baltimore, Maryland

IRVING BOWERS, 41 W. Preston St., Baltimore, Maryland

all being of full lawful 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: (NAME) : The name of the corporation (which is hereinafter called The Corporation) is MARTIN BEAUTY SALON, INC.

THIRD: (PURPOSE) : 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 engage in the business of hair dressing and treatment, and general operation of a beauty salon.

B. To carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value or render profitable any of the company's property or rights.

C. To purchase, lease, hire or otherwise acquire, hold, own, develop, improve, and in any manner dispose of and to aid and subscribe toward the acquisition, development of improvement of, real or personal property, and the rights and privileges therin, suitable or convenient for any of the businesses of the Corporation.

D. 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 plants, mills, factories, works, buildings, machinery, equipment and facilities, and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the Corporation.

E. To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereinafter engaged in any business similar to any businesses which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose

of, the whole or any part of the rights, property, and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

F. To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae and the like, which may seem capable of being used for any of the purposes of the Corporation, and to use, exercise, develop, and grant licenses in respect of, sell, and otherwise turn to account the same.

G. 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, 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 interest therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates or by any governments or sub-divisions thereof; to possess and exercise in respect thereof any and all rights, powers and privileges of individual holders.

H. To purchase or otherwise acquire, and to hold, sell or otherwise dispose of, and to retire and reissue; shares of its own stock of any class in any manner now or hereinafter authorized or permitted by law.

I. 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 of any nature purchased, or for any other lawful consideration and to secure the payment thereof and the interest thereon by mortgage, 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, debentures, notes or other obligations of the Corporation for its corporate purposes.

J. To said 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 for 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 interests, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interests, or any other property of this Corporation.

K. To guarantee the payment of dividends upon any shares of stock or shares, in, or the performance of any contract by, any other corporation, firm, 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 any other evidences of indebtedness created or issued by any such other corporation or association.

L. To sell on credit, conditional sales contracts or chattel mortgages, any or all of its stock in trade, and to pledge discount or otherwise deal with said credit, conditional sales contracts, and/or chattel mortgages as principal, factor, agent, contractor or otherwise necessary for the conduct of its business.

M. To carry out all or any of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjuction with any person, firm, association or corporation, and, in carrying on its businges 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, for which at any time may appear conductive to or expedient for the accomplishment of any such objects or purposes.

N. The foregoing objects and purposes shall, except when otherwise expressed be in no way limited or restricted by reference to or inference from, the termsfof 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.

O. 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 nature by the General Laws of the State of Maryland now or hereafter in force and the inumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: (LOCATION) : The post office address of the place at which the principal office of the Corporation in this State will be located is: 1620 Bennie Avenue, Hagerstown, Maryland.
The name and post office address of the resident agent of the Corporation in this State is: ESTHER MARTIN, 1620 Bennie Avenue, Hagerstown, Maryland.
said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: (DIRECTORS) : The management of this corporation shall be vested in a board of not less than three and not more than ten directors, as may be fixed by the by-laws. The directors shall be elected at the first annual meeting of the stock holders to be held in the general office of this corporation, in the City of Baltimore, and at each annual meeting thereafter until such election, the directors of the said corporation shall be the said ESTHER MARTIN, LENORE SPIER, and IRVING BOWERS.

SIXTH: (STOCK) The total number of the shares of stock which the corporation has authority to issue shall be:

One Thousand Shares of Non-Par, Common

said stock to be held, sold, and paid for at such a time and in such a manner as the Board of Directors may from time to time determine.

SEVENTH: (COMMON STOCK) The following rights and restrictions shall be imposed upon the authorized issued common stock:

(a) (VOTING RIGHTS) Each issued share of the common stock hereinabove referred to, shall be entitled to one vote. Each unissued share of said common stock shall be entitled to no vote.

(b) (PREEMPTIVE RIGHTS) The holders of the common stock willlhave first preemptive rights with respect to the sale of all classes of authorized issued stock as well as to the sale of any stock the issuance of which will hereinafter be promulgated.

(c) (DIVIDENDS) All dividends will be shared by the issued common stock on a share and share alike basis.

(d) (TRANSFER AND RECALL) There shall be no restriction as to transfer, except with the unanimous approval of the Board of Directors of the said corporation; there shall be no right of recall of the common stock.

