

ARTICLES OF INCORPORATION OF  
LITTLE HEISKELL SKI CLUB, INC.

THIS IS TO CERTIFY THAT:

FIRST: That we, the subscribers, William B. Hunsberger whose post office address is Rock Ledge, Route No. 5, Hagerstown, Maryland; Janice V. Myerly, whose post office address is 2021 Downsville Pike, Apartment 23, Hagerstown, Maryland; and Robert D. Ames, whose post office address is 1515 Park Road, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

LITTLE HEISKELL SKI CLUB, INC.

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

(a) To encourage, advance and improve the sport of skiing through the development of the skill of skiing, the promotion of ski competition, the promotion of good fellowship among skiers, and the preservation of skiing with the highest ideals of gentlemanly sport.

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

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

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

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

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes,

formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

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

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

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Rock Ledge, Route No. 5, Hagerstown, Maryland. The resident agent of the Corporation is William B. Hunsberger whose post office address is Rock Ledge, Route No. 5, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall not have authority to issue any shares of stock.

SIXTH: The Corporation shall have four directors and William B. Hunsberger, Janice V. Myerly, Robert D. Ames, and C. William Hetzer, Jr., shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 27<sup>th</sup> day of April, 1967.

Witness:

Evelyn C. Miller as to William B. Hunsberger  
Evelyn C. Miller William B. Hunsberger

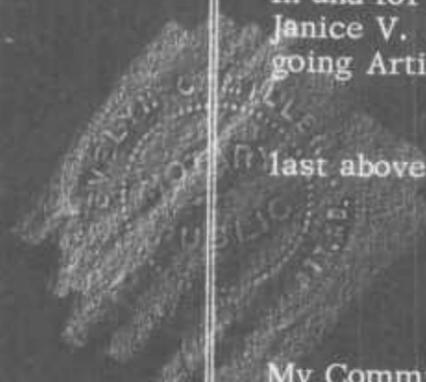
Evelyn C. Miller as to Janice V. Myerly  
Evelyn C. Miller Janice V. Myerly

Evelyn C. Miller as to Robert D. Ames  
Evelyn C. Miller Robert D. Ames

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

THIS IS TO CERTIFY, that on this 27<sup>th</sup> day of April 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared William B. Hunsberger, Janice V. Myerly and Robert D. Ames, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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



Evelyn C. Miller  
Evelyn C. Miller, Notary Public

My Commission Expires:  
July 1, 1967

ARTICLES OF INCORPORATION  
OF  
LITTLE HEISKELL SKI CLUB, INC.

STATE OF MD. COUNTY  
WASHINGTON  
RECEIVED FOR RECORD  
RECEIPT NO. 4908  
SEP 19 8 52 AM '67  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  INCORP   
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 25, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A. 12668

Recorded in Liber 7601, folio 473<sup>4</sup> 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. ...*

#390



12/24/67

RECEIVED FOR RECORD September 19, 1967 at 8:52 A.M. Receipt No. 49068  
LIBER 17

ARTICLES OF INCORPORATION  
OF  
CHATKIN'S PHARMACY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert H. Chatkin, whose post office address is 401 Summit Avenue, Hagerstown, Maryland, Evelyn L. Chatkin, whose post office address is 401 Summit Avenue, Hagerstown, Maryland and William C. Chatkin, whose post office address is 901 Rolling Road, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

CHATKIN'S PHARMACY, INC.

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

(a) To purchase, maintain and operate retail and wholesale drug stores; to manufacture and compound drugs, chemicals and medicines; to buy, sell at wholesale and retail, and to deal in all kinds of drugs, chemicals, and patent, proprietary and other medicines, and to carry on a general merchandise and drug business; to buy and sell, import, export and deal in at wholesale and retail all drugs; medicines, chemicals, oils, dyestuffs, glassware, toilet and fancy articles, fancy goods, druggists' sundries, soaps, perfumeries, liquors, surgical instruments, appliances and apparatus, physicians' and hospital supplies, pharmaceutical and general merchandise and all other goods and other articles pertaining to the drug business; to operate soda water fountains; to sell ice cream and other refreshments; to conduct a restaurant, cafeteria or lunch counter; to buy, sell, and deal in cigars, cigarettes, tobacco, candies, toilet articles and all other articles incidental to the drug business; to fill prescriptions; to lease stores; and to do all other acts and things in connection with such business.

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

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

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

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

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

(g) To 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.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 401 Summit Avenue, Hagerstown, Washington County, Maryland. The resident agent of the Corporation is William C. Chatkin, whose post office address is 901 Rolling 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 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 four, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Robert H. Chatkin, Evelyn L. Chatkin, William C. Chatkin and Dorothea M. Chatkin.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 24th day of May, A. D., 1967.

WITNESS:

<u>Pearl L. Gehr</u> Pearl L. Gehr	AS TO	<u>Robert H. Chatkin</u> Robert H. Chatkin
<u>Pearl L. Gehr</u> Pearl L. Gehr	AS TO	<u>Evelyn L. Chatkin</u> Evelyn L. Chatkin
<u>Pearl L. Gehr</u> Pearl L. Gehr	AS TO	<u>William C. Chatkin</u> William C. Chatkin

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 24th day of May,  
A.D., 1967, before me, the subscriber, a Notary Public in  
and for the State and County aforesaid, personally appeared  
Robert H. Chatkin, Evelyn L. Chatkin and William C. Chatkin  
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.

Pearl L. Gehr  
Pearl L. Gehr  
Notary Public.

ARTICLES OF INCORPORATION  
OF  
CHATKIN'S PHARMACY, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 2914  
SEP 19 8 52 AM '67  
LIBER FOLIO  
LAND INCORP  
VAUGHN T. BAKER AGENT

approved and recorded for record by the State Department of Assessments and Taxation  
of Maryland May 27, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A: 12647

Recorded in Liber 7601, folio 363 <sup>6</sup> 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. Burton*



390

RECEIVED FOR RECORD September 19, 1967 at 8:52 A.M. Receipt No.  
LIBER 17 49068

ARTICLES OF INCORPORATION

OF

ST. ANDREW PRESBYTERIAN CHURCH OF WILLIAMSPORT, MARYLAND

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Kenneth C. Miller, whose post office address is 2701 Virginia Avenue, Williamsport, Maryland 21795; John M. Hoffman whose post office address is 11 Tammany Lane, Williamsport, Maryland 21795; Clyde L. Fearnow whose post office address is 109 Jackson Drive, Williamsport, Maryland 21795; and Thorton C. Rider whose post office address is 124 Larch Avenue, Hagerstown, Maryland 21740, each being at least Twenty-one years of age, elected by the members of the Congregation of St. Andrew Presbyterian Church to act as Trustees in the name and on behalf of said Congregation to manage the Estate, property, interest, and inheritance of the same, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.

SECOND: The name of the Congregation and of the Corporation shall be: ST. ANDREW PRESBYTERIAN CHURCH OF WILLIAMSPORT, MARYLAND.

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

1. To adopt a seal and by-laws, 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 said St. Andrew Presbyterian Church from time to time in conformity with the Constitution of the Presbyterian Church in the United States.

2. To conduct a Church for religious purposes of the Presbyterian faith, such purposes being the proclamation of the Gospel for the salvation of

men; the shelter, nurture, and spiritual fellowship of the children of God; the maintenance of divine worship; the preservation of the truth; the promotion of social righteousness; and the exhibition of the Kingdom of Heaven to the world.

3. There shall be four Trustees and Kenneth C. Miller, John M. Hoffman, Clyde L. Fearnow and Thorton C. Rider shall act as such until their successors are duly chosen and qualify. The number of Trustees may be increased or decreased pursuant to the by-laws of the Corporation in conformity with the constitution of the Presbyterian Church in the United States, but shall never be less than four. The Trustees shall be elected for life. No one shall be elected a Trustee who is not a communicant member of full age in good standing of this Church. The Trustees shall be elected by the communicant members of the Church in good and regular standing. Vacancies on the Board of Trustees by reason of death, resignation, or removal for other cause shall be filled at the next annual meeting of the Corporation unless the Trustees by resolution earlier call a special meeting for such purpose.

FOURTH: The Church shall be located in Washington County, Maryland and the mailing address of the Corporation is Van Lear Manor, Williamsport, Maryland 21795.

FIFTH: The resident agent of the Corporation is The Rev. Norman G. Price, whose post office address is 204 Reynolds Road, Mt. Tammany, Williamsport, Maryland 21795. Said resident agent is a citizen of the State of Maryland and actually resides therein.

IN WITNESS WHEREOF, we, the aforesaid Trustees have signed these Articles of Incorporation on this 29th day of May, A.D., 1967.

Kenneth C. Miller (SEAL)  
Kenneth C. Miller

John M. Hoffman (SEAL)  
John M. Hoffman

Clyde L. Fearnow (SEAL)  
Clyde L. Fearnow

Thorton C. Rider (SEAL)  
Thorton C. Rider

WITNESS:

Margaret A. Greene

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

I HEREBY CERTIFY, that on this 29th day of May, A.D., 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Kenneth C. Miller, John M. Hoffman, Clyde L. Fearnow and Thorton C. Rider, known to me to be the persons who have hereinabove subscribed their names and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.



*Margaret S. Green*  
Notary Public

My commission expires:  
July 1, 1967

LIBRARY  
FOLIO  
49068

ARTICLES OF INCORPORATION  
OF

ST. ANDREW PRESBYTERIAN CHURCH OF WILLIAMSPORT, MARYLAND

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 20, 1967 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 13015

Recorded in Liber 7605, folio 138 <sup>4</sup> one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Washington County

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

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

*Charles A. Denton*



119/67

RECEIVED FOR RECORD September 19, 1967 at 8:52 A.M. Receipt No.  
LIBER 17 49068

ARTICLES OF INCORPORATION  
OF  
VILLAGE PHARMACIES, INC.

THIS IS TO CERTIFY:

1. That We, William Joseph Sullivan, Sue Ann Sullivan, both of 136 E. Potomac Street, Williamsport, Washington County, Maryland; and Kenneth M. Shockman and Joan P. Shockman, of 112 Catawba Place, Hagerstown, Washington County, Maryland; all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

2. The name of the Corporation is  
VILLAGE PHARMACIES, INC.

3. The purposes for which and any of which this corporation is formed and the business or objects to be carried on and promoted by it are as follows:

A. To manufacture, purchase, sell both wholesale and retail drugs, medicines, medical equipment, wheelchairs, garments, trusses, crutches, and any equipment or merchandise pertaining to the use of supports, trusses and garments; and to the manufacture, purchase, and sale of all drugs, filling of prescriptions, the sale of patent medicines, all trade-mark drugs, all drugs of generic origin and anything having to do or pertaining to the drug store as now carried on.

B. To purchase and sell wholesale or retail all types of equipment, drugs, merchandise as generally sold in the modern drug stores.

C. To engage in and carry on the business of importing, exporting, manufacturing, producing, buying and selling and otherwise dealing in and with goods, wares and merchandise of any and every class and description, and drugs and equipment of any

and every class or description.

D. To engage in and carry on any other business which may be conveniently included in connection with any of the business of this corporation which business is principally the buying and selling of drugs, medicines, medical equipment or merchandise pertaining to the use of supports, trusses and garments, etc., filling of prescriptions, sale of patent medicines, all trademark drugs.

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

F- To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate and to aid and subscribe towards the acquisition of, construction and improvement of mills, factories, plants, works, buildings, machinery and equipment and facilities or any other property or appliances which may appertain or be used for and in the conduct of any of the business of the corporation.

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

H- To apply for and obtain, purchase or otherwise acquire any patents, copyrights, licenses, trade-marks, trade names,

rights, processes, formulae and the like which may seem capable of being used for any of the purposes of the Corporation, and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

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

J- And in general to carry on any lawful business and to have and exercise all powers, rights, privileges carried on, conferred upon the corporation of this character by the said General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon a corporation of this Character by the General Laws now or hereafter enforced; the

enumeration of certain powers as herein specified are not intended to exclude any such powers, rights or privileges.

4. The principal office of the said Corporation in the State of Maryland will be located at 31 N. Conococheague Street, Williamsport, Washington County, Maryland, and the resident agent of said Corporation in the State of Maryland is William Joseph Sullivan, whose address is 136 East Potomac Street, Williamsport, Maryland, said agent is a resident of the State of Maryland, and actually resides therein.

5. The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) DOLLARS. Of the authorized capital stock, there shall be One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars per share in common stock.

The following is a description of the class of stock with the voting powers, restrictions and qualifications thereof:

COMMON STOCK

The Common stock shall be vested with exclusive voting power for the election of the Directors and for all other purposes except as may be otherwise provided by Statute.

And the Board of Directors shall have the power subject to any limitations or restrictions set forth in the Charter and to the limitations or restrictions set forth with respect to Charter Amendments to classify or reclassify any unissued stock by fixing or altering in any one or more specified respects from time to time before the issuance of said stock the preference voting powers, instructions and qualifications of, the fixed annual dividends on and the terms and prices of redemption of such stock.

6. The Board of Directors are hereby empowered to authorize the issuance from time to time of not exceeding One Thousand

(1000) shares fully paid and non assessable shares of Common Stock of the Corporation for money not less than One Hundred (\$100.00) Dollars per share thereof subject to such restrictions, if any, as may be set forth in the By-Laws of the Corporation.

7. The said Corporation shall have four (4) directors, William Joseph Sullivan, Sue Ann Sullivan; Kenneth M. Shockman and Joan P. Shockman who shall act as such until the First Annual Meeting or until their successors are duly chosen and qualified.

8. The management of the property, business and affairs of the Corporation shall be vested in the Board of Directors who shall dictate its general business policy, and subject to any provisions or laws of the State of Maryland, or to the vote of its stockholders to determine all matters and questions pertaining to the business and affairs. In addition to the aforesaid business powers and to the powers conveyed by the Statute, the Board of Directors shall have the power to fix and vary amounts to be reserved as working capital; to direct and determine the use and disposition of any surplus and net profits over and above the capital stock paid in; to determine whether any, and if any, what part of any surplus or net profits shall be declared in dividends, and when to be paid to the Stockholders; and at its discretion the Board of Directors may use and apply any surplus, or accumulated profits in purchasing or acquiring bonds or other obligations.

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

The Board of Directors of the Corporation is hereby empowered to authorize the issuance of Three Hundred Seventy (370) shares of fully paid and non-assessable stock of the par value of One Hundred (\$100.00) Dollars each of Common Stock to William Joseph Sullivan, for the following consideration, Thirty Seven Thousand (\$37,000.00) Dollars interest of the business conducted by the said William Joseph Sullivan, individually, at 16 North Jonathan Street, Hagerstown, Maryland, doing business as The Village Rexall Pharmacy, which consists of stock, drugs, sundries, equipment, merchandise inventory, delivery equipment, office equipment, stationery, etc., located at the place of business, 16 North Jonathan Street, Hagerstown, Maryland.

10. The Board of Directors are hereby empowered to authorize the issuance from time to time of shares of its stock of any class whether now or hereafter authorized for such considerations as the Board of Directors may deem advisable subject to such restrictions or limitations if any as set forth in the By-Laws of the Corporation.

11. The duration of the Corporation shall be perpetual.

12. The above granted powers to the Corporation and Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the Board of Directors of the Corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and Seals this 17th day of May, A. D., 1967.

WITNESS:

*William Joseph Sullivan* (SEAL)  
 WILLIAM JOSEPH SULLIVAN  
*Sue Ann Sullivan* (SEAL)  
 SUE ANN SULLIVAN  
*Kenneth M. Shockman* (SEAL)  
 KENNETH M. SHOCKMAN  
*Joan P. Shockman* (SEAL)  
 JOAN P. SHOCKMAN  
*Margaret A. Greene*

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

On this 17<sup>th</sup> day of July, A. D., 1967, before me, the undersigned Officer, a Notary Public of the State and County aforesaid, personally appeared William Joseph Sullivan and Sue Ann Sullivan, and Kenneth M. Shockman and Joan P. Shockman, all of whom being personally known to me or satisfactorily proven to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did acknowledge the foregoing to be their joint and respective act and deed, and further that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.



*Margaret S. Greene*

Notary Public

My Comm. Ex: July 1, 1967

ARTICLES OF INCORPORATION  
OF  
VILLAGE PHARMACIES, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 19668  
SEP 19 8 52 AM '67  
LIBER FOLIO  
LAND O'FACOR  
VAUGHN J. BAKER AGT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 24, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A: 12619

Recorded in Liber 2601, folio 91, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Washington County

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

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

*Charles G. Britton*

#388



RECEIVED FOR RECORD September 19, 1967 at 8:52 A. M. Receipt No. 49068  
LIBER 17

ARTICLES OF INCORPORATION  
CONTRACTORS LEASING, INC.

THIS IS TO CERTIFY:

First: That we, the subscribers, W. Louis Plummer, whose Post Office address is 1138 Oak Hill Avenue, Hagerstown, Washington County, Maryland, Frances L. Plummer, whose Post Office address is 1138 Oak Hill Avenue, Hagerstown, Washington County, Maryland, and Charles F. Wagaman, whose Post Office address is Room 421 Maryland National Bank Building, Hagerstown, Washington County, Maryland, each of whom are at least 21 years of age, do hereby, under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose and with the intention of forming a corporation.

Second: That the name of the corporation is  
CONTRACTORS LEASING, 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 own, lease, operate, and conduct the general business of purchasing, selling, leasing, rental and operation of construction equipment and equipment of every nature and detail, both at wholesale and at retail.

C. To buy, sell and otherwise deal in, both at wholesale and retail, machines, machinery, equipment, building and construction materials and all other tangible personal property 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, businesses, 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.

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 engage generally and to perform any and all acts reasonably necessary or incidental to the conduct of a general business dealing in equipment, machinery and supplies, the purchase, sale and exchange of all equipment, parts and accessories incidental thereto and to deal in, buy, sell, lease and exchange tangible personal property of every nature and description.

Fourth: The Post Office address of the principal office of the corporation is 1138 Oak Hill Avenue, Hagerstown, Washington County, Maryland. The resident agent of the corporation is W. Louis Plummer, whose Post Office address is 1138 Oak Hill 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 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 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 W. Louis Plummer, Frances L. Plummer and E. James Plummer.

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.

*W. Louis Plummer*  
W. Louis Plummer

*Frances L. Plummer*  
Frances L. Plummer

*Charles F. Wagaman*  
Charles F. Wagaman

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

I HEREBY CERTIFY, That on this 27th day of June, A. D., 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared W. Louis Plummer, Frances L. Plummer and Charles F. Wagaman, personally known to me to be the persons whose names are subscribed to the foregoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

*Beulah E. Sherman*  
Beulah E. Sherman  
Notary Public

My Commission Expires: July 1, 1967



ARTICLES OF INCORPORATION  
OF  
CONTRACTORS LEASING, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 421068  
SEP 19 8 52 AM '67  
LIBER        FOLIO         
LAND  INDEXED   
VAUGHN J. BAKER AGT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 29, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A: 13185

Recorded in Liber 7606, 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 \$..15.00.....

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. Barton*



RECEIVED FOR RECORD September 19, 1967 at 8:52 A.M. Receipt No.  
LIBER 17 49068

WALLACE HAIRSTYLISTS OF HOLIDAY, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY;

That we, the subscribers, BUTLER WALLACE, whose post-office address is 26 East Antietam Street, Hagerstown, Maryland; THOMAS DELUZIO, whose post-office address is 6230 3rd Street, N. W. Washington 11, D. C. and DIANE KITTEL, whose post office address is 26 East Antietam Street, Hagerstown, Maryland, 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 HAIRSTYLISTS OF HOLIDAY, 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 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 obligations 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 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.

(g) 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, 26 East Antietam Street, Hagerstown, 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 of 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 pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any directors may be a member or 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 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.



ARTICLES OF INCORPORATION

OF

PLACE HAIRSTYLISTS OF HOLIDAY, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 29064  
SEP 19 8 52 AM '67  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  *2000*   
VARGHM J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland June 23, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 13090

Recorded in Liber *2606*, folio *90*<sup>5</sup>, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$15.00.....

To the clerk of the Circuit Court of Washington County

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

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

*Charles J. Barton*



RECEIVED FOR RECORD September 19, 1967 at 8:52 A.M. Receipt No. 49068  
LIBER 17

ARTICLES OF INCORPORATION  
OF  
PARADISE HEIGHTS, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Paul Ottinger, whose post office address is 100 West Washington Street, Hagerstown, Maryland, Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland, and Howard W. Gilbert, Jr., whose post office address is 100 West Washington Street, Hagerstown, Maryland, all being over twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (hereinafter called the "Corporation" ) is Paradise Heights, Incorporated.

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

(a) To purchase, lease, exchange or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, exchange, convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, build or maintain for the purposes of the Corporation, either directly or through ownership of stock in any corporation, any lands, offices, stores, motels, trailer parks, recreation resorts, apartment houses, marinas, restaurants, homes and water or sewerage systems used for any of the foregoing, together with all easements, privileges and licenses pertaining thereto; and to sell, lease or otherwise dispose of the lands, buildings or other property of the Corporation, or any part thereof.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this state is 100 West Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is

Paul Ottinger, whose post office address is 100 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

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

(b) The holders of the common stock of the Corporation shall be entitled to a preemptive right to subscribe for or purchase, in the proportions which their holdings of common stock bear to the outstanding common stock, any shares of common stock issued in addition to the number of shares authorized and issued at the time of formation of the Corporation, regardless of whether such additional shares are issued for cash or for property. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of notice in writing from the Corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

(c) Any shareholder desiring to sell any of the shares of the Corporation shall first offer said shares to the Corporation and the other shareholders in the following manner:

(1) Such shareholder shall give written notice by registered or certified mail to the secretary of the Corporation of his intention to sell such shares. Said notice shall specify the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The Corporation shall have ten days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered. Such purchase may be authorized by the Board of Directors without any action by the shareholders of the Corporation.

(2) In the event that the Corporation should fail to purchase all of such shares within the said ten day period, the secretary of the Corporation shall, within five days thereafter, give written notice to each of the other shareholders of record, stating the number of shares offered for sale but not purchased by the Corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last address as it appears on the books of the Corporation. Within ten days after the mailing of said notices, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the secretary of the Corporation a written offer for the number of shares desired by him, accompanied by the purchase price therefor with authorization to pay such purchase price against delivery of such shares.

(3) If the shareholders offer to purchase more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such proportion of said shares as the number of shares of the Corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of said shares to which any shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the overplus as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

(4) If none or only a part of the shares offered for sale is purchased by the Corporation or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter the right to sell said shares not so purchased to such person or persons as he desires, provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than those specified in the written notice he gave to the Corporation.

(5) Any sale of the shares of the Corporation shall be null and void unless the provisions of this Article Fifth (c) are strictly observed and followed. However, the foregoing restrictions on sale of stock shall not apply if a shareholder desires to, and does in fact, sell on bona fide basis to his/her spouse or any person who stands in a blood relationship to the shareholder. The term "sale" shall be deemed to cover any exchange of property even though no cash is transferred in the exchange.

SIXTH: The Corporation shall have five (5) directors, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and Paul Ottinger, Fenna Leigh Clark, Almeta Whited Schunick, Mildred W. Houtz and Grace Bennett shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

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

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

any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

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

(f) The Board of Directors shall have power 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 27th day of June, 1967.

WITNESS:

Joanne Snyder  
Joanne Snyder

Joanne Snyder  
Joanne Snyder

Joanne Snyder  
Joanne Snyder

Paul Ottinger  
Paul Ottinger

Kenneth J. Mackley  
Kenneth J. Mackley

Howard W. Gilbert, Jr.  
Howard W. Gilbert, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 27th day of June, 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul Ottinger and Kenneth J. Mackley and Howard W. Gilbert, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.



*Joanne Snyder*  
Joanne Snyder, Notary Public

My Commission Expires:  
July 1, 1969



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 47008  
SEP 19 8 52 AM '67  
LIBER FOLIO  
LAND OFFICER  
VAUGHN L. BAKER, ASST. CLERK

ARTICLES OF INCORPORATION  
OF  
PARADISE HEIGHTS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 28, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 13196

Recorded in Liber 7607, folio 16, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$..20.00.....Recording fee paid \$..15.00.....

To the clerk of the Circuit Court of Washington County

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

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

*Charles B. [Signature]*



RECEIVED FOR RECORD September 19, 1967 at 8:52 A.M. Receipt No.  
LIBER 17 49068

ARTICLES OF INCORPORATION  
OF  
ZIP CAR WASH, INC.

This is to Certify:

FIRST: That we, the subscribers, Lee R. Hamner, whose post office address is Main Street, Waynesboro, Pennsylvania; Billie D. Barnhart, whose post office address is Route No. 6, Hagerstown, Maryland; and Wayne G. Wishard, whose post office address is 2207 Ontario 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 corporation, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

ZIP CAR WASH, INC.

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

(A) To introduce, erect, operate, conduct, manage, maintain and carry on a cash wash business, including drive-in type car wash using coin operated automatic devices and all other associated products; to buy, sell, lease, or otherwise dispose of and to operate, conduct, furnish, equip and manage car wash businesses both the automatic type and manual, garages, filling stations and generally do and perform everything necessary for carrying out the

aforesaid purposes.

(B) To buy, sell, exchange and generally deal in real estate, improved and unimproved, and buildings of every class and description; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restrictions or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country, subject to the laws of such state, territory, or foreign country.

(C) 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 2320 Virginia Avenue, Hagerstown, Washington County, Maryland; the resident agent of the Corporation is Wayne G. Wishard, whose post office address is 2207 Ontario Drive, Hagerstown, Washington County, Maryland, said resident agent is a citizen of the

State of Maryland, and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (100,000) shares of the par value of One (\$1.00) Dollar per share, all of which shares are common stock and having an aggregate par value of One Hundred Thousand (\$100,000) Dollars.

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Lee R. Hamner, Billie D. Barnhart and Wayne G. Wishard.

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, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized; for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

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

any such director or directors might have interests therein which are or might be adverse to the interests of this Corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate this Corporation upon such contract or transaction; and no director or directors having such adverse interest shall be liable to this Corporation or to any stockholder or creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such director or directors be accountable for any gains or profits realized thereon; always provided, however, that such contract or transaction shall, at the time it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that at the time were fair, and provided that the fact that such director or directors are so interested shall have been disclosed to the Board of Directors or shall have been known to a majority of the Board of Directors.

TENTH: The affirmative vote of the stockholders holding all of the issued and outstanding shares shall be necessary to constitute a quorum at any stockholders' meetings and to pass any resolution or to take any action requiring the vote of stockholders.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 12 day of May, A.D., 1967.

WITNESS:

[Signature]  
[Signature]  
[Signature]

Lee R. Hamner (SEAL)  
 Lee R. Hamner

Billie D. Barnhart (SEAL)  
 Billie D. Barnhart

Wayne G. Wishard (SEAL)  
 Wayne G. Wishard

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this *12<sup>th</sup>* day of *May*, 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Lee R. Hamner, Billie D. Barnhart, and Wayne G. Wishard, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.



*Mary Bishop*  
Notary Public

Commission Expires:  
July 1, 1967.

500 N. W. 10th St.  
Miami, Fla. 33136

ARTICLES OF INCORPORATION  
OF  
ZIP CAR WASH, INC.

STATE OF MD., COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 24728  
SEP 19 8 52 AM '67  
LIBER FOLIO  
LAND  JACOBS  
VAUGHN L. SANDER EST. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 22, 1967 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 13068

Recorded in Liber 7605, folio 437 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00..... Recording fee paid \$17.00.....

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. Barton*



RECEIVED FOR RECORD September 19, 1967 at 8:52 A.M. Receipt No. 49068  
LIBER 17

ARTICLES OF INCORPORATION  
OF  
MARTIN ESTATES, INC.

THIS IS TO CERTIFY:-

FIRST: That we, the subscribers, Oliver H. Martin, whose postoffice address is Route #6, Hagerstown, Maryland; Ammon H. Martin, whose postoffice address is Route #5, Hagerstown, Maryland; Ellen D. Martin, whose postoffice address is Route #5, Hagerstown, Maryland; and Ada R. Martin, whose postoffice 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 of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is MARTIN ESTATES, 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, 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 re-issue 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 Corporations for its corporate purposes.

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

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

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

pressed, 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 2015 Pennsylvania Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Oliver H. Martin, whose postoffice address is Route #6, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Two Hundred Fifty (250) shares of the par value of One Thousand (\$1,000.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is Two Hundred Fifty Thousand (\$250,000.00) Dollars.

SIXTH: The Corporation shall have four (4) directors and Oliver H. Martin, Route #6, Hagerstown, Maryland; Ammon H. Martin, Route #5, Hagerstown, Maryland; Ellen D. Martin, Route #5, Hagerstown, Maryland; and Ada R. Martin, Route #6, 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 firms 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 the 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 22nd day of June, 1967.

WITNESS:

Dolores R. Wiedeman as to Oliver H. Martin (SEAL)  
Oliver H. Martin

Dolores R. Wiedeman as to Ammon H. Martin (SEAL)  
Ammon H. Martin

Dolores R. Wiedeman as to Ellen D. Martin (SEAL)  
Ellen D. Martin

Dolores R. Wiedeman as to Ada R. Martin (SEAL)  
Ada R. Martin

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 22nd day of June, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Oliver H. Martin, Ammon H. Martin, Ellen D. Martin and Ada R. Martin, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Dolores R. Wiedeman  
Notary Public



My Commission Expires: July 1, 1967.

OF

MARTIN ESTATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 28, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 29868  
SEP 18 8 52 AM '67  
LIBER FOLIO  
LAND RECORDS  
VAUGHN BARRACKS CLERK

A 13183

Recorded in Liber 7606, folio 537<sup>8</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 50.00 Recording fee paid \$ 19.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved 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. Bartons*



RECEIVED FOR RECORD September 19, 1967 at 8:53 A.M. Receipt No.  
LLBER 17 49068

ARTICLES OF INCORPORATION

OF

COLONIAL MOTEL, INC.

THIS IS TO CERTIFY:

FIRST. That we, the subscribers, John H. Koob, whose postoffice address is 2749 Pennsylvania Avenue, Hagerstown, Maryland; Ida T. Koob, whose postoffice address is 2749 Pennsylvania Avenue, Hagerstown, Maryland; and R. Noel Spence, whose postoffice address is 107 Windsor Circle, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND. That the name of the corporation (which is herein after called the Corporation) is COLONIAL MOTEL, INC.

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

(a) To carry on a general motel or hotel business for transient and permanent trade and any or all allied or kindred businesses thereto including therein the right to operate in connection therewith a tavern or restaurant and such other services as may be found necessary in connection with the operation of a general motel or hotel business.

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

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

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

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, 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 of the aforesaid businesses or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certifi-

cates 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 ef-

fectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 2749 Pennsylvania Avenue, Hagerstown, Maryland. The resident agent of the Corporation is R. Noel Spence, whose postoffice address is 123 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH. The total number of shares of stock which the Corporation has authority to issue is one 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 three (3), which number may be increased to six (6) pursuant to the By-Laws of the Corporation but shall never be less than three (3); the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are John H. Koob, Ida P. Koob 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, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

meeting.

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

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

(g) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not 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 2<sup>nd</sup> day of June, 1967.

Witness:

John H. Koob  
John H. Koob

Ida T. Koob  
Ida T. Koob

Sandra D. Mercer

R. Noel Spence  
R. Noel Spence

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2<sup>nd</sup> day of June, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John H. Koob, Ida T. Koob and R. Noel Spence and acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.



Sandra D. Mercer  
Notary Public

My commission expires:  
July 1, 1967

ARTICLES OF INCORPORATION  
OF  
COLONIAL MOTEL, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 5 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 4968  
SEP 19 8 33 AM '67  
LIBER 7603  
LAND 292  
VAUGHN J. BARKER, CLERK

A 12847

Recorded in Liber 7603, folio 292 of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00.....Recording fee paid \$ 21.00.....

405

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved 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. Bostgen*



RECEIVED FOR RECORD September 19, 1967 at 8:53 A.M. Receipt No.  
LIBER 17 49068

ANTIETAM CABLE T.V., INCORPORATED  
ARTICLES OF AMENDMENT  
(Under Sections 11-12)

Antietam Cable T. V., Incorporated, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the 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 which the Corporation has authority to issue shall be four hundred thousand (400,000) shares of capital stock of the par value of One (\$1.00) Dollar per share. The aggregate par value of all shares is Four Hundred Thousand (\$400,000.00) Dollars.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on April 12, 1967, 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 May 3, 1967.

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.

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

The total number of shares of stock which the Corporation has authority to issue is Two Hundred Thousand (200,000) shares of capital stock of the par value of One Dollar (\$1.00) a share, all of one class, and having an aggregate par value of Two Hundred Thousand (\$200,000) Dollars.

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

The total number of shares of stock which the Corporation has authority to issue shall be four hundred thousand (400,000) shares of capital stock of the par value of One (\$1.00) Dollar per share. The aggregate par value of all shares is Four Hundred Thousand (\$400,000) Dollars.

IN WITNESS WHEREOF, Antietam Cable T.V., 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, this 9<sup>th</sup> day of May, 1967.

ANTIETAM CABLE T.V., INCORPORATED

ATTEST:

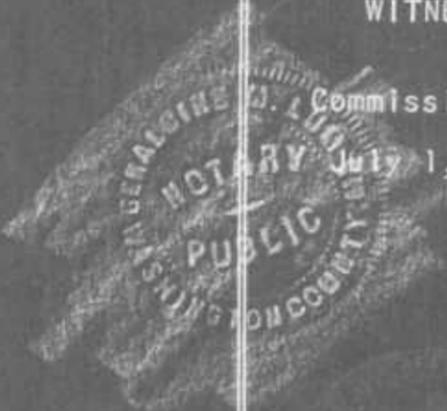
*David W. Byron*  
David W. Byron, Secretary

By *E. Leister Mobley, Jr.*  
E. Leister Mobley, Jr.  
President

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

I hereby certify that on this 9<sup>th</sup> day of May, 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared E. Leister Mobley, Jr., President of Antietam Cable T. V., Incorporated, 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 David W. Byron 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.



Commission Expires July 1, 1967

*Geraldine M. Lum*  
Notary Public

ARTICLES OF AMENDMENT

OF

ARTIETAM CABLE T.V., INCORPORATED

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 4908  
MAY 19 8 53 AM '67  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  TACED   
VIRGIN J. BAKER AGT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland May 19, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A: 12592

Recorded in Liber 7600, folio 523 <sup>4</sup> one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Washington County

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

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

#385

*Charles G. Bortner*



ANTIETAM MOTORS, INCORPORATED

ARTICLES OF REVIVAL

(Under Section 85)

Antietam Motors, Inc<sup>corporated</sup>, 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 MARYLAND, that:

FIRST: The charter of the Corporation was forfeited on December 2, 1964, 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 Antietam Motors, Incorporated.

THIRD: The name by which the Corporation will hereafter be known is Antietam Motors, Incorporated.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is No. 950 Dual Highway, 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 Harry E. Toston, c/o Antietam Motors Inc., 950 Dual Highway, 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;

(d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

FOR EXECUTION BY OFFICERS:

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on April 14, 1967.

*Owen R. Jones*  
Owen R. Jones  
Last Acting President

*Harry E. Toston*  
Harry E. Toston  
Last Acting Secretary



STATE OF MARYLAND,

County of Washington, ss:

I HEREBY CERTIFY that on April 14, 1967, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Owen R. Jones, the last acting President and Harry E. Toston, the last acting Secretary of Antietam Motors, 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.

*[Signature]*  
Notary Public  
7/1/67

ARTICLES OF REVIVAL

OF  
ANTIETAM MOTORS, INCORPORATED

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 19068  
SEP 19 8 53 AM '67  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  ZWEGA   
VAUGHN L. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 27, 1967 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 13148

Recorded in Liber 7606, folio 311, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

SPECIAL FEE  
~~XXXXXXXXXX~~ paid \$25.00 ..... Recording fee paid \$ 15.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved 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. Rustgen*



RECEIVED FOR RECORD September 19, 1967 at 8:53 A.M. Receipt No  
LIBER 17 49067

State Department of Assessments & Taxation  
301 West Preston Street  
State Office Building  
Room 702  
Baltimore, Maryland 21201

Pursuant to the provisions of Section 8 of Article 23 of the Annotated Code of Maryland, George H. Day, Inc., the undersigned Maryland Corporation, hereby notifies the Maryland State Department of Assessments & Taxation as follows:

FIRST: That under Resolution adopted by the Board of Directors of the corporation on April 28, 1967, a certified copy of which is filed herewith, the Resident Agent of the corporation in the State of Maryland has been changed to John M. Colton, whose post office address is 138 West Washington Street, Hagerstown, Maryland, 21740. The Resident Agent so designated is an individual actually residing in the State of Maryland.

SECOND: That under Resolution adopted by the Board of Directors of the corporation on April 28, 1967, a certified copy of which is filed herewith, the principal office of the corporation in the State of Maryland has been changed from Dual Highway, Route No. 1, Hagerstown, Maryland, to Room 317, 138 West Washington Street, Hagerstown, Maryland, 21740.

GEORGE H. DAY, INC.

BY: Doris V. Hoffman  
Doris V. Hoffman, Vice-President

DATED: July 17, 1967

I, Phyllis L. Doyle, of Washington County, Maryland, do hereby certify that I am the duly qualified and acting Secretary of George H. Day, Inc., a Maryland Corporation, and that the following are true and exact copies of the Resolutions of the Board of Directors of George H. Day, Inc., adopted at a special meeting of the Board of Directors of George H. Day, Inc., held in Hagerstown, Maryland, on April 28, 1967:

Upon Motion duly made, seconded and carried,

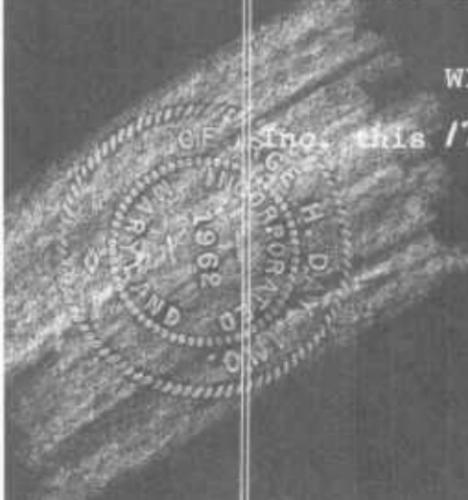
IT WAS RESOLVED, that the Resident Agent of this corporation in the State of Maryland, has been changed to John M. Colton, whose Post Office address is 138 West Washington Street, Hagerstown, Maryland, 21740. The Resident Agent so designated is an individual actually residing in the State of Maryland.

Upon Motion duly made, seconded and carried,

IT WAS RESOLVED, that the principal office of the corporation in the State of Maryland has been changed from Dual Highway, Route No. 1, Hagerstown, Maryland to Room 317, 138 West Washington Street, Hagerstown, Maryland, 21740.

AND, I further certify that the foregoing Resolutions are still in full force and effect, without alteration or amendment.

WITNESS my hand and the seal of the said George H. Day, Inc. this 17<sup>th</sup> day of July, A.D., 1967.

  
*Phyllis L. Doyle*  
Phyllis L. Doyle, Secretary of  
George H. Day, Inc.

NOTICE OF CHANGE OF PRINCIPAL OFFICE  
AND CHANGE OF RESIDENT AGENT

OF

GEORGE H. DAY, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. ~~11866~~ 4967  
SEP 19 8 53 AM '67  
LIBER FOLIO  
LAND RECORDS  
WALTER A. BAKER, ACT. CLERK

received for record July 25, 1967  
and recorded in Liber F No. 610

, at 9:26 A. M.

Folio No. 398 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the Clerk of the Circuit Court of Washington County.

AA N<sup>o</sup> 4781

3

SPECIAL FEE PAID \$3.00  
Recording Fee Paid 4.00  
\$7.00

Mr. Clerk - please mail to Mr. John M. Colton  
138 West Washington Street  
Hagerstown, Md. 21740

RECEIVED FOR RECORD September 19, 1967 at 8:53 A.M. Receipt No. 49067  
POTOMAC VALLEY FIRE COMPANY, INC. LIBER 17

## ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Joseph Wilhide, Robert Melcher and Oscar Otzelberger, the Post Office address of each being Route 1, (Samples Manor, Maryland) Harpers Ferry, West Virginia, all in Washington County, State of Maryland, and each of whom is at least 21 years of 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 (which is hereinafter called the "Corporation") is Potomac Valley Fire Company, Inc.

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

(a) To acquire and own fire apparatus for use by the Corporation in the protection of persons and property from injury, loss, damage, or destruction by fire and fraud; to own and acquire land and to construct and erect buildings for corporate purposes, for the use of the members of the corporation in connection with the housing of fire apparatus and for the providing of a place of meeting for the members of the corporation.

(b) To buy, purchase, lease, rent, acquire by gift, or otherwise, real estate to be used in connection with the operation of a fire company and activities normally associated therewith.

(c) To raise the necessary funds for carrying out the objects of this Corporation by soliciting contributions, fees, or dues, borrowing money and issuing notes, bonds, or other evidence of such indebtedness, and executing mortgages, deed of trusts, or other instruments, for the purpose of securing the repayment of any such indebtedness.

(d) To enter into any contract or agreement that will further the objects of this Corporation.

(e) To purchase, lease, acquire by gift or devise, any real, personal, or mixed property, for the use of the Corporation in carrying out the objects of the Corporation.

Page 2

That the foregoing objects and purposes are in no wise intended to limit the powers of this Corporation; the Corporation shall have all powers and privileges and shall be subjected to all the limitations and provisions provided by the General Laws of Maryland, authorizing the formation of Corporations, and that the enumeration of the aforesaid powers is not intended to be exclusive or to act as a waiver of any other powers, rights, or privileges granted by the laws of the State of Maryland, now or hereinafter in force.

FOURTH: The principal office of the Corporation is to be located in Samples Manor, Maryland. The resident agent of the corporation is Charles Thompson, whose post office address is Box 294, Route 1 (Samples *Wash. Co.* Manor, Maryland) Harpers Ferry, West Virginia, 25425. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three Directors and Joseph Wilhide, Robert Melcher and Oscar Otzelberger 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 from time to time by a majority vote of the members present at the annual meeting of the Corporation.

SIXTH: The first officers of this Corporation shall be: Joseph Wilhide, President, Robert Melcher, Secretary, and Oscar Otzelberger, Treasurer, and they shall continue to serve in their respective capacity until their successors are duly chosen and qualified.

SEVENTH: This Corporation shall be a non profit Corporation and it shall have no capital stock.

EIGHTH: The Board of Directors of this Corporation shall have the power to enact and adopt By-Laws and provide therein for the manner of exercising any and all powers of this Corporation. The By-Laws may be amended at any time by a majority vote of the Board of Directors.

Page 3

IN WITNESS WHEREOF, we have signed these Articles of Incorporation,  
this 17<sup>th</sup> day of June, 1967.

WITNESS:

<u>Howell C. Happ</u>	<u>Joseph Wilhide</u> (SEAL) Joseph Wilhide
<u>Howell C. Happ</u>	<u>Robert Melcher</u> (SEAL) Robert Melcher
<u>Howell C. Happ</u>	<u>Oscar Otzelberger</u> (SEAL) Oscar Otzelberger

STATE OF MARYLAND

COUNTY OF WASHINGTON

I hereby certify that on this 17<sup>th</sup> day of June, 1967, before me,  
the subscriber, a Notary Public, duly commissioned and qualified, in and  
for the State and County aforesaid, personally appeared Joseph Wilhide,  
Robert Melcher and Oscar Otzelberger, and duly acknowledged the foregoing  
Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Charles P. Thompson  
Notary Public



Prepared by Howell C. Happ, Attorney, Boonsboro, Maryland

ARTICLES OF INCORPORATION

OF

POTOMAC VALLEY FIRE COMPANY, INC.

STATE OF MD.  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD  
 RECEIPT NO. 49067

SEP 19 8 53 AM '67

LIBER        FOLIO       

LAND  INCORP.   
 VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland July 19, 1967 at 8:30 o'clock A.M. as in conformity  
 with law and ordered recorded.

A. 13489

Recorded in Liber 7610, folio 124, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 ..... Recording fee paid \$ 15.00 .....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
 has been received, approved 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. Bostgen*



Received for Record Sept. 22, 1967 at 3:20 P. M. Liber 17  
Receipt No. 49258

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF THE  
FARMERS AND MERCHANTS BANK OF HAGERSTOWN, MARYLAND

THIS IS TO CERTIFY, that a meeting of the Board of Directors of the Farmers and Merchants Bank of Hagerstown, Maryland, of Hagerstown, Maryland, held on the 15<sup>th</sup> day of August, 1967, at which more than a majority of the said Board was present, a motion was duly made, seconded and unanimously carried, that the Board of Directors of the Farmers and Merchants Bank of Hagerstown, Maryland, of Hagerstown, Maryland, recommend to the stockholders of the corporation that the capital stock of the corporation be increased from Three Hundred Thousand (\$300,000.00) Dollars to Four Hundred Seventy-Five (\$475,000.00) Dollars and that the corporation issue Two Hundred Seventy-Five (\$275,000.00) Dollars in capital notes, and that the certificate of incorporation of the Corporation be amended to effect that result, and that a special meeting of the stockholders of the Corporation be called for the purpose of considering such recommendation of the Board, and taking such action thereon as may be deemed by them proper in the premises.

That pursuant to a notice of a special meeting of the stockholders, sent to all of the stockholders of the Corporation in pursuance of the aforementioned action of the Board of Directors, and setting forth the object of the meeting, as well as the time and place thereof, and giving the period of notice required by law in the premises, a meeting of the stockholders of the Farmers and Merchants Bank of Hagerstown, Maryland, of Hagerstown, Maryland, was duly held on the 12th day of September, 1967, at which the holders of more than two-thirds of the stock of the Corporation outstanding and entitled to vote were present in person or by proxy; that at said meeting the aforementioned recommendation of the Board

of Directors was duly read to the stockholders, and by them considered; that thereupon, upon motion duly made, seconded and unanimously carried, it was resolved that the section of the Articles of Incorporation of the Farmers and Merchants Bank of Hagerstown, Maryland, of Hagerstown, Maryland, as follows:

"SECTION FOURTH. The total amount of the capital stock of said Bank is Three Hundred Thousand (\$300,000.00) Dollars, divided into Thirty Thousand (30,000) shares of the par value of Ten (\$10.00) Dollars each." be and the same is hereby changed to read as follows:

"SECTION FOURTH. The total amount of the capital stock of said Bank is Four Hundred Seventy-Five Thousand (\$475,000.00) Dollars divided into Forty-Seven Thousand Five Hundred (47,500) shares of the par value of Ten (\$10.00) Dollars each, and an issue of capital notes in the amount of Two Hundred Seventy-Five Thousand (\$275,000.00) Dollars."

Of the additional shares hereinabove authorized by this Amendment totaling Seventeen Thousand Five Hundred (17,500), Seven Thousand Five Hundred (7,500) shares of such increase shall be paid to the present stockholders as a 25% stock dividend; that is to say, one (1) share of the additional stock so authorized will be paid as a stock dividend for each four (4) shares now held by a stockholder.