EIGHTH: (OFFICERS) The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the stockholders, and at the same place. Executive officers of this corporation shall be president, vice- president, secretary and treasurer. The office of any two may be held by the same person, except that of president and vice-president. Such executive officers shall be elected by the Board of Directors at each annual meeting held as aforesaid. The Board of Directors shall have power to fill any vacancy in the Board of Directors or in any other office.

NINTH: (POWERS) 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 hereinafter 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 limitation and restrictions, if any, as may be set forth in the by-laws of the Corporation.

TENTH: (DURATION) The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Article of Incorporation on this 22nd. day of December, 1964.

WITNESS:

Moses J. Cohen

Esther K. Martin (SEAL)
ESTHER MARTIN

Lenore Spier (SEAL)
LENORE SPIER

Irving Bowers (SEAL)
IRVING BOWERS

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

I HEREBY CERTIFY, that on this 22nd. day of December, 1964 before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared

ESTHER K. MARTIN, LENORE SPIER, and IRVING BOWERS.

and they severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Moses J. Cohen
Notary Public

ARTICLES OF INCORPORATION

OF

MARTIN BEAUTY SALON, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 18, 1965 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

A 298

Recorded in Liber 479, folio 158 6 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.

RECEIVED FOR RECORD
2 8 1965
o'clock A M
and Same Day Recorded in
Folio
Charter Records of
Washington County, Maryland
and examined per
Clerk
225

Received for Record July 28, 1965 at 9:20 A. M. Liber 14
Receipt No. 22585

5/12/25
W. L.

PRECISION CARS, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Charles H. Wastler, 1630 Marvin Avenue, Hagerstown, Maryland; Ward L. La Rue, Sharpsburg, Maryland; and William J. Dwyer, 10 North Jonathan 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

Precision Cars, Inc.

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

(a) to buy, sell, service, and otherwise trade in new and used motor vehicles, boats, helicopters, and other types of aircraft.

(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, goodwill, fran-

WILLIAM J. DWYER
ATTORNEY AT LAW
10 JONATHAN STREET
HAGERSTOWN, MARYLAND

chises 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 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 effectiveness or any of them, of any part thereof, or to enhance the value of its property, business or rights.

FOURTH: The Post Office Address of the principal office of the Corporation in this Sate is Route #2, Williamsport, Maryland. The name and Post Office Address of the resident agent of the Corporation in this State is William J. Dwyer, 10 North Jonathan Street, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of stock which the Corporation has authority to issue is One hundred (100) Shares of the par value of One Hundred ($100.00) Dollars a share, all of one class, and having an aggregate par value of Ten Thousand ($10,000.00) 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 at all times consist of and odd number of directors and shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Charles H. Wastler, Ward L. LaRue, and William J. Dwyer.

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 share of its stock of any class, whether now or hereafter authorized, or

534

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

(2) All shares of stock to be issued only by the Corporation and cannot be sold, pledged or otherwise disposed of by any stockholder except by permission of the Board of Directors of said Corporation. Any stockholder desiring to dispose of any or all of his stock must first offer some to the Board of Directors for either purchase by them or to an approved purchaser. All sales to be at par value and if not acted upon within ninety (90) days by Board of Directors, said stockholder may sell his stock privately.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this___day of April, A.D., 1965.

E. Eugene Deary as to Charles H. Wastler (SEAL)
Charles H. Wastler

E. Eugene Deary as to Ward L. La Rue (SEAL)
Ward L. La Rue

E. Eugene Deary as to William J. Dwyer (SEAL)
William J. Dwyer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 30th day of April, A.D., 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Charles H. Wastler, Ward L. LaRue, and William J. Dwyer, all of whom being personally known to me, and acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

EUGENE GEARY NOTARY PUBLIC WASHINGTON CO. MD.

E. Eugene Geary
Notary Public

My Commission Expires:
June 1, 1965

ARTICLES OF INCORPORATION

OF

PRECISION CARS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 12, 1965 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 165

6

Recorded in Liber 7477, folio 608 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.

RECEIVED FOR RECORD
2 8 1965
o'clock A M
Same Day Recorded In
Folio
Washington County, Maryland
and examined per
Clerk
325 25

Received for Record July 28, 1965 at 9:20 A. M. Liber 14
Receipt No. 22585

ARTICLES OF INCORPORATION

OF

HAGERSTOWN COIN CLUB, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John S. Wharton, whose postoffice address is Route 3, Box 374-A, Martinsburg, West Virginia; J Anthony Engel, whose postoffice address is 1,041 Woodland Way, Hagerstown, Maryland; Ralph V. Reno, Jr., whose postoffice address is 626 North Mulberry Street, Hagerstown, Maryland; Harold J. Barkdoll, whose postoffice address is 15 Red Oak Drive, Hagerstown, Maryland; and William G. Porter, Jr., whose postoffice address is 216 West Franklin 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 of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is HAGERSTOWN COIN CLUB, INC.