All fractional shares resulting from the payment of one (1) additional share of stock for each four (4) old shares now held by a stockholder shall be sold at public sale in front of the Court House in Hagerstown, Maryland, and the net proceeds received therefrom shall be distributed to the stockholders entitled thereto.

The remaining Ten Thousand (10,000) shares herein authorized shall be sold to the present stockholders and if not purchased by them, to other persons at a price of Twenty-Five (\$25.00) Dollars per share, Ten (\$10.00) Dollars of which shall be credited

to capital and the remaining excess to the surplus of the Bank.

That at said meeting of the stockholders of the Farmers and Merchants Bank of Hagerstown, Maryland, of Hagerstown, Maryland, it was further resolved that a Certificate be executed by the proper officers of the Corporation, as is hereby done, setting forth the said Amendment to the Articles of Incorporation, and that such further action be taken in the premises by the proper officers of the Corporation as may be requisite to render the said Amendment effectual.

IN WITNESS WHEREOF, the President and Cashier of the Farmers and Merchants Bank of Hagerstown, Maryland, of Hagerstown, Maryland, have hereunto affixed their signatures this 19<sup>th</sup> day of September, 1967, and certify that the foregoing resolutions were passed as above set forth, and the said President and Cashier have further acknowledged this Certificate of Amendment for and on behalf of the said Corporation.



*Richard G. Wantz*  
President of the Farmers and Merchants Bank of Hagerstown, Maryland, of Hagerstown, Maryland.

*W. Norman Reed*  
Cashier of the Farmers and Merchants Bank of Hagerstown, Maryland, of Hagerstown, Maryland.

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

I HEREBY CERTIFY that on this 19<sup>th</sup> day of September, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Richard G. Wantz, President of the Farmers and Merchants Bank of Hagerstown, Maryland, and W. Norman Reed, Cashier of the said Bank, and on behalf of the Farmers and Merchants Bank of Hagerstown, Maryland, each acknowledged the foregoing Certificate of Amendment as the act and deed of said Corporation.



WITNESS my hand and Notarial Seal.

*Samuel G. Reel, Jr.*  
Notary Public

My commission expires 1 July 1969

Samuel G. Reel, Jr.

CERTIFICATE OF APPROVAL OF BANK COMMISSIONER

I DO HEREBY approve the foregoing Certificate of Amend-  
ment to the Articles of Incorporation of the Farmers and Merchants  
Bank of Hagerstown, Maryland, of Hagerstown, Maryland.

As WITNESS my hand this 21st day of September, 1967.



*Miriam Beck Graham*  
Bank Commissioner of the State of Maryland

Mer. Corp. Trust Co. 277 Park Ave N.Y. 10017

11/1/68

Received for Record Nov. 7, 1967 at 10:00 A. M.

81

STATE OF MARYLAND



Nº 11

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
CERTIFICATE OF CONSOLIDATION OR MERGER  
(FOREIGN CORPORATIONS—SECTION 93A)

To the Clerk of the ..... Circuit ..... Court for ..... Washington County .....

Pursuant to Article 23, Section 93A, of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that an instrument of consolidation or merger has been filed in its office by ..... GETTY OIL COMPANY, P. O. Box 108, Wilmington, Del. 19899.. which said document of consolidation or merger was received by said Department on October 2, 1967 and in accordance with said Article and Section of the Code it is further certified:

- (a) The names and jurisdictions of incorporation of the merging or consolidating corporations are  
..... TIDEWATER OIL COMPANY --- Delaware Corporation .....
- ..... MISSION DEVELOPMENT COMPANY --- Delaware Corporation .....

(b) The name and jurisdiction of incorporation of the surviving or new corporation is .....  
..... GETTY OIL COMPANY --- Delaware Corporation .....

(c) The location of the principal office in Maryland (if any) of the surviving or new corporation is ..... none .....

(d) The document of consolidation or merger is dated ..... July 24th, 1967 .....

(e) The date of receipt for record of the document of consolidation or merger in the office of the officer or agency of the jurisdiction of incorporation of the new or surviving corporation, as set forth in an officially certified copy thereof filed with this Department, was ..... September 20th, 1967 .....

AS WITNESS to the act of the State Department of Assessments and Taxation at Baltimore, this ...1st... day of ..... November....., 19..67., I have set my hand and caused the seal of said Department to be hereto affixed.



..... John J. Raub .....

11/2/67

Received for record December 14, 1967 at 11:29 A.M. Liber 17,  
Receipt No. 52094

## ARTICLES OF INCORPORATION

OF

DANIEL D. MILLER, INCORPORATED.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Daniel D. Miller, whose post office address is Matthiessen Park, Irvington, New York, Edwin H. Miller, whose post office address is Maryland National Bank Building, Hagerstown, Maryland, and Leo H. Miller, whose post office address is Maryland National Bank Building, 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: "DANIEL D. MILLER, INCORPORATED".

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 a general advertising business, both as principals and agents, including the preparation and arrangement of advertisements and the manufacture and construction of advertising devices and novelties; to erect, construct, purchase, lease or otherwise acquire, fences, bill-boards, sign-boards, buildings and other structures suitable for advertising purposes; to carry on the business of printers, publishers, painters and decorators, in connection with the advertising business, and to make and carry out contracts of every kind that may be necessary or conducive to the accomplishment of any of the purposes of the company.

2. To carry on the business of hotel representatives, sales consultants, travel agents, and any other business which may be usefully carried on in connection with such business, and to acquire and undertake the whole or any part of the business, property and liabilities of any person or corporation carrying on

such business, or any other business which may be usefully carried on therewith.

3. To engage in and carry on a general advertising business by the circulation and distribution and the display of cards, signs, posters, hand-bills, programs on radio or television or in any other manner.

4. To make contracts with individuals and corporations for the exclusive use of their property and to purchase, control and use individual rights, easements and contracts, and to have all the rights, powers, privileges and franchises incident thereto.

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

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

7. To 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 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 place at which the principal office of the Corporation in this State will be located is: Room #206, Maryland National Bank Building, Hagerstown, Maryland. Zip: 21740. The Resident Agent of the Corporation is: Leo H. Miller, whose post office address is No. 207 W. Irvin Avenue, Hagerstown, Maryland. Zip: 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three directors, and Daniel D. Miller, Ann R. Miller and Leo H. Miller, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each.

SEVENTH: The management of the property, business and affairs of the Corporation shall be vested in the Board of Directors, who shall dictate its general business policy and, subject to any provisions of statute or to the vote of its stockholders, determine all matters and questions pertaining to its business and affairs.

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

whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

2. The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

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

4. The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the Directors of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 7<sup>th</sup> day of July, 1967.

WITNESS:

Josephine Gross

John E. Stone

Daniel D. Miller  
Daniel D. Miller

Edwin H. Miller  
Edwin H. Miller

Leo H. Miller  
Leo H. Miller

STATE OF NEW YORK, COUNTY OF New York, to-wit:

I HEREBY CERTIFY, That on this 11<sup>th</sup> day of July, 1967, before me, the subscriber, a Notary Public in and for the State and County - - - - - aforesaid, personally appeared Daniel D. Miller and acknowledged the foregoing Articles of Incorporation to be his act.

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

My commission expires:

MARGUERITE E. BULLOCK  
NOTARY PUBLIC, State of New York ✓  
No. 21-2517550  
Qualified in New York County  
Certificate filed in New York County  
Commission Expires March 30, 1968

Marguerite E. Bullock  
Notary Public



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

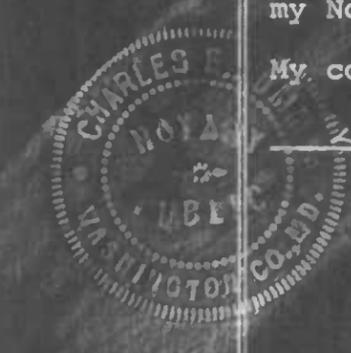
I HEREBY CERTIFY, That on this 12<sup>th</sup> day of July, 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edwin H. Miller and Leo H. Miller, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

My commission expires:

JULY 1, 1969

Charles E. Linn  
Notary Public



ARTICLES OF INCORPORATION

OF

DANIEL D. MILLER, INCORPORATED

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 5244  
JUL 14 11 29 AM '67  
LIBER FOLIO  
LAD  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland July 27, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 13616

Recorded in Liber 7611, folio 269 <sup>6</sup> one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles J. Carter*



ROBERTS INSULATION AND SUPPLY CO., INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Thomas E. Ott, whose post office address is 2200 Fairfax Road, Hagerstown, Maryland; Alice R. Ott, whose post office address is 2200 Fairfax Road, Hagerstown, Maryland; and Walter A. Gillespie, whose post office address is Route 2, Mapleville Road, Boonsboro, 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

ROBERTS INSULATION AND SUPPLY CO., INC.

THIRD: The purposes 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 wholesale and retail sale of all types of insulation materials and equipment.
2. To engage in the application and installation of insulation of any kind to any and all buildings of every kind and description.
3. To process, deal in, manufacture, install, store, handle, transport, or otherwise work in or with building materials of all kinds, including lumber, roofing, insulating materials, plaster, wall, tile, ornamental and other boards, brick, concrete, structural steel, re-enforcing steel, glass, stone, pottery, tile, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cements and plasters, stucco, stone and gravel, resinous waxes, textiles, incinerators, cesspools and septic tanks, fencing, wire and staples, waterproofing materials, rubber, linoleums, carpets, builders' tools and machinery, and any and every other material, appurtenance, or process useful in, necessary for, or convenient in building, construction, engineering, and maintenance.
4. To purchase or in anywise acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or tenure or any interest therein, and any property connected with the use or development of any property of the company within the State of Maryland, and within any other state or territory of the United States; and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the company; and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company.

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

FOURTH: The post office address of the principal office of the corporation in this State is 301 West Church Street, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State is Thomas E. Ott, 301 West Church Street, Hagerstown, <sup>Wash. Co</sup> Maryland. Said resident agent is a citizen of this state and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into One Thousand (1000) shares of 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 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 Thomas E. Ott, Alice R. Ott and Walter A. Gillespie.

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 now or hereafter authorized, or Securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 24<sup>th</sup> day of August, 1967.

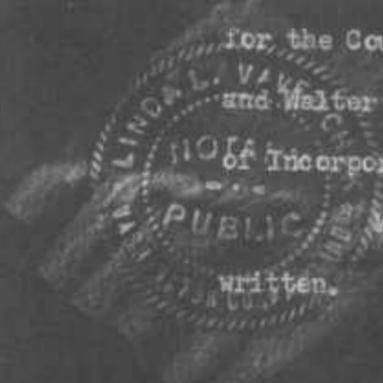
WITNESS:

<u>Linda L. Vaverchak</u>	<u>Thomas E. Ott</u>	(SEAL)
<u>Linda L. Vaverchak</u>	<u>Alice R. Ott</u>	(SEAL)
<u>Linda L. Vaverchak</u>	<u>Walter A. Gillespie</u>	(SEAL)

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

I HEREBY CERTIFY, That on this 24<sup>th</sup> day of August, 1967,

before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Thomas E. Ott, Alice R. Ott and Walter A. Gillespie, 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.

Linda L. Vaverchak  
Notary Public

My Commission Expires:  
July 1, 1969

ARTICLES OF INCORPORATION  
OF  
ROBERTS INSULATION AND SUPPLY CO., INC

STATE OF MD. WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 5214  
AUG 14 11 29 AM '67  
LIBER FOLIO  
LAND  
VIA THE TAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 25, 1967 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 14064

Recorded in Liber 7615, 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 \$15.00

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



Received for record December 14, 1967 at 11:29 A.M. Liber 17,  
Receipt No. 52094

ARTICLES OF INCORPORATION

OF

PARADISE VALLEY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscriber, Robert Lee Trott, whose post office address is 17 East Frederick Street, Williamsport, Maryland, Billie Jo Trott, whose address is 17 East Frederick Street, Williamsport, Maryland, and Robert Lawrence Trott, whose address is 17 East Frederick 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 PARADISE VALLEY, INC..

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

To organize and operate an association exclusively for spiritual rehabilitation purposes, no part of the net earnings of which is to inure to the benefit of any member, shareholder or other individual.

For the general purposes aforesaid, and limited to those purposes, the Corporation shall have the following powers and purposes:

(a) To promote and provide supervision for those activities which would tend to rehabilitate those spiritually weak; to teach and firmly implant to those who seek its care the ideals of honesty, courage and reverence, so that said applicants may be finer, stronger and happier and will be inspired to be good, clean, healthy men; to purchase or lease, and to maintain and operate buildings, playing fields or other structures as incidental to the above purposes, and to sell, lease, mortgage or otherwise dispose of the same.

FOURTH: The post office address of the principal office of the Corporation in this State is 17 East Frederick Street, P. O. Box 107, Williamsport, Maryland. The resident agent of the Corporation is Robert Lee Trott, whose post office address is 17 East Frederick Street, Williamsport, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock. The following shall be the first members of the Corporation: Robert Lee Trott, Billie Jo Trott and Robert Lawrence Trott. 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 membership and prescribe the powers and duties of each class.

SIXTH: The number of Trustees 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 Trustees who shall act until the first annual meeting or until their successors are chosen and duly qualified are: Robert Lee Trott, Billie Jo Trott and Robert Lawrence Trott.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 21st day of August, A.D., 1967.

Robert Lee Trott  
Robert Lee Trott

Billie Jo Trott  
Billie Jo Trott

Robert Lawrence Trott  
Robert Lawrence Trott

WITNESS AS TO ALL:

Maria J. Kitchen

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 21st day of August, A.D., 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert Lee Trott, Billie Jo Trott and Robert Lawrence Trott and did each acknowledge the foregoing Articles of Incorporation to be their respective act and deed.

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

Maria J. Kitchen  
Notary Public



My Commission expires: July 31, 1969

ARTICLES OF INCORPORATION  
OF  
PARADISE VALLEY, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 5244  
DEC 14 11 29 AM '67  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
AND  \_\_\_\_\_  
VAUGHN J. SAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 22, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 14022

Recorded in Liber 7615, folio 273<sup>3</sup> of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles M. [Signature]*



Received for record December 14, 1967 at 11:29 A.M. Liber 17,  
Receipt No. 52094

ARTICLES OF INCORPORATION  
OF  
K & M SELF SERVICE LAUNDRY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Clarence E. Myers, whose postoffice address is 28 Hoffman Drive, Williamsport, Maryland; Helen I. Myers, whose postoffice address is 28 Hoffman Drive, Williamsport, Maryland; Paul D. Koontz, whose postoffice address is Route 2, Greencastle, Pennsylvania; and Mae F. Koontz, whose postoffice address is Route 2, Greencastle, Pennsylvania, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is K & M SELF SERVICE LAUNDRY, INC.

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

(a) To build, erect, maintain, manage and operate dry cleaning establishments, car washes, and laundries and in general to do anything and everything necessary, expedient or incidental to the operation of the same.

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

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

(d) To purchase or otherwise acquire, hold and 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.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner

permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

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

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation

by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict 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 640 Frederick Street, Hagerstown, <sup>Wash. Co</sup> Maryland. The resident agent of the Corporation is Clarence E. Myers, whose postoffice address is 28 Hoffman Drive, Williamsport, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand shares (1,000) 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 Ninety (90) days after the date of such offer.

SIXTH: The Corporation shall have four directors and

Clarence E. Myers, Helen I. Myers, Paul D. Koontz and Mae F. Koontz 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-classifica-

tion 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 8<sup>th</sup> day of August, 1967.

Witness:

Clarence E. Myers (SEAL)  
Clarence E. Myers

Helen I. Myers (SEAL)  
Helen I. Myers

Paul D. Koontz (SEAL)  
Paul D. Koontz

Mae F. Koontz (SEAL)  
Mae F. Koontz

Sandra D. Mercer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 8<sup>th</sup> day of August, 1967, before, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Clarence E. Myers, Helen I. Myers, Paul D. Koontz and Mae F. 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

My commission expires:

7/1/69



OF

K & M SELF SERVICE LAUNDRY, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. *2614*  
DEC 14 11 29 AM '67  
LIBER FOLIO  
LAND CLERK  
VACONIA S. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 11, 1967 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 13886

Recorded in Liber 2614, folio 1, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 ..... Recording fee paid \$ 21.00 .....

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



Received for record December 14, 1967 at 11:29 A.M. Liber 17,  
Receipt No. 52094

ARTICLES OF INCORPORATION  
OF  
RED'S DRIVE-IN, INC.

This Is To Certify:

FIRST: That we, the subscribers, Robert C. Hoffman, whose post office address is 500 Indiana Avenue, Hagerstown, Maryland; Gloria E. Hoffman, whose post office address is 500 Indiana Avenue, Hagerstown, Maryland; and John S. Golden, whose post office address is 500 Indiana 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 corporation, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

RED'S DRIVE-IN, INC.

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

(A) To introduce, erect, operate, conduct, manage, maintain, and carry on a restaurant, including drive-in type restaurants, cafe, and cabaret business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns, cabarets, cafes, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes. To buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import,

and export food and food products of every class and description, fresh, canned, preserved, or otherwise, and to prepare and serve all food, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds.

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

(C) To acquire and operate ice cream and soda fountains, together with all of the fixtures, equipment, machinery, and dishes necessary in connection with a restaurant and ice cream and soda fountain business.

(D) To buy, sell, exchange and generally deal in real estate, improved and unimproved, and buildings of every class and description; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge, or otherwise; to enter into contracts, to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the

purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory or foreign country.

(E) 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 to 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 shall be located at 2049 Pennsylvania Avenue, Hagerstown, Washington County, Maryland; the resident agent of the Corporation is Robert C. Hoffman, whose post office address is 500 Indiana Avenue, Hagerstown, Washington County, Maryland, said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (100,000) shares of the par value of One (\$1.00) Dollar per share, all of which shares are common stock and having an aggregate par value of One Hundred Thousand (\$100,00) Dollars.

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Robert C. Hoffman, Gloria E. Hoffman, and John S. Golden.

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, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized; for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation may enter into contracts or transact business with one or more of its directors or with any firm of which one or more of its directors are members, or with any corporation or association in which one or more of its directors are stockholders, directors or officers, and such contract or transaction shall not be invalidated or in anywise affected by the fact that any such director or directors might have interests therein which are or might be adverse to the interests of this Corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate this Corporation upon such contract or transaction; and no director or directors having such adverse interest shall be liable to this Corporation or to any stockholder or creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such directors or director be accountable for any gains or profits realized thereon; always provided, however, that such contract or transaction shall, at the time it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that at the time were fair, and provided that the fact that such director or directors are so

interested shall have been disclosed to the Board of Directors or shall have been known to a majority of the Board of Directors.

TENTH: The affirmative vote of the stockholders holding all of the issued and outstanding shares shall be necessary to constitute a quorum at any stockholders' meeting and to pass any resolution or to take any action requiring the vote of stockholders.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 24<sup>th</sup> day of July, A.D., 1967.

WITNESS:

[Signature]  
[Signature]  
[Signature]

Robert C. Hoffman (SEAL)  
Robert C. Hoffman  
Gloria E. Hoffman (SEAL)  
Gloria E. Hoffman  
John S. Golden (SEAL)  
John S. Golden

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 24<sup>th</sup> day of July, A.D., 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert C. Hoffman, Gloria E. Hoffman and John S. Golden, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.



My Commission Expires:  
July 1, 1969.

Mary Bidag  
Notary Public

ARTICLES OF INCORPORATION

OF

RED'S DRIVE-IN, INC.

STATE OF M.D.  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD  
 RECEIPT NO. *257*

DEC 14 11 29 AM '67

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

LAND

WAGNER, J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland August 4, 1967 at 8:30 o'clock A. M. as in conformity  
 with law and ordered recorded.

A 13737

Recorded in Liber 7612, folio 368<sup>7</sup>, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 ..... Recording fee paid \$ 17.00 .....

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



Received for record December 15, 1967 at 11:27 A.M., Liber 17, Receipt No. 52127

## LAR MAN, INC.

## ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Roy E. Pittman, whose post office address is 2 Blue Hill, Hancock, Maryland; Betty N. Pittman, whose post office address is 2 Blue Hill, Hancock, Maryland; Roy R. Pittman, whose post office address is 1 Virginia Avenue, Hancock, Maryland; and Doris L. Fauss, whose post office address is High Street, Hancock, 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

## LAR MAN, INC.

THIRD: The purposes 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 production, manufacture, and distribution at both wholesale and retail, of ice cream, ice cream novelties, ices, and other dairy products.
2. To acquire and operate ice cream and soda fountains, together with all of the fixtures, equipment, machinery, and dishes necessary in connection with a restaurant and ice cream and soda fountain business.
3. 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.
4. To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm, or corporation.
5. 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.

6. To buy, sell, exchange, and generally deal in real properties, improved and unimproved and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory, or foreign country.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 2 Blue Hill, Hancock, <sup>Wash. Co.</sup> Maryland. The name and post office address of the resident agent of the Corporation in this state is Roy E. Pittman, 2 Blue Hill, 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 (2,000) shares of the par value of One Hundred Dollars (\$100.00) each.

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than four; and the names of the Directors who shall act until the first annual meeting or until their successors are fully chosen and qualified are Roy E. Pittman, Betty N. Pittman, Roy R. Pittman and Doris L. Fauss.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 16<sup>th</sup> day of August, 1967.

WITNESS:

<u>Linda L. Vaverchak</u>	<u>Roy E. Pittman</u> (SEAL) Roy E. Pittman
<u>Linda L. Vaverchak</u>	<u>Betty N. Pittman</u> (SEAL) Betty N. Pittman
<u>Linda L. Vaverchak</u>	<u>Roy R. Pittman</u> (SEAL) Roy R. Pittman
<u>Linda L. Vaverchak</u>	<u>Doris L. Fauss</u> (SEAL) Doris L. Fauss

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

I HEREBY CERTIFY, That on this 16<sup>th</sup> day of August, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Roy E. Pittman, Betty N. Pittman, Roy R. Pittman and Doris L. Fauss, 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.



Linda L. Vaverchak  
Notary Public

My Commission Expires:  
July 1, 1969

ARTICLES OF INCORPORATION

OF  
LAR MAN, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 52127  
DEC 15 11 27 AM '67  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND   
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 29, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 14116

Recorded in Liber 7616, folio 152 of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles G. Bentley*



Received for record December 15, 1967 at 11:27 A.M. Liber 17,  
Receipt No. 52127

HUDSON HOUSE GALLERIES, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Claudine S. Hudson, whose post office address is 35 East Baltimore Street, Funkstown, Maryland, Ruth Renner, whose post office address is Chewsville Road, Funkstown, Maryland, and Edwin H. Miller, whose post office 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 with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "Corporation"), is: "HUDSON HOUSE GALLERIES, 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, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire, by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to construct, erect, equip, repair and improve houses, buildings, and public or private roads, to make, enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to, and enter into contracts and arrangements of all kinds with builders, property owners and others; and to carry on in all their respective branches the business of builders, contractors, decorators, dealers in stone, brick, timber,

hardware and other building materials or requisites.

(b) To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them, or any other business in whole or in part that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof and to pay for any property, rights, business, good will, franchises and assets so acquired in the stock, bonds, or other securities of the Corporation, or otherwise.

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

(d) To carry on the business of conducting exhibitions and dealers in pictures, makers and sellers of picture frames, artists colors, oils, paints, paint brushes, and any other instruments, articles and ingredients relating to any such business.

(e) 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.

(f) 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, or any other State in which the Corporation carries on business. The said Corporation shall enjoy and exercise all the powers and rights conferred by statute upon the Corporation

and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred by law.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is: 35 East Baltimore Street, Funkstown, Maryland. The Resident Agent of the Corporation is: Ruth Renner, Chewsville Road, Funkstown, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have at least three (3) directors and not more than five. Gregory Sullivan, William James Sullivan, Ruth Renner, and Xandra Lou Prather shall act as the four directors until the first meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Fifty Thousand (\$50,000.00) Dollars par value, divided into five Thousand (5,000) shares of the par value of Ten (\$10.00) Dollars each.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, 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 places, and under what conditions and regulations, the accounts and books of the Corporation, or any of the, shall be open to the inspection of the Stockholders, and no stockholders 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 16<sup>th</sup> day of August, 1967.

WITNESS:

Olive R. Shupp  
Olive R. Shupp

Claudine S. Hudson  
Claudine S. Hudson

Ruth Renner  
Ruth Renner

Edwin H. Miller  
Edwin H. Miller

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

I HEREBY CERTIFY, That on this 16<sup>th</sup> day of August, 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Claudine S. Hudson, Ruth Renner, and Edwin H. Miller, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

My Commission expires:

July 1, 1969

Olive R. Shupp  
Notary Public  
Olive R. Shupp



ARTICLES OF INCORPORATION  
OF  
HUDSON HOUSE GALLERIES, INC.

119

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 52127  
DEC 15 11 27 AM '67  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND   
VAUGHN J. SAUER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 30, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 14141

Recorded in Liber 7616, folio 306<sup>5</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$5.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved 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. ...*



Received for record December 15, 1967 at 11:27 A.M. Liber 17,  
Receipt No. 52127  
BITNER-HENRY INSURANCE AGENCY, INC.

## ARTICLES OF INCORPORATION

THIS IS TO CERTIFY;

FIRST: That we, the undersigned, Orville R. Bitner, whose post office address is 1012 Rose Hill Avenue, Hagerstown, Maryland, Mabel R. Bitner, whose post office address is 1012 Rose Hill Avenue, Hagerstown, Maryland, and Harold E. Henry, whose post office address is 32 Bittersweet Drive, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is: "BITNER-HENRY INSURANCE AGENCY, INC."

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

1. To act as agent for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, 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 by such companies, and to conduct a general insurance agency and insurance brokerage business.

2. To procure life insurance upon favorable terms for those desiring it, but who may not be financially able to carry the same on the usual terms and to procure good interest paying bonds as an investment for those desiring to make investments in large or small amounts.

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

4. To lend money and negotiate loans; to draw, accept, endorse, discount, buy, sell, and deliver bills of exchange, pro-

missory notes, and other negotiable instruments and securities; to subscribe for, take, acquire and hold, sell, exchange and deal in, shares, stocks, bonds and securities of any government or authority or company.

5. 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.

6. 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.

7. 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.

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

FOURTH: The post office address of the principal office of the Corporation in this State is: No. 170 West Washington Street, Hagerstown, <sup>Wash. Co.</sup> Maryland. The name and post office address of the Resident Agent of the Corporation in this State is: Orville R. Bitner, 1012 Rose Hill Avenue, 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 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: Orville R. Bitner, Mabel R. Bitner and Harold E. Henry.

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

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

2. The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

3. 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.

4. 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.

5. The Board of Directors of this Corporation is hereby empowered to authorize the issuance of four thousand (4,000) shares, full paid and non-assessable, of the par value of Ten (\$10.00) Dollars a share, for the following consideration, the value of which consideration is hereby stated to be not less than Forty Thousand (\$40,000.00) Dollars, namely: All furniture, fix-

tures, equipment, inventory, stationery, supplies, accounts re-  
ceivable and every other asset of every kind or character present-  
ly owned by Orville R. Bitner, trading as Orville R. Bitner In-  
surance Agency, this Corporation to assume all the liabilities  
of said business as shown in the auditor's statement to be sub-  
mitted with the proposal to transfer the assets of the business  
to the Corporation for the stock hereinabove authorized.

The actual value of said consideration fixed by  
the incorporators, who will also be the directors, is not less  
than Forty Thousand (\$40,000.00) Dollars.

6. 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 direc-  
tors of a corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incor-  
poration on the 29<sup>th</sup> day of August, 1967.

WITNESS:

*Orville R. Bitner*  
Orville R. Bitner

*Mabel R. Bitner*  
Mabel R. Bitner

*Harold E. Henry*  
Harold E. Henry

*Oliver R. Shupp*

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

I HEREBY CERTIFY, That on this 29<sup>th</sup> day of August, 1967,  
before me, the subscriber, a Notary Public in and for the State  
and County aforesaid, personally appeared Orville R. Bitner, Mabel  
R. Bitner and Harold E. Henry, 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:  
July 1, 1969

*Oliver R. Shupp*  
Notary Public  
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF  
BITNER-HENRY INSURANCE AGENCY, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 22127  
SEP 15 11 27 AM '67  
LIBER FOLIO  
LAND  
VAUGHN J. BARERACT, CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 1, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 14218

Recorded in Liber 7617, folio 533 <sup>6</sup> one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$.15.00.....

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



Received for record December 15, 1967 at 11:27 A.M. Liber 17,  
Receipt No. 52127

ARTICLES OF INCORPORATION  
OF  
HI-LAND TRAILS WATER CO., INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, George E. Robinson, whose post-office address is 1960 Jefferson Blvd., Hagerstown, Maryland; George E. Tait, whose post-office address is Route #2, Clear Spring, Maryland; Allen E. Shroyer, whose post-office address is Route #2, Clear Spring, Maryland and Ethan L. Grove, whose post-office address is 1012 Palmer Road, Oxon Hill, Maryland, each being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby associate ourselves with the intention of forming a corporation.

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

HI-LAND TRAILS WATER CO., INC.

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

To engage in and conduct the business of acquiring, treating, furnishing, and distributing water and water supplies for the use, consumption, convenience, and necessity of the tenants, occupants, residents, and/or owners of the community development known as Hi-Land Trails, Inc. situated on the East side of Fairview Mountain, in Washington County, Maryland and for any other properties and/or developments near, surrounding and/or contiguous thereto, owned or subsequently purchased by Hi-Land Trails, Inc., a Maryland corporation, or any other corporation subsidiary or related thereto, subject to the approval, certification and/or regulation of any and all Maryland authorities, agencies, and/or political sub-divisions, whether state, county, municipal or otherwise, having jurisdiction or regulatory control over said purposes, operations and activities.

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

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

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

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

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

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

FOURTH: The post-office address of the principal office of the Corporation in the State of Maryland is Hagerstown, Maryland

The name of the resident agent of the Corporation in the State of Maryland is George E. Robinson and the post-office address thereof is 1960 Jefferson Blvd., Hagerstown, Maryland. Said resident agent is a citizen of Maryland and residing therein.

FIFTH: The Corporation will have no capital stock.

SIXTH: The present land owners are hereby automatically members of the Corporation and shall cease to be a member upon transfer of all land holdings. New members shall from time to time be elected to membership in accordance with the provisions of the By-Laws.

SEVENTH: The number of directors shall be four, which number may be increased or decreased from time to time pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first

GEORGE G. SNYDER  
ATTORNEY-AT-LAW  
601 MD. NATIONAL  
BANK BLDG.  
HAGERSTOWN, MARYLAND

annual meeting or until their successors are duly elected and qualified are: George E. Robinson, George E. Tait, Allen E. Shroyer and Ethan L. Grove.

EIGHTH: The Corporation is to have perpetual existence.

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 21st day of August A.D.1967.

WITNESS TO ALL SIGNATURES

*George E. Robinson* (SEAL)  
George E. Robinson

*George E. Tait* (SEAL)  
George E. Tait

*Allen E. Shroyer* (SEAL)  
Allen E. Shroyer

*Ethan L. Grove* (SEAL)  
Ethan L. Grove

*George G. Snyder*  
George G. Snyder

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21<sup>st</sup> day of August A.D. 1967, before me, the subscriber, a Notary Public for the State of Maryland, in and for Washington County, personally appeared George E. Robinson, George E. Tait, Allen E. Shroyer and Ethan L. Grove and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.



*Ruth H. Sampson*

Notary Public  
My Commission Expires:

*July 1st, 1969*

ARTICLES OF INCORPORATION  
OF  
HI-LAND TRAILS WATER CO., INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 52127  
DEC 15 11 27 AM '67  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 6, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 14238

Recorded in Liber 7618<sup>5</sup>, 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 \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Robert G. Hartgering*



Received for record December 15, 1967 at 11:27 A.M. Liber 17,  
Receipt No. 52127  
RESLEY TIRE CO., INC.

## ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Warren A. Resley, whose post office address is 10 Ritchie Road, Williamsport, Maryland, Floyd R. Resley, Route 2, Hagerstown, Maryland, and Edwin H. Miller, 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 with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "Corporation"), is: "RESLEY TIRE CO., 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, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire, by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the same, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to construct, erect, equip, repair and improve houses, buildings, and public or private roads; to make, enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to, and enter into contracts and arrangements of all kinds with builders, property owners and others; and to carry on in all their respective branches the business of builders, contractors, decorators, dealers in stone, brick, timber, hardware and other building materials or requisites.

(b) To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of

any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them, or any other business in whole or in part that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof and to pay for any property, rights, business, good will, franchises and assets so acquired in the stock, bonds, or other securities of the Corporation, or otherwise.

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

(d) To engage in the buying and selling, at wholesale and retail, of automotive tires of all kinds and descriptions and the conduct of the general business of vulcanizing, reinforcing, rebuilding, recapping, and repairing automotive tires of all kinds and descriptions.

(e) To engage in the business of transporting persons and property for hire by motor vehicle and any other means of conveyance as a common or private carrier.

(f) To own, lease, operate, and manage garages for motor vehicles, to manufacture, buy, sell, rent, store, prepare and care for motor vehicles of all kinds, their parts, appurtenances, accessories, supplies, tools, equipment, and all other personal property of every kind and description.

(g) To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the

State of Maryland, or any other State in which the Corporation carries on business. The said Corporation shall enjoy and exercise all the powers and rights conferred by statute upon the Corporation and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred by law.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is: Rural Route 2, Hagerstown, Maryland. The Resident Agent of the Corporation is: Warren A. Resley, whose post office address is: 10 Ritchie Road, Williamsport, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have at least (3) three directors and not more than five (5). Warren A. Resley, Floyd R. Resley, Joyce L. Resley, and Barbara I. Resley, shall serve as the Directors of the Corporation until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Fifty Thousand (\$50,000.00) Dollars par value, divided into five thousand (5,000) shares of the par value of Ten (\$10.00) Dollars each.

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 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 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 stockholders 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 24th day of August, 1967.

WITNESS:

Olive R. Shupp  
OLIVE R. SHUPP

Warren A. Resley  
Warren A. Resley

Floyd R. Resley  
Floyd R. Resley

Edwin H. Miller  
Edwin H. Miller

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

I HEREBY CERTIFY, That on this 24th day of August, 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Warren A. Resley, Floyd R. Resley, and Edwin H. Miller, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

My commission expires:

July 1, 1969



ARTICLES OF INCORPORATION  
OF  
RESLEY TIRE CO., INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECORDED  
SEP 11 1967  
LIBER FOLIO  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 6, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 14253

Recorded in Liber 7618, folio 112, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00.....Recording fee paid \$15.00.....

To the clerk of the Circuit Court of Washington County

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

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

*Charles H. Bridges*



Received for record December 15, 1967 at 11:27 A.M. Liber 17,  
Receipt No. 52127

## ARTICLES OF INCORPORATION

OF

SUSAN SPORTSWEAR, INCORPORATED

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Richard W. Hills, whose post office address is Greystone Manor, Hagerstown, Maryland, Ann M. Hills, whose post office address is Greystone Manor, Hagerstown, Maryland, and Howard W. Gilbert, Jr., whose post office address is 100 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 Susan Sportswear, Incorporated.

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

To manufacture and sell at wholesale and retail level women's apparel.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

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

FOURTH: The post office address of the principal office of the Corporation in this state is 163 Conococheague Street, Williamsport, Maryland. The name and post office address of the resident agent of the Corporation in this state are Richard W. Hills, Greystone Manor, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this State.

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

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

and qualify are Richard W. Hills, Ann M. Hills and Howard W. Gilbert, 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:

(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) full paid and non-assessable shares of the par value of One Hundred Dollars (\$100.00) a share for the following consideration, the value of which consideration is hereby stated to be not less than Ten Thousand Dollars (\$10,000.00), namely: 30 sewing machines; fixtures valued at \$1,000.00, \$4,000.00 cash, and three month's prepaid rent at \$200.00 per month.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on September 8, 1967.

WITNESS:

Mary P. Mundy  
Mary P. Mundy

Richard W. Hills  
Richard W. Hills

Mary P. Mundy  
Mary P. Mundy

Ann M. Hills  
Ann M. Hills

Joanne Snyder  
Joanne Snyder

Howard W. Gilbert, Jr.  
Howard W. Gilbert, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on September 8, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Richard W. Hills and Ann M. Hills, and Howard W. Gilbert, Jr. and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Joanne Snyder  
Notary Public, Joanne Snyder



Commission Expires: July 1, 1969

ARTICLES OF INCORPORATION  
OF  
SUSAN SPORTSWEAR, INCORPORATED

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 327  
10 15 11 27 AM '67  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND   
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 11, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 14363

Recorded in Liber 7619, folio 246<sup>3</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00..... Recording fee paid \$ 15.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved 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. ...*



Received for record December 15, 1967 at 11:27 A.M. Liber 17,  
Receipt No. 52127

## AMENDED

## ARTICLES OF INCORPORATION

## LAKIN INDUSTRIES, INC.

## THIS IS TO CERTIFY:

First: That we, the subscribers, Robert E. Lakin, whose Post Office address is 331 North Main Street, Boonsboro, Washington County, Maryland, Paul H. Beard, whose Post Office address is 1801 Crest Drive, Hagerstown, Washington County, Maryland, George W. Sellers III, whose Post Office address is 1760 Pennsylvania Avenue, Hagerstown, Washington County, Maryland and Lee U. Michael, whose Post Office address is 126 Hampton Road West, Williamsport, 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 with the intention of forming a corporation

Second: That the name of the corporation is:

LAKIN INDUSTRIES, 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 the general business of constructing and building roads, bridges, buildings and dwellings of all types, character and description and in the repair and remodeling, maintenance and reconstruction of roads, buildings of all types and description, bridges and other structures of every nature and description.

C. To buy, sell, lease, rent and otherwise deal in both at wholesale and retail, equipment and tools of every nature and descriptions.

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 at or any part of the property, rights, businesses, 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.

F. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights processes, formulas, 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.

Fourth: The Post Office address of the principal office of the corporation in this State will be located at 879 Commonwealth Avenue, Hagerstown, Washington County, Maryland. The resident agent of the corporation is Paul H. Beard whose Post Office address is 1801 Crest Drive, Hagerstown, Washington County, Maryland or 879 Commonwealth 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 30,000 shares having a par value of Ten (\$10.00) Dollars each. The aggregate par value of all such shares is \$300,000.00.

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 amount 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 Robert E. Lakin, Paul H. Beard, George W. Sellers III and Lee U. Michael.

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 amendments shall be valid if authorized by the holders of a majority of all issued and outstanding shares of

stock unless a greater percentage is required by the provisions of law.

C. Stockholders shall have preemptive rights.

Tenth: The Charter of this corporation shall be perpetual.

Eleventh: Said Incorporators do hereby certify as follows:

A. That no stock authorized by the original Charter of this corporation has been issued and none such stock is outstanding or subscribed for.

B. That there has never been any meeting of the Board of Directors of this corporation.

C. That these Amended Articles of Incorporation are filed pursuant to Sec. 11 (a) (1) of Article 23 of the Annotated Code of Maryland.

*Robert E. Lakin*  
Robert E. Lakin

*Paul H. Beard*  
Paul H. Beard

*George W. Sellers III*  
George W. Sellers III

*Lee U. Michael*  
Lee U. Michael

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

I HEREBY CERTIFY, That on this *21st* day of *August*, A. D., 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert E. Lakin, Paul H. Beard, George W. Sellers III and Lee U. Michael, personally known to me to be the persons whose names are subscribed to the foregoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

My Commission Expires:  
July 1, 1969



*Elva B. Short*  
Notary Public

AMENDED ARTICLES OF INCORPORATION  
OF  
LAKIN INDUSTRIES, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 5262  
DEC 15 11 27 AM '67  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 24, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 14097

Recorded in Liber 7616, folio 30<sup>5</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved 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. Wooten*



Received for record December 15, 1967 at 11:27 A.M. Liber 17,  
Receipt No. 52127

ARTICLES OF INCORPORATION OF

THE DOWNSVILLE CHURCH OF THE BROTHERS OF WASHINGTON COUNTY

The undersigned Trustees, all being over twenty-one years of age and members of the same Church or Congregation, and all being citizens of the United States of America, and desiring to Incorporate their Church under the Religious Corporation Laws of the State of Maryland, do hereby certify:

FIRST: The name of the Corporation shall be "The Downsville Church of the Brethren of Washington County."

SECOND: The Post Office address of the Principal Office or location of the Corporation in Maryland is - Dam No. 4 Road, Route No. 1, Williamsport, Washington County, Maryland, and the resident agent for said Corporation shall be Attorney Vincent R. Groh, 21 Summit Avenue, Hagerstown, Maryland.

THIRD: The Corporation is organized exclusively for religious and charitable purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or any corresponding provision of any future United States Internal Revenue Law).

FOURTH: The names and addresses of the persons who have been duly elected as initial Trustees of this Corporation or Body Corporate are as follows:

1. George Stumbaugh, 132 Vermont Street, Williamsport, Maryland
2. Luther Haywood, 442 Guilford Avenue, Hagerstown, Maryland
3. Floyd B. Wampler, Route No. 1, Williamsport, Maryland
4. Lewis Shank, Route No. 1, Box 80, Williamsport, Maryland
5. William Linten, Route No. 1, Fairplay, Maryland

The duties of said Trustees and their successors shall be to manage the estate, property and interest of said religious corporation. They shall have perpetual succession by the name of incorporation and may purchase, or otherwise acquire, take and hold to themselves and their successors any real, personal or mixed property to be used and disposed of as herein stated.

Trustees No. 1 and 2 shall hold office for an initial term of one year, Trustees No. 3 and 4 shall hold office for an initial term of 2 years, and Trustee No. 5 shall serve for term of 3 years initially, all counting from the Annual Meeting held the third Monday of September, 1967.

At each future annual meeting, to be held on the third Monday of September of each year, two Trustees shall be elected for full terms of three years each, except that every third year only one Trustee shall be elected to fill the vacancy of the fifth Trustee and to serve a term of 3 years, so that there will always be five (5) Trustees.

Trustees shall be nominated from the congregation at the Annual Meeting. They shall be at least 21 years of age and be members in good standing.

A majority of the members of the Corporation shall constitute a quorum for the annual meeting and a majority vote of the quorum shall elect said Trustees.

Contested elections for Trustees shall be arbitrated as set forth in Article 23, Section 260 of the Annotated Code of Maryland, 1957 Edition.

Vacancies between dates for annual meetings shall be filled by special elections called on two weeks' notice in writing, mailed to the home address of all members of the Body Corporate of the age of twenty-one years. Such elections shall follow the same procedure as above prescribed for the annual meeting, except that the Trustee elected shall be elected to fill the unexpired term of the Trustee vacancy only.

In addition to the Annual Meeting, there shall be a meeting on the third Monday of March of every year for conducting business of the Corporation, and the above specifications as to quorum and voting shall also apply at said March meetings.

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any of its members, trustees, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and for supplies and property purchased for use of the corporation and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SIXTH: Upon the dissolution of the Corporation the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets and property of the Corporation by giving the same to the Mid-Atlantic District of the Church of the Brethren, State of Maryland, Brethren Service Center, New Windsor, Maryland, if the same shall qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code), and in the event said Mid-Atlantic District of the Church of the Brethren does not so qualify, then the Trustees shall dispose of the assets by giving the same to such organization or organizations organized and operated exclusively for charitable or religious purposes as shall at the time qualify as an exempt organization under said Section of the Internal Revenue Code of 1954 (or its corresponding provision in any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for Washington County or of the County in which the principal location of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated for such purposes.

SEVENTH: The Board of Trustees shall have the power to borrow money for the purposes of the Corporation up to a total aggregate amount of \$500.00 only. Any greater amount of borrowing or any purchase or sale of real estate by the Corporation must be first approved by a majority of the members of the Body Corporate at an annual meeting, or a regular March meeting, or at any special meeting duly called, as in the case of election of Trustees at which a quorum, as set forth in Article Four above, exists.

The Board of Trustees shall be responsible to see that a Record Book is kept showing a roster of all members of the Corporate Body and minutes of all proceedings, which shall be open to inspection by members of the Corporate Body; and the same shall be laid before a public meeting when required by 5 members.

The Board of Trustees or a majority of them shall have full power to frame such rules and regulations for conducting their meetings and performing their functions as may be necessary.

Any Trustee shall be eligible to succeed himself as Trustee if duly nominated and elected and a member in good standing.

At any meeting of Trustees a total of four (4) shall constitute a quorum and a majority vote of the quorum shall be sufficient to pass any business before the Board. The Trustees shall elect one of the Trustees as their chairman each year. The chairman shall be responsible to conduct the meetings of the Board of Trustees and also any annual meeting or other meetings

the  
of the members of the Corporation. The acting minister serving/Corporation shall automatically be entitled to sit on the Board of Trustees as an additional member thereof and may vote on matters brought before said Board of Trustees.

WITNESS our hands and Seals.

George Stumbaugh (SEAL)  
George Stumbaugh

Luther Haywood (SEAL)  
Luther Haywood

Floyd B. Wampler (SEAL)  
Floyd B. Wampler

Lewis D. Shank (SEAL)  
Lewis Shank

WITNESS: Franklin L. Myers

William E. Linten (SEAL)  
William Linten

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 22nd day of August, 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared George Stumbaugh, Luther Haywood, Floyd B. Wampler, Lewis Shank and William Linten, Trustees, whose names are subscribed to the foregoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.



Franklin L. Myers  
Notary Public

ARTICLES OF INCORPORATION  
OF  
THE DOWNSVILLE CHURCH OF THE BRETHREN OF WASHINGTON COUNTY

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 2127  
SEP 15 11 22 AM '67  
LIBER FOLIO  
LAND  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 18, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 14436

Recorded in Liber 7650, folio 185, 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. ...*



Received for record December 15, 1967 at 11:27 A.M. Liber 17, 1967,  
Receipt No. 52127

STEWART IN-FRA-RED COMMISSARY OF HAGERSTOWN, INC.  
ARTICLES OF AMENDMENT

STEWART IN-FRA-RED COMMISSARY OF HAGERSTOWN, INC.,  
a Maryland Corporation having its principal office at Day  
Road, Rt.#1, Hagerstown, 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:

(a) striking out Article SECOND and inserting  
in lieu thereof the following: That the Corporation name be  
changed to STEWART IN-FRA-RED COMMISSARY OF MARYLAND, INC.

(b) and striking out Article FIFTH and  
inserting in lieu thereof the following: That the total  
number of shares of stock which the Corporation has authority  
to issue is Two Hundred Fifty Thousand (250,000) of the par  
value of One Dollar (\$1.00) a share, all of one class and  
having an aggregate par value of Two Hundred Fifty Thousand  
Dollars (\$250,000.00). Said shares of stock are all of the  
same class and have the same voting powers and qualifications  
and are without preference.

SECOND: The Board of Directors of the Corporation,  
at a special meeting duly convened and held on September 5<sup>th</sup>,  
1967, adopted a resolution in which was set forth the above  
amendments to the charter, declaring that the said amend-  
ments of the charter were advisable; was duly approved by  
the Board of Directors and that the effective date for said  
Amendments shall be September 25, 1967.