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

(a) To engage in the business of buying, selling, trading and exhibiting coins and currency to and from collectors.

(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.

538

(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 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

539

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 purpose.

(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 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 postoffice address of the principal office of the Corporation is 216 West Franklin Street, Hagerstown, Maryland. The resident agent of the Corporation is William G. Porter, Jr., whose postoffice address is 216 West Franklin Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

540

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 five directors, John S. Wharton, Route 3, Box 374-A, Martinsburg, West Virginia; J. Anthony Engel, 1041 Woodland Way, Hagerstown, Maryland; Ralph V. Reno, Jr. 626 North Mulberry Street, Hagerstown, Maryland; Harold J. Barkdoll, 15 Red Oak Drive, Hagerstown, Maryland; and William G. Porter, Jr. 216 West Franklin Street, Hagerstown, Maryland, and those five 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 Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any

541

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 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.

542

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 4 day of May, 1965.

John S. Wharton (SEAL)
John S. Wharton

J. Anthony Engel (SEAL)
J. Anthony Engel

Ralph V. Reno Jr. (SEAL)
Ralph V. Reno, Jr.

Harold J. Barkdoll (SEAL)
Harold J. Barkdoll

Witness:

Lillian L. Arnas

William G. Porter Jr. (SEAL)
William G. Porter, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 4 day of May, 1965, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John S. Wharton, J. Anthony Engel, Ralph V. Reno, Jr., Harold J. Barkdoll and William G. Porter, Jr. and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Lillian L. Arnas
Notary Public

My commission expires:
July 1, 1965.

543

ARTICLES OF INCORPORATION

OF

HAGERSTOWN COIN CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 11, 1965 at 8:58 o'clock A. M. as in conformity with law and ordered recorded.

A 132

Recorded in Liber 7477, folio 239 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.

RECEIVED FOR RECORD
May 28 1965
24 o'clock A.M.
Same Day Recorded in
Folio
Incorporation
Washington County, Maryland
and examined per
Clerk
235 ES

Received for Record July 28, 1965 at 9:20 A. M. Liber 14
Receipt No. 22585

ARTICLES OF INCORPORATION
THE PENECOSTAL FULL GOSPEL CHURCH
OF
SABILLASVILLE, MARYLAND, INCORPORATED.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, WILLIAM E. FOWLER, WHOSE POST OFFICE ADDRESS IS ROUTE NO. 1, WILLIAMSPORT, MARYLAND, ROBERT E. MALOY, WHOSE POST OFFICE ADDRESS IS 1132 SECURITY ROAD, HAGERSTOWN, MARYLAND, ALICE VIRGINIA FOWLER, WHOSE POST OFFICE ADDRESS IS ROUTE NO. 1, WILLIAMSPORT, KELLER BURNS, WHOSE POST OFFICE ADDRESS IS SMITHSBURG, MARYLAND, AND EMORY A. FLOHR, WHOSE POST OFFICE ADDRESS IS FAIRFIELD, PENNSYLVANIA, 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 CHURCH CORPORATIONS, ASSOCIATE OURSELVES AS TRUSTEES, WITH THE INTENTION OF FORMING A CORPORATION AND FILING THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREAFTER CALLED CORPORATION) IS THE PENECOSTAL FULL GOSPEL CHURCH OF SABILLASVILLE, MARYLAND, INCORPORATED.

THIRD: THE PURPOSE OF THIS CORPORATION SHALL BE TO ESTABLISH, MAINTAIN AND PROVIDE A PLACE OF WORSHIP THE TRIUNE GOD, TO PROVIDE THE PREACHING OF THE GOSPEL OF JESUS CHRIST, TO PRACTICE LOVING SERVICE TOWARDS THE NEEDY, TO FURTHER CHRISTIAN UNITY AND PROMOTE CHRISTIAN FELLOWSHIP.