THIRD: The amendments of the Charter of the  
Corporation as hereinabove set forth was duly approved by  
the sole stockholder of the Corporation by consent in  
writing and filed with the records of the Corporation.

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

"The total number of shares of stock which

the Corporation has authority to issue is five hundred (500) shares of the par value of One Hundred Dollars (\$100.00) a share, all of one class having an aggregate par value of Fifty Thousand Dollars (\$50,000.00)."

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

"The total number of shares of stock which the Corporation has authority to issue is two hundred fifty thousand shares (250,000) of One Dollar (\$1.00) par value per share, common stock.

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

IN WITNESS WHEREOF, STEWART IN-FRA-RED COMMISSARY OF HAGERSTOWN, 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 6<sup>th</sup> day of September, 1967.

STEWART IN-FRA-RED COMMISSARY OF HAGERSTOWN, INC.

ATTEST:

F. R. Gabler  
F. R. Gabler, Secretary

By Vera M. Scott  
Vera M. Scott President



THE UNDERSIGNED, <sup>Vera M. Scott</sup> President of STEWART IN FRA RED COMMISSARY OF HAGERSTOWN, INC., who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Vera M. Scott  
Vera M. Scott, President

ARTICLES OF AMENDMENT  
 OF  
 STEWART IN-FRA-RED COMMISSARY OF HAGERSTOWN, INC.  
 changing its name to  
 STEWART IN-FRA-RED COMMISSARY OF MARYLAND, INC.

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 27  
 Dec 15 11 27 AM '67  
 LIBER FOLIO  
 LAND VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland September 7, 1967 at 10:20 o'clock A. M. as in conformity with law and ordered recorded.

A 14200

Recorded in Liber 7617, folio 427 <sup>4</sup> one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$30.00.....Recording fee paid \$ 15.00.....

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. [Signature]*



Received for record December 15, 1967 at 11:27 A.M., Liber 17,  
Receipt No. 52127

ARTICLES OF INCORPORATION

OF

SMITHSBURG LIONS CLUB COMMUNITY AND RECREATION CENTER, INC.

THIS IS TO CERTIFY:

First: That we, the subscribers, John Eccard, P. O. Box 135, Cavetown, Washington County, Maryland, 21720; J. Kieffer Frey, Route 2, Smithsburg, Washington County, Maryland, 21783; and Richard S. Welty, Route 4, Waynesboro, Franklin County, Pennsylvania, 17268, each of whom are at least twenty-one (21) years of age, do hereby, under and by virtue of the general laws of the State of Maryland authorizing the formation of Corporations, associate ourselves for the purpose and with the intention of forming a Corporation.

Second: That the name of the Corporation is SMITHSBURG LIONS CLUB COMMUNITY AND RECREATION CENTER, 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, provided, however, that notwithstanding anything herein to the contrary, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501 (c) (4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

b. To purchase, acquire, lease, sell, and mortgage real estate and tangible personal property of every nature and description.

c. To conduct and operate a Community and Recreation Center for the use, benefit social welfare, and civic betterment

of the residents of the area of Smithsburg, Washington County, Maryland, and such other persons, firms, organizations and corporations as this corporation may from time to time deem desirable to permit the use of its facilities.

d. Subject to the above restriction the corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activity which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which this corporation is organized.

e. This corporation is not organized for profit and shall not issue any stock. No part of the net earnings of the corporation shall inure to the benefit of any private share holder, individual, corporation, partnership, firm, or association.

Fourth: The Post Office address of the principal office of the corporation is Smithsburg, Washington County, Maryland. The resident agent of the corporation is John Eccard, whose Post Office address is P. O. Box 135, Cavetown, Washington County, Maryland, 21720. Said resident agent is a citizen of this State of Maryland and actually resides therein.

Fifth: The corporation shall not issue any shares of stock of any class.

Sixth: The number of directors of the corporation shall be seven, 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 their successors are duly chosen are: John Eccard, J. Kieffer Frey, Richard S. Welty, Eugene Fishack, Donald Williams, John R. Smith, Jr. and G. William Gardenour.

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

a. The corporation reserves the right to make from

time to time any amendment of its charter which may now or here-  
after be authorized by law provided that any such amendment does  
not remove or cause this corporation to be removed from the  
exempt provisions as set forth in the aforesaid section of the  
Internal Revenue Code.

b. Upon the dissolution of the corporation, the  
Board of Directors shall, after paying or making provision for  
the payment of all of the liabilities of the corporation, dispose  
of all of the assets of the corporation exclusively for the  
purposes of the corporation in such manner, or to such organiza-  
tion or organizations organized and operated exclusively for  
charitable, educational, religious, or scientific purposes as  
shall at the time qualify as an exempt organization or organiza-  
tions under section 501 (c) (3) and/or exclusively for the pur-  
poses of the corporation in such manner or to such organization  
or organizations organized and operated exclusively as civic  
leagues as shall at the time qualify as an exempt organization or  
organizations under section 501 (c) (4) of the Internal Revenue  
Code of 1954 (or the corresponding provision of any future United  
States Internal Revenue Law).

c. The directors of this corporation shall be elected  
and/or appointed by the Smithsburg Lions Club of Smithsburg,  
Washington County, Maryland in accordance with such procedures  
as said club shall adopt.

Eighth: The charter of this corporation shall be perpetual.

*John Eccard* (SEAL)  
John Eccard

*J. Kieffer Frey* (SEAL)  
J. Kieffer Frey

*Richard S. Welty* (SEAL)  
Richard S. Welty

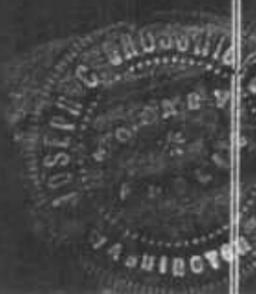
STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 18<sup>th</sup> day of August A.D.,  
1967, before me, the subscriber, a Notary Public in and for the  
State and County aforesaid, personally appeared John Eccard, J.  
Kieffer Frey and Richard S. Welty who did each acknowledge that they  
executed the foregoing instrument for the purpose therein contained.

Witness my hand and official Notarial Seal.

My Commission Expires:  
July 1, 1969

*Joseph C. Grossnickel*  
Notary Public



ARTICLES OF INCORPORATION

OF

SMITHSBURG LIONS CLUB COMMUNITY AND RECREATION CENTER, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 582129  
AUG 15 11 27 AM '67  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAD   
VACCHN J. BANER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland August 24, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A. 14100

Recorded in Liber 7616, folio 55<sup>4</sup>, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...20.00.....Recording fee paid \$...15.00.....

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. [Signature]*



WALLACE HAIRSTYLISTS OF WEST END, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That we, the subscribers, BUTLER WALLACE, whose post office address is 26 East Antietam Street, Hagerstown, Maryland; THOMAS DELUZIO, whose post office address is 6230 3rd Street, N. W. Washington 11, D. C., and DIANE KITTEL, whose post office address is 26 East Antietam Street, Hagerstown, Maryland, 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 HAIRSTYLISTS OF WEST END, 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 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 obligations 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 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 in this Corporation.

(g) 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, 26 East Antietam Street, Hagerstown, 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 of 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 pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any directors may be a member or 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 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, 26 East Antietam Street, Hagerstown, Maryland  
Thomas Deluzio, 6230 3rd Street, N. W. Washington 11, D. C.  
Diana Kittel, 26 East Antietam Street, 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 27 day of Sept, 1967.

WITNESS:

<u>Margaret Horton</u>	<u>Butler Wallace</u> (SEAL) BUTLER WALLACE
<u>J. K. Mueller</u>	<u>Thomas Deluzio</u> (SEAL) THOMAS DELUZIO
<u>Margaret Horton</u>	<u>Diane Kittel</u> (SEAL) DIANE KITTEL

STATE OF MARYLAND )  
CITY OF BALTIMORE ) TO WIT:

I HEREBY CERTIFY that on this 27 day of Sept, 1967, before me, the subscriber, a Notary Public of the State and City aforesaid, personally appeared Butler Wallace, Thomas Deluzio and Diane Kittel, 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. Blumenthal  
NOTARY PUBLIC

ARTICLES OF INCORPORATION  
OF  
WALLACE HAIRSTYLISTS OF WEST END, INC.

STATE OF MD. WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 3622  
OCT 3 3 29 PM '68  
LIBER FOLIO  
L. J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 4, 1967 at 2:18 o'clock P.M. as in conformity  
with law and ordered recorded.

A 14674

Recorded in Liber 7622, folio 462<sup>5</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



Received for record January 3, 1968 at 3:29 P.M. Liber 17, Receipt No. 52927

PITTMAN SUPER MARKET, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Roy E. Pittman, whose post office address is 2 Blue Hill, Hancock, Maryland; Betty N. Pittman, whose post office address is 2 Blue Hill, Hancock, Maryland; Roy R. Pittman, whose post office address is 1 Virginia Avenue, Hancock, 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 hereafter called the Corporation) is

PITTMAN SUPER MARKET, INC.

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

1. To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs 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.
2. 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 of frozen creamery products and frozen foods or confections.
3. To own, lease, purchase, sell, conduct, operate, maintain, and carry on a wholesale and retail fish business.
4. To acquire, own, operate, and engage in the business of dehydrating and drying fruit.
5. To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.
6. To buy, sell, exchange, and generally deal in real properties, improved and unimproved and buildings of every class and description; to

improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory, or foreign country.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 2 Blue Hill, Hancock, Maryland. The name and post office address of the resident agent of the Corporation in this State is Roy E. Pittman, 2 Blue Hill, 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 (2,000) 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 pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are fully chosen and qualified are Roy E. Pittman, Betty N. Pittman, and Roy R. Pittman.

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 now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, including preferred stock, 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 1st day of September, 1967.

WITNESS:

<u>Linda L. Vaverchek</u>	<u>Roy E. Pittman</u> (SEAL) Roy E. Pittman
<u>Linda L. Vaverchek</u>	<u>Betty N. Pittman</u> (SEAL) Betty N. Pittman
<u>Linda L. Vaverchek</u>	<u>Roy R. Pittman</u> (SEAL) Roy R. Pittman

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 1st day of September, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Roy E. Pittman, Betty N. Pittman, and Roy R. Pittman, 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.



Linda L. Vaverchek  
Notary Public

ARTICLES OF INCORPORATION  
OF  
PITTMAN SUPER MARKET, INC.

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 20927  
3 3 29 PM '67  
LIBER FOLIO  
LAHD  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 13, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 14811

Recorded in Liber 7624, folio 81<sup>4</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...40.00.....Recording fee paid \$15.00.....

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



164

Received for record January 3, 1968 at 3:29 P.M. Liber 17, Receipt No. 52927  
HANCOCK MOTEL, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Roy E. Pittman, whose post office address is 2 Blue Hill, Hancock, Maryland; Betty N. Pittman, whose post office address is 2 Blue Hill, Hancock, Maryland; and Roy R. Pittman, whose post office address is 1 Virginia Avenue, Hancock, 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

HANCOCK MOTEL, INC.

THIRD: The purposes for which the Corporation are formed and the businesses or object to be carried on by it are as follows:

1. To engage generally in the motel business and related businesses;

To plan, design, and construct buildings for motel purposes and to buy, sell, and acquire the same; to operate, conduct, and carry on the motel business for the accommodations necessary or desirable to accomplish such purposes;

To conduct and carry on the business of providing meals and food for the general public, and buying and selling any and all other things necessary or desirable in connection with the operation of a motel business;

To undertake and carry on any business transaction or operation commonly undertaken or carried on by motel operators and generally to institute, enter into, assist, promote, and participate in any such business or operation.

2. To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

3. To buy, sell, exchange, and generally deal in real properties, improved and unimproved and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of

any property, real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain liens upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire; for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory, or foreign country.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 2 Blue Hill, Hancock, Maryland. The name and post office address of the resident agent of the Corporation in this state is Roy E. Pittman, 2 Blue Hill, 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 (2,000) 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 pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act

until the first annual meeting or until their successors are fully chosen and qualified are Roy E. Pittman, Betty N. Pittman, and Roy R. Pittman.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 1<sup>st</sup> day of September, 1967.

WITNESS:

<u>Linda L. Vaverchak</u>	<u>Roy E. Pittman</u> (SEAL) Roy E. Pittman
<u>Linda L. Vaverchak</u>	<u>Betty N. Pittman</u> (SEAL) Betty N. Pittman
<u>Linda L. Vaverchak</u>	<u>Roy R. Pittman</u> (SEAL) Roy R. Pittman

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 1<sup>st</sup> day of September, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Roy E. Pittman, and Betty N. Pittman, and Roy R. Pittman, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Linda L. Vaverchak  
Notary Public

Commission Expires:  
1969



OF

HANCOCK MOTEL, INC.

STATE OF MD.  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD  
 RECEIPT NO. 2727

JAN 3 3 29 PM 1968

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

LAND

VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland October 13, 1967 at 8:30 o'clock A. M. as in conformity  
 with law and ordered recorded.

A 14814

Recorded in Liber 7624, folio 94, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 ..... Recording fee paid \$ 15.00 .....

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



Received for record January 3, 1968 at 3:29 P.M. Liber 17,  
Receipt No. 52927  
WASHINGTON COUNTY TELECASTERS, INCORPORATED

## ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland, Howard W. Gilbert, Jr., whose post office address is 100 West Washington Street, Hagerstown, Maryland, and Joanne Snyder, whose post office address is 100 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 Washington County Telecasters, Incorporated.

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

To construct, own, acquire, conduct and operate one or more broadcast stations, including amplitude modulation, frequency modulation, television and international broadcast stations; to transmit all forms of broadcasting or programs, and for visible as well as audible reproduction and transmission which may lead to the furtherance and development of the art; and to be a performer of all acts and things which are naturally and legitimately incident to the transmission of energy and intelligence by means of radio and/or television, and which acts and things are customary and usual in operating a broadcast station and the presentation of signals, emissions and radiations of such station or stations.

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

object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 100 West Washington Street, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this state are Bernard M Gress, 923 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this state.

FIFTH: (a) The total number of shares of stock 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 class and are designated common stock. The aggregate par value of all shares having par value is Five Hundred Thousand (\$500,000.00) Dollars.

(b) The holders of the common stock of the Corporation shall be entitled to a preemptive right to subscribe for or purchase, in the proportions which their holdings of common stock bear to the outstanding common stock, any shares of common stock issued in addition to the number of shares authorized and issued at the time of formation of the Corporation, regardless of whether such additional shares are issued for cash or for property. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of notice in writing from the Corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

(c) Any shareholder desiring to sell any of the shares of the Corporation shall first offer said shares to the Corporation and the other shareholders in the following manner:

(1) Such shareholder shall give written notice by registered or certified mail to the secretary of the Corporation of his intention to sell such shares. Said notice

shall specify the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The Corporation shall have ten days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered. Such purchase may be authorized by the Board of Directors without any action by the shareholders of the Corporation.

(2) In the event that the Corporation should fail to purchase all of such shares within the said ten day period, the secretary of the Corporation shall, within five days thereafter give written notice to each of the other shareholders of record, stating the number of shares offered for sale but not purchased by the Corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last address as it appears on the books of the Corporation. Within ten days after the mailing of said notice, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the secretary of the Corporation a written offer for the number of shares desired by him, accompanied by the purchase price therefor with authorization to pay such purchase price against delivery of such shares.

(3) If the shareholders offer to purchase more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such proportion of said shares as the number of shares of the Corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of said shares to which any shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the overplus as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

(4) If none or only a part of the shares offered for sale is purchased by the Corporation or shareholders, or both, then the shareholders who offered the same for sale shall have thereafter the right to sell said shares not so purchased to such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than those specified in the written notice he gave to the Corporation.

(5) Any sale of the shares of the Corporation shall be null and void unless the provisions of this Article Fifth (c) are strictly observed and followed. However, the foregoing restrictions on sale of stock shall not apply if a shareholder desires to, and does in fact, sell on a bona fide basis to his/her spouse or any person who stands in a blood relationship to the shareholder. The term "sale" shall be deemed to cover any exchange of property even though no cash is transferred in the exchange.

SIXTH: The number of directors of the Corporation shall be Twelve (12) 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 H. Midlan, Bernard Gress, E. Harold Munn, Jr., Matthew M. Gouger, Roy A. Grove, L. William Crosby, Paul Bogar, Benjamin Thomas, V. R. Thomas, Harold Kuhn, Roy S. F. Angle, and Kenneth J. Mackley.

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

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

classes, whether now or hereafter authorized.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on October 17, 1967.

WITNESS:

Patricia L. Minnich  
Patricia L. Minnich

Kenneth J. Mackley  
Kenneth J. Mackley

Patricia L. Minnich  
Patricia L. Minnich

Howard W. Gilbert, Jr.  
Howard W. Gilbert, Jr.

Patricia L. Minnich  
Patricia L. Minnich

Joanne Snyder  
Joanne Snyder

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on October 17, 1967, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Kenneth J. Mackley, Howard W. Gilbert, Jr. and Joanne Snyder 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.

Patricia L. Minnich  
Patricia L. Minnich  
Notary Public



My Commission Expires: July 1, 1969

ARTICLES OF INCORPORATION  
OF  
WASHINGTON COUNTY TELECASTERS, INCORPORATED

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 22787  
MAR 3 3 29 PM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. FABER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland      October 18, 1967      at 11:00 o'clock      A. M. as in conformity  
with law and ordered recorded.

**A 14875**

Recorded in Liber 7624, folio 472<sup>6</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$...100.00.....Recording fee paid \$15.00.....

To the clerk of the      Circuit      Court of      Washington County

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

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

*[Handwritten Signature]*



Received for record January 3, 1968 at 3:29 P.M. Liber 17,  
Receipt No. 52927

ARTICLES OF INCORPORATION  
OF  
MACHEN MUSIC CO, INC

This Is To Certify:

FIRST: That we, the subscribers, William L. Machen, whose post office address is 116 East Second Street, Waynesboro, Pennsylvania; Nellie L. Machen, whose post office address is 116 East Second Street, Waynesboro, Pennsylvania; Frances M. Smith, whose post office address is 111 East Magnolia Avenue, Hagerstown, Maryland; and Malcolm C. Smith, whose post office address is 111 East Magnolia 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:

MACHEN MUSIC CO, INC

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

(A) To purchase, sell, rent, teach and give instructions on all types of musical instruments, and otherwise deal, either at wholesale or retail, in musical instruments of all kinds and any and all other kinds of merchandise of any kind or nature; to procure, acquire, buy, and sell at wholesale and retail, any and all produce, wares, supplies, commodities, and merchandise of every kind and nature which may appear to be useful or advantageous to the Corporation.

(B) To engage in and carry on the business of publishing, by disseminating and selling at wholesale and retail, sheet music, books, orchestrations, forms, mechanical devices and recordings, and by other means and methods commonly used in the field of publication and selling music.

(C) To buy, sell, exchange, and generally deal in real estate, improved and unimproved, and buildings of every class and description; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignments of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state,

district, territory, colony, or foreign country subject to the laws of such state, territory or foreign country.

(D) 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 1337-1339 Pennsylvania Avenue, Hagerstown, Washington County, Maryland; the resident agent of the Corporation is Frances M. Smith, 111 East Magnolia Avenue, Hagerstown, Washington County, Maryland, said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is 15,000 shares of the par value of \$10.00 per share, all of which shares are common stock and have an aggregate par value of \$150,000.00.

SIXTH: The number of directors of the Corporation shall be Four (4), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than 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 William L. Machen, Frances M. Smith, Malcolm C. Smith and Nellie L. Machen.

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 of shares of its stock, from time to time, whether now or hereafter authorized or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized; for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation may enter into contracts or transact business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any corporation or association in which one or more of its directors are stockholders, directors or officers, and such contract or transaction shall not be invalidated or in anywise affected by the fact that any such director or directors might have interests therein which are

or might be adverse to the interests of this Corporation, every though the vote of the directors or director having such adverse interests shall have been necessary to obligate this Corporation upon such contract or transaction; and no director or directors having such adverse interest shall be liable to this Corporation or to any stockholder or creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such director or directors be accountable for any gains or profits realized thereon; always, provided, however, that such contract or transaction shall at the time it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that at the time were fair and provided that the fact that such director or directors are so interested shall have been disclosed to the Board of Directors or shall have been known to a majority of the Board of Directors.

TENTH: The affirmative vote of the stockholders holding all of the issued and outstanding shares shall be necessary to constitute a quorum at any stockholders' meetings and to pass any resolution or totake any action requiring the vote of stockholders.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 19<sup>th</sup> day of September, A.D., 1967.

WITNESS:

<u>Jan F. Strine</u>	<u>William L. Machen</u> (SEAL) William L. Machen
<u>Jan F. Strine</u>	<u>Frances M. Smith</u> (SEAL) Frances M. Smith
<u>Jan F. Strine</u>	<u>Malcolm C. Smith</u> (SEAL) Malcolm C. Smith

*J. J. Stein*

*Nellie L. Machen* (SEAL)  
Nellie L. Machen

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 19<sup>th</sup> day of September, A.D., 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared William L. Machen, Frances M. Smith, Malcolm C. Smith and Nellie L. Machen, and severally acknowledged the foregoing Articles of Incorporation to be their



WITNESS my hand and Official Notarial Seal.

*Mary Bishop*  
Notary Public

My Commission Expires:  
July 1, 1969.

ARTICLES OF INCORPORATION  
OF  
MACHEN MUSIC CO, INC.

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 27927  
SEP 3 3 29 PM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  VAUGHN J. JAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 22, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

**A 14491**

Recorded in Liber 2620, folio 475<sup>7</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.30.00.....Recording fee paid \$.17.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved 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. Ruston*



Received for record January 3, 1968 at 3:29 P.M. Liber 17, Receipt No. 52927  
ARTICLES OF INCORPORATION

OF

ROBERT B. FOLTZ & ASSOCIATES, INC.

This Is To Certify:

FIRST: That we, the subscribers, Robert B. Foltz, whose post office address is Route #1, Day Road, Hagerstown, Maryland; Vivian C. Foltz, whose post office address is Route #1, Day Road, Hagerstown, Maryland; and Ann P. Floyd, whose post office address is 32 Pin Oak Terrace, 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:

ROBERT B. FOLTZ & ASSOCIATES, INC.

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

(a) To engage in a general nursery and landscaping business and in the propagating, raising, buying, selling of nursery stock and all matters and things related and pertaining to this field and the field of horticulture and all of its branches of every kind, nature, and description.

(b) To carry on a general earth-moving, excavating, grading, leveling, seeding, sodding business including the maintenance of any and all areas.

(c) To own, lease, acquire, deal in and dispose of any and all kindred equipment pertaining to a landscaping, excavating, and grading business.

(d) To purchase or in anywise acquire for investment or for sale or otherwise lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or tenure or any interest therein, and any undertaking

connected with the use, improvement and/or development of any property of the Corporation within the State of Maryland and within any other state or territory of the United States; and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the Corporation; and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the Corporation.

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

(f) To build, erect, construct, lease, or otherwise acquire, manage, occupy, maintain, and operate buildings for hotel purposes, dwelling houses, office buildings, apartment houses, lands, restaurants, and other buildings for the accommodation of the public and of individuals.

(g) To carry on and conduct a general contracting business including the designing, construction, enlarging, extending, repairing, completing, removal, or otherwise engaging in any work pertaining to dwellings, buildings, industrial plants, institutions, and/or roadways, and to take or receive any contracts or assignments of contracts therefor or relating thereto or connected therewith; and to produce, prepare, deal in, and deal with any articles, materials, or things incidental to or required for or useful in connection with any of its business or any other business which can be advantageously applied in conjunction to any of the aforesaid matters.

(h) 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.

(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, antiques, ceramics and merchandise of every description.

(j) To lend 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.

The foregoing enumeration of the purposes, objectives, and business of the Corporation is made in furtherance of and not in limitation of the powers conferred upon the Corporation by law and is not intended by the mention of any particular purpose, objective, or business, in any manner, to limit or restrict the generality of any other purpose, objective, 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 is 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 #1, Day Road, Hagerstown, Maryland. The resident agent of the Corporation is Robert B. Foltz, whose post office address is Route #1, Day 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 Fifty Thousand (50,000) shares, divided into Fifteen Thousand (15,000) shares of Class A Common Stock of the par value of Ten Dollars (\$10.00) per share, Fifteen Thousand (15,000) shares of Class B Common Stock of the par value of Ten Dollars (\$10.00) per share and Twenty Thousand (20,000) shares of Preferred Stock of the par value of Ten (\$10.00) per share. The aggregate par value of all shares of all classes is Five Hundred Thousand Dollars (\$500,000).

Each share of Class A Common Stock shall entitle the holder thereof to one (1) vote in all proceedings in which action shall be taken by stockholders of the Corporation. The holders of Class B Common Stock shall not be entitled to vote under any circumstances in any proceedings in which action shall be taken by other stockholders of the Corporation. The holders of Preferred Stock shall not be entitled to vote under any circumstances in any proceedings in which action shall be taken by other stockholders of the Corporation. The holders of Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, annual dividends at not less than six per centum per annum (6%) payable on dates to be fixed by the by-laws. The annual dividends on the preferred stock shall be paid or declared and set apart before any dividends on the Common Stock shall be paid or declared and set apart.

The Preferred Stock shall be redeemable or convertible to Class B Common Stock in whole or in part at the option of the Corporation upon any dividend-paying dates at any time after one (1) year from the issue thereof at not less than par value as set forth in these articles with interest thereon.

Each share of stock issued by the said corporation shall be subject to the following condition:

The corporation shall have the option of re-purchasing said share or shares of stock in the event the holder thereof wishes to sell, transfer, or otherwise dispose of his interest, except however, in case of death, in which event the heirs or estate shall

give the Corporation the option of re-purchasing said share or shares. The stockholder shall first notify the secretary of the Corporation by registered letter of his intention to sell, transfer, or otherwise dispose of his interest in the said share or shares of stock. The Corporation shall then have the option of purchasing said share or shares of stock within a period of Ninety (90) days from the time notice is received. In the event the corporation desires to purchase the said share or shares of stock, it shall then pay to the seller, as the purchase price thereof, the amount of the market value of said stock as shown upon the last annual statement of the Corporation, and in addition thereto an amount equal to the stock's pro rata proportion of the net profits of the business of the Corporation for such fractional part of the fiscal year as has elapsed since the date as of which the last annual statement was made, less any dividends declared during said fractional period. If the Corporation does not exercise its option to repurchase, as above set forth, and if subsequently the stock is not sold by the holder thereof within a period of six (6) months from the date that the Corporation refuses to exercise its option to repurchase, the stockholder must again permit the Corporation to exercise its option upon the terms outlined above, if said stockholder decides to sell, transfer or otherwise dispose of his stock.

SIXTH: The Corporation shall have Three (3) directors and Robert B. Foltz, Vivian C. Foltz and Ann P. Floyd shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or other-

wise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

(c) 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.

(d) 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.

IN WITNESS WHEREOF, we, Robert B. Foltz, Vivian C. Foltz and Ann P. Floyd, being all the incorporators herein above named have hereunto set our respective hands and seals this 10<sup>th</sup> day of October, 1967.

Robert B. Foltz (SEAL)  
Robert B. Foltz

WITNESS:

Vivian C. Foltz (SEAL)  
Vivian C. Foltz

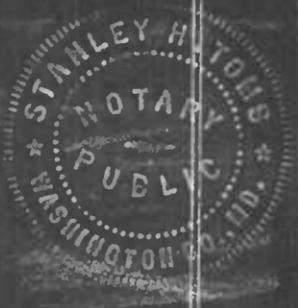
Ann P. Floyd (SEAL)  
Ann P. Floyd

Stanley H. Jones

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit\*

I HEREBY CERTIFY, that on this 10<sup>th</sup> day of October, 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert B. Foltz, Vivian C. Foltz and Ann P. Floyd 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.



Stanley H. Jones  
Notary Public  
My Commission Expires July 1, 1969

ARTICLES OF INCORPORATION

OF

ROBERT B. FOLTZ & ASSOCIATES, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 52827  
JUN 3 3 29 PM '69  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND    
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland October 10, 1967 at 1:15 o'clock P. M. as in conformity with law and ordered recorded.

A 14818

Recorded in Liber 7624, folio 132, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$100.00.....Recording fee paid \$19.00.....

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



ARTICLES OF INCORPORATION  
OF  
MOLLER APARTMENTS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert H. Chatkin, whose post office address is 401 Summit Avenue, Hagerstown, Maryland, Evelyn L. Chatkin, whose post office address is 401 Summit Avenue, Hagerstown, Maryland and Edward W. Coocy whose post office address is 74 West Washington Street, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

MOLLER APARTMENTS, INC.

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

(a) To purchase, improve, develop, lease, exchange, mortgage, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

(b) To purchase or otherwise acquire, hold, 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 and description.

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

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

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

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict 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 401 Summit Avenue, Hagerstown, Washington County, Maryland. The resident agent of the Corporation is Robert H. Chatkin, whose post office address is 401 Summit Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) 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, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never

be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Robert H. Chatkin, Evelyn L. Chatkin and Stanley A. Chatkin.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 28TH day of SEPTEMBER, A.D., 1967.

WITNESS:

Lucille E. Mowen AS TO Robert H. Chatkin
LUCILLE E. MOWEN Robert H. Chatkin
Lucille E. Mowen AS TO Evelyn L. Chatkin
LUCILLE E. MOWEN Evelyn L. Chatkin
Lucille E. Mowen AS TO Edward W. Cooley
LUCILLE E. MOWEN Edward W. Cooley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 28TH day of SEPTEMBER, A.D., 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert H. Chatkin, Evelyn L. Chatkin and Edward W. Cooley and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.



Lucille E. Mowen
LUCILLE E. MOWEN
Notary Public.
COMM. EXPIRES: 7/1/69

ARTICLES OF INCORPORATION  
OF  
MOLLER APARTMENTS, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 52877  
JAN 3 3 29 PM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. EAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland      October 3, 1967      at 8:30 o'clock      A. M. as in conformity  
with law and ordered recorded.

**A 14638**

Recorded in Liber 5622, folio 209<sup>5</sup> one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 ..... Recording fee paid \$ 15.00 .....

To the clerk of the      Circuit      Court of      Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,  
has been received, approved 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. Bartus*.....



Received for Record February 9, 1968 at 9:16 A.M. Liber 17, Receipt No. 54193

## ARTICLES OF INCORPORATION

FAHRNEY ASSOCIATES, INC.

THIS IS TO CERTIFY:

## FIRST

That we, the subscribers, Max E. Fahrney, whose post office address is 949 View Street, Hagerstown, Maryland, Elizabeth Fahrney, whose post office address is 949 View Street, Hagerstown, Maryland and John K. Baker III, whose post office address is 1704 Gordon Road, Hagerstown, Maryland all being of full legal age, and all being residents of Washington County, Maryland, do, under and by virtue of the General Laws of the State of Maryland, authorizing that formation of corporations, associate ourselves with the intention of forming a corporation.

## SECOND

The name of the corporation is "Fahrney Associates, Inc."

## THIRD

Purposes: The purposes for which, and for any of which the corporation is formed; and the business and objects to be carried on and promoted by it are as follows:

To provide specialized design, manufacturing and related services for individuals, firms and corporations, including the design of parts, subassemblies, entire machines and the tools necessary for the manufacture or construction thereof; to design, manufacture, buy, sell, store, exchange and otherwise deal in both at wholesale and retail,

machines and machine parts, toys and merchandise of any nature and description; to apply for, obtain, purchase or otherwise acquire any patents, copyright, licenses, trade marks, trade names, rights, process, formulae and the like which may be used 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.

The powers above enumerated are in furtherance and not in limitation of the rights and privileges conferred by virtue of the provisions of the Public General Laws of the State of Maryland authorizing the formation of corporations.

#### FOURTH

The principal office of said corporation will be located at 949 View Street, Hagerstown, Maryland.

#### FIFTH

The said corporation's resident agent in the State of Maryland will be Max E. Fahrney, whose post office address is 949 View Street, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein.

#### SIXTH

The total amount of the authorized capital stock of this said corporation will be Ten Thousand (\$10,000.00) Dollars, divided into one thousand (1,000) shares par value of Ten (\$10.00) Dollars each.

SEVENTH

The Corporation shall have three (3) directors, and Max E. Fahrney, Elizabeth Fahrney, and John K. Baker III, shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of directors may be changed in such lawful manner as the by-laws may from time to time provide.

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 9th day of October, A.D., 1967.

Attest:

RECEIVED  
AND ATTENTION  
FOR DEPARTMENT OF REVENUE  
TAXPAYER'S OFFICE  
WASHINGTON, D.C. 20548

Max E. Fahrney  
Max E. Fahrney  
Elizabeth Fahrney  
Elizabeth Fahrney  
John K. Baker III  
John K. Baker III

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I hereby certify that on this 9<sup>TH</sup> day of October, A.D., 1967, before the subscriber, a Notary Public of the State of and County aforesaid, personally appeared Max E. Fahrney, Elizabeth Fahrney, and John K. Baker III, and severally acknowledged the foregoing Articles of Incorporation to be their act. Witness my hand and Notarial Seal.



Robert U. Grove  
Notary Public

My commission expires:

July 1, 1969

ARTICLES OF INCORPORATION  
OF  
FAHRENEY ASSOCIATES, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 2111  
FEB 9 9 16 AM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 31, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 26

Recorded in Liber 7626, folio 222<sup>4</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

151

To the clerk of the Circuit Court of Washington County

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

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

*Paul D. ...*



Received for record February 9, 1968 at 9:16 A.M. Liber 17,  
Receipt No. 54193

ARTICLES OF INCORPORATION  
OF  
HUB CITY RIDERS, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert V. Moats, Jr., whose post office address is 21 Green Street, Funkstown, Maryland, David F. Myerly, Jr., whose address is Route # 6, Paradise Church Road, Hagerstown, Maryland, and Layton Coy, Route # 2, Western Pike, 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 HUB CITY RIDERS, INCORPORATED.

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

To organize and operate an association exclusively for recreational and motorcycle safety purposes, no part of the net earnings of which is to inure to the benefit of any member, shareholder or other individual.

For the general purposes aforesaid, and limited to those purposes, the Corporation shall have the following powers and purposes:

(a) To promote and provide supervised competitive motorcycle sports activities; to teach and implant firmly in the members the ideals of good sportsmanship, honesty, loyalty and courage, so that said members may be of more value to the community; to purchase or lease, and to maintain and operate buildings, racing sites, hold racing events, sporting events, shooting matches, poker runs, hill climbs and any kind of motor car or motorcycle events, or other structures as incidental to the above purposes, and to sell, lease, mortgage or otherwise dispose of the same.

FOURTH: The post office address of the principal office of the Corporation in this State is 21 East Green Street, Funkstown, Maryland. The resident agent of the Corporation is Robert V. Moats, Jr., whose post office

address is 21 East Green Street, Funkstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The voting control of said Corporation shall be vested entirely in the holders of Twenty (20) Voting Membership Certificates, with the provision that no one person may hold more than One (1) such Voting Certificate at any one time. In the event of any Voting Certificate holder desiring to dispose of said certificate, said sale must be approved by the majority vote of the remaining Certificates. The corporation may from time to time issue additional Non-Voting Certificates of Membership in such quantity as its activities may deem proper.

**THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK**

SIXTH: The number of Trustees 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 Trustees who shall act until the first annual meeting or until their successors are chosen and duly qualified are: Robert V. Moats, Jr., David E. Myerly, Jr., and Layton Coy.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 25<sup>th</sup> day of OCTOBER, A.D., 1967.

Robert V. Moats Jr. (SEAL)  
Robert V. Moats, Jr.

David E. Myerly Jr. (SEAL)  
David E. Myerly, Jr.

Layton Coy (SEAL)  
Layton Coy

WITNESS AS TO ALL:

William J. Dwyer

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 25<sup>th</sup> day of OCTOBER, A.D., 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert V. Moats, Jr., David E. Myerly, Jr. and Layton Coy and did each acknowledge the foregoing Articles of Incorporation to be their respective act and deed.

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

William J. Dwyer  
Notary Public

My Commission Expires:  
July 1st, 1969



ARTICLES OF INCORPORATION  
OF  
HUB CITY RIDERS, INCORPORATED

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECORDS & DEEDS  
RECEIVED  
OCT 9 9 15 AM '68  
LIBER FOLIO  
LAND  
JOHN J. [unclear] ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 26, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 63

Recorded in Liber 7626, folio 504, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

155

To the clerk of the Circuit Court of Washington County

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

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

*Charles H. [unclear]*



Received for record February 9, 1968 at 9:16 A.M. Liber 17,  
Receipt No. 54193

ARTICLES OF INCORPORATION

PLUMMER CONSTRUCTION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, W. Louis Plummer, whose Post Office address is 1138 Oak Hill Avenue, Hagerstown, Washington County, Maryland, Frances L. Plummer, whose Post Office address is 1138 Oak Hill Avenue, Hagerstown, Washington County, Maryland, and Charles F. Wagaman, whose Post Office address is Room 421 Maryland National Bank Building, Hagerstown, Washington County, Maryland, each of whom are at least 21 years of age, do hereby, under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose and with the intention of forming a corporation.

SECOND: That the name of the corporation is

PLUMMER CONSTRUCTION, 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 own, lease, operate, and conduct the general business of purchasing, selling, leasing, rental and operation of construction equipment and equipment of every nature and detail, both at wholesale and at retail.

C. To buy, sell and otherwise deal in, both at wholesale and retail, machines, machinery, equipment, building and construction materials and all other tangible personal property 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, 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.

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 engage generally in the business of constructing roads, bridges, drive ways and the general business of moving of earth, the construction of buildings and to engage in the general construction business.

H. To engage generally and to perform any and all acts reasonably necessary or incidental to the conduct of a general business dealing in equipment, machinery and supplies, the purchase, sale and exchange of all equipment, parts and accessories incidental thereto and to deal in, buy, sell, lease and exchange tangible personal property of every nature and description.

FOURTH: The Post Office address of the principal office of the corporation is 1138 Oak Hill Avenue, Hagerstown, Washington County, Maryland. The resident agent of the corporation is W. Louis Plummer, whose Post Office address is 1138 Oak Hill 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 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 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 W. Louis Plummer, Frances L. Plummer and E. James Plummer.

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 here-

after 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.

W. Louis Plummer  
W. Louis Plummer

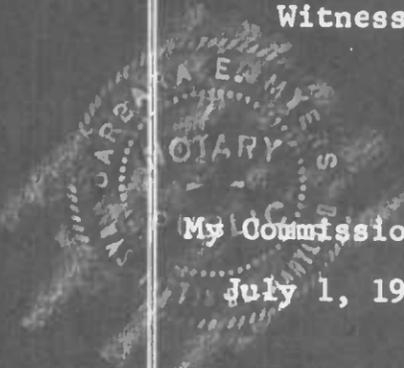
Frances L. Plummer  
Frances L. Plummer

Charles F. Wagaman  
Charles F. Wagaman

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

I HEREBY CERTIFY, That on this 8th day of November, A. D. 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared W. Louis Plummer, Frances L. Plummer and Charles F. Wagaman, personally known to me to be the persons whose names are subscribed to the foregoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.



Barbara E. Myers  
Notary Public

My Commission Expires  
July 1, 1969

ARTICLES OF INCORPORATION  
OF  
PLUMMER CONSTRUCTION, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 54195  
FEB 9 9 16 AM '67  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND    
VANICHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland November 9, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 209

Recorded in Liber 7678, folio 221<sup>5</sup>, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$15.00

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



ARTICLES OF INCORPORATION

OF

TURNER'S BINGO, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Franklin R. Turner, whose post office address is 120 Edgewood Drive, Hagerstown, Maryland; William P. Kreykenbohm, whose post office address is 2144 Blue Ridge Road, Hagerstown, Maryland; and Ernest V. Wachs, whose post office address is 7 Woodbine Lane, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

TURNER'S BINGO, INCORPORATED

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

a. The general nature of the business to be transacted by this corporation shall be to establish and conduct a general amusement enterprise, and to furnish amusement to the public.

b. To acquire, establish, own, hold, sell, lease, conduct and manage fairs, carnivals, exhibitions, contests, theatrical productions or amusement enterprises of every kind and nature.

c. To purchase, acquire, develop, sell, lease, let, own and manage fair grounds, theaters, playhouses, gardens, opera houses, bingo centers, model car raceways or other grounds or

places for exhibitions, contests, and amusements of every kind and nature.

d. To erect, maintain, purchase, rent, hire, lease, let or otherwise acquire and dispose of buildings, structures, equipment or devices for said purpose.

e. To acquire, sell, mortgage, lease, let or otherwise acquire and dispose of all real or personal property necessary or convenient to such business.

f. To employ performers, exhibitors, contestants, or other persons for the purpose of the business, and to give prizes and purses to contestants or exhibitors.

g. To grant to other persons, firms or corporations the right, privilege or concession to carry on any kind of business or enterprise on the premises of the corporation on such terms as may be deemed expedient or proper.

h. To generally acquire, hold, manage and dispose of property of every kind pertaining to such business and do everything necessary and proper to the conduct of said business.

i. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any 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.

j. 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.

k. 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 obligation of the Corporation for its corporate purposes.

l. 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.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 1590 Potomac Avenue, Hagerstown, <sup>Wash. Co.</sup> Maryland. The resident agent of the Corporation is Franklin R. Turner, whose post office address is 120 Edgewood Drive, Hagerstown, Maryland. Said resident agent of the Corporation 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 Dollars (\$10.00) each, all of which shares are of one (1) class and are designated Common Stock. The aggregate value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have three (3) directors and Franklin R. Turner, William P. Kreykenbohm, and Ernest V. Wachs shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be

pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths (4/5) 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 to 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 for 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 this 3rd day of November , A.D., 1967.

WITNESS:

Franklin R. Turner (SEAL)  
Franklin R. Turner

William P. Kreykenbohm (SEAL)  
William P. Kreykenbohm

Ernest V. Wachs (SEAL)  
Ernest V. Wachs

Patty Reams  
Patty Reams

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3rd day of November , A.D., 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Franklin R. Turner, William P. Kreykenbohm and Ernest V. Wachs, personally known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Patty Reams  
Patty Reams  
Notary Public



My Commission Expires:  
July 1, 1969



Received for record February 9, 1968 at 9:16 A.M. Liber 17,  
Receipt No. 54193

THE HAGERSTOWN EQUIPMENT COMPANY

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Certificate of Incorporation of The Hagerstown Equipment Company, a Maryland corporation, having its principal office at Maryland Avenue and Memorial Boulevard, Hagerstown, Maryland, (hereinafter called the Corporation) is hereby amended by striking out the 5TH paragraph in the Certificate of Incorporation fixing the number of directors at three and inserting in lieu thereof the following:

FIFTH: The corporation shall have not more than seven (7) directors.

SECOND: That the Board of Directors of the Corporation at a meeting duly convened and held on September 11, 1967, at 1:30 P.M. in the offices of Bushong, Byron & Moylan, 100 West Washington Street, Hagerstown, Maryland, duly advised the amendment to the Certificate of Incorporation hereinabove set forth by passing a resolution declaring that said amendment is advisable and requesting the stockholders to take action thereon.

THIRD: That a special meeting of stockholders of the Corporation was held at the principal office of the Corporation at Maryland Avenue and Memorial Boulevard, Hagerstown, Maryland, on October 23, 1967, at 1:30 P.M., and at said meeting the stockholders, by the affirmative vote of the holders of more than two-thirds of all of the shares of the capital stock outstanding and entitled to vote, duly adopted the amendment to the Certificate of Incorporation hereinabove set forth.

IN WITNESS WHEREOF, The Hagerstown Equipment Company has caused these presents to be signed in its name and on its

behalf by its President and its corporate seal to be hereto  
affixed and attested by its Secretary on this 24 th day of  
October, 1967.

THE HAGERSTOWN EQUIPMENT COMPANY

ATTEST TO SEAL:

By Henry A. Bester, Jr.  
Henry A. Bester, Jr., President

Hubert A. Poole  
Hubert A. Poole, Secretary

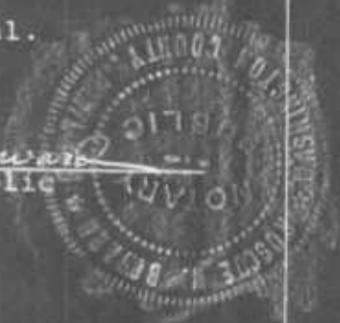
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 24th day of October,  
1967, before me, the subscriber, a Notary Public of the State of  
Maryland, in and for Washington County, personally appeared  
Henry A. Bester, Jr., a stockholder of The Hagerstown Equipment  
Company, and made oath in due form of law that he was the Chair-  
man of the meeting of stockholders of the Corporation held at the  
principal office of the Corporation at Maryland Avenue and  
Memorial Boulevard, Hagerstown, Maryland, on October 23, 1967,  
at which meeting the amendment to the Certificate of Incorporation  
set forth above in the said Articles of Amendment was adopted,  
and that the matters and facts set forth in the above Articles  
of Amendment are true to the best of his knowledge, information  
and belief.

WITNESS my hand and Official Notarial Seal.

Russell H. Bowers  
Notary Public

Comm. Exp. July 1, 1969



ARTICLES OF AMENDMENT

OF

THE HAGERSTOWN EQUIPMENT COMPANY

STATE OF MD.  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD  
 RECEIPT NO. 5173  
 FEB 9 9 16 AM '67  
 LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
 LAND \_\_\_\_\_  
 WASHINGTON COUNTY

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland            October 30, 1967            at 8:30 o'clock            A. M. as in conformity  
 with law and ordered recorded.

A            50

Recorded in Liber 7626, folio 372<sup>3</sup>, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

153

To the clerk of the            Circuit            Court of Washington County

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

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

*[Handwritten Signature]*



Received for record February 9, 1968 at 9:16 A.M. Liber 17,  
Receipt No. 54193

EAKLE'S DRUG STORE, INC.

ARTICLES OF AMENDMENT

Eakle's Drug Store, Inc., a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The charter of the Corporation is hereby amended by striking out the FIFTH paragraph of the Articles of Incorporation and inserting in lieu thereof the following, thereby changing the par value of each share of the capital stock from one dollar to one hundred dollars:

FIFTH: The total amount of authorized capital stock of the corporation is \$100,000.00 divided into 1,000 shares of the par value of \$100.00 and the said capital stock is to be known as Common Capital Stock.

SECOND: The board of directors of the Corporation, by an Informal Action dated October 20th, 1967, signed by all 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 to the stockholders of the Corporation.

THIRD: That the amendment of the charter of the Corporation as hereinabove set forth, was referred to the stockholders of the Corporation and by an Informal Action dated October 20th, 1967, and signed by the holders of all of the capital stock of the Corporation issued and outstanding was approved.

FOURTH: 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.

FIFTH: (a) The total number of shares of all stock of the Corporation heretofore authorized and the par value of the shares are as follows:  
100,000 shares of the par value of \$1.00 each making a total authorized capital of \$100,000.00.