THE CORPORATION IN THIS CONNECTION SHALL MAINTAIN AND CONDUCT SCHOOLS OF RELIGIOUS EDUCATION FOR BOTH YOUNG AND OLD AND FURTHER OTHER RELIGIOUS AND CHARITABLE WORK NECESSARY TO

THE FULFILLMENT OF SAID PURPOSE. TO THAT END THE CORPORATION HAS ADOPTED A CONSTITUTION AND ESTABLISHED BY-LAWS WHICH ARE DEEMED NECESSARY AND EXPEDIENT FOR THE MANAGEMENT OF ITS AFFAIRS AND WHICH ARE IN ACCORDANCE WITH LAW AND CONSISTENT WITH THESE ARTICLES OF INCORPORATION. IN SAID CONSTITUTION AND BY-LAWS THE CORPORATION IS REFERRED TO AS "THE CHURCH" OR "THE CONGREGATION".

ALL INCOME OF THE CORPORATION SHALL BE APPLIED TO CHARITABLE OR RELIGIOUS PURPOSES ONLY. ANY BUSINESS THAT IS CARRIED ON MUST BE DONE FOR THE FURTHERANCE OF THE CAUSE OF THE CHRISTIAN RELIGION AND FOR THE GENERAL WELFARE OF THE COMMUNITY, AND NOT FOR PROFIT.

FOURTH: THE DOCTRINE OF THIS CONGREGATION IS:

(A) A BELIEF IN THE GRACE OF THE LORD AND SAVIOR, JESUS CHRIST, THE LOVE OF GOD, AND THE FELLOWSHIP OF THE HOLY SPIRIT WHICH FORMS THE BASIC PART OF OUR FAITH IN THE TRIUNE GOD.

(B) A RECOGNITION OF THE HOLY SCRIPTURES OF THE OLD AND NEW TESTAMENTS AS THE WORD OF GOD AND THE ULTIMATE RULE OF CHRISTIAN FAITH AND PRACTICE.

WHEREVER THESE DOCTRINAL STANDARDS DIFFER, MINISTERS AND MEMBERS, IN ACCORDANCE WITH THE LIBERTY OF CONSCIENCE INHERENT IN THE GOSPEL, ARE ALLOWED TO ADHERE TO THE INTERPRETATION OF ONE OF THESE CONFESSIONS. HOWEVER, IN EACH CASE THE FINAL NORM IN THE WORD OF GOD.

THE LORD'S DAY AND THE FESTIVALS AND SEASONS OF THE CHURCH YEAR SHALL BE OBSERVED WITH APPROPRIATE SERVICES IN THE HOUSE OF GOD.

THE SACRAMENTS, WHICH ARE HOLY BAPTISM AND THE LORD'S SUPPER (HOLY COMMUNION), AND RITES, WHICH ARE CONFIRMATION, ORDINATION, CONSECRATION, MARRIAGE AND BURIAL, SHALL BE AD-

MINISTERED ONLY BY AN ORDAINED MINISTER.

FIFTH: THE SUPREME LEGISLATIVE AND ADMINISTRATIVE POWER OF THE CORPORATION IS VESTED IN THE SAID CONGREGATION ITSELF, ASSEMBLED IN MEETING DULY AND LEGALLY CALLED AS PROVIDED FOR IN THE BY-LAWS OF THE CORPORATION. THE CORPORATION SHALL HAVE AN ANNUAL MEETING AND SUCH OTHER MEETINGS AS ARE PROVIDED FOR IN ITS BY-LAWS. ONE-TENTH OF THE COMMUNICANT MEMBERS SHALL CONSTITUTE A QUORUM.

IT SHALL BE THE PREROGATIVE OF THE CONGREGATIONAL MEETING TO DECIDE SUCH QUESTIONS AS THE BUYING AND SELLING OF REAL PROPERTY, THE CALL OF A PASTOR, THE DIRECTION OF THE WORK OF THE CORPORATION, BUILDING PROJECTS, OR EXTENSIVE REPAIRS OF CHURCH PROPERTY. FOR THE TRANSACTION OF OTHER BUSINESS THE ADMINISTRATION OF THE CORPORATION IS ENTRUSTED TO THE CONSISTORY CHOSEN AND COMPOSED AS PROVIDED FOR IN THE BY-LAWS.

SIXTH: ALL MEMBERS OF THE CORPORATION MUST BE COMMUNICANT MEMBER IN GOOD AND REGULAR STANDING AND OF LEGAL AGE.

COMMUNICANT MEMBERS ARE PERSONS RECEIVED BY CONFIRMATION, LETTER OF TRANSFER, OR PROFESSION OF FAITH AND ARE IN GOOD STANDING IF THEY:

(A) COMMUNE AT LEAST ONCE A YEAR.

(B) ATTEND PUBLIC WORSHIP FAITHFULLY.