(b) The total number of shares of all stock of the Corporation as now authorized and the par value of the shares are as follows:

1,000 shares of the par value of \$100.00 each making a total authorized capital of \$100,000.00.

SIXTH: That both the directors and the stockholders of the Corporation, by the execution of the Informal Actions above mentioned, declared that no provisions need be made to effect the increase of the par value of the shares of stock issued prior to this amendment from one dollar to one hundred dollars because all certificates of stocks originally stated that the par value was one hundred dollars per share and the consideration for which said stock was issued was on a basis of a par value of one hundred dollars for each share. That since this was the intention of the incorporators, this amendment shall have the effect of merely correcting the provisions in the charter.

IN WITNESS WHEREOF, Eakle's Drug Store, 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 23rd day of October, 1967.

EAKLE'S DRUG STORE, INC.

By M. Perry Porterfield  
M. Perry Porterfield, President.

ATTEST:

Myrtle T. Porterfield  
Myrtle T. Porterfield, Secretary.

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

I HEREBY CERTIFY, that on this 23rd day of October, 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared M. Perry Porterfield, President of Eakle's Drug Store, Inc., a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time also personally appeared Myrtle T. Porterfield, and made oath in due form of law that she is the Secretary of the corporation and has personal knowledge of the matters and facts set forth in the foregoing Articles of Amendment, which matters and facts are true to the best of her knowledge, information and belief, that the Informal Action of the respective directors and stockholders of the corporation were duly executed by all directors and all stockholders as therein indicated and that both Informal Actions of directors and the stockholders have been filed with the minutes of the proceedings of directors and stockholders.

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

Samuel G. Reel, Jr.  
Notary Public.

Samuel G. Reel, Jr.  
My Commission Expires 1 July 1969



ARTICLES OF AMENDMENT  
OF  
EAKLE'S DRUG STORE, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 54193  
FEB 9 9 15 AM '67  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_  
VALDON A. BAKER ADT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 24, 1967 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 89

Recorded in Liber 7627, folio 64<sup>4</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

157

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



Received for record February 9, 1968 at 9:16 A.M. Liber 17, Receipt No. 54193

THE J. W. M. CORPORATION

ARTICLES OF REVIVAL

The J. W. M. Corporation, a Maryland corporation having its principal office at 7800 Westpark, Houston, Harris County, Texas (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 November 29, 1966, 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 The J. W. M. Corporation.

THIRD: The name by which the Corporation will hereafter be known is The J. W. M. Corporation.

FOURTH: (a) The Corporation maintains its principal office in the State of Maryland at North Prospect Street, Hagerstown, Washington County, Maryland.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is Corporation Trust, Inc., First National Bank Building, Light and Redwood Street, Baltimore, Maryland. Said resident agent is a Corporation of the State of Maryland.

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

November 7 1967.

Robert L. Jones  
Robert L. Jones  
Last Acting President

Lewis W. Sloan  
Lewis W. Sloan  
Last Acting Secretary

STATE OF NEW YORK

COUNTY OF NEW YORK

I HEREBY CERTIFY that on November 7 1967, before me, the subscriber, a notary public of the State of New York in and for the County of New York, personally appeared Robert L. Jones, the last acting President and Lewis W. Sloan, the last acting Secretary of The J. W. M. Corporation, 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.

JESSICA M. SHEA  
Notary Public, State of New York  
No. 31-6951120  
Qualified in New York County  
Commission Expires March 30, 1968

Jessica M. Shea

Notary Public in and for  
New York County, New York



ARTICLES OF REVIVAL  
OF  
THE J. W. M. CORPORATION

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 54193  
FEB 9 9 15 AM '67  
LIBER        FOLIO         
LAND         
WALTER J. EDWARDS, CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 8, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 189

Recorded in Liber 7628, folio 75, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

SPECIAL FEE  
~~XXXXXXXX~~ paid \$ 15.00 Recording fee paid \$ 25.00

To the clerk of the Circuit Court of Washington County

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

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



CHANGE OF PRINCIPAL OFFICE AND POST OFFICE ADDRESS OF RESIDENT AGENT

OF

THE POTOMAC EDISON COMPANY

State Department of Assessments and Taxation of Maryland

301 West Preston Street

Baltimore, Maryland 21201

Dear Sirs:

Pursuant to the provisions of Section 8 of Article 23 of the Annotated Code of Maryland (1957 Edition), the undersigned, a Maryland corporation, hereby notifies the State Department of Assessments and Taxation of Maryland:

That under resolution adopted by the Board of Directors of the corporation on September 27, 1967, a certified copy of which is filed herewith, the location and post office address of the principal office of the undersigned corporation in the State of Maryland have been changed to Downsville Pike, Hagerstown, Washington County, Maryland - 21740.

That William H. MacMullen and Dale F. Zimmerman, each of whose post office address is hereby changed to Downsville Pike, Hagerstown, Washington County, Maryland - 21740, continue to be the resident agents of the undersigned corporation. Each of the resident agents is a citizen of the State of Maryland, actually residing therein.

Very truly yours,

THE POTOMAC EDISON COMPANY

Dated: October 30, 1967

By

*John M. McDaniel*  
Vice President

THE POTOMAC EDISON COMPANY

I, W. H. MacMULLEN, Secretary of The Potomac Edison Company, a Maryland corporation, do hereby certify that the following is a true and correct copy of a resolution duly adopted by the Board of Directors of said Company at a meeting thereof duly convened and held on the 27th day of September, 1967, at which meeting a quorum was present and

acting throughout, and that said resolution has not been amended, modified or repealed as of the date hereof and is in full force and effect:

"RESOLVED, that the location and post office address of the principal office of this Corporation in the State of Maryland be changed from No. 200 East Patrick Street, Frederick, Frederick County, Maryland to Downsville Pike, Hagerstown, Washington County, Maryland."

IN WITNESS WHEREOF, I have hereunto affixed my signature and the corporate seal of said Company this 30th day of October, 1967.



William H. MacMullen  
SECRETARY

NOTICE OF CHANGE OF PRINCIPAL OFFICE  
AND CHANGE OF ADDRESS OF RESIDENT AGENTS

OF

THE POTOMAC EDISON COMPANY

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 24193  
FEB 9 9 16 AM '67  
LIBER FOLIO  
LAND  
VAUGHN J. SAKER ACT. ENR.

received for record  
and recorded in Liber F No. 7625

October 30, 1967

at 8:51 A. M.

Folio No. 394 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the Clerk of the Circuit Court of Washington County.

AA N<sup>o</sup> 4956

SPECIAL FEE PAID \$3.00  
Recording Fee Paid 4.00  
\$7.00

Mr. Clerk - please mail to Mr. W. H. MacMullen, Secretary  
The Potomac Edison Company  
Downsville Pike  
Hagerstown, Washington County, Maryland

3

Recorded February 9, 1968 at 9:16 A.M. Liber 17, Receipt No. 54193

CHURCH NURSERY SCHOOL, INC.

(Affiliated with the Washington County Council of Churches)

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Thomas D. Twitchell, whose post office address is No. 8 West Irvin Avenue, Hagerstown, Maryland, C. Richard Masters, whose post office address is No. 733 West Oak Ridge Drive, Hagerstown, Maryland, and Janet D. Coen, whose post office address is No. 1400 Haven 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 Church Nursery School, Inc. (affiliated with the Washington County Council of Churches).

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

To organize and operate a nursery school exclusively for educational and charitable purposes, no part of the net earnings of which is to inure to the benefit of any member, shareholder or other individual.

For the general purposes aforesaid, and limited to those purposes, the Corporation shall have the following powers and purposes:

To provide a supervised nursery school program for the children enrolled, and to further the education of the parent members in the principles of child guidance and Christian orientation to life as it relates to the teaching of their children. Specifically, it will be to provide a nursery school for pre-school children in which the underlying motive distinguishing it from secular nursery schools is the intent to provide more than an

enlightened self-interest as motivation for improvement. It would provide an atmosphere where children could "respond" in faith to the call of God and be nurtured in fellowship with him so that they may face all of life's relationships and responsibilities as children of God.

FOURTH: The post office address of the principal office of the Corporation in this State is No. 733 West Oak Ridge Drive, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are C. Richard Masters, No. 733 West Oak Ridge Drive, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: The Corporation is not authorized to issue any capital stock. The following shall be the first members of the Corporation: Thomas D. Twitchell, C. Richard Masters and Janet D. Coen. The first members shall serve as the Board of Directors until such time as the Board of Directors is selected in accordance with the provisions which follow herein and the By-laws of the Corporation. Membership to the Board of Directors shall include (1) an appointee of the Executive Committee of the Washington County Council of Churches, (2) a pastor, a member of the Washington County Council of Churches to be approved by the Executive Committee of the Washington County Council of Churches. The remaining members of the Board of Directors shall be selected as provided in the By-laws of the Corporation. All persons who serve on the Board of Directors shall be affiliated with member congregations of the Washington County Council of Churches. The Board of Directors shall include at least three members and may include additional persons as provided in the By-laws up to a maximum of seven (7) persons.

Members of the Corporation shall be the parents of the children participating in the nursery school program.

SIXTH: The Corporation shall be an affiliated agency

of the Washington County Council of Churches. The Washington County Council of Churches shall serve as a coordination agency for the school which shall be interdenominational.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on October 12, 1967.

WITNESS:

Judith H. Twitchell

Thomas D. Twitchell (SEAL)

Norman S. Poole

C. Richard Masters (SEAL)

Dorothy S. Lee

Janet D. Coen (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 12th day of October 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Thomas D. Twitchell and C. Richard Masters and Janet D. Coen and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Patricia L. Minnich  
Notary Public



My Commission Expires: July 1, 1969

ARTICLES OF INCORPORATION  
OF

CHURCH NURSERY SCHOOL, INC.  
STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 54493  
FEB 9 9 16 AM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 30, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 52

Recorded in Liber 7626, folio 382, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

153

To the clerk of the Circuit Court of Washington County

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

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

*Charles H. Bantjes*



Received for record February 14, 1968 at 9:13 A.M. Liber 17,  
Receipt No. 54260  
ANTIETAM FREESTATE ASSOCIATES, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Merle S. Elliott, whose post office address is Hagerstown, Maryland, E. Leister Mobley, whose post office address is Hagerstown, Maryland, and Stanley E. Fulton, whose post office address is Hancock, Maryland, and all of Washington County, Maryland, all being of full legal age, 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: "ANTIETAM FREESTATE ASSOCIATES, INC."

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

The buying and selling of real estate, including all phases of real estate development and subdividing of large tracts into lots for sale, and the purchase, acquisition and sale of improved and unimproved property of all descriptions and nature; the leasing and optioning of property; the construction of homes, buildings, sewers, water lines, and other construction incident to the development of residential and business properties.

To acquire the good will, rights, property, licenses, privileges, of any person, firm, association or corporation and to pay for the same in cash, bonds, debentures or stock of this Corporation or obligations secured by the pledged assets of this company or otherwise, and to hold or in any manner dispose of any part of the property of properties or businesses so acquired.

To purchase, hold, retire or reissue shares of its own capital stock in the manner provided by the Code of Public General Laws of Maryland.

To carry on any other business 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 business or any part thereof, or in the transaction of any 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 at all times be subject to the laws and statutes of each state and to the laws and statutes of the United States and foreign countries in which the same may be transacted or its property may be located.

In addition to the aforesaid powers the Corporation shall at all times have and enjoy all the rights, privileges, powers and immunities provided under the Code of Public General Laws of Maryland.

It is the intention that the objects and purposes specified in this Article Third shall not, unless otherwise specified herein, be in anywise limited or restricted by this or any other article in these Articles of Incorporation, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be separately construed as to both purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all powers, rights, franchises and privileges, granted to or conferred upon corporations 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, franchises or privileges granted or conferred by the laws of said State now or that may hereafter be in force.

FOURTH: The principal office of the Corporation in this State will be located at 25 North Avenue, Hagerstown, Maryland, and the resident agent of the Corporation is Merle S. Elliott, whose post office address is 25 North Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation shall not have less than three (3) directors, or such other number not less than three (3) as the holders of the majority of the stock entitled to vote may from time to time determine, and Merle S. Elliott, Hagerstown, Maryland, E. Leister Mobley, Hagerstown, Maryland, and Stanley E. Fulton, Hancock, Maryland shall act as such Directors until the first annual meeting or until their successors are to be chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Ten Thousand (10,000) shares, all of which shall be common stock with par value of Ten Dollars (\$10.00) per share.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, whether now or hereafter authorized, and securities convertible into shares of its stock, whether now or hereafter authorized, for such considerations as the said Board of Directors may deem advisable, subject to such limitations or restrictions, if any, as may be set forth in the By-Laws of the Corporation.

EIGHTH: Except as may be otherwise required by statute the holders of the said common stock shall exclusively possess voting power for the election of directors and for all purposes relating to the business of the Corporation which may be provided by the By-Laws of the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 29th day of NOVEMBER, 1967.

IN THE PRESENCE OF:

Deana M. Minick

Cassandra J. DiLauder

Glen Dawson

Merle S. Elliott (SEAL)  
Merle S. Elliott

E. Leister Mobley (SEAL)  
E. Leister Mobley

Stanley E. Fulton (SEAL)  
Stanley E. Fulton

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 29th day of November, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Merle S. Elliott, E. Leister Mobley, and Stanley E. Fulton, and acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS MY HAND AND NOTARIAL SEAL, the day and year last above written.

Shirley D. [Signature]  
Notary Public



ARTICLES OF INCORPORATION  
OF  
ANTIETAM FIRESTATE ASSOCIATES, INC.

STATE DEPT. OF ASSESSMENTS AND TAXATION  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 2422  
FEB 14 1968 10 30 AM '68  
LIBER LIBER FOLIO FOLIO  
LAND AND  
VAUGHN VAUGHN JEFF GLENN, CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 30, 1967 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 553

Recorded in Liber 7631, folio 488<sup>4</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

194

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



Received for record February 14, 1968 at 9:13 A.M. Liber 17,  
Receipt No. 54260

ARTICLES OF INCORPORATION OF  
TRI STATE CARE INC.

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, ROY W. HARNISH, WHOSE POSTOFFICE ADDRESS IS 2311 DIXIE DRIVE, HAGERSTOWN, MARYLAND, JACOB B. BERKSON, WHOSE POSTOFFICE ADDRESS IS ROOM 309, EARLE BUILDING, 74 WEST WASHINGTON STREET, HAGERSTOWN, MARYLAND AND LUCILLE E. MOWEN, WHOSE POSTOFFICE ADDRESS IS 128 SOUTH PROSPECT STREET, HAGERSTOWN, MARYLAND, ALL BEING AT LEAST TWENTY-ONE YEARS OF AGE, DO UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, ASSOCIATE OURSELVES WITH THE INTENTION OF FORMING A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

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

TRI STATE CARE INC.

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

(A) TO CONSTRUCT AND OPERATE AN EXTENDED CARE HOSPITAL-NURSING HOME UNDER FRANCHISE BY MEDICENTERS INCORPORATED.

(B) TO ENGAGE IN HOSPITAL NURSING HOME ACTIVITIES AND BUSINESSES.

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

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

(E) TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, ALL OR ANY PART OF THE PROPERTY, RIGHTS, BUSINESSES, CONTRACTS, GOOD-WILL, FRANCHISES AND ASSETS OF EVERY KIND, OF ANY CORPORATION, CO-PARTNERSHIP OR INDIVIDUAL (INCLUDING THE ESTATE OF A DECEDENT), CARRYING ON OR HAVING CARRIED ON IN WHOLE OR IN PART ANY OF THE AFORESAID BUSINESSES OR ANY OTHER BUSINESSES THAT THE CORPORATION MAY BE AUTHORIZED TO CARRY ON, AND TO UNDERTAKE, GUARANTEE, ASSUME AND PAY THE INDEBTEDNESS AND LIABILITIES THEREOF, AND TO PAY FOR

ANY SUCH PROPERTY, RIGHTS, BUSINESS, CONTRACTS, GOOD-WILL, FRANCHISES OR ASSETS BY THE ISSUE, IN ACCORDANCE WITH THE LAWS OF MARYLAND, OF STOCK, BONDS, OR OTHER SECURITIES OF THE CORPORATION OR OTHERWISE.

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

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

(H) TO GUARANTEE THE PAYMENT OF DIVIDENDS UPON ANY SHARES OF STOCK OF, OR THE PERFORMANCE OF ANY CONTRACT BY ANY OTHER CORPORATION OR ASSOCIATION IN WHICH THE CORPORATION HAS AN INTEREST, AND TO ENDORSE OR OTHERWISE GUARANTEE THE PAYMENT OF THE PRINCIPAL AND INTEREST, OR EITHER, OF ANY BONDS, DEBENTURES, NOTES, SECURITIES, OR OTHER EVIDENCES OF INDEBTEDNESS CREATED OR ISSUED BY ANY SUCH OTHER CORPORATION OR ASSOCIATION.

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

NOTES OR OTHER OBLIGATIONS OF THE CORPORATION FOR ITS CORPORATE PURPOSES.

(J) TO CARRY ON ANY OF THE BUSINESSES HEREBEFORE ENUMERATED FOR ITSELF, OR FOR ACCOUNT OF OTHERS, OR THROUGH OTHERS FOR ITS OWN ACCOUNT, AND TO CARRY ON ANY OTHER BUSINESS WHICH MAY BE DEEMED BY IT TO BE CALCULATED, DIRECTLY OR INDIRECTLY, TO EFFECTUATE OR FACILITATE THE TRANSACTION OF THE AFORESAID OBJECTS OR BUSINESSES, OR ANY OF THEM, OR ANY PART THEREOF, OR TO ENHANCE THE VALUE OF ITS PROPERTY, BUSINESS OR RIGHTS.

(K) TO CARRY OUT ALL OR ANY PART OF THE AFORESAID PURPOSES, AND TO CONDUCT ITS BUSINESS IN ALL OR ANY OF ITS BRANCHES IN ANY OR ALL STATES, TERRITORIES, DISTRICTS, COLONIES AND DEPENDENCIES OF THE UNITED STATES OF AMERICA AND IN FOREIGN COUNTRIES; AND TO MAINTAIN OFFICES AND AGENCIES, IN ANY OR ALL STATES, TERRITORIES, DISTRICTS, COLONIES AND DEPENDENCIES OF THE UNITED STATES OF AMERICA AND IN FOREIGN COUNTRIES.

THE AFOREGOING ENUMERATION OF THE PURPOSES, OBJECTS AND BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE, AND NOT IN LIMITATION OF THE POWERS CONFERRED UPON THE CORPORATION BY LAW, AND IS NOT INTENDED BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS, IN ANY MANNER TO LIMIT OR RESTRICT THE GENERALITY OF ANY OTHER PURPOSE, OBJECT OR BUSINESS MENTIONED, OR TO LIMIT OR RESTRICT ANY OF THE POWERS OF THE CORPORATION. THE CORPORATION IS FORMED UPON THE ARTICLES, CONDITIONS AND PROVISIONS HEREIN EXPRESSED, AND SUBJECT IN ALL PARTICULARS TO THE LIMITATIONS RELATIVE TO CORPORATIONS WHICH ARE CONTAINED IN THE GENERAL LAWS OF THIS STATE.

FOURTH: THE POSTOFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS 2311 DIXIE DRIVE, HAGERSTOWN, MARYLAND. THE RESIDENT AGENT OF THE CORPORATION IS ROY W. HARNISH, WHOSE POSTOFFICE ADDRESS IS 2311 DIXIE 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 5,000 SHARES (FIVE THOUSAND) OF THE PAR VALUE OF \$100.00 (ONE HUNDRED DOLLARS) EACH, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE AGGREGATE PAR VALUE OF ALL SHARES HAVING PAR VALUE IS \$500,000.00 (FIVE 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 RICHARD GRUMBACHER, ROY W. HARNISH, JOHN L. 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:

(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 A MAJORITY OF ALL OF SUCH STOCK AT THE TIME OUTSTANDING, BY VOTE AT A MEETING OR IN WRITING WITH OR WITHOUT A MEETING.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 15TH DAY OF NOVEMBER A.D., 1967.

Roy W. Harnish  
ROY W. HARNISH

Jacob B. Berkson  
JACOB B. BERKSON

Lucille E. Mowen  
LUCILLE E. MOWEN

Pearl L. Gehr  
WITNESS  
PEARL L. GEHR

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 15<sup>th</sup> DAY OF  
November, A.D., 1967, BEFORE ME, THE SUBSCRIBER, A  
NOTARY PUBLIC OF THE STATE AND COUNTY AFORESAID, PERSONALLY  
APPEARED ROY W. HARNISH, JACOB B. BERKSON AND LUCILLE E.  
MOWEN WHO EACH ACKNOWLEDGED THE FOREGOING ARTICLES OF  
INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.



Pearl L. Gehr  
NOTARY PUBLIC  
COMM. EXPIRES: 7/1/69



ARTICLES OF INCORPORATION

OF

TRI STATE CARE INC.

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 57260  
NOV 14 9 33 AM '69  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland November 24, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 423

Recorded in Liber 7630, folio 320<sup>6</sup>, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 100.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles G. Rudger*



Received for record February 14, 1968 at 9:13 A.M. Liber 17,  
Receipt No. 54260

ARTICLES OF INCORPORATION  
OF  
H & H GULF DISTRIBUTING, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John H. Urner, whose post office address is 928 Club Road, Hagerstown, Maryland, Betty M. Baker, whose post office address is Route 3, Hagerstown, Maryland, and Shelby J. Crawford, whose post office address is Route 1, Fairplay, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

H & H GULF DISTRIBUTING, INC.

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

(a) To engage in the purchase and sale, at wholesale and retail, and the consignment and distribution of fuel oils of every kind and description, and the construction, purchase, leasing and operation of a bulk fuel oil plant including facilities for the receiving, storage and distribution of all fuel oil products.

(b) To conduct the business of filling and service stations, which businesses 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 a filling station; the washing, polishing and spring of motor vehicles; and such other business as is usual, proper and necessary in such enterprise.

(c) To conduct a business in the sale of gasoline and oil and to operate and lease stations for the sale of gasoline and oil, and to service cars, trucks, and other automotive equipment.

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

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

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

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and

dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 100 West Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is Daniel W. Moylan, 100 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of capital stock 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 and Robert C. Margerum, Gloria M. Margerum and Daniel W. Moylan 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) 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.

(c) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by

vote at a meeting or in writing with or without a meeting.

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

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

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

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

another class or classes; and shall have authority to exercise, without a vote or 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 this 11<sup>th</sup> day of December, 1967.

WITNESS:

Geraldine M. Lum

John H. Urner  
John H. Urner

Geraldine M. Lum

Betty M. Baker  
Betty M. Baker

Geraldine M. Lum

Shelby J. Crawford  
Shelby J. Crawford

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

I HEREBY CERTIFY that on the 11<sup>th</sup> day of December, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared John H. Urner, Betty M. Baker and Shelby J. Crawford 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.

Commission Expires

July 1, 1967



Geraldine M. Lum  
Notary Public

OF

H & H GULF DISTRIBUTING, INC.

STATE OF MD.  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD  
 RECEIPT NO. 54211  
 DEC 14 9 13 AM '67  
 LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
 LAND  \_\_\_\_\_  
 VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland December 12, 1967 at 12:00 o'clock P. M. as in conformity  
 with law and ordered recorded.

A 778

Recorded in Liber 2634-63<sup>7</sup>, folio 63, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles A. Bridges*



Received for record February 14, 1968 at 9:13 A.M. Liber 17,  
Receipt No. 54260

ARTICLES OF INCORPORATION  
OF  
GUY-POR, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Gail T. Guyton, whose postoffice address is Route No. 1, Smithsburg, Washington County, Maryland; William G. Porter, Jr., whose postoffice address is 216 West Franklin Street, Hagerstown, Washington County, Maryland; and Omer T. Kaylor, Jr., whose postoffice address is 123 West Washington Street, 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 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 GUY-POR, 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 here-

after 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 build, erect, maintain, manage and operate dry cleaning establishments, car washes, and laundries and in general to do anything and everything necessary, expedient or incidental to the operation of the same.

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

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

(e) To 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.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict 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 West Side Avenue, Funkstown, <sup>Wash. Co.</sup> 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.

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

SIXTH: The Corporation shall have three directors and Gail T. Guyton, William G. Porter, Jr. and Omer T. Kaylor, Jr. shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the

Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, 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 <sup>30<sup>th</sup></sup> day of *November*, 1967.

*Gail T. Guyton* (SEAL)  
Gail T. Guyton

*William G. Porter, Jr.* (SEAL)  
William G. Porter, Jr.

*Jean Pickett*  
Witness:

*Omer T. Kaylor, Jr.* (SEAL)  
Omer T. Kaylor, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *30<sup>th</sup>* day of *November*, 1967,  
before me, the subscriber, a Notary Public of the State of  
Maryland, in and for Washington County, personally appeared  
Gail T. Guyton, William G. Porter, Jr. and Omer T. Kaylor, Jr.  
and severally acknowledged the foregoing Articles of  
Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.



*Jean Pickett*  
Notary Public

My commission expires:  
July 1, 1969

ARTICLES OF INCORPORATION

OF  
GUY-FOR, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 5426  
FEB 14 9 13 AM '69  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND   
VAUGHN J. WAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 14, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 730

Recorded in Liber 7633, folio 501<sup>9</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 21.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles J. Waker*



Received for record February 14, 1968 at 9:13 A.M. Liber 17,  
Receipt No. 54260

THE POTOMAC EDISON COMPANY

ARTICLES OF AMENDMENT

THE POTOMAC EDISON COMPANY, a Maryland corporation having its principal office on Downsville Pike, Hagerstown, County of Washington, 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, as heretofore amended and supplemented, is hereby further amended by striking out Articles Supplementary approved and received for record on January 22, 1946, December 8, 1948, and June 18, 1967 and Article X of the Agreement of Consolidation, and by inserting in lieu thereof the following:

X.

The following is a description of each class of stock of the Corporation, with the preferences, voting powers, restrictions and qualifications of each class, the fixed annual dividends thereon, the times and prices of redemption thereof, and the conversion rights thereof, together with an express grant of authority to the Board of Directors to fix by resolution or resolutions certain thereof with respect to shares of the several series of the Cumulative Preferred Stock:

(1) The Cumulative Preferred Stock may be issued from time to time in one or more series, with such distinctive serial designations as may be stated or expressed in this Article or in a resolution or resolutions providing for the issue of such stock adopted from time to time by the Board of Directors; and, in such resolution or resolutions providing for the issue of shares of each particular series, the Board of Directors is also expressly vested with authority to fix the following provisions of the shares of such series:

(a) The designation of such series and the number of shares which shall constitute such series, which number may be increased or decreased (but not below the number of shares thereof then outstanding) from time to time by like action of the Board of Directors;

(b) The annual rate of dividends payable on shares of such series and the date from which dividends on all shares of such series issued prior to the record date for the first dividend on shares of such series shall be cumulative;

(c) The redemption price or prices for shares of such series;

(d) The amount payable on shares of such series in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, which amount may differ in the case of a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(e) The rights, if any, of the holders of shares of such series to convert such shares into shares of stock of the Corporation of any class or of any series of any class and the terms and conditions of such conversion; and

(f) Any other preferences, rights, voting powers, restrictions or qualifications of shares of such series;

so far as not inconsistent with the provisions of this Article applicable to all series of Cumulative Preferred Stock, and to the full extent now or hereafter permitted by the laws of the State of Maryland. All shares of Cumulative Preferred Stock shall be of equal rank and shall be identical, except in respect of the particulars that are fixed as hereinabove in this subsection provided; and all shares of

each series shall be identical in all respects except as to the dates from which dividends thereon shall be cumulative.

63,784 shares of the Cumulative Preferred Stock shall be a series of said Cumulative Preferred Stock designated as the 3.60% Cumulative Preferred Stock; 23,357 shares of the Cumulative Preferred Stock shall be a series of the Cumulative Preferred Stock designated as the 4.70% Cumulative Preferred Stock, Series B; and 100,000 shares of the Cumulative Preferred Stock shall be a series of the Cumulative Preferred Stock designated as the \$5.88 Cumulative Preferred Stock, Series C.

(2) The following is a statement of the powers, preferences and rights of the 3.60% Cumulative Preferred Stock to the extent not set forth elsewhere herein:

(a) The annual rate of dividends payable on shares of such series shall be three and sixty hundredths per cent. (3.60%) per annum of the par value thereof, and the date from which dividends shall be cumulative on all shares of such series, issued prior to the record date for the first dividend on shares of such series, shall be February 1, 1948;

(b) The redemption price for shares of such series shall be \$103.75 per share;

(c) The amount payable on shares of such series in the event of any voluntary liquidation, dissolution or winding up of the affairs of the Corporation shall be \$103.75 per share, and the amount payable upon any involuntary liquidation, dissolution or winding up of the affairs of the Corporation shall be the par value thereof;

(d) The holders of shares of such series shall not have the right to convert such shares into shares of the stock of the Corporation of any class or of any series of any class; and

(e) Unless and to the extent necessary to make good or prevent an impairment of its capital, the Corporation will not seek from the holders of the shares of such series, reimbursement for any State or local personal property taxes imposed with respect to such shares which it may be required to pay for the account of such holders by or under any present or future law of the State of Maryland, and will not charge such taxes in reduction of any amounts due to such holders as dividends or otherwise.

(3) The following is a statement of the powers, preferences and rights of the 4.70% Cumulative Preferred Stock, Series B, to the extent not set forth elsewhere herein:

(a) The annual rate of dividends payable on shares of such series shall be four and seventy hundredths per cent. (4.70%) per annum of the par value thereof, and the date from which dividends shall be cumulative on all shares of such series, issued prior to the record date for the first dividend on shares of such series shall be December 1, 1948;

(b) The redemption price for shares of such series shall be \$101 per share;

(c) The amount payable on shares of such series in the event of any voluntary liquidation, dissolution or winding up of the affairs of the Corporation shall be \$101 per share, and the amount payable upon any involuntary liquidation, dissolution or winding up of the affairs of the Corporation shall be the par value thereof;

(d) The holders of shares of such series shall not have the right to convert such shares into shares of the stock of the Corporation of any class or of any series of any class;

(e) Unless and to the extent necessary to make good or prevent an impairment of its capital, the Corporation will not seek from the holders of the shares of such series, reimbursement for any State or local personal property taxes imposed with respect to such shares which it may be required to pay for the account of such holders by or under any present or future law of the State of Maryland, and will not charge such taxes in reduction of any amounts due to such holders as dividends or otherwise; and

(f) The Corporation, as a purchase fund for the benefit of shares of such series will endeavor to purchase annually each calendar year on a national securities exchange (if shares of such series are listed thereon) or in the open market, (if not so listed), 2½% of the maximum number of shares of such series at any time issued and outstanding, at prices not exceeding, as to any shares so purchased, \$100 per share plus accrued and unpaid dividends to the date of purchase. To the extent that such purchases with respect to any calendar year are not effected prior to November 5 of such year, the Corporation shall, by notice published once in each of two consecutive calendar weeks (on any day of each such week) in one daily newspaper printed in the English language and of general circulation in the Borough of Manhattan, City of New York, and in one daily newspaper printed in the English language and of general circulation in the City of Baltimore, Maryland (the first publication in each city to be on or prior to November 15 of such year), invite tenders from all holders of shares of such series to sell to the Corporation shares of such series at the price of \$100 per share plus accrued and unpaid dividends to the date of purchase. The Corporation shall not be obligated to purchase any shares of such series during the period in any calendar year subsequent to November 4 in such year except pursuant to such invitation for tenders. The Corporation shall not be obligated to expend during any calendar year for purchases of shares of such series pursuant to this paragraph (whether made on a national securities exchange, in the open market or pursuant to an invitation for tenders) an amount which would exceed the net income of the Corporation, after payment of dividends on the Cumulative Preferred Stock of all series and on the shares of stock of any other class ranking prior to or on a parity as to dividends or assets with the Cumulative Preferred Stock, for the preceding calendar year or to make any such purchases of shares of such series if any dividends shall then be in arrears on the Cumulative Preferred Stock of any series or on shares of stock of any other class ranking prior to or on a parity as to dividends or assets with the Cumulative Preferred Stock or to make any such purchases except to the extent that it shall have funds legally available therefor.

For the purpose of the foregoing provisions, the term "net income of the Corporation, after payment of dividends on the Cumulative Preferred Stock of all series and on the shares of stock of any other class ranking prior to or on a parity as to dividends or assets with the Cumulative Preferred Stock" shall mean the balance remaining after deducting from the total gross revenues (including non-operating income) of the Corporation from all sources: (i) all operating expenses and taxes, including charges to income for general taxes and for federal and state taxes measured by income, for depreciation and for amortization or other disposition of amounts, if any, classified as amounts in excess of original cost of utility plant, (ii) the amount, if any, by which the charge to income during the year in question for depreciation as recorded on the books of the Corporation shall have been less than the minimum amount required therefor under the provisions of any then existing general indenture of mortgage or deed of trust of the Corporation, (iii) all interest charges and other income deductions, including charges to income for the amortization of debt discount, premium and expense and amortization of excess of carrying value of investments of the Corporation in securities of its subsidiaries over the underlying book equity of such subsidiaries at their respective dates of acquisition, (iv) amortization of preferred stock discount and expense, provided that such amortization shall be as recorded on the books of the Corporation and shall be pursuant to a regular or definite program of the Corporation for such amortization, and (v) all dividends applicable to the period in question on the Cumulative Preferred Stock of all series and on the shares of stock of any other class ranking prior to or on a parity as to dividends or assets with the Cumulative Preferred Stock.

All shares of such series purchased pursuant to the foregoing provisions shall be retired.

Each invitation for tenders shall set forth the method of making tenders and shall specify the number of shares of such series as to which tenders are being invited, the price to be paid for shares, the date on or prior to which tenders must be received (which date shall be not less than twenty-one nor more than twenty-eight days after the date on which such invitation is

first published) and the date of purchase by the Corporation of and payment for shares tendered (which date shall be not more than seven days after the date on or prior to which tenders must be received). If the number of shares tendered shall in the aggregate equal or be less than the number of shares specified in the invitation for tenders, the Corporation shall accept all tenders. Should there be tenders aggregating more than the number of shares specified in the invitation for tenders, the Corporation shall purchase the number of shares specified in such invitation, selecting such shares by lot in such manner as the Corporation shall determine. All tenders shall be subject to acceptance as a whole or in part. Any determination made by the Corporation in the acceptance of tenders shall be conclusive.

If the Corporation shall have duly performed its obligations under the foregoing provisions during any calendar year, the fact that it shall not have purchased or invited tenders for a number of shares of such series equal to 2½% of the maximum number of shares of such series at any one time outstanding shall not increase the number of shares it is obligated to purchase or with respect to which it is obligated to invite tenders during any subsequent calendar year. In the event that the Corporation shall at any time be in default in the performance of its obligations under the foregoing provisions, no dividends (other than dividends payable in junior stock) shall be paid or any other distribution of assets made, by purchase of shares or otherwise, on the Common Stock or on any other class of stock of the Corporation ranking junior as to dividends or assets to the Cumulative Preferred Stock.

(4) The following is a statement of the powers, preferences and rights of the \$5.88 Cumulative Preferred Stock, Series C, to the extent not set forth elsewhere herein:

(a) The annual rate of dividends payable on shares of such series shall be five and eighty-eight hundredths dollars (\$5.88) per share per annum, and the date from which dividends shall be cumulative on all shares of such series, issued prior to the record date for the first dividend on shares of such series shall be May 1, 1967;

(b) The redemption price for shares of such series shall be \$107.26 per share, if redeemed on or before May 1, 1972; \$105.79 per share, if redeemed thereafter and on or before May 1, 1977; and \$104.32 per share, if redeemed thereafter and on or before May 1, 1982; and \$102.85 per share, if redeemed after May 1, 1982;

(c) The amount payable on shares of such series in the event of any voluntary liquidation, dissolution or winding up of the affairs of the Corporation shall be an amount per share equal to the then current redemption price thereof, and the amount payable on shares of such series in the event of any involuntary liquidation, dissolution or winding up of the affairs of the Corporation shall be the par value thereof; and

(d) The holders of shares of such series shall not have the right to convert such shares into shares of the stock of the Corporation of any class or of any series of any class.

(5) The holders of the Cumulative Preferred Stock of each series, in preference to the holders of any class of stock ranking junior to the Cumulative Preferred Stock, shall be entitled to receive, as and when declared by the Board of Directors out of any funds legally available therefor, cash dividends, at the rate for such series fixed under the provisions of *subdivision (1)*, or set forth in *subdivisions (2)*, *(3)* and *(4)*, of this Article, and no more, payable quarterly on the first days of February, May, August and November, respectively, in each year, with respect to the quarterly period ending on the day preceding each such respective payment date. Such dividends shall be paid to stockholders of record on the respective dates, not exceeding twenty days prior to such payment dates, fixed by the Board of Directors for such purpose. Such dividends shall be cumulative, in the case of shares of each particular series:

(a) if issued prior to the record date for the first dividend on shares of such series, then from the date fixed for the purpose under the provisions of *subdivision (1)*, or set forth in *subdivisions (2)*, *(3)* and *(4)*, of this Article;

(b) if issued during the period commencing immediately after the record date for a dividend on shares of such series and terminating at the close of the payment date for such dividend, then from such dividend payment date; and

(c) otherwise from the quarterly dividend payment date next preceding the date of issue of such shares.

No dividend shall be paid upon, or declared or set apart for, any share of Cumulative Preferred Stock for any quarterly dividend period unless at the same time a like proportionate dividend for the same quarterly dividend period, ratably in proportion to the respective annual dividend rates fixed therefor, shall be paid upon, or declared and set apart for, all shares of Cumulative Preferred Stock of all series then issued and outstanding and entitled to receive such dividend.

(6) So long as any shares of Cumulative Preferred Stock shall be outstanding, the Corporation shall not declare any dividends or make any distributions in respect of outstanding shares of any stock (in this subdivision called "junior stock") of the Corporation ranking junior to the Cumulative Preferred Stock as to dividends or assets, other than dividends in shares of junior stock, or purchase or otherwise acquire for value any outstanding shares of junior stock (each such dividend, distribution, purchase or acquisition being in this subdivision called a "dividend") in contravention of the following:

(a) If and so long as the junior stock equity at the end of the calendar month immediately preceding the date on which a dividend on the junior stock is declared is, or as a result of such dividend would become, less than twenty per cent. (20%) of total consolidated capitalization, the Corporation shall not declare such dividends in an amount which, together with all other dividends on the junior stock paid within the year ending with and including the date on which such dividend is payable, exceeds fifty per cent. (50%) of the consolidated net income of the Corporation and its subsidiaries available for dividends on the junior stock for the twelve full calendar months immediately preceding the calendar month in which such dividends are declared, except in an amount not exceeding the aggregate of dividends on the junior stock which under the restriction set forth above in this paragraph could have been, and have not been, declared; and

(b) If and so long as the junior stock equity at the end of the calendar month immediately preceding the date on which a dividend on the junior stock is declared is, or as a result of such dividend would become, less than twenty-five per cent. (25%) but not less than twenty per cent. (20%) of total consolidated capitalization, the Corporation shall not declare dividends on the junior stock in an amount which, together with all other dividends on the junior stock paid within the year ending with and including the date on which such dividend is payable, exceeds seventy-five per cent. (75%) of the consolidated net income of the Corporation and its subsidiaries available for dividends on the junior stock for the twelve full calendar months immediately preceding the calendar month in which such dividends are declared, except in an amount not exceeding the aggregate of dividends on junior stock which under the restriction set forth in *paragraph (a)* of this subdivision and in this paragraph could have been, and have not been, declared.

For the purposes of this subdivision "junior stock equity" shall mean the aggregate of the par value of, or stated capital represented by, the outstanding shares of junior stock, all earned surplus, capital or paid-in surplus and any premiums on the junior stock then carried on the books of the Corporation and its consolidated subsidiaries less (i) the excess, if any, of the aggregate amount payable on involuntary liquidation of the Corporation upon all outstanding shares of Cumulative Preferred

Stock over the sum of (x) the aggregate par value of the shares of Cumulative Preferred Stock and (y) any premiums thereon; (ii) any amounts on the books of the Corporation and its consolidated subsidiaries known, or estimated, if not known, to represent the excess, if any, of recorded value over original cost of used or useful utility plant; and (iii) any intangible items set forth on the asset side of the consolidated balance sheet of the Corporation and its subsidiaries in accordance with generally accepted accounting principles, such as unamortized debt discount and expense; provided, however, that no deduction shall be required to be made in respect of items referred to in clauses (ii) and (iii) of this paragraph in cases in which such items are being amortized or are provided for, or are being provided for, by reserves.

For the purposes of this subdivision "total consolidated capitalization" shall mean the aggregate of (i) the principal amount of all outstanding indebtedness of the Corporation and its consolidated subsidiaries maturing more than twelve months after the date of issue thereof; and (ii) the par value of, or stated capital represented by, and any premiums carried on the books of the Corporation and its consolidated subsidiaries in respect of, the outstanding shares (except any eliminated in consolidation) of all classes of the capital stock of the Corporation and its consolidated subsidiaries, earned surplus and capital or paid-in surplus, less any amounts required to be deducted pursuant to clauses (ii) and (iii) of the immediately preceding paragraph of this subdivision in the determination of junior stock equity.

Subject to the foregoing and to any further limitations prescribed in accordance with the provisions of *subdivisions (1) and (11)* of this Article, the Board of Directors may declare, out of any funds legally available therefor, dividends upon the then outstanding shares of any class of stock ranking junior to the Cumulative Preferred Stock, and no holders of shares of Cumulative Preferred Stock of any series shall be entitled to share therein.

(7) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of any class of stock ranking junior to the Cumulative Preferred Stock, the holders of the Cumulative Preferred Stock shall be entitled to be paid in full the respective amounts fixed under the provisions of *subdivision (1)*, or set forth in *subdivisions (2), (3) and (4)*, of this Article, together with an amount, in the case of each share, computed at the annual dividend rate for the series of which the particular share is a part, from the date on which dividends on such share became cumulative to and including the date fixed for such distribution or payment, less the aggregate amount of all dividends theretofore paid thereon. If such payment shall have been made in full to the holders of the Cumulative Preferred Stock, the remaining assets and funds of the Corporation shall be distributed among the holders of the classes of stock ranking junior to the Cumulative Preferred Stock, according to their respective rights and preferences and in each case according to their respective shares. If, upon any liquidation, dissolution or winding up of the affairs of the Corporation, the amounts so payable are not paid in full to the holders of all outstanding shares of Cumulative Preferred Stock, the holders of all series of Cumulative Preferred Stock shall share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be respectively entitled. Neither the consolidation or merger of the Corporation nor the sale or transfer of all or a part of its assets shall be deemed a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of the foregoing provisions of this subdivision.

(8) The Cumulative Preferred Stock of any series may be redeemed, as a whole or in part, at the option of the Corporation, by vote of the Board of Directors, at any time or from time to time, at the applicable redemption price for such series fixed under the provisions of *subdivision (1)*, or set forth in *subdivisions (2), (3) and (4)*, of this Article, together with an amount (hereinafter referred to as accrued dividends to the redemption date), in the case of each share, computed at the annual dividend rate for the series of which the particular share is a part, from the date on which dividends on such share became cumulative to and including the date of redemption, less the aggregate amount of all

dividends theretofore paid thereon. If less than all the outstanding shares of Cumulative Preferred Stock of any series are to be redeemed, the shares to be redeemed shall be determined by lot in such manner as the Board of Directors may prescribe. Unless all dividends on the Cumulative Preferred Stock of all series for all past quarterly dividend periods shall have been paid or declared and a sum sufficient for the payment thereof set apart, the Corporation shall not acquire any shares of Cumulative Preferred Stock (except by redemption of all outstanding shares of Cumulative Preferred Stock) without obtaining approval under the Public Utility Holding Company Act of 1935 for such acquisition.

Notice of every redemption of Cumulative Preferred Stock shall be mailed, addressed to the holders of record of the shares to be redeemed at their respective addresses as they shall appear on the stock books of the Corporation (but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for such redemption), and notice shall also be published at least once in one daily newspaper printed in the English language and published and of general circulation in the Borough of Manhattan, The City of New York, the first publication and such mailing to be at least thirty days and not more than sixty days prior to the date fixed for redemption.

If notice of redemption shall have been duly published and if, on or before the redemption date specified in the notice, all funds necessary for the redemption shall have been deposited in trust with a bank or trust company of the character described in the following paragraph and designated in the notice of redemption, for the pro rata benefit of the holders of the shares so called for redemption, so as to be and continue to be available therefor, then, from and after the date of redemption so designated, notwithstanding that any certificate for shares of Cumulative Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, the dividends thereon shall cease to accumulate, and all rights with respect to the shares of Cumulative Preferred Stock so called for redemption shall forthwith on the redemption date cease and terminate, except only the right of the holders thereof to receive the redemption price of the shares so redeemed, including accrued dividends to the redemption date, but without interest.

The Corporation may also, at any time prior to the redemption date specified in the notice of redemption, deposit in trust, for the account of the holders of the Cumulative Preferred Stock to be redeemed, with a bank or trust company in good standing, organized under the laws of the United States of America or of the State of New York, doing business in the Borough of Manhattan, The City of New York, having capital, surplus and undivided profits aggregating at least Two Million Dollars (\$2,000,000), designated in the notice of redemption, all funds necessary for the redemption, and deliver irrevocable written instructions authorizing such bank or trust company, on behalf and at the expense of the Corporation, to cause notice of redemption to be duly mailed and publication of notice to be made as herein provided promptly upon receipt of such irrevocable instructions. Thereupon, notwithstanding that any certificate for shares of Cumulative Preferred Stock so called for redemption shall not have been surrendered for cancellation, all shares of Cumulative Preferred Stock with respect to which the deposit shall have been made shall no longer be deemed to be outstanding, and all rights with respect to such shares of Cumulative Preferred Stock shall forthwith, upon such deposit in trust accompanied by irrevocable instructions as provided above, cease and terminate except only the right of the holders thereof to receive from such bank or trust company, at any time after the time of the deposit, the redemption price, including accrued dividends to the redemption date, but without interest, of the shares so to be redeemed, and the right to exercise, on or before the date fixed for redemption, privileges of conversion or exchange, if any, not theretofore expiring.

Any moneys deposited by the Corporation pursuant to this subdivision which shall not be required for the redemption because of the exercise of any such right of conversion or exchange subsequent to the date of the deposit shall be repaid to the Corporation forthwith. Any other moneys deposited by the Corporation pursuant to this subdivision and unclaimed at the end of six years from the date fixed for redemption shall be repaid to the Corporation upon its request expressed in a

resolution of its Board of Directors, after which repayment the holders of the shares so called for redemption shall look only to the Corporation for the payment thereof.

(9) Except as may be mandatorily required by law regardless of limitations contained in the charter, at all meetings of the stockholders, every registered holder of Common Stock shall be entitled to vote and shall have one vote for each share standing in his name on the books of the Corporation on any record date fixed for such purpose or, if no such date be fixed, on the date of such meeting, and the holders of Cumulative Preferred Stock shall have no right to vote except as provided hereinafter in this Article or in accordance with *subdivision (1)* of this Article. Each present and future stockholder of the Corporation by becoming such thereby waives, to the full extent permitted by law, any right to vote for the election of Directors other than as provided in this subdivision.