(C) CONTRIBUTE TIME, ABILITIES AND POSSESSIONS REGULARLY TO THE SUPPORT OF THE CHURCH.

IF A MEMBER NEGLECTS ANY OF THE ABOVE OBLIGATIONS TO GOD AND CHURCH, HE SHALL BE ADMONISHED AND DISCIPLINED BY THE SPIRITUAL COUNCIL AS DEFINED UNDER THE DUTIES OF THE SPIRITUAL COUNCIL.

ONLY COMMUNICANT MEMBERS IN GOOD AND REGULAR STANDING CAN REPRESENT THE CORPORATION ON THE CONSISTORY OR HOLD ANY OFFICE IN AUXILIARY ORGANIZATIONS OR COMMITTEES.

SEVENTH: THE CONGREGATION SHALL BE REPRESENTED, ADVISED AND SPIRITUALLY GUIDED BY A MINISTER OR MINISTERS. THE CONSISTORY SHALL NOMINATE ONE APPROVED CANDIDATE FOR THE PASTORATE TO BE VOTED UPON BY THE CONGREGATION. THE CONGREGATION SHALL CONSIDER ONLY THIS CANDIDATE AND VOTE BY CLOSED BALLOT. HIS ELECTION SHALL BE BY MAJORITY VOTE OF THE MEMBERS PRESENT AND VOTING. IF THE CANDIDATE IS ELECTED, THE CONSISTORY SHALL THEN TENDER HIM A CALL.

THE MINISTER SHALL DEVOTE HIS TIME AND HIS TALENTS TO THE ADVANCEMENT OF THE KINGDOM OF GOD ON EARTH. HE SHOULD BE AS FREE AS POSSIBLE TO DO THOSE SPIRITUAL TASKS FOR WHICH HE IS PARTICULARLY PREPARED AND CALLED BY GOD. HE SHALL COOPERATE IN THE WORK OF THE CHURCH AT LARGE AND SHALL FULFILL SUCH DUTIES AS THE CHURCH MAY REQUIRE OF HIM.

THE MINISTER SHALL HOLD AS A "PRIVILEGED COMMUNICATION" ANY CONFIDENCE OR INFORMATION OF A CONFESSIONAL NATURE GIVEN HIM IN THE COURSE OF HIS PASTORAL OFFICES.

EIGHTH: THE ADMINISTRATION OF THE CORPORATION SHALL BE IN CHARGE OF THE CHURCH COUNCIL. THE CHURCH COUNCIL SHALL CONSIST OF THE PASTOR AND ELECTED MEMBERS. THE MANNER OF ELECTION, TERM OF OFFICE, RIGHTS AND DUTIES ARE DEFINED IN THE BY-LAWS.

IT SHALL HAVE ORIGINAL JURISDICTION IN MATTERS OF DISCIPLINE EXCEPT IN THE CASE OF THE PASTOR. IT SHALL PROVIDE THE ELEMENTS FOR THE LORD'S SUPPER AND AID IN THEIR PREPARATION AND, WHEN REQUESTED BY THE PASTOR, SERVE AT THE LORD'S TABLE. IT SHALL ADMIT MEMBERS INTO FULL COMMUNION AND SHALL HAVE JURISDICTION AND OVERSIGHT OF THE CORPORATION AND ALL ITS ORGANIZATIONS, AND SHALL TRANSACT THE BUSINESS OF THE CHURCH. THE MINISTERS SHALL HAVE NO VOTE ON CONSISTORY ACTION BUT SHALL

SERVE AS ADVISORS AND GUIDES IN ALL MATTERS. IT SHALL ORGANIZE AS PROVIDED FOR IN THE BY-LAWS AND THE OFFICERS OF THE CONSISTORY SHALL BE THE OFFICERS OF THE CORPORATION. THE CONSISTORY SHALL MEET IN REGULAR SESSION EACH MONTH AS PROVIDED FOR IN THE BY-LAWS. ONE-HALF OF THE MEMBERS OF THE CONSISTORY SHALL CONSTITUTE A QUORUM.

THE CONSISTORY ITSELF SHALL SERVE AS THE TRUSTEES OF THE CORPORATION.