If, at any time, dividends on any of the outstanding shares of Cumulative Preferred Stock shall be in default in an amount equivalent to four or more full quarterly dividends, the Cumulative Preferred Stock, voting separately as a class, shall be entitled to elect the smallest number of Directors necessary to constitute a majority of the full Board, which right may be exercised until all arrears in payment of quarterly dividends on the Cumulative Preferred Stock shall have been paid, or deposited in trust for payment on or before the next succeeding dividend payment date. When all such arrears have been so paid or deposited in trust (and such arrears shall be so paid or deposited in trust as soon as lawful and reasonably practicable out of any assets of the Corporation available therefor), the Cumulative Preferred Stock shall be divested of such voting power, but subject always to the same provisions for the vesting of such voting power in the Cumulative Preferred Stock in the case of any future such default or defaults. So long as the Cumulative Preferred Stock shall have the right so to elect a majority of the Directors, the holders of the Common Stock, voting separately as a class, shall be entitled to vote for and elect the remaining Directors, and their right to vote for Directors shall be limited accordingly.

The foregoing right of the Cumulative Preferred Stock to elect a majority of the Directors of the Corporation may be exercised at any annual meeting of shareholders or, within the limitations hereinafter provided, at a special meeting of stockholders held for such purpose. If the date upon which such right of the holders of the Cumulative Preferred Stock shall become vested shall be less than forty-five days or more than ninety days preceding the date of the next ensuing annual meeting of shareholders as fixed by the By-Laws of the Corporation, the President of the Corporation shall call a special meeting of the holders of the Cumulative Preferred Stock and Common Stock to be held not less than forty-five days and not more than ninety days after the date upon which such right of the holders of the Cumulative Preferred Stock shall have become vested for the purpose of electing a new Board of Directors, of which a majority shall be elected by a vote of the Cumulative Preferred Stock and the remainder shall be elected by a vote of the Common Stock, to serve until the next annual meeting or until their successors shall be elected and shall qualify. Notice of such meeting shall be mailed to each stockholder not less than ten days prior to the date of such meeting. The term of office of all Directors of the Corporation shall terminate at the time of any such meeting held for the purpose of electing a new Board of Directors, notwithstanding that the term for which such Directors had been elected shall not then have expired. In the event that at any meeting at which holders of the Cumulative Preferred Stock shall be entitled to elect a majority of the Board of Directors, a quorum of the holders of such stock shall not be present in person or by proxy, the holders of the Common Stock, if a quorum thereof be present, may temporarily elect the Directors whom the holders of the Cumulative Preferred Stock are entitled but fail to elect, such Directors to be designated as having been so elected and their term of office to expire at such time thereafter as their successors shall be elected by the holders of the Cumulative Preferred Stock as herein provided.

If, at the time of any meeting at which holders of the Cumulative Preferred Stock shall be entitled to elect a majority of the Directors of the Corporation, the number constituting the full Board of Directors of the Corporation shall be more than fifteen, such number shall be automatically reduced

to fifteen and the right of the holders of Cumulative Preferred Stock to elect Directors shall be to elect a majority of the number of Directors as so reduced. The holders of the Cumulative Preferred Stock may at such meeting, prior to the election of such Directors, amend the By-laws so as to fix the number of Directors at fifteen if necessary or desirable in order to effect such reduction, which number shall not be increased until the Cumulative Preferred Stock shall be divested of its right to elect a majority of the Directors of the Corporation.

Whenever the Cumulative Preferred Stock shall be entitled to elect a majority of the Board of Directors, any holder of such stock shall have the right, during regular business hours, in person or by a duly authorized representative, to examine and to make transcripts of the stock records of the Corporation for the Cumulative Preferred Stock for the purpose of communicating with other holders of such stock with respect to the exercise of such right of election.

Whenever the Cumulative Preferred Stock shall be divested of such voting power, the President of the Corporation shall, within ten days after delivery to the Corporation at its principal office of a request to such effect signed by any holder of Common Stock, call a special meeting of the holders of the Common Stock to be held within forty days after the delivery of such request for the purpose of electing a new Board of Directors to serve until the next annual meeting or until their respective successors shall be elected and shall qualify. If, at any such special meeting, any Director shall not be re-elected, his term of office shall terminate upon the election and qualification of his successor, notwithstanding that the term for which such Director was originally elected shall not then have expired.

At any annual or special meeting of stockholders held for the purpose of electing Directors when the holders of the Cumulative Preferred Stock shall be entitled to elect a majority of the Board of Directors, the presence in person or by proxy of the holders of thirty-five per cent (35%) of the outstanding shares of the Cumulative Preferred Stock shall be required to constitute a quorum for the election by such class of a majority of the Board of Directors, and the presence in person or by proxy of the holders of a majority of the outstanding shares of Common Stock shall be required to constitute a quorum for the election by such class of the remaining Directors or for the election temporarily by such class of a majority of the Board of Directors as herein provided; *provided*, however, that the majority of the holders of either such class of stock who are present in person or by proxy shall have power to adjourn such meeting for the election of Directors by such class from time to time without notice other than announcement at the meeting. No delay or failure by the holders of either such class of stock to elect the members of the Board of Directors which such holders are entitled to elect shall invalidate the election of the remaining members of the Board of Directors by the holders of the other such class of stock. At any such election of Directors by the holders of shares of Cumulative Preferred Stock, each such holder shall have one vote for each share of such stock standing in his name on the books of the Corporation on any record date fixed for such purpose or, if no such date be fixed, on the date on which the election is held.

If, during any interval between annual meetings of shareholders for the election of Directors and while the Cumulative Preferred Stock shall be entitled to elect a majority of the Directors, the number of Directors in office who have been elected by the holders of the Cumulative Preferred Stock or Common Stock, as the case may be, shall, by reason of resignation, death or removal, be less than the total number of Directors subject to election by the holders of shares of such class, (a) the vacancy or vacancies shall, if permitted by law, be filled by a majority vote of the remaining Directors then in office who were elected by such class or succeeded to a Director so elected, although such majority be less than a quorum, and (b) if not so filled within forty days after the creation thereof, the President of the Corporation shall call a special meeting of the holders of shares of such class and such vacancy or vacancies shall be filled at such special meeting.

Any Director may be removed from office by vote of the holders of a majority of the shares of the class of stock by which his successor would be elected. A special meeting of the holders of shares of such class may be called by a majority vote of the Board of Directors for the purpose of removing

a Director in accordance with the provisions of this paragraph. The President of the Corporation shall, in any event, within ten days after delivery to the Corporation at its principal office of a request to such effect signed by the holders of at least five per cent. (5%) of the outstanding shares of such class, call a special meeting for such purpose to be held within forty days after the delivery of such request.

Except as may be mandatorily required by law regardless of limitations contained in the charter, holders of Cumulative Preferred Stock shall not be entitled to receive notice of any meeting of stockholders at which they are not entitled to vote or consent.

(10) So long as any shares of Cumulative Preferred Stock are outstanding, the consent of the holders of at least two-thirds of the Cumulative Preferred Stock at the time outstanding, given in person or by proxy, either in writing or by vote at any meeting called for the purpose, shall be necessary for effecting or validating any one or more of the following:

(a) Any amendment, alteration or repeal of any of the provisions of the charter, which affects adversely the powers, preferences or rights of the holders of the Cumulative Preferred Stock; *provided*, however, that if such amendment, alteration or repeal affects adversely the powers, preferences or rights of one or more but not all series of Cumulative Preferred Stock at the time outstanding, only the consent of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required; and *provided*, further, that the amendment of the provisions of the charter so as to increase or decrease the authorized amount of the Cumulative Preferred Stock or so as to authorize or create, or so as to increase or decrease the authorized amount of, any new class of stock ranking on a parity as to dividends or assets with or any class of stock ranking junior to the Cumulative Preferred Stock or any security convertible into any such stock or into Cumulative Preferred Stock shall not be deemed to affect adversely the powers, preferences or rights of the holders of the Cumulative Preferred Stock or any series thereof, and the right is hereby reserved to make any such amendment upon the vote prescribed in *subdivision (12)* of this Article; or

(b) The authorization or creation, or the increase in the authorized amount, of any stock of any class or any security convertible into stock of any class, ranking prior as to dividends or assets to the Cumulative Preferred Stock or the issue (other than upon conversion) of any shares of any such prior ranking stock more than twelve months after the date as of which the Corporation was empowered to create or authorize such prior ranking stock;

*provided*, however, that no such consent of the holders of the Cumulative Preferred Stock shall be required if, at or prior to the time when such amendment, alteration or repeal is to take effect, or when the issuance of any such prior stock or convertible security is to be made, as the case may be, provision is made for the redemption of all shares of Cumulative Preferred Stock at the time outstanding or, in the case of any such amendment, alteration or repeal as to which the consent of less than all series of the Cumulative Preferred Stock would otherwise be required, for the redemption of all shares of the series of Cumulative Preferred Stock the consent of which would otherwise be required.

(11) So long as any shares of Cumulative Preferred Stock are outstanding, the consent of the holders of at least a majority of the Cumulative Preferred Stock at the time outstanding, given in person or by proxy, either in writing or by vote at any meeting called for the purpose, shall be necessary for effecting or validating any one or more of the following:

(a) The issue of any unsecured notes, debentures or other securities representing unsecured indebtedness, or the assumption of any such unsecured securities, for a purpose other than the refunding or renewing of outstanding unsecured securities theretofore issued or assumed by the Corporation resulting in equal or longer maturities or the redemption or other retirement of all outstanding shares of Cumulative Preferred Stock, if, immediately after such issuance or assump-

tion, (i) the total principal amount of all unsecured notes, debentures or other securities representing unsecured indebtedness issued or assumed by the Corporation and then outstanding would thereby exceed twenty per cent. (20%) of the aggregate of (x) the total principal amount of all bonds or other securities representing secured indebtedness issued or assumed by the Corporation and then outstanding and (y) the capital stock, premiums thereon and surplus of the Corporation as then stated on the books of account of the Corporation, or (ii) the total principal amount of all unsecured notes, debentures or other securities representing unsecured indebtedness issued or assumed by the Corporation and then outstanding having maturities of less than ten years would thereby exceed ten per cent. (10%) of such aggregate. Payment due upon the maturity of unsecured debt having an original single maturity of ten years or more or the payment due upon the final maturity of any unsecured serial debt which had original maturities of ten years or more shall not be regarded for purposes of clause (ii) of this paragraph as unsecured debt of a maturity of less than ten years until such payment is required to be made within three years;

(b) The issue of any additional shares or the reissue of any reacquired shares of Cumulative Preferred Stock or any shares of stock of any class ranking on a parity as to dividends or assets with the Cumulative Preferred Stock for any purpose other than to refinance an equal par amount or stated value of Cumulative Preferred Stock or of any class of outstanding stock ranking prior to or on a parity as to dividends or assets with the Cumulative Preferred Stock, unless the consolidated gross income of the Corporation and its subsidiaries (after all taxes including taxes based on income) for twelve consecutive calendar months within a period of fifteen calendar months immediately preceding the calendar month of such issuance is equal to at least one and one-half times the aggregate of the annual interest charges on indebtedness of the Corporation and its consolidated subsidiaries (excluding interest charges on indebtedness to be retired by the application of the proceeds from the issuance of such shares) and the annual dividend requirements on all preferred stock (including dividend requirements on any class of stock ranking prior to or on a parity with the shares to be issued, as to dividends or assets), which will be outstanding immediately after the issuance of such shares. If, during the period as of which consolidated gross income is to be determined for the purpose set forth in this paragraph, the amount, if any, required to be expended by the Corporation and its consolidated subsidiaries for property additions pursuant to a renewal and replacement fund or similar fund established under any then existing general indenture or mortgage or deed of trust of the Corporation shall exceed the amount deducted in the determination of such consolidated gross income on account of depreciation and amortization of electric plant acquisition adjustments, such excess shall also be deducted in determining such consolidated income;

(c) The issue of any additional shares or the reissue of any reacquired shares of Cumulative Preferred Stock or of any shares of stock of any class ranking on a parity with the Cumulative Preferred Stock, as to dividends or assets for any purpose other than to refinance an equal par amount or stated value of Cumulative Preferred Stock or of any class of outstanding stock ranking prior to or on a parity as to dividends or assets with the Cumulative Preferred Stock unless the aggregate of the junior stock equity (as defined in *subdivision (6)* of this Article), shall be not less than the aggregate amount payable upon involuntary liquidation, dissolution or winding up of the affairs of the Corporation to the holders of all shares of the Cumulative Preferred Stock and of any shares of stock of any class ranking prior thereto, or on a parity as to dividends and assets with the Cumulative Preferred Stock to be outstanding immediately after such proposed issue, excluding from such computation all indebtedness and stock to be retired through such proposed issue. If for the purposes of meeting the foregoing requirement, it shall have been necessary to take into consideration any of the consolidated earned surplus of the Corporation and its subsidiaries, the Corporation shall not thereafter pay any dividends on or make any distributions in respect of, or purchase or otherwise acquire for value, shares of stock of the

Corporation of any class ranking junior to the Cumulative Preferred Stock which would result in reducing said junior stock equity to an amount less than the amount payable on involuntary liquidation of the Corporation with respect to all shares of the Cumulative Preferred Stock and all shares ranking prior to or on a parity with the Cumulative Preferred Stock as to dividends or assets, at the time outstanding; or

(d) The sale or other disposition of all or substantially all of the assets of the Corporation or the consolidation or merger of the Corporation; *provided*, however, that except as may be mandatorily required by law regardless of limitations contained in the charter, no such consent shall be required with respect to (i) a sale or other disposition of all or substantially all of the assets of the Corporation or a consolidation or merger of the Corporation if such sale, other disposition, consolidation or merger, or the issuance or assumption of all securities to be issued or assumed in connection therewith, shall have been ordered or approved under the Public Utility Holding Company Act of 1935 or (ii) a sale or other disposition of all or substantially all of the assets of the Corporation to a subsidiary of the Corporation or a consolidation or merger of the Corporation with a subsidiary of the Corporation if none of the powers, preferences or rights of the holders of the Cumulative Preferred Stock will be adversely affected thereby, and if none of the property or business of the Corporation will thereby become subject to the lien of any mortgage, deed of trust or other encumbrance, and if the company resulting from or surviving such sale, other disposition, consolidation or merger will be authorized to carry on the business then being conducted by the Corporation and will have authorized or outstanding, after such sale, other disposition, consolidation or merger, no stock of any class or other securities ranking prior to or on a parity with the Cumulative Preferred Stock, or securities convertible into any such stock or securities, except the same number of shares of stock and the same amount of other securities with the same powers, preferences and rights as the stock and securities of the Corporation authorized and outstanding immediately preceding such sale, other disposition, consolidation or merger, and if each holder of Cumulative Preferred Stock at the time of such sale, other disposition, consolidation or merger will receive the same number of shares, with the same powers, preferences and rights, of the resulting or surviving company as he held of the Cumulative Preferred Stock;

*provided*, however, that no such consent of the holders of the Cumulative Preferred Stock shall be required if, at or prior to the time when the issuance of any such securities representing unsecured indebtedness or when the issuance of any such parity stock or convertible security or any such additional shares of Cumulative Preferred Stock is to be made, or when such sale, other disposition, consolidation or merger is to take effect as the case may be, provision is made for the redemption of all shares of Cumulative Preferred Stock at the time outstanding.

(12) The Corporation reserves the right, subject only to any requisite vote or consent of the holders of any other class of stock specifically required by the provisions of the charter or mandatorily required by law, to amend or change any and all provisions of the charter (including a change in the preferences given to any one or more classes of stock by the charter or an increase or decrease in the amount of the authorized stock of such class or classes or an increase or decrease in the par value thereof) by the vote in favor thereof, given in person or by proxy at any meeting called for the purpose, of the holders of a majority of the outstanding shares of Common Stock. The holders of the Cumulative Preferred Stock shall have no right to vote or consent with respect to any such amendment except as specifically provided in *subdivisions* (10) and (11) of this Article or in accordance with *subdivision* (1) of this Article.

(13) Except when mandatorily required by law and except as otherwise provided with respect to any particular series in accordance with the provisions of *subdivision* (1) of this Article, whenever shares of two or more series of the Cumulative Preferred Stock are outstanding, no particular series

of the Cumulative Preferred Stock shall be entitled to vote or consent as a separate series on any matter, and all shares of Cumulative Preferred Stock of all series shall be deemed to constitute but one class for any purpose for which a vote or consent of the shareholders by classes may now or hereafter be required.

(14) No holder of any shares of Cumulative Preferred Stock of any series shall be entitled as such, as a matter of right, to purchase or subscribe for any shares of stock of the Corporation of any class, whether now or hereafter authorized or whether issued for cash, property or services or as a dividend or otherwise, or any securities convertible into shares of stock of the Corporation or carrying or evidencing any right to purchase shares of stock of any class.

(15) Any shares of Cumulative Preferred Stock which are redeemed or retired, except shares retired through conversion or through the operation of any sinking fund or redemption or purchase account, shall thereafter have the status of authorized but unissued shares of Cumulative Preferred Stock of the Corporation and may thereafter be reclassified and reissued by the Board of Directors in the same manner as any other authorized and unissued shares of Cumulative Preferred Stock.

(16) Subject to the limitations set forth in this Article, all or any of the shares of stock of the Corporation of any class and securities convertible into stock of any class may be issued by the Corporation, acting through its Board of Directors, without action by the stockholders, from time to time, for such consideration, or by way of dividend, in such manner and upon such terms as may be determined and deemed advisable from time to time by the Board of Directors. Such consideration, in the case of shares having a par value, shall not be less than the par value thereof and, in the case of securities convertible into shares of stock having a par value, shall not be less than the par value of the shares into which such securities are convertible, except as otherwise permitted by law. Such consideration may consist of cash, labor done, real and/or personal property, or the use thereof, and the value of any such consideration consisting of such labor or property or the use thereof shall be as determined by the Board of Directors. All shares of stock so issued, for which the consideration so fixed has been received by the Corporation, shall be deemed fully paid stock and shall not be liable to any further calls or assessments thereon."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on September 27, 1967, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that 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 November 21, 1967.

THIRD: The meeting of stockholders of the Corporation called by the Board of Directors of the Corporation as aforesaid was held at the principal office of the Corporation on Downsville Pike in the County of Washington, State of Maryland, on November 21, 1967, pursuant to notice duly given to all stockholders entitled to vote thereon setting forth the foregoing amendment of the charter of the Corporation and stating that one of the purposes of the meeting of stockholders would be to take action thereon.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved and adopted by the stockholders of the Corporation at said meeting by the affirmative vote of the holders of all the shares of Common Stock outstanding and by the affirmative vote of more than two-thirds of the holders of the outstanding Cumulative Preferred Stock, being the requisite number of votes as provided in the charter 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 and adopted by the stockholders of the Corporation.

IN WITNESS WHEREOF, THE POTOMAC EDISON COMPANY has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on November 21, 1967.

THE POTOMAC EDISON COMPANY

By *Charles D. Lyon*  
CHARLES D. LYON, President



*William H. MacMullen*  
WILLIAM H. MACMULLEN, Secretary

218

STATE OF MARYLAND }  
COUNTY OF WASHINGTON } ss.:

I HEREBY CERTIFY that on November 21, 1967, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Charles D. Lyon, President of THE POTOMAC EDISON COMPANY, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared William H. MacMullen 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 adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

*Hilda W. Stoner*  
Notary Public

(NOTARIAL SEAL)



OF

THE POTOMAC EDISON COMPANY

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 97631

NOV 14 9 13 AM '68

LIBER FOLIO

AND TAUGHN J. BAKER, AGT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland November 27, 1967 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 468

Recorded in Liber 7631, folio 16, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 35.00

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



Received for record February 14, 1968 at 9:13 A.M. Liber 17,  
Receipt No. 54260

ARTICLES OF CONSOLIDATION  
(Pursuant to General Corporation Law of the State  
of Maryland)

FIRST. BELSON CORPORATION, a corporation organized and existing under the laws of the State of New York and THE HIGHFIELD MFG. COMPANY, a corporation organized and existing under the laws of the State of Maryland, agree that said corporations shall consolidate and thereby form a new corporation. The terms and conditions of consolidation and the mode of carrying the same into effect are herein set forth in these articles of consolidation.

SECOND. The new corporation shall be formed under the laws of the State of New York.

THIRD. The consolidating corporations are Belson Corporation, a corporation organized under Article Two of the Stock Corporation Law of the State of New York and now existing under the Business Corporation Law of the State of New York, and The Highfield Mfg. Company, a corporation organized and existing under the General Corporation Law of the State of Maryland. Said Belson Corporation was incorporated under general law of the State of New York on March 25, 1963 and has never qualified or registered to do business in the State of Maryland.

FOURTH. The matters and facts required to be stated in the Articles of Incorporation of a Maryland corporation other than provisions with respect to incorporators are:

(a) The name of the new corporation is  
CLARKSON INDUSTRIES, INC.

(b) The purposes for which the new corporation  
is formed are:

(i) To manufacture, purchase, produce or  
otherwise acquire, prepare, invest in, own, mortgage,  
pledge, sell, assign, transfer or otherwise dispose of,  
trade, deal in and deal with:

(aa) Air appliance products including in-  
dustrial blowers and exhausters and related equip-  
ment, portable and stationary industrial vacuum  
cleaning systems, pneumatic conveying equipment, dust  
collectors, continuous strip and sheet dryers for  
the metal working industries, air vacuum equipment,  
steam and gas operated air heaters and related  
products and variations thereof.

(bb) Industrial filtration equipment, in-  
cluding magnetic type separators, flotation type  
clarifiers, disposable filter-media type filters,  
diatomaceous earth type filters and other filtra-  
tion systems and related products and variations  
thereof.

(cc) Castings in gray iron and semi-steel  
and related products and variations thereof.

(dd) Plumbing, heating and construction  
equipment including fusible, non-fusible and tank  
valves, check valves, fuel oil filters, thermal

switches, locking devices for gas products, and other uses, metal stampings, scribers, pipe, pipe nipples, pipe fittings and related products and variations thereof.

(ee) Parts and accessories for electric control systems, including electrical coils and solenoids and related products and variations thereof.

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

(iii) To acquire property for the corporate purposes by grant, gift, purchase, devise or bequest, and to hold and to dispose of the same, subject to the limitations as may be prescribed by law.

(iv) To guarantee any obligation for the payment of money to the extent provided by law.

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

(vi) 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 tradenames, relating to or useful in connection with any business of the new corporation.

(vii) To purchase, acquire, hold and dispose of bonds, notes or choses in action of any person or persons, partnership or corporation and to pledge the same to secure the payment of collateral trust bonds or notes and to sell or otherwise negotiate such collateral trust bonds or notes.

(viii) To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign and issue in exchange therefor its stock, bonds or other obligations.

(ix) To borrow money and contract debts, when necessary for the transaction of the business of the corporation, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation and to issue and dispose of obligations for any amount so borrowed and to mortgage its property and franchises to secure the payment of such obligations, or of any debt contracted for such purposes, in the manner authorized by law.

(x) To purchase, hold, sell and transfer its own shares of any class; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impair-

ment of its capital except as otherwise permitted by law.

(xi) To have one or more offices, to transact business and conduct its affairs in whole or in part in other states of the United States of America, in the District of Columbia, in any of the territories, districts, protectorates, dependencies or insular or other possessions thereof, or in any foreign countries, and to acquire, hold and dispose of such property therein, real, personal and mixed, as may be requisite for the transaction of its business and the conduct of its affairs.

(xii) To have and exercise all the powers conferred by the laws of New York upon corporations formed under the Business Corporation Law 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.

(xiii) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the new corporation.

(c) The post office address of the principal office of the new corporation is 107 Fourth Avenue, New York, N.Y. 10003.

The name of the registered agent of the new corporation is The Corporation Trust Company and the post

office address of the registered agent is 277 Park Avenue, New York, N.Y. 10017.

(d) The total number of shares of all classes of stock which the new corporation shall have authority to issue is Eight hundred thousand (800,000) shares of common stock of the par value of One (\$1.00) Dollar each of the aggregate par value of Eight hundred thousand (\$800,000.) Dollars. No holder of shares of the new corporation, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive any shares of the new corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe to or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time be issued, sold, or offered for sale by the new corporation.

(e) The number of directors of the new corporation shall be five (5).

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are:

Cora S. Clarkson  
Robert L. Clarkson  
Lawrence X. Cusack  
Carlton A. Hohloch  
Revis L. Stephenson

FIFTH. The total number of shares of stock of all classes which said Belson Corporation has authority to issue is Six thousand (6,000) shares of common stock without par value.

The total number of shares of stock of all classes which said The Highfield Mfg. Company has authority to issue is One hundred thousand (100,000) of the par value of One (\$1.00) Dollar each, of the aggregate par value of One hundred thousand (\$100,000.) Dollars.

SIXTH. The number of shares of stock of each class of the new corporation to be issued for shares of each class of each of the consolidating corporations is as follows:

226,881.2 shares of the common stock of the new corporation shall be issued for 1,897 shares of the common stock of said Belson Corporation; 373,118.8 shares of the common stock of the new corporation shall be issued for 1,219 shares of the capital stock of said The Highfield Mfg. Company.

The manner of converting the stock of each of the corporations, parties to the articles of consolidation, into stock of the new corporation is as follows:

(a) With the exception of the shares of common stock of said Belson Corporation owned by said The Highfield Mfg. Company, each share of the common stock of Belson Corporation outstanding on the effective date of the consolidation and all rights in respect thereof shall, forthwith upon such effective date, be converted into and become exchanged for 119.6 shares of the common stock of the new corporation and each holder of the shares of common stock of Belson Corporation shall thereafter be entitled, upon presentation for surrender to the new corporation or its agent, of the certificate or certifi-

cates representing such shares, to receive in exchange therefor one or more certificates representing the shares of fully paid and non-assessable common stock of the new corporation, together with a stock scrip certificate for any fractional share of the capital stock of the new corporation, as shall be deliverable to such holder upon the aforesaid basis of conversion and exchange.

(b) Each share of the capital stock of The Highfield Mfg. Company outstanding on the effective date of the consolidation and all rights in respect thereof, shall, forthwith upon such effective date, be converted into and become exchanged for 306.08597 shares of the common stock of the new corporation; and each holder of the shares of capital stock of The Highfield Mfg. Company shall thereafter be entitled, upon presentation for surrender to the new corporation or its agent, of the certificate or certificates representing such shares, to receive in exchange therefor one or more certificates representing the shares of fully paid and non-assessable common stock of the new corporation, together with a stock scrip certificate for any fractional share of the capital stock of the new corporation, as shall be deliverable to such holder upon the aforesaid basis of conversion and exchange.

(c) Each stock scrip certificate delivered as aforesaid, shall be transferable by delivery and shall entitle the holder to receive a certificate for a full share upon the surrender of such scrip or other evidence

of ownership aggregating a full share, but shall not entitle the holder to exercise any voting right or to receive dividends thereon, or to participate in any of the assets of the new corporation in the event of liquidation.

(d) On the effective date of the consolidation the 2,800 shares of the common stock of Belson Corporation owned by The Highfield Mfg. Company and all rights in respect thereof shall cease to exist, the certificates therefor shall be cancelled and no shares of the new corporation shall be issued in exchange therefor.

SEVENTH. The principal office of said The Highfield Mfg. Company, organized under the laws of the State of Maryland, is located in the County of Washington, State of Maryland. Neither of the consolidating corporations owns property, the title to which could be affected by the recording of an instrument among the Land Records in the State of Maryland.

EIGHTH. The location of the principal office of the new corporation in the State of New York, the state of its incorporation, is 107 Fourth Avenue, in the City, County and State of New York and the name and post office address of a resident agent of said 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 consolidation or thereafter instituted or filed against it under the provisions of the General Corporation Law of Maryland until the appointment of a substitute

registered agent is duly certified to the State Department of Assessments and Taxation of Maryland is: The Corporation Trust Incorporated, First National Bank Building, Light and Redwood Streets, Baltimore, Maryland.

NINTH. The articles of consolidation were (a) duly advised by the Board of Directors of said The Highfield Mfg. Company by the adoption on November 22, 1967 of a resolution declaring that the proposed consolidation herein provided was advisable substantially upon the terms and provisions set forth in these articles of consolidation and directing that the proposed articles of consolidation be submitted for action thereon at a special meeting of the stockholders of said corporation and (b) duly approved by the stockholders of said corporation in the manner and by the vote required by law at the said meeting of the stockholders held on November 27, 1967, by the affirmative vote of at least two-thirds (2-3rds) of all the votes entitled to be cast thereon.

TENTH. The consolidation to be effected by these articles of consolidation was duly advised, authorized and approved by said Belson Corporation in the manner and by the vote required by the laws of the State of New York and by the charter of the said corporation. The effective date of the consolidation of Belson Corporation and The Highfield Mfg. Company into Clarkson Industries, Inc. shall be December 1, 1967, a date fixed in accordance with the law of the State of New York. Said proposed consolidation may be abandoned prior to the effective date of such consolida-

tion, but no later than thirty (30) days after the last meeting of stockholders of either of the consolidating corporations at which the consolidation was approved, by the majority vote of the entire board of directors of each of the consolidating corporations, provided, however, that written notice of such abandonment shall have been delivered prior to such effective date of consolidation to the Department of State of the State of New York and provided further that notice of such abandonment shall have been given promptly to the State Department of Assessments and Taxation of the State of Maryland.

IN WITNESS WHEREOF, Belson Corporation and The Highfield Mfg. Company, the corporations parties to the consolidation, have caused these articles of consolidation to be signed in their respective corporate names and on their behalf by their respective Presidents or Vice Presidents and the respective corporate seals to be hereunto affixed and attested by their respective Secretaries or Assistant Secretaries, all as of the 28th day of November, 1967.

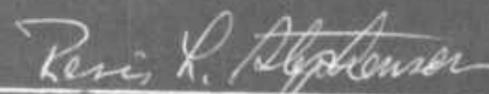
ATTEST:  BELSON CORPORATION  
 By Revis L. Stephenson  
 Revis L. Stephenson,  
 President

Edward J. Flocco  
 Edward J. Flocco,  
 Secretary

ATTEST:  THE HIGHFIELD MFG. COMPANY  
 By Carlton A. Hohloch  
 Carlton A. Hohloch,  
 Vice President

Edward J. Flocco  
 Edward J. Flocco,  
 Assistant Secretary

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

  
Revis L. Stephenson

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

  
Carlton A. Hohloch

ARTICLES OF CONSOLIDATION

between

BELSON CORPORATION  
THE HIGHFIELD MFG. COMPANY

New York corp.  
Md. corp.

to form

CLARKSON INDUSTRIES, INC.

New York corp.

WASHINGTON COUNTY  
RECORDS & CLERK  
NOV 30 1967  
FOLIO  
CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 30, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 598

Recorded in Liber 7631, folio 579<sup>13</sup> one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 29.00

197

To the clerk of the Circuit Court of Washington County

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

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

*Charles H. Bentley*



## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

EDYTH M. YOUNG ENTERPRISES, INC.

were received for record on, December 14, 1967,

in accordance with the provisions of Sec. 77 of Art. 23 of the Code (1957 Edition).

Albert W. Ward

Director

Received for record February 14, 1968 at 9:13 A.M. Liber 17, Receipt No. 54260 283

EDYTH M. YOUNG ENTERPRISES, INC.

ARTICLES OF DISSOLUTION

Edyth M. Young Enterprises, 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 name of the Corporation is as above set forth and the post office address of the principal office of the Corporation in the State of Maryland is 901 Oak Hill Avenue, Hagerstown, Maryland.

SECOND: 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:

Edyth M. Young  
901 Oak Hill Avenue  
Hagerstown, Maryland

Said Resident Agent is an individual and U.S. citizen actually residing in this State.

THIRD: The name and post office address of each of the Directors of the Corporation are as follows:

<u>Name</u>	<u>Post Office Address</u>
Edyth M. Young	901 Oak Hill Avenue Hagerstown, Maryland

-2-

William P. Renner                      754 Summit Avenue  
Hagerstown, Maryland

Edward Oswald, Jr.                      123 West Washington Street  
Hagerstown, Maryland.

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

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
Edyth M. Young	President	901 Oak Hill Avenue Hagerstown, Maryland
Diane Y. Paddock	Secretary	901 Oak Hill Avenue Hagerstown, Maryland
William P. Renner	Assistant Secretary	754 Summit Avenue Hagerstown, Maryland.

FIFTH: The dissolution of the Corporation was duly advised by all the Directors of the Corporation and authorized by the owners of all the issued and outstanding stock of the Corporation entitled to vote in the manner and by the vote required by the Charter of the Corporation and the applicable provisions of Maryland Code Article 23, such actions being taken without a meeting by Consent in accordance with Section 47 and 58 thereof.

SIXTH: The Corporation has no known creditors.

SEVENTH: The following provision is deemed necessary to the dissolution of the Corporation:

These Articles of Dissolution are accompanied by Certificates of the Comptroller of the Treasury of the State of Maryland and of the following Collector(s) 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 State Department of Assessments and Taxation and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 210 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:

NONE

EIGHTH: The Corporation is hereby dissolved.

IN WITNESS WHEREOF, the Edyth M. Young Enterprises, 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 August, 1967.

ATTEST:  
CORPORATE SEAL  
1967  
*Diane Y. Paddock*  
Diane Y. Paddock  
Secretary

EDYTH M. YOUNG ENTERPRISES, INC.

By *Edyth M. Young*  
Edyth M. Young  
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I hereby certify that on the *11th* day of *December*, 1967 before me, the subscriber, a Notary Public for the State of Maryland in and for the County of *WASHINGTON*, personally appeared Edyth M. Young, President of Edyth M. Young Enterprises, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation and, at the same time, personally appeared Diane Y. Paddock, Secretary of said corporation and made oath in due form of law that the matters and facts set forth in the foregoing Articles of Dissolution are true to the best of her knowledge, information and belief.

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

*Douglas A. Berkman*  
Notary Public



My Commission Expires:

*July 1, 1969*



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466 — PHONE COLONIAL 8-3371  
ANNAPOLIS, MARYLAND 21404

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

EDYTH M. YOUNG ENTERPRISES, INC.

have been paid.

WITNESS my hand and official seal this  
twenty-seventh day of November A.D. 1967

  
Deputy Comptroller



OF  
EDYTH M. YOUNG ENTERPRISES, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECORDING NO. 3722  
FEB 14 9 13 AM '69  
LIBER. FOLIO  
LAND CLERK  
MURPHY, JAMES A., CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 14, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 722

Recorded in Liber 7633, folio 336, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

SPECIAL FEE  
~~None~~ Recording fee paid \$15.00

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



Received for record February 14, 1968 at 9:13 A.M. Liber 17,  
Receipt No. 54260

ARTICLES OF INCORPORATION  
OF  
BLUE RIDGE TOUR CLUB, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John Clark, whose post office address is 753 West Washington Street, Hagerstown, Maryland, Muriel T. Berry, whose address is 216 Summit Avenue, Hagerstown, Maryland, and Sherry Gay Craig, 745 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 BLUE RIDGE TOUR CLUB, INC..

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

To organize and operate an association exclusively for recreational and educational tours and other trips, no part of the net earnings of which is to inure to the benefit of any member or other individual.

For the general purposes aforesaid, but not limited to those purposes, the Corporation shall have the following powers and purposes:

(a) To organize and promote group recreational and educational motor tours, train tours and airplane tours so as to broaden the horizons and further the education of those participating members; to purchase or lease and to maintain and operate buildings, motor vehicles and other modes of transportation incidental to the above purposes, and to sell, lease mortgage or otherwise dispose of same.

FOURTH: The post office address of the principal office of the Corporation in this State is 753 West Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is John Clark, whose post office address is 753 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The membership of said Corporation shall consist of any number designated by majority vote of other members of said Corporation. Each member shall have an equal voice at the annual membership meeting called for the election of Officers and any other pertinent business. The Corporation shall not be authorized to issue any capital stock.

SIXTH: The number of Trustees of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than three(3), nor more than five (5); and the names of the Trustees who shall act until the first annual meeting or until their successors are chosen and duly qualified are: John Clark, Muriel T. Berry and Sherry Gay Craig.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 1<sup>ST</sup> day of DECEMBER, A.D., 1967.

John Clark (SEAL)  
John Clark

Muriel T. Berry (SEAL)  
Muriel T. Berry

WITNESS AS TO ALL:

William J. Dwyer

Sherry Gay Craig (SEAL)  
Sherry Gay Craig

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 1<sup>ST</sup> day of DECEMBER, A.D., 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John Clark, Muriel T. Berry and Sherry Gay Craig and did each acknowledge the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal the day and date last above



William J. Dwyer  
Notary Public

ARTICLES OF INCORPORATION  
OF

BLUE RIDGE TOUR CLUB, INC.

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 5426  
FEB 14 9 13 AM '69  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 4, 1967 at 3:30 o'clock P. M. as in conformity  
with law and ordered recorded.

A 590

Recorded in Liber 7632, folio 193 <sup>3</sup> one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$15.00

196

To the clerk of the Circuit Court of Washington County

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

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

*Charles H. Winters*



Received for record April 19, 1968 at 9:15 A.M. Liber 17,  
Receipt No. 56732

## ARTICLES OF INCORPORATION

OF

PARAMOUNT BAPTIST CHURCH, INC.

FIRST: WE, THE UNDERSIGNED, Matthew O. Summerlin, whose post office address is Rolling Hills, Hagerstown, Maryland; Carson Mason whose post office address is 517 Cherry Tree Drive, Hagerstown, Maryland; Donald J. Gossert whose post office address is Paramount Terrace, Hagerstown, Maryland; and Bobby R. Askea whose post office address is 2321 Woodland Drive, Orchard Hills, Hagerstown, Maryland, elected by the members of the congregation of Paramount Baptist Church, 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 discreet and sober persons, 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 Paramount Baptist Church, 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:

(1) To adopt a seal, 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.

(2) To conduct a church for religious purposes of the Baptist faith, such purposes being the acknowledgment of Jesus Christ as Lord and Saviour, the acceptance of the Bible as the holy word of God, the enjoyment of Christian living, the public worship of God and the advancement of his church on earth.

FOURTH: At least four Trustees shall be elected by the congregation, a portion of whom shall be elected each year at the annual meeting for a three year term. No Trustee shall serve on the Board of Trustees after his term expires until a period of one year has lapsed. No one shall be elected Trustee who is not an active member of full age in good standing of this church. Said Trustees shall be elected by the voting 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 for such purpose or at a special meeting called for that purpose.

FIFTH: For the purpose of conforming with the election and succession of Trustees as hereinbefore set forth, the Trustee, Matthew O. Summerlin, shall serve through the year 1968 and at the next annual meeting of the corporation his successor shall be elected for a full term of three years; the Trustee Bobby R. Askea, shall serve through the year 1969, and his successor shall be fully elected at that particular year's annual meeting; the Trustees, Carson Mason and Donald J. Gossert shall serve through the year 1970 and at that particular year's annual meeting of the corporation their successors shall be elected for a full term of three years.

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, State of Maryland, and the mailing address of the corporation is High Street, Paramount, Hagerstown, Maryland. The resident agent of the corporation is Charles P. Bullard, whose post office address is 128 Clavert Terrace, Hagerstown, Maryland, and who 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 17<sup>th</sup> day of December 1967.

Matthew O. Summerlin  
Matthew O. Summerlin

Carson H. Mason  
Carson Mason

Donald J. Gossert  
Donald J. Gossert

Witness:

Lilburn Haverhill

Bobby R. Askea  
Bobby R. Askea

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17<sup>th</sup> day of December, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Matthew O. Summerlin, Carson Mason Donald J. Gossert and Bobby R. Askea, and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

Christine B. Lewis  
Notary Public

My commission expires:  
7/1/69



ARTICLES OF INCORPORATION  
OF  
PARAMOUNT BAPTIST CHURCH, INC.

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 51232  
APR 19 9 15 AM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND    
VAINIA J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 2, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1129

Recorded in Liber 7637, folio 500<sup>4</sup>, 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 indorsements thereon,  
has been received, approved 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. Bergius*



Received for record April 19, 1968 at 9:15 A.M. Liber 17,  
Receipt No. 56732

THE UHL FOUNDATION, INC.

FIRST: I, THE UNDERSIGNED, Edward G. Uhl, whose post office address is 2105 Hillendale Road, Hagerstown, Washington County, Maryland, being at least 21 years of age, am forming a corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation is THE UHL FOUNDATION, INC. (hereinafter referred to as the "Corporation").

THIRD: The purposes for which the Corporation is formed are to engage in and carry on exclusively one or more religious, charitable, scientific, testing for public safety, literary, or educational purposes, or for the prevention of cruelty to children or animals. No part of any of the Corporation's activities shall consist of participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of the Corporation's activities shall be devoted to attempting to influence legislation by propaganda or otherwise. The Corporation has no objectives and shall engage in no activities which might characterize it as an "action" organization as defined in Section 501(c)(3)-1(c)(3), Internal Revenue Code of 1954, as amended.

FOURTH: The Corporation shall have all the powers granted to a corporation of its class under the general laws of Maryland, provided that the Corporation shall refrain from engaging in any activities (otherwise than as an insubstantial part of its activities) which in themselves are not in furtherance of one or more of the purposes stated in the first sentence of part THIRD, supra.

FIFTH: No part of the net earnings of the Corporation shall ever inure to the benefit of any director of the Corporation or other private individual having a substantial interest in the Corporation as founder or substantial contributor; provided, however, that nothing in this paragraph or elsewhere in these Articles of Incorporation shall be construed to prevent a distribution otherwise properly made in accordance with the purposes hereof by reason of the fact that one or more of the directors or officers of the Corporation may be connected with the distributee as member, trustee, director, officer or in any other capacity.

SIXTH: Subject to the direction of a court of competent jurisdiction, in the event of the dissolution of the Corporation, any of its assets which may remain after payment or satisfaction of all proper claims and demands then existing against the Corporation, and after lawful provision for the administration or disposition of any property held by or for the Corporation, shall be distributed to or among one or more

corporations, trusts, community chests, funds or foundations organized and operated exclusively for charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder or individual and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and no private shareholder, member or individual has or shall have any right, title or interest of any kind in or to such remaining assets of the Corporation.

SEVENTH: The post office address of the principal office of the Corporation in this State is 2105 Hillandale Road, Hagerstown, Washington County, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are E. G. Uhl, 2105 Hillandale Road, Hagerstown, Washington County, Maryland. Said Resident Agent is a citizen of this State and actually resides in this State.

EIGHTH: The Corporation is not authorized to issue capital stock and the members thereof shall consist of the Directors of the Corporation. Any vacancy in the authorized number of Directors may be filled by a majority of the remaining Directors.

NINTH: The number of Directors of the Corporation shall be three (3), which number may be changed pursuant to the By-Laws of the

Corporation, but shall never be less than three. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

- Mary Stuart Brugh Uhl
- E. G. Uhl
- Ann Spencer Wenzell

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on December 20, 1967.

*Edward G. Uhl*

~~E. G. Uhl~~  
Edward G. Uhl

WITNESS:

*Ella T. Shaffer*  
Ella T. Shaffer

STATE OF MARYLAND,

COUNTY OF WASHINGTON, SS:

I HEREBY CERTIFY that on December 20th, 1967, before me, the subscriber, a notary public of the State of Maryland, in and for the County of WASHINGTON, personally appeared Edward G. Uhl and acknowledged the foregoing Articles of Incorporation to be his act.

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

*Ella T. Shaffer*  
Notary Public  
Ella T. Shaffer



MY COMMISSION EXPIRES JULY 1, 1969

ARTICLES OF INCORPORATION  
OF  
THE UHL FOUNDATION, INC.

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 56732  
APR 19 9 15 AM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 26, 1967 at 3:30 o'clock P. M. as in conformity  
with law and ordered recorded.

A 918

Recorded in Liber 7635, folio 345<sup>5</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. Bortus*



Received for record April 19, 1968 at 9:15 A.M. Liber 17,  
Receipt No. 56732

FEDERAL SILK MILLS, INCORPORATED

ARTICLES OF REVIVAL \*

(Under Section 85)

FEDERAL SILK MILLS, 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 December 2, 1964, 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 FEDERAL SILK MILLS, INCORPORATED.

THIRD: The name by which the Corporation will hereafter be known is FEDERAL SILK MILLS, INCORPORATED.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is No. 2001 Virginia 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 Mrs. E. E. Adams, No. 2001 Virginia Ave., Hagerstown, Washington

County, Maryland. Said resident agent is a citizen of the State of Maryland actually residing therein.

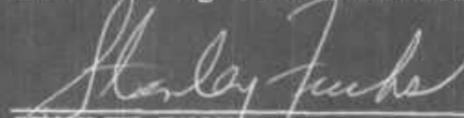
FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (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 (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 Vice-President and Secretary of the Corporation, have signed these Articles of Rivival on January 19, 1968.



WALTER T. LITTLE  
Last Acting Vice-President



STANLEY FUCHS  
Last Acting Secretary



ARTICLES OF REVIVAL  
OF  
FEDERAL SILK MILLS, INCORPORATED

303

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 58782  
APR 19 9 15 AM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 22, 1968 at 1:00 o'clock P.M. as in conformity  
with law and ordered recorded.

A 1448

Recorded in Liber 7640, folio 510<sup>4</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

SPECIAL FEE  
~~None~~ paid \$ 25.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles M. Portger*



## HARDELL CORPORATION

Received for record April 19, 1968 at 9:15 A.M. Liber 17,  
Receipt No. 56732

## ARTICLES OF AMENDMENT

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

FIRST: The charter of the Corporation is hereby amended by striking out the SIXTH article of incorporation (or certificate of incorporation) and inserting in lieu thereof the following:

SIXTH: The total amount of authorized capital stock of the corporation is one hundred thousand five hundred (100,500) shares of the aggregate par value of One Hundred Fifty Thousand Dollars (\$150,000.00) of which five hundred (500) shares of the par value of One Hundred Dollars (\$100.00) per share are preferred stock and one hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) per share are common stock.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on the 8th day of December, A.D., 1967, 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 27th day of December, A.D., 1967.

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.

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

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

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

The total amount of authorized capital stock of the Corporation is fifty thousand five hundred (50,500) shares of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00) of which five hundred (500) shares of the par value of One Hundred Dollars (\$100.00) per share are preferred stock and fifty thousand (50,000) shares of the par value of One Dollar (\$1.00) per share are common stock.

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

The total amount of authorized capital stock of the Corporation is one hundred thousand five hundred (100,500) shares of the aggregate par value of One Hundred Fifty Thousand Dollars (\$150,000.00) of which five hundred (500) shares of the par value of One Hundred Dollars (\$100.00) per share are preferred stock and one hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) per share are common stock.

(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 SEVEN in the charter of the Corporation.

IN WITNESS WHEREOF, HARDELL CORPORATION has caused these presents to be signed in its name on its behalf by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on the 29th day of December, A.D., 1967.

ATTEST:

HARDELL CORPORATION

*Harvey H. Heyser, Jr.*  
By Harvey H. Heyser, Jr.  
President

*Alfred S. Bendell, III*  
Alfred S. Bendell, III  
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on the 29th day of December, A.D., 1967, before me the subscriber, a notary public of the State of Maryland in and for the County and State authorized, personally appeared Harvey H. Heyser, Jr., President of HARDELL 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 Alfred S. Bendell, III and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

*Grace N. Borst*  
Grace N. Borst  
Notary Public  
My Commission Expires 7/1/67



ARTICLES OF AMENDMENT

OF

HARDELL CORPORATION

307

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 563  
JAN 19 9 15 AM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND   
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 2, 1968 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 1147

Recorded in Liber 7637, folio 563, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles J. Bontjes*



Received for record April 19, 1968 at 9:15 A.M. Liber 17,  
Receipt No. 56732

WRIGHT, SPEICHER & GARDNER, INC.

ARTICLES OF AMENDMENT

(Under Sections 11 - 12)

Wright, Speicher & Gardner, Inc., a Maryland corporation having its principal office in Hagerstown, Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out "SECOND: The name of the Corporation, which is hereinafter called the 'Corporation,' is WRIGHT, SPEICHER & GARDNER, INC." of the articles of incorporation and inserting in lieu thereof the following: "SECOND: The name of the Corporation, which is hereinafter called the 'Corporation,' is WRIGHT-GARDNER INSURANCE, INC."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on November 20, 1967, 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 November 20, 1967, there being no need for a 10 days' notice to stockholders since all of the stockholders were present and consent to this change was unanimous.

THIRD: 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 vote of each class of stock entitled to vote thereon.

FOURTH: 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, Wright, Speicher & Gardner, 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 December 19, 1967.

(SEAL)

WRIGHT, SPEICHER & GARDNER, INC.

Attest:

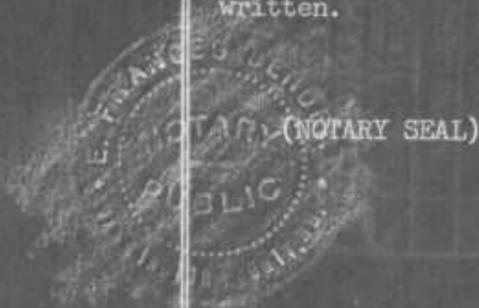
By Fred C. Wright, Jr.  
Fred C. Wright, Jr., President

David L. Bowen  
David L. Bowen, Secretary

STATE OF MARYLAND,  
COUNTY OF WASHINGTON, ss:

I HEREBY CERTIFY that on December 19, 1967, before me the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Fred C. Wright, Jr., President of Wright, Speicher & Gardner, 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 David L. Bowen 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.



E. Francis Bentley  
Notary Public

My commission expires:  
July 1, 1969

ARTICLES OF AMENDMENT

OF

WRIGHT, SPEICHER & GARDNER, INC.

CHANGING ITS NAME TO

WRIGHT-GARDNER INSURANCE, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 81232  
JAN 19 9 15 AM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_  
VAGNER, BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland January 2, 1968 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 1132

Recorded in Liber 7637, folio 463<sup>3</sup>, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles J. Bantger*



Received for record April 19, 1968 at 9:15 A. M. Liber 17,  
Receipt No. 56732

JAW:ds  
12/22/67

ARTICLES OF INCORPORATION  
OF  
WEISS BROS. OF HAGERSTOWN, INC.

This is to certify:

First: That we, the subscribers, Edward Raskin, whose post office address is 2404 Hal Circle, Baltimore, Maryland 21209, Joseph A. Waldman, whose post office address is 3214 Woodvalley Drive, Pikesville, Maryland 21208, and Daniel Suls, whose post office address is 3425 Edcrest Road, Baltimore, Maryland 21207, 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:

WEISS BROS. OF HAGERSTOWN, INC.

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

(a) To engage in, operate, conduct, and maintain the business of manufacturing, packaging, distributing, buying, selling, importing, exporting, or otherwise dealing in wholesale or retail quantities of paper, paper products, leather, and leather products, and notions of all sorts selling to the retail trade and supermarkets for resale to restaurants and to the industrial trade for final consumption; and to make all contracts and do all things proper, incidental, and conducive to the complete attainment of such purposes.

(b) To process, deal in, manufacture, store, handle, transport, buy, sell or otherwise work in or with paper, paper products, leather, leather products, and notions of every nature and description and for any and all purposes.

JAW:ds  
12/22/67

(c) To take, lease, purchase or otherwise acquire and to own, use, hold, sell, assign, convey, exchange, lease, mortgage, work, improve, develop, divide and otherwise handle, or in any manner encumber, deal in and dispose of real estate, real property and any interest or right therein, wherever situated.

(d) To take, manufacture, lease, purchase, or otherwise acquire, and to own, hold, operate, sell, convey, assign, alter, improve, develop, exchange, hire, lease, pledge, mortgage and otherwise deal in or in any manner encumber and dispose of such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held or disposed of by it under the Laws of the State of Maryland.

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

(f) To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, own, sell or dispose of 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.

JAW:ds  
12/22/67

(g) To purchase or otherwise acquire, and to hold, own 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 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, whether or not the Corporation has an interest therein, 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

JAW:ds  
12/22/67

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 acquire by purchase, lease or otherwise to own, use and operate factories, shops and manufacturing plants, including lands, buildings, machinery, equipment and appliances, warehouses, stores and other properties within or without the State of Maryland, which may be useful to accomplish any of the purposes or carrying on any of the businesses of the character hereinbefore referred to.

(l) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or in connection with any person, firm, association or corporation.

(m) 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 and in foreign countries.

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

JAW:ds  
12/22/67

limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations, it being the intention that the purposes, objects and powers specified in each of the paragraphs of this Article Third of these Articles of Incorporation shall, except as otherwise expressly provided, in nowise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article or any other Article of these Articles of Incorporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power to do any act which a corporation formed under the Laws of the State of Maryland may not at the time lawfully carry on or do.

Fourth: The post office address of the principal office of the Corporation in this State is 137 E. Franklin Street, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State is Joseph A. Waldman, 10 Light Street, Baltimore, Maryland 21202. Said resident agent is an individual actually residing in this State.

Fifth: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares, without par value, all of one class.

Sixth: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Joseph A. Waldman, Edward Raskin and Daniel Suls.

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.

JAW:ds  
12/22/67

(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, 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

JAW:ds  
12/22/67

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

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise. Any such amendment shall be valid if 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) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(g) The Board of Directors shall have the 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 the

JAW:ds  
12/22/67

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 29<sup>th</sup> day of December, 1967.

Test to All:

Daisy Sherman

Edward Raskin  
EDWARD RASKIN

Daisy Sherman

Joseph A. Waldman  
JOSEPH A. WALDMAN

Daisy Sherman

Daniel Suls  
DANIEL SULS

STATE OF MARYLAND )  
                                  ) SS:  
CITY OF BALTIMORE )

THIS IS TO CERTIFY, that on this 29<sup>th</sup> day of December, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the city above-mentioned, personally appeared Edward Raskin, Joseph A. Waldman and Daniel Suls and severally acknowledged the afore-going Articles of Incorporation to be their respective act.

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

Daisy Sherman  
Notary Public

My commission expires: July 1969



OF

WEISS BROS. OF HAGERSTOWN, INC.

WASHINGTON COUNTY  
LIBER 567 92  
FOLIO  
MAY 1968  
RECORDS & CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 2, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1143

Recorded in Liber 7637, folio 538<sup>9</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 21.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. Bentley*



320  
12/19/68  
Received for Record April 19, 1968 at 9:15 A.M. Liber 17,  
Receipt No. 56732

ARTICLES OF INCORPORATION  
OF  
NEW CAR RENTALS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, J. Ronald Mustard, whose postoffice address is 951 Mulberry Avenue, Hagerstown, Maryland; Mary Catherine Mustard, whose postoffice address is 951 Mulberry Avenue, Hagerstown, 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 NEW CAR RENTALS, INC.

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

(a) To lease, let, or rent automobiles, trucks and automotive equipment.

(b) To lease, own, and operate automobile service stations, and garages and to sell gasoline, oil, fuels, automotive parts, automotive equipment and any other products used in connection with automobiles, trucks or automotive equipment.

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

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

(e) To 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.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict 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 700 Potomac Avenue, Hagerstown, Maryland. The resident agent of the Corporation is J. Ronald Mustard, whose postoffice address is 951 Mulberry 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 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 (\$100,000.00) Dollars.

SIXTH: The Corporation shall have three directors and J. Ronald Mustard, Mary Catherine Mustard and Dale M. Mueller 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 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 13<sup>th</sup> day of December, 1967.

*J. Ronald Mustard* (SEAL)  
J. Ronald Mustard

Witness:

*Mary Catherine Mustard* (SEAL)  
Mary Catherine Mustard

*Jean Riblett*

*Omer T. Kaylor, Jr.* (SEAL)  
Omer T. Kaylor, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 13<sup>th</sup> day of December, 1967, before, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared J. Ronald Mustard, Mary Catherine Mustard and Omer T. Kaylor, Jr. and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.



*Jean Riblett*  
Notary Public

My commission expires:  
July 1, 1969

ARTICLES OF INCORPORATION  
OF  
NEW CAR RENTALS, INC.

STATE OF MD. WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 58732  
DEC 19 9 15 AM '67  
CLERK FOLIO  
VICTOR J. TAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 15, 1967 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 843

Recorded in Liber 7634, folio 474<sup>9</sup> one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 21.00

215

To the clerk of the Circuit Court of Washington County

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

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

*Charles M. Burges*



Received for record April 19, 1968 at 9:15 A.M. Liber 17,  
Receipt No. 56732

## ANTIETAM TILE COMPANY

## ARTICLES OF INCORPORATION

- - - -

FIRST, We, the undersigned, JOSEPH F. CANNON, whose post office address is Route No. 2, Box 38-B., Hopewell Road, Williamsport, Maryland 21795; HELEN E. CANNON, whose post office address is Route No. 2, Box 38-B., Hopewell Road, Williamsport, Maryland 21795; and WILLIAM P. PYE, whose post office address is 1900 S. Eads St., Arlington, Virginia, 22202; 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

ANTIETAM TILE COMPANY.

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

A. To engage in and carry on a general ceramic tile, marble, slate, stone, and other tile and building products business;

B. To engage in and carry on a general merchandise business;

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route No. 2, Box 38-B., Hopewell Road, Williamsport, Maryland 21795. The resident agent of the Corporation is Joseph F. Cannon whose post office address is

Route No. 2, Box 38-B., Hopewell Road, Williamsport, Maryland, 21795. Said resident agent is a citizen of this State and actually resides therein.

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

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

SEVENTH: The number of the directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are JOSEPH F. CANNON, HELEN E. CANNON, and WILLIAM P. BYE.

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 or classes, 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 18th day of December, A. D. 1967.

BOSTETTER & PADULA  
ATTORNEYS AT LAW  
HAGERSTOWN, MD.

TEST:

Irene R. Burris  
Irene R. Burris

Joseph F. Cannon  
Joseph F. Cannon  
Helen E. Cannon  
Helen E. Cannon

TEST:

Lillian A. Middleton  
Lillian A. Middleton

William P. Pye  
William P. Pye

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 27<sup>th</sup> day of December, A. D. 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Joseph F. Cannon and Helen E. Cannon, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the same to be their respective act and that they executed the same for the purposes therein.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:  
July 1, 1969.

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



STATE OF VIRGINIA, ARLINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 18 day of December, A. D. 1967, before me, the subscriber, a Notary Public of the State of Virginia, in and <sup>for</sup> Arlington County, personally appeared William P. Pye, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged the same to be his act and that he executed the same for the purposes therein.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:

6-19-70

Marguerite J. Fixx  
Marguerite J. Fixx (Notary Public)

BOSTETTER & PADULA  
ATTORNEYS AT LAW  
HAGERSTOWN, MD.



ARTICLES OF INCORPORATION  
OF  
ANTIETAM TILE COMPANY

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 02732  
JAN 19 9 15 AM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
H.D. \_\_\_\_\_  
W. CHIN - BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 18, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1462

Recorded in Liber 7640, 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 \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Handwritten signature*



ARTICLES OF INCORPORATION

OF

ELECTRONIC SPECIALISTS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Earl Marquiss, Jr., whose post office address is 620 Salem Avenue, Hagerstown, Maryland, Kenneth J. Mackley whose post office address is 100 West Washington Street, Hagerstown, Maryland, and Howard W. Gilbert, Jr. whose post office 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:

ELECTRONIC SPECIALISTS, INC.

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

To manufacture, purchase and sell mobile communications equipment, sound and intercom equipment and other electronic and electrical devices.

To engineer the installation and/or modification of any and all of the above systems or units.

To repair, calibrate and check for proper operation, as required by Government Agency, electronic and electrical devices and systems.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 620 Salem Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Earl Marquiss, Jr., whose postoffice address is 620 Salem 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 Two Thousand (2,000) shares of the par value of (\$10.00) Ten Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is Twenty Thousand Dollars (\$20,000.00).

SIXTH: The Corporation shall have three directors and Earl Marquiss, Jr. and Kenneth J. Mackley and Howard W. Gilbert, Jr. shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

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

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

classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on January 31, 1968.

WITNESS:

<u>Joanne Snyder</u> JOANNE Snyder	<u>Earl Marquiss, Jr.</u> Earl Marquiss, Jr.
<u>Joanne Snyder</u> JOANNE Snyder	<u>Kenneth J. Mackley</u> Kenneth J. Mackley
<u>Joanne Snyder</u> JOANNE Snyder	<u>Howard W. Gilbert, Jr.</u> Howard W. Gilbert, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on January 31, 1968, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Washington, personally appeared Earl Marquiss, Jr., Kenneth J. Mackley and Howard W. Gilbert, Jr. and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Joanne Snyder  
Notary Public  
Joanne Snyder

My Commission Expires: July 1, 1969



ARTICLES OF INCORPORATION  
OF  
ELECTRONIC SPECIALISTS, INC.

335

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED BY  
APR 29 12 29 PM '68  
LIBER FOLIO  
LAND  
VAUGHN J. BATES, CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 5, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1772

Recorded in Liber 2644, folio 105<sup>3</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles H. [Signature]*



Received for record April 29, 1968 at 12:29 P.M. Liber 17,  
Receipt No. 56955

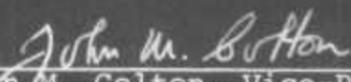
State Department of Assessments & Taxation  
301 West Preston Street  
State Office Building  
Room 702  
Baltimore, Maryland 21201

Pursuant to the provisions of Section 8 of Article 23 of the Annotated Code of Maryland, Duplicrafters, Inc., the undersigned Maryland Corporation, hereby notifies the Maryland State Department of Assessments & Taxation as follows:

FIRST: That under Resolution adopted by the Board of Directors and Stockholders of the corporation on May 15, 1967, a certified copy of which is filed herewith, the Resident Agent of the corporation in the State of Maryland has been changed to Merle S. Elliott, whose post office address is 25 North Avenue, Hagerstown, Maryland, 21740. The Resident Agent so designated is an individual actually residing in the State of Maryland.

SECOND: That under Resolution adopted by the Board of Directors and Stockholders of the corporation on May 15, 1967, a certified copy of which is filed herewith, the principal office of the corporation in the State of Maryland has been changed from 516 East Wilson Boulevard, Hagerstown, Maryland, to 25 North Avenue, Hagerstown, Maryland, 21740.

DUPLICRAFTERS, INC.

  
\_\_\_\_\_  
John M. Colton, Vice-President

DATED: February 9, 1968

I, Merle S. Elliott, of Washington County, Maryland, do hereby certify that I am the duly qualified and acting Secretary of Duplicrafters, Inc., a Maryland Corporation, and that the following are true and exact copies of the Resolutions of the Board of Directors of Duplicrafters, Inc., adopted at a joint special meeting of the Stockholders and Board of Directors of Duplicrafters, Inc., held in Hagerstown, Maryland, on May 15, 1967:

Upon Motion duly made, seconded and carried

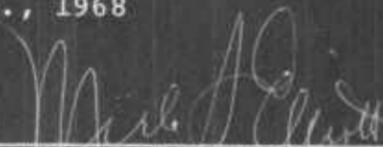
IT WAS RESOLVED, that the Resident Agent of this corporation in the State of Maryland, has been changed to Merle S. Elliott, whose Post Office address is 25 North Avenue, Hagerstown, Maryland, 21740. The Resident Agent so designated is an individual actually residing in the State of Maryland.

Upon Motion duly made, seconded and carried,

IT WAS RESOLVED, that the principal office of the corporation in the State of Maryland has been changed from 516 East Wilson Boulevard, Hagerstown, Maryland to 25 North Avenue, Hagerstown, Maryland, 21740.

AND, I further certify that the foregoing Resolutions are still in full force and effect, without alteration or amendment.

WITNESS my hand and the seal of the said Duplicrafters, Inc. this 8th day of February, A.D., 1968

  
Merle S. Elliott, Secretary of  
Duplicrafters, Inc.

NOTICE OF CHANGE OF PRINCIPAL OFFICE  
AND CHANGE OF RESIDENT AGENT

OF

DUPLICRAFTERS, INC.

received for record February 19, 1968

and recorded in Liber F No. 645

564 50  
Folio No 298  
at 10:09 A.M.  
one of  
STATE OF MD.  
WASHINGTON COUNTY  
REC'D FOR RECORD  
APR 24 PM '68  
LIBER 5169  
LAIMD  
VAUGHN J. BARNETT, CLERK

the charter records of the State Department of Assessments and Taxation of Maryland.

To the Clerk of the Circuit Court of Washington County.

AA N<sup>o</sup> 5169

SPECIAL FEE PAID \$3.00  
Recording Fee Paid 4.00  
\$7.00

Mr. Clerk - please mail to Mr. John M. Colton  
Boublitz, Colton & Broadwater, Esqs.  
138 West Washington Street  
Hagerstown, Maryland 21740

3

Received for record April 29, 1968 at 12:29 P.M. Liber 17,  
Receipt No. 56955

ARTICLES OF MERGER

ARTICLES OF MERGER, dated this 10th day of January, 1968, by and between TURNER LANES, INC., a Maryland corporation, hereinafter sometimes called the Surviving Corporation, and THE COLISEUM GRILL, INC., a Maryland corporation hereinafter sometimes called the Merging Corporation.

WITNESSETH:

1. Turner Lanes, Inc., and The Coliseum Grill, Inc., which are the corporations parties to these Articles of Merger and both of which are incorporated under the laws of the State of Maryland, hereby agree to effect the merger herein provided for upon the terms and conditions hereinafter set forth.

2. Turner Lanes, Inc., is the Corporation which will survive the merger and it will continue under the name

TURNER LANES, INC.

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

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

(a) Turner Lanes, Inc., has an authorized capital stock consisting of 10,000 shares of the par value of Ten (\$10.00) Dollars per share, all of which shares are common stock and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

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

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

(a) 400 shares of the Ten (\$10.00) Dollars par value common stock of the Surviving Corporation shall be issued by the Surviving Corporation in exchange for the presently issued and outstanding 400 shares of the Ten (\$10.00) Dollars par value capital stock of the Merging Corporation at the rate of one (1) share of common stock of the Surviving Corporation for one (1) share of the capital stock of the Merging Corporation.

(b) Each of the 400 shares of Ten (\$10.00) Dollars par value common stock of the Surviving Corporation presently held by holders other than the Merging Corporation, shall automatically continue as shares of common stock of the Surviving Corporation.

(c) After the merger is effected the Surviving Corporation shall have 900 shares of capital stock having an aggregate value of \$9,000.00 Dollars issued and outstanding, all of which will be common stock of the Surviving Corporation.

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

7. The proposed form of these Articles of Merger was submitted to the Board of Directors of Turner Lanes, Inc., at a special meeting of said Board of Directors duly held at the office of said corporation at Long Meadow Bowl on the 9th day of January, 1968, and the said Board of Directors adopted resolutions declaring that the proposed merger is advisable upon the terms and conditions set forth in these Articles of Merger, directing that the proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of said corporation to be held on the 10th day of January, 1968, and authorizing the execution and filing of these Articles of Merger if the same were approved by the stockholders. Notice stating that a purpose of such meeting of the stockholders would be to take action on the proposed Articles of Merger was given by Turner Lanes, Inc., to all of its stockholders entitled to vote thereon, and there were no stockholders not entitled to vote thereon. A special meeting of the stockholders of the Turner Lanes, Inc., was duly held on the 10th day of January, 1968, at the office of said corporation in Hagerstown, Maryland and at said meeting the proposed Articles of Merger were approved by the stockholders by the affirmative vote of more than two-thirds (2/3rds) of all the votes entitled to be cast thereon.

8. The proposed form of these Articles of Merger was submitted to the Board of Directors of The Coliseum Grill, Inc. at a special meeting of said Board of Directors duly held at the office of said corporation at Long Meadow Bowl on the 9th day of January, 1968, and the said Board of Directors adopted resolutions declaring that the proposed merger is advisable upon the terms and conditions set forth in these Articles of Merger, directing that the proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of said corporation to be held on the 10th day of January, 1968, and authorizing the execution and filing of these Articles of Merger if the same were approved by the stockholders. Notice stating that a purpose of such meeting of the stockholders would be to take action on the proposed Articles of Merger was given by The Coliseum Grill, Inc., to all of its stockholders

entitled to vote thereon, and there were no stockholders not entitled to vote thereon. A special meeting of the stockholders of The Coliseum Grill, Inc., was duly held on the 10th day of January, 1968, at the office of the said corporation in Hagerstown, Maryland and at said meeting the proposed Articles of Merger were approved by the stockholders by the affirmative vote of more than two-thirds (2/3rds) of all the votes entitled to be cast thereon.

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

10. These Articles of Merger were duly advised by the Board of Directors of The Coliseum Grill, Inc., and approved by its stockholders by the vote required by Article 23 of the Annotated Code of Maryland and by its Charter.

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

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

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

TURNER LANES, INC.

ATTEST:

*Raymond E. Hook*  
Secretary  
Turner Lanes, Inc.

BY *Franklin B. Turner*  
President

THE COLISEUM GRILL, INC.

ATTEST:

*Raymond E. Hook*  
Secretary  
Coliseum Grill, Inc.

BY *Franklin B. Turner*  
President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on the 18<sup>th</sup> day of January, A.D., 1968, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington aforesaid, personally appeared Franklin R. Turner the president of Turner Lanes, Inc., being a Corporation organized and existing under the laws of the State of Maryland, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Merger to be the corporate act of said Corporation, and at the same time personally appeared Wayne Flook, and made oath in due form of law that he was secretary of the meeting of the stockholders of said Corporation at which the said Articles of Merger were approved, and that the said Articles of Merger were duly advised and authorized by resolution of the Board of Directors of said Corporation declaring that the proposed merger was advisable and directing that it be submitted for action thereon at a meeting of the stockholders of said Corporation and that said Articles of Merger were approved at said meeting of stockholders held on the 10th day of January, 1968, by the affirmative vote of more than two-thirds (2/3rds) of all the votes entitled to be cast thereon, and that the matters and facts set forth in said Articles of Merger are true to the best of his knowledge, information and belief.

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

My Commission Expires:  
July 1, 1969

*Joseph E. Betner*  
Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on the 18<sup>th</sup> day of January, A.D., 1968, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington aforesaid, personally appeared Franklin R. Turner the president of Coliseum Grill, Inc., being a corporation organized and existing under the laws of the State of Maryland, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Merger to be the corporate act of said Corporation, and at the same time personally appeared Wayne Flook, and made oath in due form of law that he was secretary of the meeting of the stockholders of said Corporation at which the said Articles of Merger were approved, and that the said Articles of Merger were duly advised and authorized by resolution of the Board of Directors of said Corporation declaring that the proposed merger was advisable and directing that it be submitted for action thereon at a meeting of the stockholders of said Corporation and that said Articles of Merger were approved at said meeting of stockholders held on the 10th day of January, A.D., 1968, by the affirmative vote of more than two-thirds (2/3rds) of all the votes entitled to be cast thereon and that the matters and facts set forth in said Articles of Merger are true to the best of his knowledge, information and belief.

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

My Commission Expires:  
July 1, 1969

*Joseph E. Betner*  
Notary Public

ARTICLES OF MERGER

between  
 THE COLISEUM GRILL, INC. Md. corp.  
 into  
 TURNER LANES, INC. Md. corp. (Survivor)

STATE OF MD.  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD  
 JAN 31 1968  
 26953  
 12 29 PM '68  
 CLERK  
 CLERK

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland January 31, 1968 at 8:30 o'clock A.M. as in conformity  
 with law and ordered recorded.

A 1685

Recorded in Liber 7643, folio 186<sup>5</sup>, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles J. Bartgis*



Received for record April 29, 1968 at 12:29 P.M. Liber 17,  
Receipt No. 56955

HAGERSTOWN BEAUTY ACADEMY, INC.

ARTICLES OF AMENDMENT

The undersigned, President and Secretary of Hagerstown Beauty Academy, Inc., a Maryland Corporation, hereby certify that at a special meeting of the stockholders of said Corporation, called for that expressly stated purpose, held at the office of the Corporation at 26 East Antietam Street in Hagerstown, Maryland, at which meeting all of the stockholders of the Corporation were represented and voted, the following resolution was adopted by the unanimous vote of all of the stockholders of said Corporation:

RESOLVED that the Articles of Incorporation of this Corporation be and the same is hereby amended so as to change the corporate name of this Corporation from Hagerstown Beauty Academy, Inc., to Award Beauty College of Hagerstown, Inc.

IN WITNESS WHEREOF the President and Secretary have entered their hands and seals this 29 day of December, 1967.

WITNESS:

[Signature]

[Signature] (SEAL)  
BUTLER WALLACE, President

[Signature]

[Signature] (SEAL)  
DIANE KITTEL, Secretary



AFFIDAVIT

STATE OF MARYLAND )  
COUNTY OF B. H. )

TO WIT:

I HEREBY CERTIFY that on this 29 day of December, 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared BUTLER WALLACE, President, and DIANE KITTEL, Secretary, of Hagerstown Beauty Academy, Inc., a Maryland corporation, and in the name and on behalf of said Corporation, acknowledge the foregoing Articles of Amendment to be the corporate act of said Corporation, that said Amendment was approved at a meeting of the stockholders of said Corporation, and that the matters and facts set forth in said Articles of Amendment are true to the best of their knowledge, information and belief.

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

345



*Harry S. [Name]*  
Notary Public

ARTICLES OF AMENDMENT

345

OF  
HAGERSTOWN BEAUTY ACADEMY, INC.

changing its name to  
AWARD BEAUTY COLLEGE OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 1, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1683

Recorded in Liber 7643, folio 175<sup>3</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*[Signature]*



Received for record April 29, 1968 at 12:29 P.M. Liber 17,  
Receipt No. 56955

FREDERICK BEAUTY ACADEMY, INC.

ARTICLES OF AMENDMENT

The undersigned, President and Secretary of Frederick Beauty Academy, Inc., a Maryland Corporation, hereby certify that at a special meeting of the stockholders of said Corporation, called for that expressly stated purpose, held at the office of the Corporation at 26 East Antietam Street in Hagerstown, Maryland, at which meeting all of the stockholders of the Corporation were represented and voted, the following resolution was adopted by the unanimous vote of all of the stockholders of this Corporation:

RESOLVED that the Articles of Incorporation of this Corporation be and the same is hereby amended so as to change the corporate name of this Corporation from Frederick Beauty Academy, Inc., to Award Beauty College of Frederick, Inc.

IN WITNESS WHEREOF the President and Secretary have entered their hands and Seals this 29 day of December, 1967.

WITNESS:

[Signature]

Butler Wallace (SEAL)  
BUTLER WALLACE, President

[Signature]

Diane Kittell (SEAL)  
DIANE KITTEL, Secretary



AFFIDAVITSTATE OF MARYLAND)  
COUNTY OF *Baltimore*

TO WIT:

I HEREBY CERTIFY that on this *29* day of December, 1967, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared BUTLER WALLACE, President, and DIANE KITTEL, Secretary, of Frederick Beauty Academy, Inc., a Maryland corporation, and in the name and on behalf of said Corporation, acknowledge the foregoing Articles of Amendment to be the corporate act of said Corporation, that said Amendment was approved at a meeting of the stockholders of said Corporation, and that the matters and facts set forth in said Articles of Amendment are true to the best of their knowledge, information and belief.

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

*Ann E. Rapier*  
Notary Public

ARTICLES OF AMENDMENT

OF

FREDERICK BEAUTY ACADEMY, INC.

changing its name to

AWARD BEAUTY COLLEGE OF FREDERICK, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 56155  
APR 29 12 29 PM '68  
LIBER [ ] FOLIO [ ]  
LAND [ ]  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 1, 1968 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 1682

Recorded in Liber 7643, folio 172<sup>3</sup>, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles A. Winters*



Received for record April 29, 1968 at 12:29 P.M. Liber 17, ~~x1968xx~~  
Receipt No. 56955

## THE POTOMAC EDISON COMPANY

## ARTICLES OF AMENDMENT

The Potomac Edison Company, a Maryland corporation having its principal office on Downsville Pike, Hagerstown, County of Washington, 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 is hereby amended by striking out Article VIII, as amended by Articles of Amendment received for record on June 1, 1967, of the Agreement of Consolidation received for record on December 31, 1923, and inserting in lieu thereof the following:

## VIII.

The total amount of the authorized capital stock of the Corporation is 1,825,000 shares, of which 250,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$25,000,000 par value, issuable in one or more series as provided in Article X hereof) and 1,575,000 shares without nominal or par value are Common Stock.

Second: The board of directors of the Corporation, at a meeting duly convened and held on December 19, 1967, 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 to the stockholders of the Corporation.

Third: The amendment of the charter of the Corporation as hereinabove set forth was approved and adopted by the stockholders of the Corporation by a consent in writing signed by all the stockholders entitled to vote thereon, and no stockholder is entitled to notice of a meeting at which he is not entitled to vote.

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

Fifth: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized was 1,700,000 shares, of which 200,000 of the par value of \$100 each were Cumulative Preferred Stock (amounting in the aggregate to \$20,000,000 par value) and 1,500,000 shares without nominal or par value were Common Stock.

(b) The total number of shares of all classes of stock of the Corporation as increased is 1,825,000 shares, of which 250,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$25,000,000 par value) and 1,575,000 shares without nominal or par value are Common Stock.

(c) The preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications, of each class of stock of the Corporation as increased are as set forth in the Articles of Amendment of the charter of the Corporation received for record on January 17, 1946 and November 27, 1967.

IN WITNESS WHEREOF, THE POTOMAC EDISON COMPANY has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on February 13, 1968.



THE POTOMAC EDISON COMPANY

By *Charles D. Lyon*  
Charles D. Lyon, President

Attest:

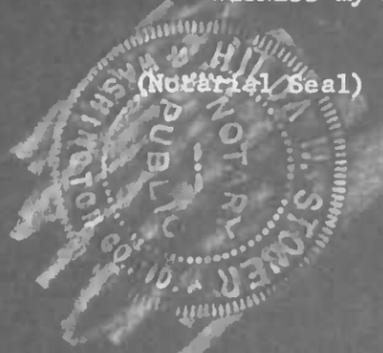
*William H. MacMullen*  
William H. MacMullen, Secretary

350

STATE OF MARYLAND )  
                          ) ss:  
COUNTY OF WASHINGTON )

I HEREBY CERTIFY that on February 13, 1968, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Charles D. Lyon, President of The Potomac Edison Company, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared William H. MacMullen and made oath in due form of law that he is Secretary of said corporation and that the amendment of the charter of the corporation therein set forth was approved and adopted by a consent in writing signed by all the stockholders entitled to vote on the subject matter thereof, that there are no stockholders entitled to a notice of meeting of stockholders who are not entitled to vote thereat, 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 date and year last above written.



*Hilda M. Storer*  
Notary Public

ARTICLES OF AMENDMENT  
OF  
THE POTOMAC EDISON COMPANY

351

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. *51953*  
FEB 29 12 29 PM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 13, 1968 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 1918

Recorded in Liber *3645*, folio *388*<sup>4</sup> One of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 110.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles M. Bartger*



Received for record April 29, 1968 at 12:29 P.M. Liber 17,  
Receipt No. 56955

M. S. JOHNSTON COMPANY, INC.

ARTICLES OF AMENDMENT

M. S. Johnston Company, Inc., a Maryland Corporation, having its principal offices at 1950 Pennsylvania Avenue, Hagerstown, Maryland, (hereinafter called Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: That Article Fifth of the Articles of Incorporation of the above Corporation authorizing said Corporation to issue 2000 shares having a par value of \$100.00 each of the aggregate par value of \$200,000.00, and that Article Sixth of said Articles of Incorporation be and the same are hereby revoked, rescinded and stricken out and the following Articles be and the same are hereby adopted in lieu of and in substitution therefor:

"Fifth: The total number of shares of stock which the corporation has authority to issue is 1360 shares of the preferred stock of said corporation having a par value of \$100.00 each of the aggregate par value of \$136,000.00 and 9,000 shares of the common stock of said corporation having no par value per share.

Sixth: The holders of the preferred shares shall be entitled to cumulative dividends thereon at the rate of 6% per annum on the par value thereof, and no more, in priority to the payment of dividends on the common shares. All remaining profits which the Directors may determine to apply in payment of dividends shall be distributed among the holders of common shares exclusively. Upon dissolution, whether voluntary or involuntary, the holders of preferred shares shall first be entitled to receive, out of the net assets of the corporation, the par value of their shares plus unpaid accumulated dividends, without interest. All of the assets, if any, thereafter remaining shall be distributed among the holders of the common shares.

The corporation shall have the right to redeem any issued and outstanding preferred stock at the par value thereof plus the sum of \$5.00 for each such share so redeemed plus all cumulative unpaid dividends thereon without interest to the date of redemption and accounting from the date of issue and such redemption may be by lot or otherwise as the corporation, in its sole judgment shall determine and the proceedings of the corporation in connection with such redemption shall not be subject to attack except for actual and intentional fraud. Upon the completion of such proceedings for such redemption the rights of holders of the shares of such preferred stock which have been redeemed and called in shall in all respects cease, except that such holders shall be entitled to receive the redemption price for their respective shares.

In the event that eight consecutive quarterly dividends payable on the preferred stock are in default, then immediately upon the happening of such event, and until such defaults and all defaults subsequent thereto are paid, the common stock shall have no voting power in the election of Directors and the entire voting power in the election of Directors shall be vested exclusively in the preferred stock. Upon payment in full of the defaulted dividends, the voting power in the election of Directors shall be as hereinafter set forth.

That at all Stockholders Meetings until the number of outstanding shares of preferred stock should have been reduced by redemption and/or purchase and cancellation and retirement thereof to 680 shares or under, both the preferred and common stock as a class shall have equal voting power, that is to say, each share of preferred and each share of common stock shall have such a number of votes that the entire number of votes which the entire outstanding preferred stock would be entitled to cast shall equal

the total number of votes which the entire outstanding common stock would be entitled to cast; that when the number of preferred shares outstanding shall have been reduced to 680 shares or under, then the holders of common stock shall solely have the right to cast votes for the election of Directors as long as dividends are paid on the preferred stock pursuant to the provisions hereinbefore set forth.

Subject to all of the provisions hereof the holders of common stock shall be entitled to one vote per share at all meetings of stockholders.

All shares of stock of the corporation shall be fully paid and non-assessable.

That upon the redemption of any preferred stock or acquisition of the same by the company such shares shall be retired, shall not be reissued and, if necessary, Articles of Reduction thereof shall be filed with the proper authorities."

SECOND: That the Directors of said Corporation at a meeting duly convened and held on the *2nd* day of *October*, A. D., 1967, adopted a Resolution in which was set forth the foregoing Amendments to the Charter, declaring that said Amendments to the Charter were advisable and directing that such proposed Amendments be submitted for action thereon at a special meeting of the Stockholders to be held in accordance with the requirements of law.

THIRD: That pursuant to the requirements of law a special meeting of Stockholders of said corporation was duly held on the *2nd* day of *October*, A. D., 1967, and that all of the stockholders of said corporation owning and holding all of the issued and outstanding shares thereof 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.

M. S. JOHNSTON CO., INC.

By Maurice S. Johnston  
Maurice S. Johnston, President



Attest as to Corporate Seal:

Mary V. Johnston  
Mary V. Johnston, Secretary

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

I HEREBY CERTIFY, That on this 2nd day of October, A. D., 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Maurice S. Johnston, President, who did make oath in due form of law that he is and was the President of the above named Corporation at the Special Meeting of Directors alleged in the foregoing Articles of Amendment, and that he was likewise Chairman of the Special Meeting of the Stockholders held as alleged in the foregoing Articles of Amendment, and who further made oath in due form of law that the matters and facts set forth in the foregoing Articles of Amendment are true to the best of his knowledge and belief.

Witness my hand and official Notarial Seal.

Beulah E. Sherman

Notary Public



My Commission Expires: July 1, 1969.

ARTICLES OF AMENDMENT

OF

M. S. JOHNSTON CO., INC.

STATE OF MD. COUNTY  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD  
 RECEIPT NO. 52253  
 APR 29 12 29 PM '68  
 LIBER      FOLIO       
 LAND   
 VAUGHN-J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland February 5, 1968 at 8:30 o'clock A. M. as in conformity  
 with law and ordered recorded.

A 1736

Recorded in Liber 7643, folio 513<sup>5</sup>, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 24.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles J. Rustgen*



Received for record April 29, 1968 at 12:29 P.M. Liber 17,  
Receipt No. 56955

W. A. TURNER'S REFRIGERATED EXPRESS, INC.

ARTICLES OF AMENDMENT

W. A. Turner's Refrigerated 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 charter of the Corporation is hereby amended by striking out Paragraphs "Second," "Fourth," and "Seventh" of the articles of incorporation and inserting in lieu thereof the following

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

TURNER'S REFRIGERATED SERVICE, INC.

FOURTH: The Post Office address of the principal office of the Corporation in this state is P. O. Box 328, Hagerstown, Maryland. The name and Post Office address of the resident agent of the Corporation in this State are Paul Ottinger, 100 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this State.

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 Fifty (150) fully paid and non-assessable shares of the par value of One Hundred Dollars (\$100.00) a share for the following consideration, the value of which is hereby stated to be not less than Fifteen Thousand Dollars (\$15,000.00), namely: one Diesel Mack Tractor and one Great Dane Refrigerated Trailer. Said Mack tractor and Great Dane Trailer have a current aggregate market value of approximately \$15,000.00 and are unencumbered by any liens.

SECOND: The amendment to the charter of the Corporation was made and approved unanimously by a vote of the entire board of directors at a meeting duly convened and held on January 30, 1968; and there are no shares of stock of the Corporation entitled to vote thereon, either outstanding or subscribed for.

In witness whereof, W. A. Turner's Refrigerated 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 this 6th day of February, 1968.

(CORPORATE SEAL)

W. A. TURNER'S REFRIGERATED  
EXPRESS, INC.

ATTEST:

BY: W. A. Turner  
W. A. Turner, President

Luther L. Turner  
Luther L. Turner, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 6<sup>th</sup> day of February, 1968, before me, the subscriber, a Notary Public of the State of

Maryland in and for the County of Washington, personally appeared W. A. Turner, President of W. A. Turner's Refrigerated Express, 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 Luther L. Turner and made oath in due form of law that he was secretary of the meeting of the board of directors of said corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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



My Commission Expires:  
July 1, 1969

*Joanne Snyder*  
Notary Public  
JOANNE SNYDER

ARTICLES OF AMENDMENT

OF

W. A. TURNER'S REFRIGERATED EXPRESS, INC.  
changing its name to  
TURNER'S REFRIGERATED SERVICE, INC.

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 56953  
APR 29 12 29 PM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND   
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 7, 1968 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 1809

Recorded in Liber 7644, folio 296, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles A. Bostger*



Received for record April 29, 1968 at 12:29 P.M. Liber 17,  
Receipt No. 56955

ARTICLES OF AMENDMENT

OF

ZITTLESTOWN FIRST CHURCH OF GOD, INC.

THIS IS TO CERTIFY:

1. That the Charter of the Zittlestown First Church of God, Inc. of Washington County, Maryland, a Maryland Corporation, having its principal office in Washington County, Maryland, hereinafter called the Corporation, is hereby revised and amended to delete Section Third of the original Articles of Incorporation and to substitute the following as the new Section Third of the Charter of said Corporation:

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

(a) To establish an association for the teaching of the gospel of the Lord Jesus Christ and to administer and execute the duties and functions pertaining thereto.

(b) To promote, establish and maintain such activities which shall develop and enhance the religious and educational welfare of all who desire to participate therein and in particular the citizens of Washington County, Maryland.

(c) To acquire, receive by gift, devise, purchase or otherwise, property, real or personal, necessary to the operation of the organization, provided there is no conflict with the provisions of section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. To own, hold, sell, lease, pledge, mortgage such property, real, personal and mixed as may from time to time become necessary or desirable for the purposes for which this Corporation is formed and to dispose of same in whole or in part as may from time to time become necessary or advisable.

(d) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(e) This corporation shall be non-profit and no part of the net earnings of the corporation shall at any time inure to the benefit of any member, officer, or any private individual; except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of any of its exempt purposes.

(f) Upon dissolution of the corporation, the Board of Directors or Trustees shall, after paying or making provision for paying of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal

Revenue Law).

2. The Trustees of the Corporation at a meeting duly convened and held on the 14 day of January , 1968, adopted a resolution in which was set forth the foregoing Amendment to the Charter declaring that the said Amendment to the Charter was advisable and directing that it be submitted for action thereon at a special meeting of the members of the Congregation to be held on the 14 day of January , 1968.

3. Notice setting forth a summary of the change to be affected by said Amendment of the Charter and stating that the purpose of the meeting of the members would be to take action thereon was given as required by law to all members entitled to vote thereon.

4. The Amendment of the Charter of the Corporation as hereinabove set forth was approved by the members of the Corporation at said meeting by affirmative vote of the members entitled to vote thereon.

5. The Amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Trustees and approved by the members of the Corporation.

WITNESS the name of the Zittlestown First Church of God, Inc. signed hereto by its Pastor and Trustees and its adopted corporate seal affixed duly attested by its Secretary this 26th day of January , 1968.

ATTEST TO ADOPTED  
CORPORATE SEAL

ZITTLESTOWN FIRST CHURCH OF GOD,  
INC.

Pauline Stevens  
Pauline Stevens  
Secretary

BY Harry L. Angle (SEAL)  
Harry Angle, Pastor and  
President

Harry R. Leasure (SEAL)  
Harry R. Leasure

Dean Young (SEAL)  
Dean Young

Donald B. Blickenstaff (SEAL)  
Donald Blickenstaff

Arthur E. Ruggles (SEAL)  
Arthur Ruggles

Terry Smith (SEAL)  
Terry Smith  
Trustees

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 26th day of *January*, 1968, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Harry Angle, Pastor and President of the Zittlestown First Church of God, Inc., and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time also appeared Pauline Stevens, and made oath in due form of law that she was the Secretary of the meeting of the members of said Corporation at which the Amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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

David S. Myers, Sr.  
Notary Public

My commission expires:  
July 1, 1969



OF  
ZITTLESTOWN FIRST CHURCH OF GOD, INC

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 5433

FEB 9 12 29 PM '68

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

LAND  VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 9, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 1831

Recorded in Liber 7644, folio 430<sup>5</sup>, 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 indorsements thereon,  
has been received, approved and recorded by the State Department of Assessments and Taxation  
of Maryland.

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

*Paula M. Barton*



Received for record April 29, 1968 at 12:29 P.M. Liber 17,  
Receipt No. 56955

COX & ASSOCIATES, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST, We the undersigned, Arthur W. Cox, Jr. whose post office address is R.F.D. #2, Boonsboro, Maryland, Jacquelyn S. Cox, whose post office address is R.F.D. #2, Boonsboro, Maryland, and Lynn F. Meyers, whose post office address is 745 Mount Vernon Drive, Hagerstown, 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 COX & ASSOCIATES, INC.

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

(a) To buy, sell, trade, distribute, lease, rent and generally deal in hospital appliances, equipment and fixtures of all kinds as well as hospital communications systems, equipment and fixtures and all component parts thereof.

(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, 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 foregoing enumeration of the purposes, objects and business of the corporation is made in furtherance and not in limitation of the powers conferred upon the corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner, to limit or restrict 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 R.F.D. #2, Boonsboro, Maryland, 21713. The name and address of the resident agent of the

corporation is Arthur W. Cox, Jr., R.F.D. #2, Boonsboro, Maryland, 21713. 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 three (3) which number may be increased pursuant to the by-laws of the corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Arthur W. Cox, Jr., Jacquelyn S. Cox and H. W. Rydstrom, 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 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 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 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 6th day of February, A.D., 1968.

Witness:

*Arthur W. Cox, Jr.*  
Arthur W. Cox, Jr.

*Patricia O. Poffenberger*

*Jacquelyn S. Cox*  
Jacquelyn S. Cox

*Lynn F. Meyers*  
Lynn F. Meyers

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 6th day of February, A.D., 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Arthur W. Cox, Jr., Jacquelyn S. Cox and Lynn F. Meyers, and severally acknowledged the foregoing Articles of Incorporation to be their act.

Witness my hand and official Notarial Seal.

*Patricia O. Poffenberger*  
Patricia O. Poffenberger  
Notary Public

My Commission Expires: July 1, 1969



ARTICLES OF INCORPORATION

371

OF

COX & ASSOCIATES, INC.

STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 2644  
FEB 29 12 29 PM '68  
LIBER FOLIO  
LAND VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 7, 1968 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 1788

Recorded in Liber 2644 folio 182 <sup>6</sup> one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Handwritten signature*



Received for record April 29, 1968 at 12:29 P.M. Liber 17,  
Receipt No. 56955

ARTICLES OF INCORPORATION

OF

NORTH POTOMAC JUNIOR HIGH SCHOOL BAND AID ASSOCIATION,  
INCORPORATED

THIS IS TO CERTIFY:

THAT We, the subscribers, Wayne K. Gladden, whose post office address is 255 Pheasant Trail, Hagerstown, Maryland, Dolores N. Gladden, whose post office address is 255 Pheasant Trail, Hagerstown, Maryland, Louis Dattilio, whose post office address is 215 Division Avenue, Hagerstown, Maryland, Polly Wilkenson, whose post office address is Locust Street, Hagerstown, Maryland, Jennie Snabley whose post office address is 1105 Woodland Way, Hagerstown, Maryland, Dave Tissue, whose post office address is 1306 Old Colony Lane, Hagerstown, Maryland, Robert Rohrer, whose post office address is 902 Mulberry Avenue, Hagerstown, Maryland, Robert Coad, whose post office address is Paradise Church Road, Route 6, Hagerstown, Maryland, and William P. Kreykenbohm, whose post office address is 2144 Blue Ridge Road, Hagerstown, Maryland, all being over 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.