NINTH: THE PROPERTY OF THE CORPORATION, WHETHER REAL OR PERSONAL, AND ALL MONIES AND LEGACIES, SHALL BE UNDER THE CARE AND CONTROL OF THE CONSISTORY, WHO SHALL HOLD THE PROPERTY AS A SACRED TRUST FOR THE CORPORATION AND KEEP THE CHURCH EDIFICE AND OTHER BUILDINGS BELONGING TO THE CORPORATION IN PROPER REPAIR AND ADAPTED FOR USES IT APPROVES. ALL EQUIPMENT PURCHASED, MADE OR GIVEN FOR USE IN THE CHURCH SHALL BE THE PROPERTY OF THE ENTIRE CORPORATION.

THE CONGREGATION, IN ITS CORPORATIVE NAME, SHALL BE AUTHORIZED AND CAPABLE IN LAW OF ACQUIRING, SELLING AND CONVEYING, MORTGAGING AND LEASING SUCH CHURCH BUILDINGS, PARSONAGE, LANDS, TENEMENTS, RENTS, FRANCHISES AND HEREDITAMENTS AS SHALL BE REQUIRED TO CARRY OUT THE PURPOSES OF THE CONGREGATION AND SHALL FURTHER BE AUTHORIZED TO ISSUE BONDS, UPON THE RECOMMENDATION OF THE CONSISTORY APPROVED BY A MAJORITY OF THE CHURCH MEMBERSHIP AT A REGULAR OR SPECIAL MEETING DULY CONVENED UPON PROPER NOTICE AS PROVIDED IN THE BY-LAWS OF THE CONGREGATION.

TENTH: ALL ORGANIZATIONS OF THE CHURCH ARE SUBORDINATE TO THE CONSISTORY AND ARE DIRECTLY RESPONSIBLE TO THAT BODY AND SHALL REPORT AT EACH REGULAR MEETING OF THE CONSISTORY THROUGH THE CHAIRMAN OF THE PROPER STANDING COMMITTEE, UNLESS OTHERWISE REQUESTED BY THE CONSISTORY.

ELEVENTH: THERE SHALL BE A CENTRALIZED TREASURY FOR THE CORPORATION. ALL SCHOOLS AND ORGANIZATIONS OF THE CHURCH SHALL DEPOSIT ALL MONIES, EXCEPT A PETTY CASH FUND WITH THE TREASURER OF THE CHURCH WHO SHALL ISSUE RECEIPTS FOR THE SAME. THE TREASURER SHALL DEPOSIT ALL MONIES WHICH ARE RECEIVED BY HIM IN A BANK OR BANKS DESIGNATED BY THE CONSISTORY. THE TREASURER OF THE CORPORATION SHALL WRITE ALL CHECKS FOR THE ENTIRE CHURCH AS PROVIDED FOR IN THE ADOPTED CONSTITUTION.

TWELFTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

THIRTEENTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS ROUTE NO. 1, WILLIAMSPORT, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS WILLIAM E. FOWLER, WHOSE POST OFFICE ADDRESS IS ROUTE NO. 1, WILLIAMSPORT, MARYLAND. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND, AND ACTUALLY RESIDES THEREIN.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 28th DAY OF April, 1965.

WITNESS:

William E. Fowler (SEAL)
WILLIAM E. FOWLER

Robert E. Maloy (SEAL)
ROBERT E. MALOY

Alice Virginia Fowler (SEAL)
ALICE VIRGINIA FOWLER

Keller Burns (SEAL)
KELLER BURNS

Emory A. Flohr (SEAL)
EMORY A. FLOHR

Samuel M. Stoutz

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY THAT ON THIS 28th DAY OF April, 1965, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED WILLIAM E. FOWLER, ROBERT E. MALOY, ALICE VIRGINIA FOWLER, KELLER BURNS AND EMORY A. FLOHR AND DID EACH ACKNOWLEDGE THAT THEY EXECUTED THE ARTICLES OF INCORPORATION FOR THE PURPOSES HEREIN CONTAINED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

SAMUEL M. STAUB NOTARY PUBLIC WASHINGTON COUNTY, MD.

Samuel M. Staub
NOTARY PUBLIC

MY COMMISSION EXPIRES:
JULY 1, 1965.

ARTICLES OF INCORPORATION

OF

THE PENECOSTAL FULL GOSPEL CHURCH OF SABILLASVILLE, MARYLAND, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland May 10, 1965, at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 111

8

Recorded in Liber 7477, folio 119, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ ..... 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.

RECEIVED FOR RECORD
JUL 28 1965
2:20 o'clock P M
and Same Day Recorded in
Liber No. ____ Folio ____
the Charter Records of
Washington County, Maryland
and examined per
Clerk
Receipt No. 22585