ARTICLE I

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

NORTH POTOMAC JUNIOR HIGH SCHOOL BAND AID ASSOCIATION,  
INCORPORATED

ARTICLE II

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

A. To assist North Potomac Junior High School Band and its directors to obtain and maintain a high level of musical competence, spirit, and pride through moral and financial support and providing chaperon service to, from and during activities involving the band.

B. To support, encourage and forward the interests of instrumental music in North Potomac Junior High School; to assist in and planning such support as is needed in the ways of finance, counsel, publicity and transportation and to encourage interest, and participation among the public in furthering the interest of the school's music education program.

C. To bring about a closer relationship between the members of the school band and the faculty advisors and instructors; to assist in the procurement of instruments, uniforms, music and equipment of the band.

D. To co-operate whenever and wherever possible with other musical organizations and band booster associations.

E. To buy, sell, lease, hold or improve, mortgage, pledge or otherwise encumber real estate.

F. To carry on any other business therewith which may seem to the corporation to be calculated, directly or indirectly. To effectuate the aforesaid objectives, or any of them, or to facilitate in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the laws of the State of Maryland, or any other state in which the corporation carries on a business. The corporation shall enjoy and exercise

all the powers and rights conferred by statute upon the corporation and enumeration of the specific powers of this certificate of incorporation and in furtherance of and not in limitation of the general powers conferred by law.

#### ARTICLE III

The post office address of the place in which the corporation in the State will be located is North Potomac Junior High School, Potomac Avenue, Hagerstown, Maryland. The resident agent of the corporation is Wayne K. Gladden, whose post office address is 255 Pheasant Trail, Hagerstown, Maryland, said resident agent is a citizen of the State of Maryland and actually resides therein.

#### ARTICLE IV

The corporation shall have nine directors and Wayne K. Gladden Dolores N. Gladden, Louis Dattilio, Polly Wilkenson, Jennie Snabley, Dave Tissue, Robert Rohrer, Robert Coad and William P. Kreykenbohm shall act as such until their successors are duly chosen and qualified.

#### ARTICLE V

This corporation is organized solely for the pursuit and accomplishment of the purposes and objects hereinbefore set forth and not with a view to any pecuniary gain for profit to the members thereof and the corporation shall have no 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 by the By-laws in the manner provided therein.

ARTICLE VI

The duration of the corporation shall be perpetual. The corporation hereby accepts all the assets of its predecessor the North Potomac Junior High School Band Aid Association, and, in consideration thereof, agrees to and does hereby assume full liability for and guarantees to perform and fulfill all the legal liabilities of the North Potomac Junior High School Band Aid Association and of any and all of the officers thereof assumed in pursuance of the authority vested in them by said association.

IN WITNESS WHEREOF the undersigned have hereunto set their hands and affixed their seals this 29<sup>th</sup> day of January, A.D., 1968.

Witness to all signatures:

Wayne K. Gladden (SEAL)  
Wayne K. Gladden

Dolores N. Gladden (SEAL)  
Dolores N. Gladden

Louis Dattilio (SEAL)  
Louis Dattilio

Polly Wilkenson (SEAL)  
Polly Wilkenson

Patty Beams

Jennie Snabley (SEAL)  
Jennie Snabley

Dave Tissue (SEAL)  
Dave Tissue

Robert Rohrer (SEAL)  
Robert Rohrer

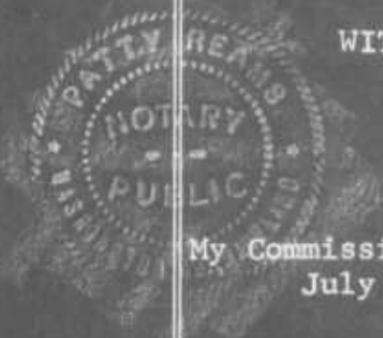
Robert Coad (SEAL)  
Robert Coad

William P. Kreykenbohm (SEAL)  
William P. Kreykenbohm

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this *29<sup>th</sup>* day of *January*, A.D., 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Wayne K. Gladden, Dolores N. Gladden, Louis Dattilio, Polly Wilkenson, Jennie Snabley, Dave Tissue, Robert Rohrer, Robert Coad and William P. Kreykenbohm, personally known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.



*Patty Reams*  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
July 1, 1969

ARTICLES OF INCORPORATION

OF

NORTH POTOMAC JUNIOR HIGH SCHOOL BAND AID ASSOCIATION, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland February 7, 1968 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

STATE OF MD. COUNTY OF WASHINGTON  
RECORDED FOR RECORD  
LIBER NO. 2644  
FEB 12 29 PM '68  
FOLIO  
VUGHN J. BAKER ACT. CLERK

A 1810

Recorded in Liber 2644, folio 300, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



## HANCOCK RESCUE SQUAD INCORPORATED

ARTICLES OF INCORPORATION  
Received for record April 29, 1968 at 12:29 P.M. Liber 17, Receipt No. 56955

(Without authorized capital stock under section 4 & 132 of Article 23)

FIRST: We, the Undersigned,

Mr. Larry L. Michael, President  
whose post office address is P. O. Box #1, Hancock, Maryland,

Mr. Larry H. Gerber, Vice President  
whose post office address is 23 High Street, Hancock, Maryland,

Mr. Otho D. McCarty, Secretary  
whose post office address is 203 Fulton Street, Hancock, Maryland,

Mr. Floyd Wink, Treasurer  
whose post office address is Route #1, Hancock, 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 hereafter called the Corporation) is "HANCOCK RESCUE SQUAD INCORPORATED."

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

THE OBJECTIVES OF THE CORPORATION SHALL BE TO PROMOTE ORGANIZED RESCUE AND AMBULANCE WORK THROUGHOUT THE HANCOCK AREA.

THE CORPORATION SHALL ESTABLISH A SYSTEM OF MUTUAL ASSISTANCE TO THE GOVERNMENT AND CITIZENS OF THE STATE OF MARYLAND, WHEREAS, ALL MEMBER UNITS SHALL SUPPORT THEIR ASSOCIATION WITH PERSONNEL AND EQUIPMENT TO BE USED IN THE EVENT OF A LARGE SCALE DISASTER.

THE CORPORATION SHALL DEVELOP AND MAINTAIN A SPIRIT OF KINSHIP AMONG PERSONS WHO ARE DEVOTED TO THE CAUSE OF SAVING LIFE AND AIDING THE SICK AND INJURED.

THE CORPORATION SHALL BE A NON-PROFIT ORGANIZATION AND HAVE NO PREJUDICE IN REGARDS TO RACE, CREED, COLOR OR SEX, AND SHALL ABIDE BY ALL LAWS GOVERNING THE CONSTITUTION OF THE UNITED STATES OF AMERICA.

THE CORPORATION SHALL BE AFFILIATED WITH THE MARYLAND STATE POLICE AND MAY BE A MEMBER ORGANIZATION OF THE INTERNATIONAL RESCUE AND FIRST AID ASSOCIATION, AND OTHER ORGANIZATIONS INTERESTED IN THE FIELD OF RESCUE, AMBULANCE AND FIRST-AID.

THE CORPORATION SHALL ABIDE BY THE BY-LAWS OF THE ORGANIZATION AND SHALL HAVE ELECTED OFFICERS FOR THE DIRECTION AND BUSINESS OF THE CORPORATION. ALL BUSINESS TRANSACTIONS AND MEETINGS OF THE CORPORATION SHALL BE CONDUCTED IN ACCORDANCE WITH ROBERT'S RULES OF ORDER AND PARLIAMENTARY PROCEDURES.

FOURTH: The post office address of the principal office of the Corporation in this state is: Hancock Rescue Squad Incorporated  
P. O. Box 21  
Hancock, Maryland 21750.

The name and post office address of the resident agent of the Corporation in this state are Larry L. Michael, President  
Hancock Rescue Squad Inc.  
P. O. Box 21  
Hancock, Maryland 21750

Said resident agent is a citizen of this state and Washington County, Maryland, and actually resides herein.

FIFTH: The Corporation is not authorized to issue capital stock and will not be operated for profit Sec. 501 (C3).

SIXTH: The number of directors of the Corporation shall be (nine) 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:

- |                         |                    |
|-------------------------|--------------------|
| Mr. Larry L. Michael    | President          |
| Mr. Larry H. Gerber     | Vice President     |
| Mr. Otho D. McCarty     | Secretary          |
| Mr. Floyd Wink          | Treasurer          |
| Mr. L. Louie Gerber     | Board of Directors |
| Mr. Howard J. Grove     | Board of Directors |
| Mr. Leonard G. Hoffman  | Board of Directors |
| Mr. James F. Mortzfeldt | Board of Directors |
| Dr. J. Hurst Smith      | Board of Directors |

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHERE OF, we have signed these Articles of Incorporation on February 9, 1968.

Witness:

*Larry L. Michael*  
Larry L. Michael, President

*Otho D. McCarty*  
Otho D. McCarty, Secretary

*Larry H. Gerber*  
Larry H. Gerber, Vice President

*Floyd Wink*  
Floyd Wink, Treasurer

STATE OF MARYLAND,  
County of Washington,

I HEREBY CERTIFY that on February 9, 1968, before me, the subscriber a notary public of the State of Maryland, in and for the County of Washington, personally appeared Larry L. Michael, Larry H. Gerber, Otho D. McCarty and

Floyd Wink, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

  
\_\_\_\_\_  
Sherman Hill

February 9, 1968 - Hancock, Maryland



OF

HANCOCK RESCUE SQUAD INCORPORATED

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 58953  
APR 29 12 29 PM '68  
LIBR FOLIO  
LAURENCE  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland February 13, 1968 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 1900

Recorded in Liber 7652 4, folio 310, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles G. Burtis*



Received for record April 29, 1968 at 12:29 P.M. Liber 17,  
Receipt No. 56955

ARTICLES OF INCORPORATION

OF

SCHERTLE GALLERIES OF HAGERSTOWN, INC.

FIRST: We, the undersigned, Gale Leon Kline, whose post office address is 11 Maple Avenue, Boonsboro, Maryland, Patricia Elaine Kline, whose post office address is 11 Maple Avenue, Boonsboro, Maryland, and Emma Madeline Smith whose post office address is Rohrersville, Route #1, 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 Schertle Galleries of Hagerstown, Inc.

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

(a) To buy, sell, import, export, deal in, and engage in, conduct and carry on, for itself or for the account of others, the business of buying, selling, producing, importing, exporting, finishing, refinishing, and otherwise dealing in, goods, wares and merchandise of every class and description, including but not limited to all types and kinds of paintings, drawings, sketches, statuary and other objects of art and including art supplies, frames and materials.

(b) To buy, sell and 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.

(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 liability thereof, and to pay for any subh property, rights, businesses, 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.

(d) To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of letters of patent, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, 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; and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account the same.

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

(f) To 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 per-

son, firm, associations or corporation.

(g) To carry on any other business herein enumerated for itself, or for the account of others or through others for its own account, and 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.

(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, and to endorse or otherwise guarantee the payment of the principal and interest, or either of any bonds, debentures, notes, mortgages, securities or other evidences of indebtedness created or issued by any other corporation.

(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 transact its business, carry on its operations and exercise the powers granted by these Articles of Incorporation in any state, territory, district, or possession of the United States, and in any foreign country.

FOURTH: A post office address of the principal office of the Corporation in this state is Alternate Route 40, Route 1 Boonsboro, Maryland. The name and post office address of the resident agent for the Corporation in this state is: Gale Leon Kline, 11 Maple Avenue, Boonsboro, Maryland. Said resident agent is an individual and ~~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 common stock, and having an aggregate par value of One Hundred Thousand (\$100,000) 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: Gale Leon Kline, Patricia Elaine Kline, and ~~Emma~~ Madeline Smith.

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 Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereinafter be authorized by law, including any amendment changing the terms of any class of its stock by classification, reclassification, or otherwise.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on 29<sup>th</sup> day of January, 1968.

Gale Leon Kline  
Gale Leon Kline

Patricia Elaine Kline  
Patricia Elaine Kline

Emma Madeline Smith  
Emma Madeline Smith

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

I HEREBY CERTIFY, That on this 29<sup>th</sup> day of January, 1968, before me, the subscriber, a Notary Public

in and for the State and County aforesaid, personally appeared Gale Leon Kline, Patricia Elaine Kline and Emma Madeline Smith, 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.

*Clive R. Shupp*  
Notary Public

My Commission Expires:

*July 1, 1969*

*Consent Letter filed 2-11-68*



OF  
SCHERTLE GALLERIES OF HAGERSTOWN,

STATE OF MD. WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 26458  
FEB 29 12 29 PM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN J. BAKER ACT. CLERK.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 11, 1968 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 1921

Recorded in Liber 2645, folio 405<sup>8</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 19.00

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



MAILED JUNE 20, 1972 DR. ATLEE C. KEPLER HAGERSTOWN JUNIOR COLLEGE  
Received for record April 29, 1968 at 12:29 P.M. Liber 17, Receipt  
No. 56955

ARTICLES  
CERTIFICATE OF INCORPORATION

OF

HAGERSTOWN JUNIOR COLLEGE FOUNDATION, INC.

THIS IS TO CERTIFY: That we, the subscribers, Atlee C. Kepler, whose post office address is 1011 Oak Hill Avenue, Hagerstown, Maryland, 21740; Claude O. Merckle, whose post office address is 1225 Jefferson Boulevard, Hagerstown, Maryland, 21740; and Odell H. Rosen, whose post office address is 1801 Woodburn Drive, Hagerstown, Maryland, 21740, 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 non profit corporation.

FIRST: The name of the corporation (which is hereinafter called the "Corporation") is HAGERSTOWN JUNIOR COLLEGE FOUNDATION, INC.

SECOND: The purposes for which the Corporation is formed and the objects to be promoted by it are as follows:

Exclusively for the benefit of the Hagerstown Junior College, Hagerstown, Maryland; its students and faculty, as an exemption under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on

propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) and political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

1. To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation

for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

THIRD: The Territory in which the operations of the corporation are principally to be conducted is the United States of America, and its territories and possessions, but the operations of the corporation shall not be limited to such territory.

FOURTH: The post office address of the place in which the principal office of the Corporation in this State will be located is Hagerstown, Maryland. The Resident Agent of the Corporation is Odell H. Rosen, whose post office address is 1801 Woodburn Drive, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have such number of directors as may be, from time to time, specified by the Bylaws of the Corporation, provided however, that there shall not be less than three directors. The names and address of those who are to serve as directors until the first annual meeting or until their successors are duly elected and qualified are: Atlee C. Kepler, whose post office address is 1011 Oak Hill Avenue, Hagerstown, Maryland, 21740; Claude O. Merckle, whose post office address is 1225 Jefferson Boulevard, Hagerstown, Maryland, 21740; and Odell H. Rosen, whose post office address is 1801 Woodburn Drive, Hagerstown, Maryland, 21740.

SIXTH: The Corporation shall have no capital stock.

SEVENTH: Members shall be admitted, permitted to resign or be removed in such manner as provided by the Bylaws of the Corporation, and each member shall have but one vote.

EIGHTH: This Certificate of Incorporation may be amended by a two-thirds vote of the members at any regular annual meeting or at any meeting duly called therefor.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed this <sup>ARTICLES</sup> Certificate of Incorporation this *14th* day of *February*, 1968.

WITNESS:

Ethel Grace Allison

Atlee C. Kepler (SEAL)  
Atlee C. Kepler

Claude O. Merckle (SEAL)  
Claude O. Merckle

Odell H. Rosen (SEAL)  
Odell H. Rosen

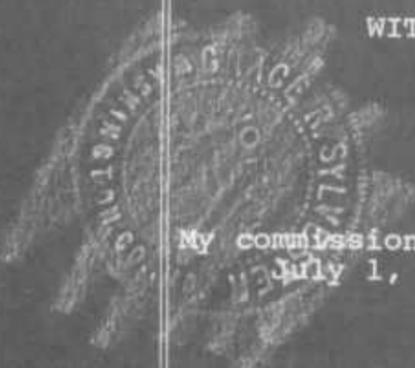
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:-

I HEREBY CERTIFY, that on this 14<sup>th</sup> day of February, 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Atlee C. Kepler, Claude O. Merckle and Odell H. Rosen, who did each acknowledge that the foregoing Certificate of Incorporation was executed for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

*Grace R. Subvester*  
\_\_\_\_\_  
Notary Public

My commission expires:  
July 1, 1969



OF

HAGERSTOWN JUNIOR COLLEGE FOUNDATION, INC.

STATE OF MD.  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD  
 RECEIPT NO. 56453  
 FEB 29 12 29 PM '68  
 LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
 LAND  VAUGHN J. DAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland February 19, 1968 at 8:30 o'clock A. M. as in conformity  
 with law and ordered recorded.

A 1982

Recorded in Liber 7646, folio 50, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles H. Hartger*



Received for record April 29, 1968 at 12:29 P.M. Liber 17,  
Receipt No. 56995

ARTICLES OF AMENDMENT

OF

INDIAN SPRINGS CHURCH OF GOD, ~~INC.~~

THIS IS TO CERTIFY:

1. That the Charter of Indian Springs Church of God/<sup>Inc.</sup> of Washington County, Maryland, a Maryland Corporation, having its principal office in Washington County, Maryland, hereinafter called the Corporation, is hereby revised and amended to add the following to Article X of the Charter of said Corporation:

That in the event of termination, dissolution, or winding up of this Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to one or more organizations created and operated exclusively for religious purposes in the United States no part of the net earnings of which inures to the benefit of any private shareholder or individual and which organization or organizations as at that time qualify as an exempt organization of the Internal Revenue Code of the United States, as the Board of Trustees shall determine.

2. The Trustees of the Corporation at a meeting duly convened and held on the 5<sup>th</sup> day of *December*, 1967, adopted a resolution in which was set forth the foregoing Amendment to the Charter declaring that the said Amendment of the Charter was advisable and directing that it be submitted for action thereon at a special meeting of the members of the Congregation to be held on the 31<sup>st</sup> day of *December*, 1967.

3. Notice setting forth a summary of the change to be affected by said Amendment of the Charter and stating that the purpose of the meeting of the members would be to take action thereon was given as required by law to all members entitled to vote thereon.

4. The Amendment of the Charter of the Corporation as hereinabove set forth was approved by the members of the Corp-

oration at said meeting by the affirmative vote of the members entitled to vote thereon.

5. The Amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Trustees and approved by the members of the Corporation.

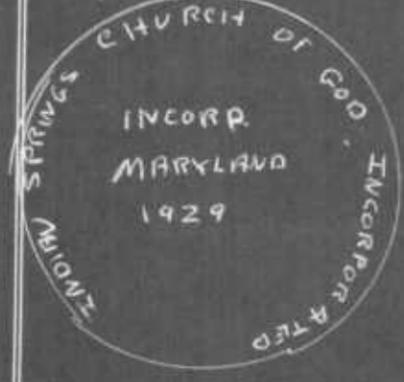
WITNESS the name of the Indian Springs Church of God, Inc. signed hereto by its Pastor and Trustees and its adopted corporate seal affixed duly attested by its Secretary this 11<sup>th</sup> day of January, 1968.

ATTEST TO ADOPTED CORPORATE SEAL:

INDIAN SPRINGS CHURCH OF GOD, INC.

*Anna M. Martin*  
Anna M. Martin  
Secretary

BY *Mervil Stambaugh* (SEAL)  
Mervil Stambaugh, Pastor and President



*Joseph E. Michael* (SEAL)  
Joseph Michael

*Theodore Hovermale* (SEAL)  
Theodore Hovermale

*Perry Dick* (SEAL)  
Perry Dick

*Jay Brechbill* (SEAL)  
Jay Brechbill

*Emory Keesecker* (SEAL)  
Emory Keesecker  
Trustees

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 11<sup>th</sup> day of January, 1968, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Mervil Stambaugh, Pastor and President of the Indian Springs Church of God, Inc., and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time also appeared Anna M. Martin, and made oath in due form of law that she was the Secretary of the meeting of the members of said Corporation at which the Amendments of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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



*Susan Picot*  
Notary Public

My commission expires:  
July 1, 1969

ARTICLES OF AMENDMENT  
OF  
INDIAN SPRINGS CHURCH OF GOD

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 52233  
APR 29 12 29 PM '68  
LIBER  FOLIO \_\_\_\_\_  
LAND   
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 26, 1968 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 1558

Recorded in Liber 7641, folio 561<sup>4</sup>, 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 indorsements thereon,  
has been received, approved 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. Burtges*



Received for record July 2, 1968 at 12:22 P.M. Liber 17, Receipt No. 59506

TAILWINDS, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST, We the undersigned, James M. Willson, whose post office address is 2306 Royal Road, Hagerstown, Maryland, John C. Patterson, Jr., whose post office address is 2321 Royal Road, Hagerstown, Maryland and John J. Porter, whose post office address is 530 Gordon Circle, Hagerstown, 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 TAILWINDS, INC.

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

(a) To own and maintain one or more aircraft for the education, transportation, and general use of persons, their families, or such individuals as the Board of Directors may designate pursuant to any by laws which may hereafter be adopted.

(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, 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 foregoing enumeration of the purposes, objects and business of the corporation is made in furtherance and not in limitation of the powers conferred upon the corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner, to limit or restrict 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 2306 Royal Road, Hagerstown, Maryland, 21740. The name and address of the resident agent of the

corporation is James M. Willson, 2306 Royal Road, Hagerstown, Maryland 21740. 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 Five (5) shares without par value all of one class.

SIXTH, The number of Directors of the corporation shall be four (4) which number may be increased pursuant to the by-laws of the corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: James M. Willson, John C. Patterson, Jr., John J. Porter and Harold E. Matteson.

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 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 three-fourths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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

(e) 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 16<sup>th</sup> day of MARCH, A.D., 1968.

Witness:

*[Handwritten signature: Lynn Meyers]*

*[Handwritten signature: James M. Willson]*  
James M. Willson

*[Handwritten signature: John C. Patterson, Jr.]*  
John C. Patterson, Jr.

*[Handwritten signature: John J. Porter]*  
John J. Porter

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 16<sup>th</sup> day of MARCH, A.D., 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James M. Willson, John C. Patterson, Jr., John J. Porter, and severally acknowledged the foregoing Articles of Incorporation to be their act.

Witness my hand and official Notarial Seal.



*[Handwritten signature: Bailhan E. Myers]*  
Notary Public

My Commission Expires: July 1, 1969

ARTICLES OF INCORPORATION

OF

TAILWINDS, INC.

STATE OF MD.  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD  
 RECEIPT NO. 27506

JUL 2 12 22 PM '68

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

LAND  VAUGHN J. SAUER, ART. CLERK

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland March 20, 1968 at 8:30 o'clock A. M. as in conformity  
 with law and ordered recorded.

A 2510

Recorded in Liber 7651, folio 282<sup>6</sup>, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles A. Burtis*



ARTICLES OF AMENDMENT

(Under Sections 11 - 12)

Snyder Soft Pretzel 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 Fifth of the articles of incorporation (or certificate of incorporation) and inserting in lieu thereof the following:

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 500,000 shares of the par value of \$1.00 per share all of one class, and having an aggregate par value of \$500,000.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on December 2, 1966, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on December 13, 1966.

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

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:

1,000,000 shares of \$.10 par value having an aggregate par value of \$100,000.

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

500,000 shares of \$1.00 par value having an aggregate par value of \$500,000.

IN WITNESS WHEREOF, Snyder Soft Pretzel 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 or one of its Assistant Secretaries on *February 24*, 1968.

SNYDER SOFT PRETZEL CORPORATION

By *George E. Snyder*  
George E. Snyder  
President

Attest:

By *Rae B. Weeks*  
Rae B. Weeks  
Secretary



STATE OF MARYLAND

County of Washington, ss:

I HEREBY CERTIFY that on *February 24<sup>th</sup>*, 1968, before me the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared George E. Snyder, President of Snyder Soft Pretzel 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 Rae B. Weeks and made oath in due form of law that she was secretary of the meeting of the stockholders of said corporation at which the amendment of the

charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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

*Luella West*

Notary Public



ARTICLES OF AMENDMENT  
OF  
SNYDER SOFT PRETZEL CORPORATION

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 3956  
JUL 2 12 22 PM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND   
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 27, 1968 at 12:10 o'clock P. M. as in conformity  
with law and ordered recorded.

A 2008

Recorded in Liber 7646, folio 226<sup>4</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 80.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles H. Boudge*



STOCK ISSUANCE STATEMENTS

(Under Sections .20-21)

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

FIRST: The Corporation has authorized the issuance of one hundred one thousand one hundred twenty two (101,122) full paid and non-assessable shares of the par value of One Dollar (\$1.00) per share of the Common Capital Stock of the Corporation for the following consideration, the actual value of which, as determined by the Board of Directors, is not less than One Hundred One Thousand One Hundred Twenty Two Dollars (\$101,122), namely;

All of the assets used in the soft pretzel manufacturing and distribution operations of Snyder Products Corporation, Soft Pretzel Division having a total value of not less than One Hundred Ninty Two Thousand Four Hundred Seventy Nine Dollars (\$192,479) less liabilities of Ninty One Thousand Three Hundred Fifty Seven Dollars (\$91,357) assumed by this Corporation for a net value of not less than One Hundred One Thousand One Hundred Twenty Two Dollars (\$101,122)

SECOND: The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on December 2, 1966; the issuance of said shares of stock as so authorized by the Board of Directors was submitted for approval at a special meeting of the stockholders of the Corporation held on December 13, 1966; notice stating that a purpose of the meeting would be to take action upon the proposed issue of said shares of stock was given as required by law, to all stockholders of the Corporation entitled to vote thereon; and the proposed issuance of said shares of stock was approved by the stockholders of the Corporation at said meeting.

IN WITNESS WHEREOF, SNYDER SOFT PRETZEL 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 or one of its Assistant Secretaries, on

*February 24*, 1965.

SNYDER SOFT PRETZEL CORPORATION

By *George E. Snyder*  
George E. Snyder  
President

Attest:

*Rae B. Weeks*  
Rae B. Weeks  
Secretary



- 3 -

*410*

STATE OF MARYLAND,

County of Washington, ss:

I HEREBY CERTIFY that on *February 24<sup>th</sup>*, 1965, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared George E. Snyder, President of Snyder Soft Pretzel Corporation, a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said Corporation; and at the same time personally appeared Rae B. Weeks and made oath in due form of law that she was secretary of the meeting of the stockholders of said Corporation at which the issuance of the Stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true to the best of her knowledge, information and belief.

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

*Lull West*  
Notary Public



STOCK ISSUANCE STATEMENTS

OF  
SYNDER SOFT PRETZEL CORPORATION

STATE OF M.D.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 84576

JUL 2 12 22 PM '69

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

LAND  VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 27, 1968 at 12:15 o'clock P. M. as in conformity  
with law and ordered recorded.

A 2007

Recorded in Liber 2646, folio 252<sup>4</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles P. Bandy*



Received for record July 2, 1968 at 12:22 P.M. Liber 17, Receipt  
No. 59506

DUPLICRAFTERS, INC.

ARTICLES OF SALE

THIS IS TO CERTIFY, That Duplicrafters, Inc., a Maryland Corporation, having its principal office at 25 North Avenue, in Hagerstown, Washington County, Maryland, (hereinafter called the "Transferor Corporation") and Hagerstown Bookbinding and Printing Company, Inc., a Maryland Corporation, having its principal office at 952 Frederick Street, in Hagerstown, Washington County, Maryland, (hereinafter called the "Transferee Corporation"), hereby certify to the Maryland State Department of Assessments and Taxation, that:

FIRST: That said Transferor Corporation agrees to sell, and, by these presents, hereby sells, and said Transferee Corporation agrees to buy, and, by these presents, hereby buys, as of July 1, 1967, all or substantially all of the property and assets of the Transferor Corporation, consisting of Transferor's tangible personal property, namely, equipment, fixtures, stock-in-trade, etc., in the City of Hagerstown, in Washington County, State of Maryland.

SECOND: That the name and post office address of the principal place of business of the Transferee Corporation is, as above stated Hagerstown Bookbinding and Printing Company, Inc., a Maryland Corporation, 952 Frederick Street, Hagerstown, Washington County, Maryland.

THIRD: That the Transferor Corporation is Duplicrafters, Inc., a Maryland Corporation, duly incorporated under the laws of the State of Maryland.

FOURTH: That the nature and amount of the consideration to be paid by the Transferee Corporation for said property and assets of the Transferor Corporation are as follows: A total purchase price of \$22,500.00, consisting of the sum of \$2,500.00

in cash and the balance of \$20,000.00 evidenced by Transferee's promissory note, payable to seller's order Ten years from its date in 120 equal monthly installments, with interest thereon from date, at 6% per annum, each of which installments shall be in the amount of \$222.05, beginning August 1, 1967.

FIFTH: That the principal offices of the Transferor Corporation and the Transferee Corporation are located in the City of Hagerstown, in Washington County, State of Maryland, and not within any other County or City of the State of Maryland, and the tangible personal property sold as aforesaid was substantially all the property owned by the Transferor Corporation. That the Transferor Corporation owned only the aforesaid tangible personal property (and no real estate), the title to which could be affected by the recording of an instrument among the Records in the Office of the Clerk of the Circuit Court in only Washington County, Maryland, and not within any other County or in Baltimore City in the State of Maryland.

SIXTH: That these Articles of Sale were duly advised by the Board of Directors and unanimously approved by the stockholders of the Transferor Corporation as well as by the Transferee Corporation in the manner and by the vote required by Article 23 of the Annotated Code, Public Laws of the State of Maryland, as well as by their respective charters.

WITNESS the Corporate names of the Transferor and Transferee Corporations, duly signed by their respective Presidents or Vice Presidents and their respective corporate seals hereto affixed and duly attested by their respective Secretaries this 12th day of February, A.D., 1968.

(CORPORATE SEAL)

Attest:

*Merle S. Elliott*  
Merle S. Elliott, Secretary

DUPLICRAFTERS, INC.

By *John M. Colton*  
John M. Colton, Vice-President

(CORPORATE SEAL)

Attest:

*Fredericka Garver*  
Fredericka Garver, Secretary

HAGERSTOWN BOOKBINDING & PRINTING COMPANY, INC.

By *William B. Snyder*  
William B. Snyder, President

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

I HEREBY CERTIFY, That on this 12th day of February, A.D., 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John M. Colton, Vice-President of Duplicrafters, Inc., a Maryland Corporation, Transferor Corporation, and acknowledged the foregoing Articles of Sale to be the act of said Corporation.

WITNESS my hand and Official Notarial Seal.

*Jonie S. Culp*  
Notary Public

My commission expires:  
July 1, 1969



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

I HEREBY CERTIFY, That on this 12th day of February, A.D., 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William B. Snyder, President of Hagersotwn Bookbinding & Printing Company, Inc., a Maryland Corporation, Transferee Corporation, and acknowledged the foregoing Articles of Sale to be the act of said Corporation.

WITNESS my hand and Official Notarial Seal.

*Clarke T. Haynes*  
Notary Public

My commission expires:  
July 1, 1969



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

I HEREBY CERTIFY, That on this 12th day of February, A.D., 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John M. Colton, who made oath in due form of law that he was the Chairman of the Special Meeting of the stockholders of Duplicrafters, Inc., a Maryland Corporation, at which the foregoing Articles of Sale were authorized and approved and that the matters and facts set forth in the foregoing Articles of Sale with respect to authori-

zation and approval on the part of the Transferor are true to the best of his knowledge, information and belief, and at the same time personally appeared Merle S. Elliott and made oath in due form of law that he was Secretary of said Special Meeting of stockholders of Duplicrafters, Inc., at which said Articles of Sale were authorized and approved and that the matters and facts set forth in said Articles of Sale are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.



*Toni F. Culp*  
Notary Public

My commission expires:  
July 1, 1969

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 12th day of February, A.D., 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William B. Snyder, who made oath in due form of law that he was the Chairman of the Special Meeting of the Hagerstown Bookbinding & Printing Company, Inc., a Maryland Corporation, at which the foregoing Articles of Sale were authorized and approved and that the matters and facts set forth in the foregoing Articles of Sale with respect to authorization and approval on the part of the Transferee are true to the best of his knowledge, information and belief, and at the same time personally appeared Fredericka Garver and made oath in due form of law that she was Secretary of said Special Meeting of stockholders of Hagerstown Bookbinding & Printing Company, Inc., at which said Articles of Sale were authorized and approved and that the matters and facts set forth in said Articles of Sale are true to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.



*Clark T. Haynes*  
Notary Public

My commission expires:  
July 1, 1969

ARTICLES OF SALE

BETWEEN

DUPLICRAFTERS, INC. (a Md. Corp.) Trans

AND

HAGERSTOWN BOOKBINDING AND PRINTING COMPANY, INC. (a Md. Corp.) Trans

STATE OF MD. COUNTY OF WASHINGTON RECEIVED FOR RECORD RECEIPT NO. 5120  
JUL 2 11 22 PM '68  
LIBER FOLIO  
LAND VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 11, 1968 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 2362

Recorded in Liber 7649, folio 608<sup>5</sup>, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles R. Bantjes*



HUB CITY REALTY CORPORATION

ARTICLES OF REVIVAL

Hub City Realty Corporation, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certified to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited on \_\_\_\_\_, 19\_\_\_\_, 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 Hub City Realty Corporation.

THIRD: The name by which the Corporation will hereafter be known is Hub City Realty Corporation.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland 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.

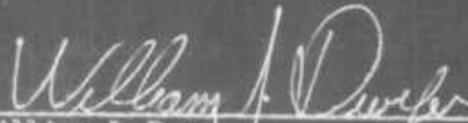
(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is William J. Dwyer, No. 10 Jonathan Street, Hagerstown, Washington County, Maryland. Said resident agent is a citizen actually residing in this State.

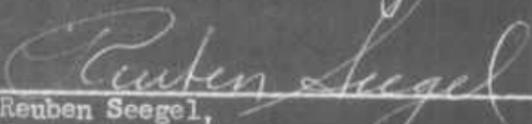
FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (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 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 February 28, 1968.

  
 \_\_\_\_\_  
 William J. Dwyer  
 Last Acting President

  
 \_\_\_\_\_  
 Reuben Seegel,  
 Last Acting Secretary

STATE OF MARYLAND,

County of Washington, ss:

I HEREBY CERTIFY, that on March 11, 1968, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared William J. Dwyer, the last acting President and Reuben Seegel, the last acting Secretary of Hub City Realty Corporation, 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.

  
 \_\_\_\_\_  
 Notary Public

My commission expires:  
 July 1st, 1969



OF

HUB CITY REALTY CORPORATION

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 27586

JUL 2 12 22 PM '68

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

LAND  VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 21, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2615

Recorded in Liber 7652, folio 277<sup>3</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

SPECIAL FEE  
~~Bonds Adm/paid~~ \$ 25.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. Burtz*



Received for record July 2, 1968 at 12:22 P.M. Liber 17, Receipt  
No. 59506

WILLIAMSPORT TEXTILE CO., INC.

ARTICLES OF REVIVAL

(Under Section 85)

Williamsport Textile Co., Inc., a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation was forfeited on November 29, 1966, for the non-payment of taxes and 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 Williamsport Textile Co., Inc.

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

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is No. 311 East Wilson Boulevard, Hagerstown, Washington County, Maryland, and said principal office is located in the same County in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is Kenneth J. Mackley, No. 100 West Washington 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 November 21<sup>st</sup>, 1967.

*John A. DeAngelis*  
 John A. DeAngelis  
 Last Acting President

*Kenneth J. Mackley*  
 Kenneth J. Mackley  
 Last Acting Secretary

STATE OF RHODE ISLAND, COUNTY OF PROVIDENCE, to-wit:

I HEREBY CERTIFY that on this 21<sup>st</sup> day of November, 1967, before me, the subscriber, a Notary Public of the State of Rhode Island, in and for the County of Providence, personally appeared John A. DeAngelis, the last acting President of Williamsport Textile Co., Inc., a Maryland corporation, and acknowledged the foregoing Articles of Revival to be his act.

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

*Janet C. Pearson*  
Notary Public  


My Commission Expires:  
JANET C. PEARSON  
NOTARY PUBLIC, State of Rhode Island  
Qualified in Rhode Island  
Cert. Filed with Secretary of State's Office  
Commission Expires June 30, 1971

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

I HEREBY CERTIFY that on this 21<sup>st</sup> day of November, 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Kenneth J. Mackley, the last acting Secretary of Williamsport Textile Co., Inc., a Maryland corporation, and acknowledged the foregoing Articles of Revival to be his act.

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

*Joanne Snyder*  
Notary Public

My Commission Expires:  
July 1, 1969



ARTICLES OF REVIVAL  
OF  
WILLIAMSPORT TEXTILE CO., INC.

423

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 29526  
Jul 2 12 22 PM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 6, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2309

Recorded in Liber 7649, folio 245<sup>4</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

SPECIAL FEE  
~~Bonus/tax paid~~ \$ 25.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. Baker*



Received for record July 2, 1968 at 12:22 P.M. Liber 17, Receipt No. 59506

WESTERN MARYLAND CABLEVISION COMPANY, INC.

ARTICLES OF DISSOLUTION

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

FIRST: The corporation is hereby dissolved.

SECOND: The name of the corporation is as hereinabove set forth, and the Post Office address of the principal office of the Corporation in the State of Maryland is No. 880 Commonwealth 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 hereinafter instituted or filed against the corporation for one year after dissolution and thereafter until the affairs of the corporation are woundup, are Bill W. Fillingham, 401 Cherrytree Drive, 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:

Henry Rau  
628 South Lee Street  
Alexandria, Virginia

Lloyd S. Smith  
6521 Landover Road  
Cheverly, Maryland

Bill W. Fillingham  
401 Cherrytree Drive  
Hagerstown, Maryland

Robert J. McGeean

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION of the  
Western Maryland Cablevision Company, Inc

were received for record on, March 12 19 68,  
in accordance with the provisions of Sec. 77 of Art. 23 of the  
Code (1957 Edition).

Albert W. Mard

Director

424

FIFTH: The name, title and Post Office address of each of the officers of the corporation are as follows:

Henry Rau - President  
628 South Lee Street  
Alexandria, Virginia

Lloyd S. Smith - Vice-President  
6521 Landover Road  
Cheverly, Maryland

Bill W. Fillingham - Secretary  
401 Cherrytree Drive  
Hagerstown, Maryland

Patrick H. Kelly - Treasurer  
10423 Windsor View Drive  
Potomac, Maryland

SIXTH: That by said Articles of Incorporation filed with and approved by the State Department of Assessments and Taxation on June 15, 1966 said corporation was authorized to issue 1,000 shares of stock without par value all of one class but that in fact said stock nor any of the same was ever issued to any person, firm or corporation; that, therefore in accordance with Article 23, Section 76 of the Annotated Code of Maryland by Resolution adopted by all of the incorporators of said corporation, the dissolution of said corporation was duly authorized.

SEVENTH: The names and addresses of said incorporators as do appear upon the Articles of Incorporation hereinbefore filed are as follows:

Lloyd S. Smith  
6521 Landover Road  
Cheverly, Maryland

Richard Collyer  
369B Nottingham Road  
Hagerstown, Maryland

Bill W. Fillingham  
401 Cherrytree Drive  
Hagerstown, Maryland

EIGHTH: The corporation has no known creditors.

NINTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland ~~and of the following Collector of Taxes (being all~~

Collectors of Taxes in the list thereof heretofore supplied to the Corporation by the Department of Assessments and Taxation of Maryland) stating in effect that all taxes levied or which could have been levied on any assessments made by said State Department of Assessments and Taxation and billed by and payable to such collecting authorities by the Corporation have either been paid or have never been assessed for payment, except taxes barred by Section 212 of Article 81 of the Annotated Code of Maryland or otherwise, including any taxes billed for or which could have been assessed against said Corporation for the year in which the dissolution of the Corporation is to be effected, namely:

Hugh H. Brock, Treasurer of Washington County, Maryland

Evler E. Blum, Treasurer of City of Hagerstown

IN WITNESS WHEREOF, These Articles of Dissolution are signed in the name and on behalf of Western Maryland Cablevision Company, Inc. by its Incorporators this 29th day of December A. D., 1967.

WESTERN MARYLAND CABLEVISION COMPANY, INC.

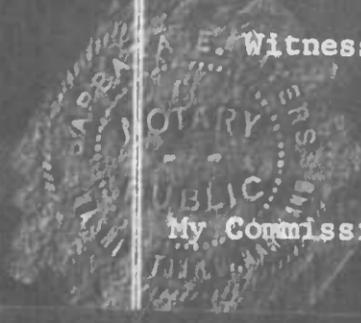
By Lloyd S. Smith, Lloyd S. Smith, Richard Collyer, Richard Collyer, Bill W. Fillingham, Bill W. Fillingham Incorporators

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

I HEREBY CERTIFY, That on this 29th day of December A. D., 1967, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lloyd S. Smith, Richard Collyer and Bill W. Fillingham, being all of the Incorporators of Western Maryland Cablevision Company, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of

Dissolution to be the corporate act of said corporation; and that said dissolution of the Corporation was authorized and unanimously consented to as evidenced by a Resolution signed by said Incorporators and that the matters and facts set forth in said Articles of Dissolution are true and correct to the best of their information, knowledge and belief.

Witness my hand and official Notarial Seal.



*Barbara E. Myers*  
Notary Public

My Commission Expires: July 1, 1967.



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466 — PHONE COLONIAL 8-3371  
ANNAPOLIS, MARYLAND 21404

427  
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

WESTERN MARYLAND CABLEVISION COMPANY, INC.  
have been paid.

WITNESS my hand and official seal this  
eighth day of January A.D. 1968.



*Mary Ellen Hopkins*  
Deputy Comptroller

ARTICLES OF DISSOLUTION

OF

WESTERN MARYLAND CABLEVISION COMPANY, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 5456  
JUL 2 12 22 PM '68  
LIBER FOLIO  
LAND VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 12, 1968 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 2401

Recorded in Liber 7650, folio 214, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SPECIAL FEE  
Bonus/tax/paid \$ 15.00 Recording fee paid \$ 15.00

332

To the clerk of the Circuit Court of Washington County

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

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

*Charles J. Barton*



Received for record July 2, 1968 at 12:22 P.M. Liber 17, Receipt  
No. 59506

ARTICLES OF AMENDMENT TO THE CHARTER  
OF  
NATIONWIDE HOMES OF SALISBURY, INCORPORATED

WHEREAS, Nationwide Homes of Salisbury, Incorporated, a corporation created under and by virtue of the laws of the State of Maryland, desires to have its charter amended as hereinafter set out.

NOW THEREFORE, to that end, we, Ralph C. Lester and James W. Severt, Chairman of the Board and Secretary, respectively, of said Corporation, do hereby certify as follows:

FIRST: That on the 6th day of March, 1967, after due notice to all of the Directors of the corporation, there was held at Boones Mill, Franklin County, Virginia in the office of the corporation, a meeting of the Board of Directors of the aforesaid corporation, at which meeting a majority of the Directors were present and unanimously passed the following resolution declaring that such amendment is advisable:

"RESOLVED: That in the opinion of the Board of Directors of Nationwide Homes of Salisbury, Incorporated, it is to the best interest of the corporation that the name of the corporation be changed from Nationwide Homes of Salisbury, Incorporated to Maryland-Continental Homes, Inc."

And to this end that the second paragraph of the charter and all amendments thereto be amended so as to read as follows:

"The name of the corporation which is hereafter called the CORPORATION is MARYLAND-CONTINENTAL HOMES, INC."

The said Board of Directors then and there called a

meeting of the stockholders by mailing a notice in writing enclosing a copy of the proposed Articles of Amendment to each of the stockholders of the corporation to his last known post office address at least twenty-five (25) and not more than fifty (50) days prior to the 3rd day of April, 1967, for the meeting to be held at 2:00 p.m., on the 3rd day of April, 1967, for the purpose of acting upon the aforementioned amendment to the charter of the said corporation.

SECOND: That on the 3rd day of April, 1967, pursuant to notice given in writing on the 6th day of March, 1967, in compliance with the aforesaid call, the stockholders of the said corporation met at the office of the corporation in Boones Mill, Franklin County, Virginia for the purpose of acting on the aforesaid amendment; that the said amendment was acted upon, and the aforesaid amendment to the charter was sanctioned by a vote in person and by proxy; the number of shares of stock of the corporation outstanding on the record date, the number of shares entitled to vote on the proposed amendment, the number of shares voted for and against the amendment, ~~the number of shares of each class of~~ series entitled to vote as a class, and the number of shares of such class voted for or against the amendment were as follows:

Shares outstanding, all classes, 20,000 shares, common.  
 Shares entitled to vote, all classes, 20,000 shares.  
 Shares, all classes, voted: FOR 20,000 shares; AGAINST 0.

And the proceedings of said meeting were entered on the minutes of the proceedings of the stockholders.

WITNESS the signature of the Chairman of the Board and Secretary of the aforesaid corporation, this 5th day of April, 1967.

and the original of the                      President of the Corporation.

NATIONWIDE HOMES OF SALISBURY, INCORPORATED

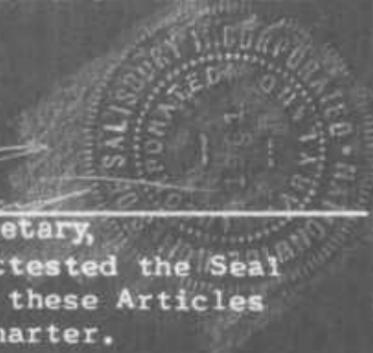
By *Ralph C. Lester*  
Ralph C. Lester, Chairman of the Board

and

By *James W. Severt*  
James W. Severt, Secretary,  
who has affixed and attested the Seal  
of the Corporation on these Articles  
of Amendment to the Charter.

and

BY *O. Z. Oliver* President



431

STATE OF VIRGINIA, FRANKLIN COUNTY, to-wit:

I HEREBY CERTIFY, That on this 1st day of March, 1968,  
before me, the subscriber, a Notary Public of the State of  
Virginia, in and for Franklin County, personally appeared  
O. Z. Oliver, President of Nationwide Homes of Salisbury,  
Incorporated who acknowledged that he was duly authorized  
as President to execute the foregoing Articles of Amendment  
to the charter and made oath in due form of law stated that  
the matters and facts specified in the said articles of  
amendment are true and correct.

WITNESS my hand and official Notarial Seal.

*Janette H. Adams*  
Notary Public



My Commission expires: *July 31, 1970*

ARTICLES OF AMENDMENT  
OF  
NATIONWIDE HOMES OF SALISBURY, INCORPORATED  
CHANGING ITS NAME TO  
MARYLAND-CONTINENTAL HOMES, INC.

STATE OF MD. COUNTY  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 22586  
JUL 2 12 22 PM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 6, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2291

Recorded in Liber 7649, folio 135, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles H. Bridges*



Received for record July 2, 1968 at 12:22 P.M. Liber 18, Receipt  
No. 59506

WASHINGTON COUNTY JUNIOR FOOTBALL LEAGUE, INC.

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST. That the charter of the Washington County Junior Football League, Inc., a Maryland corporation having its principal office in Hagerstown, Maryland, hereinafter called the corporation, be and the same is hereby amended by striking out article THIRD of the Articles of Incorporation and inserting in lieu thereof the following:

"THIRD: The purposes for which the corporation is organized are exclusively charitable and educational, and in pursuance of the foregoing purposes the corporation is formed and the objects to be carried on and promoted by it are as follows:

(a) To encourage, promote and/or sponsor a supervised football program for the youth of Washington County, Maryland, by acquainting boys with the fundamentals of the game - rules, passing, running, kicking, blocking and tackling; to teach, through the sport of football, sportsmanship, love of game, and the ability to take a few "knocks" and "bumps"; through leadership and intelligent supervision, to inspire ideals of health, character, citizenship, and fair play; and to these ends keeping the welfare of the boy first and foremost.

(b) To acquire by purchase, exchange, lease, hire, gift, contribution, or otherwise and to hold, own, improve, manage, sell, mortgage, pledge, convey, transfer, utilize, or dispose of real and personal property of every kind and

description, which may be appropriate, useful, or necessary to the corporation for the purpose for which it is organized; to sponsor and promote football contests and exhibitions the sole purpose of which is for raising funds to advance the aforesaid program for the youth of Washington County, Maryland.

(c) In general, to have and exercise all powers conferred by the General Laws of the State of Maryland, upon corporations formed hereunder and to exercise and enjoy all powers, rights, and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the numeration of certain powers as herein specified, not being intended to exclude any such other powers, rights and privileges, except that only such powers and privileges shall be exercised which are in furtherance of the charitable and educational purposes of the corporation.

(d) Notwithstanding any other provision of this Certificate, the corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt under section 501 (c) (3) of the Internal Revenue Code as its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended."

SECOND: That the charter of the said Washington County Junior Football League, Inc. be and the same is hereby further amended by striking from the ninth line of Article FIFTH the word "seven" and inserting in lieu thereof the word "fifteen" so that the third sentence thereof shall read:  
"The number of directors may be changed from time to time as provided by the By-Laws of the corporation, provided that the number of directors shall never be less than four nor more than fifteen".

THIRD: That the charter of the said Washington County Junior Football League, Inc. be and the same is hereby further amended by striking out article EIGHTH of the Articles of Incorporation and inserting in lieu thereof the following:

"EIGHTH: The corporation shall have no capital stock and no part of the net earnings of the corporation shall inure to the benefit of any member or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office."

FOURTH: That the charter of the said Washington County Junior Football League, Inc. be and the same is hereby further amended by adding the following as article TENTH:

"TENTH: Upon dissolution of the corporation, the board of directors shall, after paying or making provision for paying all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)"

FIFTH: That the Board of Directors of the corporation at a meeting duly convened and held in Hagerstown, Maryland on *Jan 7, 1968* duly advised the amendments of the charter of the corporation as hereinabove set forth by passing a resolution declaring that the said amendments are advisable and calling a meeting of members to take action thereon.

SIXTH: That the meeting of members of the corporation called by the Board of Directors of the corporation as afore-said was held at the principal office of the corporation on *Jan 31, 1968* pursuant to notice duly given according to law and that at said meeting the members by the affirmative

vote of all authorized to vote duly adopted the amendments of the charter of the corporation hereinabove set forth.

IN WITNESS WHEREOF, Washington County Junior Football League, 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 attached and attested by its Secretary on the 19<sup>th</sup> day of Feb. 1968

WASHINGTON COUNTY JUNIOR FOOTBALL LEAGUE, INC.

BY Ronald E. Weinbreuner  
President



(CORP. SEAL)

ATTEST: Edward M. Vaughn  
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 19<sup>th</sup> day of February A.D., 1968 before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Ronald E. Weinbreuner President of the Washington County Junior Football League, Inc., a Maryland corporation, and on behalf of the corporation acknowledged the foregoing Articles of Amendment to be the corporate act of the corporation and at the same time personally appeared Edward M. Vaughn and made oath in due form of law that he was the Secretary of the meeting of members of the corporation at which the amendments of the charter of the corporation set forth in said Articles of Amendment were adopted and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial seal, the day and date first above written.



(SEAL)

James D. Dugan  
Notary Public

ARTICLES OF AMENDMENT

OF

WASHINGTON COUNTY JUNIOR FOOTBALL LEAGUE, INC.

STATE OF MD. COUNTY WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 45506  
JUL 2 12 22 PM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 11, 1968 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 2335

Recorded in Liber 7649, folio 385, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles A. Bartgis*



Received for record July 2, 1968 at 12:22 P.M. Liber 17, Receipt No. 59506

ARTICLES OF INCORPORATION  
OF  
UNITED FUND FOUNDATION OF WASHINGTON COUNTY, MARYLAND, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, R. Allard Stallknecht, whose postoffice address is C/O Wright Speicher & Gardner, Inc., 49 Summit Avenue, Hagerstown, Maryland; The Reverend Ray E. Blanset, whose postoffice address is C/O Haven Lutheran Church, 1039 Haven Road, Hagerstown, Maryland; and Claude M. Potterfield, whose postoffice address is 208 South Prospect 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: UNITED FUND FOUNDATION OF WASHINGTON COUNTY, MARYLAND, INC.

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

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

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

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

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

4. The above granted powers to the corporation are in furtherance and not in limitation of the general powers conferred by law upon the corporation.

5. Neither the income nor the principal of the corporation's funds may be used for carrying on propaganda, or otherwise attempting, to influence legislation. All of the direct charitable, educational, scientific and religious activities of the Corporation shall be carried on within the United States of America or its possessions exclusively. All of the charitable, educational, scientific and religious institutions and agencies to which contributions may be given by the corporation shall be only such

that are created or organized in the United States or in any possessions thereof or under the laws of the United States or any State or Territory or any possession of the United States, and such that the contributions will be used within the United States of America or its possessions, exclusively.

6. To raise and collect funds necessary for the carrying out of any of its purposes by any lawful means.

7. To do all other things necessary, desirable or useful in carrying out the purposes of the Corporation.

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

FIFTH: The membership of this Corporation shall consist of the members of the United Fund of Washington County, Maryland, Inc.

SIXTH: The Corporation shall have no capital stock and no part of the corporation's income or principal shall inure to the private benefit of any individual except in payment for authorized services for the administration and conduct of the affairs of the corporation or in carrying out its charitable, educational, scientific and religious purposes.

SEVENTH: (1) The property of the Corporation shall be held and its affairs managed and controlled by a Board of Directors whose number shall be not less than three nor more than fifteen; the number, and the method of selection of said Directors shall be determined as set forth in the By-Laws of the Corporation. Members of the Board of Directors may resign or be removed, vacancies may be filled and additional members elected as provided in the By-Laws of the Corporation.

(2) The names of the Directors who shall act until the first annual meeting or until their successors are duly sworn and qualified are: R. Allard Stallknecht, The Reverend Ray E. Blanset, Guy S. Kidwell, Claude M. Potterfield, Thomas W. Dwyer, Warren H. Bitner, Omer T. Kaylor, Jr., Odello M. Leiter, Charles D. Lyon, A. Leroy Nichols.

EIGHTH: (1) The annual meeting of the membership for the election of directors shall be held at such time and place as the Corporation, by its By-Laws, shall determine.

(2) Twenty-five members shall constitute a quorum for the holding of any membership meeting and all matters shall be resolved by majority vote, except the amendment of these Articles of Incorporation which shall be governed by TENTH hereof.

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

(1) A State, a Territory, a possession of the United States, or any political subdivision of any of the foregoing;

or to the United States of the District of Columbia, to be used exclusively for public purposes, or

(2) A corporation, trust, or community chest, united fund or foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States or Territory, the District of Columbia, or any possession of the United States;

(b) Organized and operated exclusively for charitable, scientific, educational, and religious purposes;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization, listed above, shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

TENTH: These Articles of Incorporation may be amended at any regular or special meeting of the membership, by an affirmative vote of two-thirds of the members present, provided that notice of intent to submit such amendments shall have been given to the membership at least six weeks prior to such meeting date.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 14<sup>th</sup> day of February, 1968.

<u>Jo Ann Rickett</u>	<u>R. Allard Stallknecht</u> (SEAL) R. Allard Stallknecht
<u>Christine Lewis</u>	<u>The Rev. Ray E. Blanset</u> (SEAL) The Rev. Ray E. Blanset
<u>Jo Ann Rickett</u>	<u>Claude M. Potterfield</u> (SEAL) Claude M. Potterfield

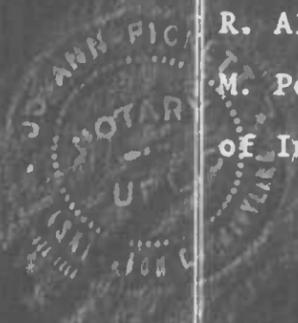
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14<sup>th</sup> day of February, 1968, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared R. Allard Stallknecht, The Reverend Ray E. Blanset and Claude M. Potterfield and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal.

Jo Ann Rickett  
Notary Public

My commission expires;  
July 1, 1969



ARTICLES OF INCORPORATION

OF

UNITED FUND FOUNDATION OF WASHINGTON COUNTY, INC.

STATE OF MD. COUNTY OF WASHINGTON RECEIVED FOR RECORD RECEIPT NO. 2649  
JUL 2 12 22 PM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 5, 1968 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 2267

Recorded in Liber 2649, folio 13, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. Bentley*



Received for record July 2, 1968 at 12:22 P.M. Liber 17, Receipt  
No. 59506

THE BRIGHTWOOD ACRES  
COMMUNITY ASSOCIATION, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Harold R. Custer, whose Post Office address is 37 Redwood Drive, Hagerstown, Maryland, Betty W. Noll, whose Post Office address is 33 Redwood Drive, Hagerstown, Maryland, Alice Lee Kinslow, whose Post Office address is 78 Redwood Drive, Hagerstown, Maryland, Alvin J. Plummer, whose Post Office address is 10 Brightwood Circle, Hagerstown, Maryland, and Ruth L. Custer, whose Post Office address is 37 Redwood Drive, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the Corporation which is hereinafter referred to as the "Corporation", is THE BRIGHTWOOD ACRES COMMUNITY ASSOCIATION, INC.

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

(a) To endeavor to advance the educational, civic, social, and economic interests of, and the general welfare and prosperity of the area in Washington County commonly known and referred to as Brightwood Acres in Washington County, Maryland itself.

(b) To acquire, preserve and distribute educational, civic, social, commercial, and information of value, to discover and correct abuses in government, and to have a part in the representation of community affairs; and to participate in the consideration and decision of public policies in the Municipality of Hagerstown, County of Washington, and State of Maryland.

(c) To promote projects both of a civic and recreational

nature for the betterment of the community known as Brightwood Acres Development.

(d) To endeavor to create better public relations among all individuals residing in Washington, County, Maryland.

(e) To promote social and recreational activities in the Brightwood Acres area of Washington County.

(f) To purchase, sell, mortgage, lease, improve, invest and deal in real estate, wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description; and to acquire by purchase, personal property and rights and privileges therein.

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

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and is organized for non-profit purposes, and no part of any net earnings thereof shall inure to the benefit of any member, or any other individual. The Corporation shall be non-partisan and non-sectarian at all times.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is **#10 Brightwood Circle,** Hagerstown, Maryland. The resident agent of the Corporation is Alvin J. Plummer, whose Post Office Address is 10 Brightwood Circle, Hagerstown, Maryland 21740. Said resident agent is a

citizen of the State of Maryland and actually resides therein at the address set forth.

FIFTH: The corporation formed hereby shall have no Capital Stock, and shall be composed of members rather than stockholders, and any person eligible under the constitution and by-laws of the Corporation shall become a member hereof.

SIXTH: The management and control of the Corporation shall be vested in an Executive Committee of at least five members, 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 members of said Committee who shall act until the first annual meeting or until their successors are duly chosen and elected by the membership as defined in the by-laws of the Corporation are: Harold R. Custer, Betty W. Noll, Alice Lee Kinslow, Alvin J. Plummer and Ruth L. Custer.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 21st day of February, 1968.

WITNESS:

<u>Helen C. Bock</u>	<u>Harold R. Custer</u> Harold R. Custer
<u>Helen C. Bock</u>	<u>Betty W. Noll</u> Betty W. Noll
<u>Helen C. Bock</u>	<u>Alice Lee Kinslow</u> Alice Lee Kinslow
<u>Helen C. Bock</u>	<u>Alvin J. Plummer</u> Alvin J. Plummer
<u>Helen C. Bock</u>	<u>Ruth L. Custer</u> Ruth L. Custer

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

I HEREBY CERTIFY, That on this 21st day of February 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harold R. Custer, Betty W. Noll, Alice Lee Kinslow, Alvin J. Plummer and Ruth L. Custer 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:  
July 1, 1969

Helen C. Bock  
Notary Public



OF

THE BRIGHTWOOD ACRES COMMUNITY ASSOCIATION, INC.

STATE OF MD.  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD  
 RECEIPT NO. 5452

JUL 2 12 22 PM '68

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

LAND  VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland March 11, 1968 at 8:30 o'clock A. M. as in conformity  
 with law and ordered recorded.

A 2334

Recorded in Liber 7649, folio 391, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. ...*



450

Received for record July 2, 1968 at 12:22 P.M. Liber 17, Receipt No. 59506

ARTICLES OF INCORPORATION  
**FOUNTAINHEAD** OF  
~~FRANKLIN~~ INVESTMENT CORPORATION

F I R S T: WE, THE UNDERSIGNED, RAYMOND Z. HIXON, WHOSE POST OFFICE ADDRESS IS 1877 PRESTON ROAD, HAGERSTOWN, MARYLAND; GERALD J. RYAN, WHOSE POST OFFICE ADDRESS IS No. 2031 OAK RIDGE APARTMENTS, HAGERSTOWN, MARYLAND; DAVID E. TETER, WHOSE POST OFFICE ADDRESS IS 1645 EVELYN AVENUE, HAGERSTOWN, MARYLAND; AND ROBERT A. PECK, WHOSE POST OFFICE ADDRESS IS 144 BEECHWOOD ROAD, NEWTOWN SQUARE, PENNSYLVANIA, EACH BEING AT LEAST TWENTY-ONE YEARS OF AGE, DO HEREBY ASSOCIATE OURSELVES AS INCORPORATORS WITH THE INTENTION OF FORMING A CORPORATION UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND.

S E C O N D: THE NAME OF THE CORPORATION (WHICH IS HEREBY CALLED THE CORPORATION) IS ~~FRANKLIN~~ **FOUNTAINHEAD** INVESTMENT CORPORATION.

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

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

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

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

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

To MANAGE, OPERATE, SERVICE, EQUIP, FURNISH, ALTER, AND KEEP IN REPAIR DWELLINGS, APARTMENT HOUSES, HOTELS, MOTELS, OFFICE BUILDINGS AND REAL AND PERSONAL PROPERTY OF EVERY

## FRANKLIN INVESTMENT CORPORATION

KIND, NATURE AND DESCRIPTION, WHETHER AS PRINCIPAL, AGENT, BROKER OR OTHERWISE, AND GENERALLY TO DO ANYTHING AND EVERYTHING NECESSARY AND PROPER AND TO THE EXTENT PERMITTED BY LAW IN CONNECTION WITH THE BUSINESS OF MANAGING AND OPERATING REAL AND PERSONAL PROPERTY OF ANY AND ALL KINDS.

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

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

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

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

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

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

Fountain Head

FOUNTAIN INVESTMENT CORPORATION

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

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

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

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

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

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

F O U R T H: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS 63 EAST FRANKLIN STREET, HAGERSTOWN, MARYLAND. THE NAME AND POST OFFICE ADDRESS OF THE RESIDENT AGENT OF THE CORPORATION IN THIS STATE IS RAYMOND Z. HIXON, 1877 PRESTON ROAD, HAGERSTOWN, MARYLAND. SAID RESIDENT AGENT IS A CITIZEN OF THIS STATE AND ACTUALLY RESIDES HEREIN.

F I F T H: THE TOTAL NUMBER OF SHARES THAT MAY BE ISSUED BY THE CORPORATION IS TEN THOUSAND (10,000) SHARES HAVING AN AGGREGATE PAR VALUE OF ONE HUNDRED THOUSAND (\$100,000) DOLLARS. ALL OF THE STOCK IS OF THE SAME CLASS AND ARE TO BE COMMON STOCK. EACH SHARE IS TO HAVE A PAR VALUE OF TEN (\$10) DOLLARS PER SHARE.

S I X T H: THE NUMBER OF THE DIRECTORS OF THE CORPORATION SHALL BE FOUR (4), WHICH NUMBER MAY BE INCREASED OR DECREASED PURSUANT TO THE BY-LAWS OF THE CORPORATION AND SHALL NEVER BE LESS THAN THREE (3). THE NAMES OF THE DIRECTORS WHO SHALL AGT UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFY ARE:

RAYMOND Z. HIXON

GERALD J. RYAN

DAVID E. TETER

ROBERT A. PECK

S E V E N T H: 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:

Fountain Head  
FRANKLIN INVESTMENT CORPORATION

453

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

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

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

E I G H T H: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON THIS 9<sup>TH</sup> DAY OF MARCH 1968.

Raymond Z. Hixon  
RAYMOND Z. HIXON

Gerald J. Ryan  
GERALD J. RYAN

David E. Teter  
DAVID E. TETER

Robert A. Peck  
ROBERT A. PECK

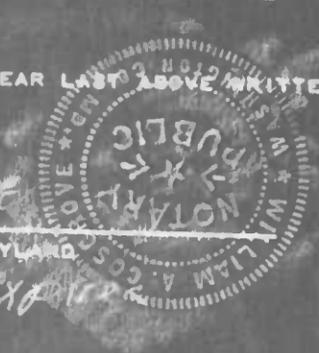
STATE OF MARYLAND---

I HEREBY CERTIFY THAT ON MARCH 9<sup>th</sup> 1968, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, PERSONALLY APPEARED RAYMOND Z. HIXON, GERALD J. RYAN, DAVID E. TETER AND ROBERT A. PECK, AND SEVERALLY ACKNOWLEDGED THE FOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

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

William R. Coe  
NOTARY PUBLIC - MARYLAND

My Commission Expires  
7-1-69



ARTICLES OF INCORPORATION  
OF  
FOUNTAINHEAD INVESTMENT CORPORATION

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 575726  
MAR 2 12 22 PM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND   
VAUGHN J. BAKER ACT. CLERK

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 11, 1968 at 2:15 o'clock P. M. as in conformity  
with law and ordered recorded.

A 2311

Recorded in Liber 7649, folio 254<sup>5</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. ...*



Received for record July 2, 1968 at 12:22 P.M. Liber 17, Receipt  
No. 59506

COX COMMUNICATIONS, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST, We the undersigned, Lynn F. Meyers whose post office address is 745 Mount Vernon Drive, Hagerstown, Maryland, Patricia O. Poffenberger, whose post office address is 116 Partridge Trail, Hagerstown, Maryland, Elwood E. Hauver, whose post office address is Route 2, Smithsburg, 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 COX COMMUNICATIONS, INC.

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

(a) To buy, sell, trade, distribute, lease, rent, service and generally deal in hospital communication systems, hospital appliances, equipment and fixtures of all kinds and all component parts thereof.

(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, 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 foregoing enumeration of the purposes, objects and business of the corporation is made in furtherance and not in limitation of the powers conferred upon the corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner, to limit or restrict 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 R.F.D. #2, Boonsboro, Maryland, 21713. The name and address of the resident agent of the

corporation is Arthur W. Cox, Jr., R.F.D. #2, Boonsboro, Maryland, 21713. 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 three (3) which number may be increased pursuant to the by-laws of the corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Arthur W. Cox, Jr., Jacquelyn S. Cox and Herbert W. Rydstrom, 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 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 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 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 16<sup>th</sup> day of FEBRUARY, A.D., 1968.

Witness:

Beulah E. Sherman  
 Lynn F. Meyers  
 Patricia O. Poffenberger  
 Elwood E. Hauver

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 16<sup>th</sup> day of FEBRUARY, A.D., 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lynn F. Meyers, Patricia O. Poffenberger and Elwood E. Hauver, and severally acknowledged the foregoing Articles of Incorporation to be their

Witness my hand and official Notarial Seal.



Beulah E. Sherman  
Notary Public

My Commission Expires: July 1, 1969

ARTICLES OF INCORPORATION  
OF  
COX COMMUNICATIONS, INC.

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 53506  
JUL 2 12 22 PM '68  
LIBER FOLIO  
LARG  
VAUGHN J. BAKER ACTUARY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 20, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2031

Recorded in Liber 7646, folio 351, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

304

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. Burtis*



Received for record July 2, 1968 at 12:22 P.M. Liber 17, Receipt No. 59506

DIEHL AND LAY, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Harper F. Diehl, whose post office address is 52 West Main Street, Hancock, Maryland; Sarah E. Diehl, whose post office address is 52 West Main Street, Hancock, Maryland; Charles M. Lay, whose post office address is 110 Pennsylvania Avenue, Hancock, Maryland; and Mildred C. Lay, whose post office address is 110 Pennsylvania Avenue, Hancock, 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

DIEHL AND LAY, INC.

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

1. To carry on business as jewelers, gold and silver-smiths, dealers in china, curiosities, articles of virtu, coins, medals, bullion, and precious stones, and as manufacturers of and dealers in gold and silver plate, plated articles, watches, clocks, chronometers, and optical and scientific instruments and appliances of every description, and as bankers, commission agents, and general merchants.

2. To carry on and conduct a general radio and television business in the State of Maryland and elsewhere, for the whole-sale and retail sale, servicing, and supplying of all types and kinds of radio and television receivers, aerials, tubes, supplies, and all operating materials incidental to the reception of television broadcasts.

3. To engage in the business of repairing radios, television sets, and other electrical equipment, and engaging in any and all activities connected with the operation of the business.

4. To engage in the business of selling commercial and residential air conditioning and heating devices, equipment, and machinery.

5. To engage in the business of manufacturing, repairing, distributing, advertising, promoting, and developing hearing aids, hearing aid cords, and other incidental and allied products.

6. 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.

FOURTH: The post office address of the principal office of the corporation in this State is 52 West Main Street, Hancock, Maryland. The name and post office address of the resident agent of the Corporation in this State is Harper F. Diehl, 52 West Main Street, Hancock, <sup>Wash. Co.</sup> Maryland. Said resident agent is a citizen of this state and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into One Thousand (1000) shares of the par value of One Hundred Dollars (\$100.00) each.

SIXTH: The number of Directors of the Corporation shall be four (4) which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than three; and the name of the Directors who shall act until the first annual meeting or until their successors are fully chosen and qualified are

Harper F. Diehl, Sarah E. Diehl, Charles M. Lay, and Mildred C. Lay.

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 now or hereafter authorized, or Securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 15TH day of MARCH, 1968.

WITNESS:

Paul D. Myers

Harper F. Diehl (SEAL)  
Harper F. Diehl

Paul D. Myers

Sarah E. Diehl (SEAL)  
Sarah E. Diehl

Paul D. Myers

Charles M. Lay (SEAL)  
Charles M. Lay

Paul D. Myers

Mildred C. Lay (SEAL)  
Mildred C. Lay

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 15th day of March, 1968, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Harper F. Diehl, Sarah E. Diehl, Charles M. Lay, and Mildred C. Lay, 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.

Margaret Schuler  
Notary Public



My Commission Expires: July 1, 1969

ARTICLES OF INCORPORATION

DIEHL AND LAY, INC.

STATE OF MD. COUNTY WASHINGTON RECEIVED FOR RECORD RECEIPT NO. 37526  
JUL 2 12 22 PM '68  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  VAUGHN J. BAKER ASST. CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 19, 1968 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 2546

Recorded in Liber 7651, folio 497<sup>4</sup>, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00  
370

To the clerk of the Circuit Court of Washington County

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

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

*Charles R. Bantjes*



Received for Record Aug. 16, 1968 at 9:24 A. M. Receipt No. 61016

ARTICLES OF INCORPORATION

Liber 17

THE WILSON FOUNDATION, INC.

We, the subscribers, John W. Resh, 208 Hager Street, Hagerstown, Maryland, Carl Hendershot, Route 1, Clearspring, Maryland, and Keffer Martin, Wilsons, Maryland, all being of full legal age, and being desirous of forming a corporation for charitable and philanthropic purposes, do, under and by virtue of the laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a Corporation.

ARTICLE I The name of the Corporation shall be:  
THE WILSON FOUNDATION, INC.

ARTICLE II The Corporation shall have perpetual existence and is formed for charitable, educational, scientific and religious purposes exclusively. For said purposes the Corporation shall have the following powers.

A. To receive gifts, contributions, bequests and devises of funds and other property and to hold, accrue, manage, administer, invest sell and reinvest the same and use the income therefrom and the principal for such charitable, educational, scientific and religious purposes as may be determined by the Board of Directors, except however, that no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of charitable, educational, scientific or religious purposes including distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954. or any corresponding provision of any future internal Revenue Code.

B. No substantial part of the activities of the Corporation shall be the carrying on or propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in or contribute to any political campaign.

C. Notwithstanding any other provisions of these articles the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

D. To acquire, establish and maintain institutions and agencies which tend to advance the objects of the Corporation and to contribute to the support of charitable, educational, scientific and religious institutions and agencies.

E. To borrow and/or raise money for any of the purposes of the Corporation.

F. To have such other powers as conferred on Corporations by the laws of the State of Maryland, so long as the same are not inconsistent with the provisions of this Article and these Articles of Incorporation.

G. All the Charitable, Educational, Scientific or Religious activities of the Corporation shall be carried on within the United States of America and any beneficiaries of the funds of the Corporations shall be only such that are organized and operate only in the United States of America and such that will use said funds in the United States of America.

H. Expenditures from the income and principal of the Corporation shall be made as determined by the Board of Directors in compliance with the requirements and conditions aforesaid and may include the following purposes:

- (1) The care, treatment and rehabilitation of crippled or handicapped persons.
- (2) To carry on programs of sports, hobbies and other activities among children for the purpose of furnishing wholesome recreation
- (3) To combat juvenile delinquency by any appropriate means.

(4) To carry on educational or scientific projects for youth and to raise funds for providing scholarships to needy students and to make such scholarships available either by gift or by loan.

(5) To carry out community civic improvement projects and other charitable, educational, scientific or religious projects.

ARTICLE III The membership of the Corporation shall consist of the members of the Wilson Ruritan Club, Inc. or its lawful successor.

ARTICLE IV: The Principal office of the Corporation shall be located at **Wilson's Store Hagerstown Route 2, Hagerstown, Maryland** The Resident Agent of the Corporation shall be John Resh, 208 Hager Street, Hagerstown, Maryland and he is a citizen of the State of Maryland and actually resides therein.

ARTICLE V. The Corporation shall not be authorized to issue capital stock and shall have no capital stock

ARTICLE VI. The Corporation may provide such By-laws for the conduct of its affairs and purposes as may be necessary. Such By-laws may be amended at any regular meeting or any special meeting called for that purpose.

ARTICLE VII The property of the Corporation shall be held and the business and affairs managed and controlled by a Board of Directors of at least three persons and the number, method of selection and terms of office of the directors shall be as prescribed in the By-laws:

The following persons shall act as Directors until the first annual meeting and until their successors are duly elected: John W. Resh, Carl Hendershot and Keffer Martin.

ARTICLE VIII. Officers shall be a President, Vice President, Secretary and Treasurer and such other officers as may be provided in the By-laws. The annual meeting shall be at such time and place as set forth in the By-laws. Ten members shall constitute a quorum for holding any meeting of the Corporation.

ARTICLE IX. In the event of dissolution the assets of the Corporation, after paying all lawful obligations, shall be disposed of exclusively for the purposes of the Corporation, or to such organization or organizations organized and operated solely for charitable, educational, scientific or religious purposes and which shall qualify under Section 170(C) (2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Code or Law. Any assets not so disposed of shall be disposed of by the Circuit Court or other equivalent Court of the County wherein the principal office of the Corporation is located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes. All assets distributed shall be used within the United States of America exclusively for the purposes above specified.

ARTICLE X. These Articles of Incorporation may be amended at any regular meeting of the membership or special meeting called for that purpose, by an affirmative vote of two thirds of the members present, provided that notice of the intent to submit such amendment shall have been given to the members at least six weeks prior to such meeting.

IN WITNESS WHEREOF we have hereunto subscribed our names this day of *March 25th* 1968.

*John W. Resh* (SEAL)  
John W. Resh  
*Carl Hendershot* (SEAL)  
Carl Hendershot  
*Keffer Martin* (SEAL)  
Keffer Martin

STATE OF MARYLAND, WASHINGTON COUNTY, Co-wit;

I HEREBY CERTIFY, That on this *25th* day of *March* 1968, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared John W. Resh, Carl Hendershot and Keffer Martin and severally acknowledged the foregoing Articles of Incorporation of **The Wilson Foundation Inc.** to be their act.

WITNESS my hand and Official Notarial Seal.

*Margaret L. Potts*  
Notary Public

My Comm. Exp: 1 July 1969



ARTICLES OF INCORPORATION  
OF  
THE WILSON FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 19, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 3064

Recorded in Liber 7657, folio 343, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles F. Bartkus*



10

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 6666

AUG 16 9 24 AM '68

LIBER 7657 FOLIO 343

LAND  VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 35

St. Stamp \_\_\_\_\_

Received for Record Aug. 16, 1968 at 9:24 A. M. Receipt No. 61016  
Liber 17

ARTICLES OF INCORPORATION  
OF  
MR. VEND-IT, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Ronald Gale, whose postoffice address is 1103 Church Street, Hagerstown, Maryland; Mae F. Gale, whose postoffice address is 1103 Church Street, Hagerstown, Maryland and A. Horace Gale, whose postoffice address is 61 Woodbine Street, Wallaston, Massachusetts, 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 MR. VEND-IT, INC.

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

(a) To design and manufacture, sell and lease vending machinery and equipment of all kinds.

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

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

(d) To purchase or otherwise acquire, hold and 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.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property

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

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

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict 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 1103 Church Street, Hagerstown, Maryland. The resident agent of the Corporation is Omer T. Kaylor, Jr., whose postoffice address is 123 W. Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have three directors and Ronald Gale, Mae F. Gale and A. Horace Gale 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 <sup>27th day of April</sup> 2<sup>nd</sup> day of April, 1968.

J. Ann Pickett

Ronald Gale (SEAL)  
Ronald Gale

J. Ann Pickett

Mae F. Gale (SEAL)  
Mae F. Gale

Frank S. Lott  
Witnesses

A. Horace Gale (SEAL)  
A. Horace Gale

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2<sup>nd</sup> day of April, 1968, before, the subscriber, a Notary Public of the State of Maryland in and for Washington County, personally appeared Ronald Gale and Mae F. Gale, and acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

J. Ann Pickett  
Notary Public

My commission expires:  
July 1, 1969.



STATE OF MASSACHUSETTS, *SUFFOLK* COUNTY, to-wit:

I HEREBY CERTIFY, that on this *29<sup>th</sup>* day of *MARCH*, 1968, before, the subscriber, a Notary Public of the State of Massachusetts, in and for *SUFFOLK* County, personally appeared A. Horace Gale and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

*Manuel S. Lato*  
Notary Public

My commission expires:  
*MAY 21, 1971*



ARTICLES OF INCORPORATION  
OF  
MR. VEND-IT, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 3, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2802

Recorded in Liber 7654, folio 300<sup>9</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 21.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles H. Burtis*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 6206  
AUG 16 9 24 AM '68  
LIBER 7654 FOLIO 300  
LAND  *Clayton*  
VAUGHN J. BAUCK ACT. CLERK

PAID

Record \$ 525

St. Stamp

Received for Record Aug. 16, 1968 at 9:25 A. M. Receipt No. 61016  
 THE HANCOCK CANNING COMPANY, INC. Liber 17

ARTICLES OF DISSOLUTION

The Hancock Canning Company, Inc., a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation 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 Hancock, 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:-

John K. Baker, 3rd.  
 100 W. Washington St.  
 Hagerstown, Md., 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 is as follows:-

<u>Name</u>	<u>Post Office Address</u>
Roy Plessinger	Route #2 Warfordsburg, Pa., 17267
Cloyd Plessinger	Route #2 Warfordsburg, Pa., 17267
Levearl A. Schriever	Route #2 Warfordsburg, Pa., 17267

FIFTH: The name, title and post office address of each of the Officers of the Corporation is as follows:-

<u>Name</u>	<u>Office</u>	<u>Address</u>
Roy Plessinger	President	Route #2 Warfordsburg, Pa. 17267

<u>Name</u>	<u>Office</u>	<u>Address</u>
Cloyd Plessinger	Secretary	Route #2 Warfordsburg, Pa., 17267
Levearl A. Schriever	Treasurer	Route #2 Warfordsburg, Pa., 17267
Levearl A. Schriever	Vice-President	Route #2 Warfordsburg, Pa., 17267

SIXTH: All the members of the Board of Directors of the Corporation, by written Consent dated September 26, 1967 and filed among the Minutes of the Corporation, unanimously adopted a resolution at a meeting duly convened and held on September 26, 1967 by the Board of Directors, declaring that the dissolution of the Corporation was advisable and directing that the proposed dissolution be submitted for action thereon to the one and sole stockholder of the Corporation.

SEVENTH: A Consent in writing to the dissolution of the Corporation was signed by the one and sole stockholder who owns all of the stock 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 said stockholder of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland.

EIGHTH: The Corporation has no known creditors.

NINTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Department of Assessments and Taxation) stating in effect that all taxes levied on assessments by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid, (the Corporation sold all of its equipment in July, 1966 and there was no personal property for 1967 fiscal year) except taxes barred by Section 212

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

Hugh K. Troxell, Treasurer of Washington County, Maryland.

IN WITNESS WHEREOF, The Hancock Canning Company, Inc. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary this 13 day of January, A.D. 1968.

THE HANCOCK CANNING COMPANY, INC.

BY: Roy Plessinger  
Roy Plessinger, President

ATTEST AS TO CORPORATE SEAL:

Cloyd Plessinger  
Cloyd Plessinger, Secretary.

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

I HEREBY CERTIFY that on this 13 day of January, A.D. 1968, before me, the Subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Roy Plessinger, President of The Hancock Canning Company, Inc., a Maryland Corporation, and in the name and on behalf of the said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation.

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

Maurice C. Landes  
Notary Public

My Commission Expires:  
July 1, 1969.

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

I HEREBY CERTIFY, that on this 13 day of January, A.D. 1968, before me, the Subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Cloyd Plessinger, and made oath in due form of law that he is Secretary

of The Hancock Canning Company, Inc., a Maryland Corporation, and that the records of said Corporation contain a written Consent advising the dissolution of said Corporation and signed by all of the Directors of said Corporation, and a written Consent authorizing such dissolution and signed by the one stockholder of said Corporation who owns all the stock in 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 Official Notarial Seal the day and year last above written.

*M.C. Landua*

Notary Public

My Commission Expires:  
July 1, 1969.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION of the

~~The Hancock Canning Company, Inc~~

were received for record on, March 26 19 68  
in accordance with the provisions of Sec. 77 of Art. 23 of the  
Code (1957 Edition).

Albert W. Ward

Director



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466 — PHONE COLONIAL 8-3371  
ANNAPOLIS, MARYLAND 21404

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

THE HANCOCK CANNING COMPANY, INC.  
have been paid.

WITNESS my hand and official seal this  
tenth day of January A.D. 1968.



*Mary Ellen Hopkins*  
Deputy Comptroller

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

October 25, 1967

RE: Dissolution - Hancock Canning Co., Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all taxes levied on assessments made by the Maryland Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Hancock Canning Co., Inc.

have been paid to and including the fiscal year 1966 from July 1, 1966 to June 30, 1967. It is understood that the factory has not been operating for almost a year, hence we have not received a 1967 certification.

State and County real estate taxes have been paid to and including the 1967 fiscal year from July 1, 1967 to June 30, 1968.

Witness the hand and seal of Hugh K. Troxell, County Treasurer for Washington County, this 25th day of October A.D., 1967.

  
\_\_\_\_\_  
Hugh K. Troxell  
Treasurer for Washington County, Md.

SEAL

OF

THE HANCOCK CANNING COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 26, 1968 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 2635

Recorded in Liber 7652, folio 420, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

SPECIAL FEE
Recording fee paid \$ 15.00 Recording fee paid \$ 17.00

To the clerk of the Circuit Court of Washington County

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

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

Handwritten signature of Charles J. Bantjes



STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 6166

AUG 16 9 25 AM '68

LIBER FOLIO

LAND VAUGHN J. GIBLER ACT. CLERK

PAID

Record \$ 4.25

St. Stamp

Received for Record Aug. 16, 1968 at 9:24 A. M. Receipt No 61016

W. C. SCHROEDER INCORPORATED

Liber 17

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, WARREN C. SCHROEDER, whose post office address is 200 Cambridge Drive, Hagerstown, Maryland;

WILLIAM KENT SCHROEDER, whose post office address is  
1701 S. Elrino, Apt. L, Baltimore, Md.

PATRICIA JEANNE MOSER, whose post office address is

Box 916 D. Corder Road, Rt. 1, Warner Robins, Georgia, 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 W. C. SCHROEDER, INCORPORATED.

THIRD: This corporation is organized for profit and the purpose for which the Corporation is formed are as follows:

- (a) To buy, exchange, contract for, lease, and in any and all other ways acquire, take hold, and own, and to deal in, sell, mortgage, lease, or otherwise dispose of lands, mining claims, mineral rights, oil wells, gas wells, oil lands, gas lands, and other real property, and rights and interest in and to real property, and to manage, operate, maintain, improve, and develop the said properties, and each and all of them in any part of the world.
- (b) To buy, exchange, construct, develop, contract for, lease and in any and all other ways acquire, take hold, own, extract and exploit by digging, drilling, dredging, logging, blasting, pumping or otherwise, hydro carbons, solid and liquid elements, mixtures, and compounds, processing, manufacturing, refining, buying, selling, exporting, importing or otherwise dealing in these items in any part of the world.
- (c) To enter into, maintain, operate, or carry on in all its branches, the business of developing, construction, production, producing, processing, refining, treating, distilling, manufacturing, exploiting, handling, and dealing in, buying, and selling all its products, by-products and residue which may be derived from said liquids, elements, mixtures, and compounds, and for such or any such purposes to buy, exchange, contract for, lease, and in any and all other ways to manufacture, purchase, acquire, take hold, own, sell, convey, export, import, lease, mortgage and dispose of real, personal,

tangible or intangible property including receipt by devise, donation and/or bequest and participating in its rights, privileges and franchises both from within this state and elsewhere and to operate mines; processing, milling, and refining mills and refineries; tanks, machinery, wharves, and transportation facilities and equipment of every kind, character, and description, and otherwise to deal in, operate, establish, promote, develop, carry on, conduct and manage any and all other properties and appliances that may in any wise be deemed advisable in connection with the business of the corporation or any branch thereof, or that may be deemed convenient at any time by the Board of Directors of the Corporation, in any part of the world.

- (d) To buy, exchange, construct, contract for, lease, and in any and all other ways to acquire, take, hold, own, improve, maintain, operate, sell, mortgage, lease, or otherwise dispose of pipe lines and other means of transporting liquids and gas handled or dealt in by this or any other individual, company or corporation, of any kind or character, and in any part of the world, together with telegraph and telephone lines and other devices for communication used or lawful in connection therewith.
- (e) To acquire by purchase or otherwise to rent, lease, license, to hold, own, sell, grant, or dispose of, patents, trademarks, and processes, to do engineering, designing, contracting, and construction improvement, extension, maintenance, and repair of equipment, plants, buildings, transporting lines, tanks, fixtures, vehicles, transporting units, highways, bridges, wharves, docks, and other appliances thereto appertaining to this or any other business in developing, operating and expanding this Corporation and for others.
- (f) To manufacture, buy, sell, and otherwise deal in machinery and appliances, lumber, cement, brick, stone, iron, steel and other materials in connection with the building, erection, construction, development, improvement, extension, maintenance and repair of the properties herein enumerated, both for this Corporation and for others.
- (g) To purchase, exchange, appropriate, or otherwise acquire, take, hold, own, sell, mortgage, lease or otherwise dispose of water rights and water supplies, sewers or sewer systems together with the necessary pipe lines, reservoirs, dams, ditches, and appurtenances useful or necessary, in the judgment of the officers of this Corporation, for its own business, and to manage, operate, maintain, improve, extend, or develop such water supplies, sewage systems or other utilities.
- (h) To acquire all or any part of the goodwill rights, property, and business of any person, firm, association, corporation, or other business entity heretofore or hereafter engaged in any business similar to the business of the Corporation or to business in which the Corpora-

tion is authorized to engage; to pay for the same in cash, stock, or obligations of the corporation or otherwise; to hold, utilize, enjoy, and in any manner dispose of the whole or in part of the rights and property so or otherwise acquired; to assume, in connection therewith, any liability of any such person, firm, association, corporation, or other business entity; and to conduct, in any other lawful manner, in the State of Maryland or in any other part of the world, the whole or any part of the business of the Corporation.

- (i) To purchase, construct, create, or otherwise acquire, invest in, obtain an interest in, take over, underwrite, lease, hold, sell, liquidate, improve, cultivate, work, pledge, mortgage, exchange, convey, or otherwise deal in, deal with, or dispose of property, real or personal, of every kind of description, including without limiting the generality of the foregoing.
- (1) Mills, machinery, plants, buildings, warehouses, stores, equipment, inventory, merchandise, materials, and other assets, goodwill, rights, franchises, inventions, processes, licenses, patents, formula, trade-marks and trade names, copyrights, and other properties; and;
  - (2) Stocks, bonds, mortgages, debentures, notes, commercial paper, subscription warrants, voting trust certificates and other securities, closes in action, evidence of indebtedness, certificate of interest, or other obligations of any nature whether of domestic or foreign governments or other bodies, politic, or of domestic or foreign corporations, associations, firms, syndicates, or individuals, however evidenced.
  - (3) Stocks, bonds or any other obligations of a company or corporation to aid in any manner any corporation whose securities are so held by guarantee or otherwise; to exercise all rights, privileges or functions ordinarily incident to such holding; the foregoing either for investment or to further the other purposes of this Corporation.
- (j) In furthermore, and not by any of limitations, of the foregoing powers and purposes, to do and perform such other acts and things as may be reasonably necessary and proper to transact, promote, and carry on the business of the Corporation or to further the other purposes of this Corporation in any part of the world.

FOURTH: The post office address of the principal office of the Corporation in this State is 200 Cambridge Drive, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State is Warren C. Schroeder, 200 Cambridge Drive, Hagerstown, Maryland.

Such 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 one million (1,000,000) shares of the par value of ten cents (\$0.10) a share, all of one class, and having an aggregate par value of one hundred thousand dollars, (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be THREE (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Warren C. Schroeder, William Kent Schroeder, and Patricia Jeanne Moser.

SEVENTH: The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its capital stock for cash or for such consideration as the Board of Directors shall consider advisable and for this purpose the Board of Directors shall have the power to determine the actual value of the property, services or other consideration for which the stock is to be issued.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 16<sup>th</sup> day of March, 1968

WITNESS:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Warren C. Schroeder (SEAL)  
Warren C. Schroeder  
William Kent Schroeder (SEAL)  
William Kent Schroeder  
Patricia Jeanne Moser (SEAL)  
Patricia Jeanne Moser

STATE OF MARYLAND, COUNTY OF WASHINGTON: ss:

I HEREBY CERTIFY, that on the 16th day of March, 1968 before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Warren C. Schroeder, acknowledging the foregoing Articles of Incorporation to be his act.

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

written.

Edwin C. Stevenson  
Notary Public

My Commission Expires July 1 - 1969



STATE OF MARYLAND, COUNTY OF WASHINGTON: ss:

I HEREBY CERTIFY, that on the 16th day of March, 1968 before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared William Kent Schroeder, acknowledging the foregoing Articles of Incorporation to be his act.

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

written.

Edwin C. Stevenson  
Notary Public

My Commission Expires July 1 - 1969



STATE OF GEORGIA, COUNTY OF HOUSTON ss:

I HEREBY CERTIFY, that on the 20<sup>th</sup> day of March, 1968, before me, the subscriber, a Notary Public of the State of Georgia, in and for the County of Bibb, personally appeared Patricia Jeanne Moser, acknowledging the foregoing Articles of Incorporation to be her act.

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

Selma C. Hawkins  
Notary Public

My Commission Expires MY COMMISSION EXPIRES JAN. 10, 1970



OF

W. C. SCHROEDER, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland April 8, 1968 at 9:40 o'clock A.M. as in conformity with law and ordered recorded.

A 2815

Recorded in Liber 7654, folio 362<sup>6</sup> of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles H. Burtner*



STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 61816

JUN 16 9 24 AM '68

LIBER FOLIO

LAND  VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 32.50

t. Stamp

Received for Record Aug. 16, 1968 at 9:25 A. M. Receipt No. 61016

Liber 17

ARTICLES OF SALE, EXCHANGE AND TRANSFER

FIRST: HAGERSTOWN GAS COMPANY, a corporation organized and existing under the laws of the State of Maryland, agrees to the sale, exchange and transfer of all of its property, franchises, business and assets. The terms and conditions thereof and the mode of carrying the same into effect are as set forth in the Reorganization Agreement and Plan, dated September 19, 1967, (Agreement), which is attached hereto and made a part hereof as Exhibit No. 1.

SECOND: The name of the Transferee of such property, franchises, business and assets is COLUMBIA GAS OF MARYLAND, INC., and the post office address of the principal place of business of such transferee in the State of Maryland is 149 Baltimore Street, Cumberland, Maryland.

THIRD: The parties to these Articles are HAGERSTOWN GAS COMPANY, a corporation organized and existing under the laws of the State of Maryland, COLUMBIA GAS OF MARYLAND, INC., a corporation incorporated on the 1st day of July, 1958, under the General Corporation Law of Delaware, and which became qualified to do business in the State of Maryland on the 30th day of December, 1960, and THE COLUMBIA GAS SYSTEM, INC., a corporation incorporated on September 30, 1926, under the General Corporation Law of Delaware, and which is not qualified or registered to do business and does no business in the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid, transferred or issued by or on behalf of the Transferee for the property, franchises, business and assets of HAGERSTOWN GAS COMPANY, the Transferor corporation, are as set forth in Exhibit No. 1.

FIFTH: The principal office of said HAGERSTOWN GAS COMPANY, is located in the County of Washington, State of Maryland. Neither COLUMBIA GAS OF MARYLAND, INC., nor THE COLUMBIA GAS SYSTEM, INC. has a principal office in the State of Maryland.

The only county of the State of Maryland in which HAGERSTOWN GAS COMPANY, the transferor corporation, owns property the title to which could be affected by the recording of an instrument among the Land Records is Washington County.

SIXTH: The location of the principal office of COLUMBIA GAS OF MARYLAND, INC., the Transferee corporation, in

the State of Delaware is 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the name and post-office address of a resident agent of such transferee corporation in Maryland, service of process upon whom shall bind such corporation in any action, suit or proceeding pending at the time of the filing of these Articles 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 Department of Assessments and Taxation of Maryland, is The Corporation Trust Incorporated the post-office address of which resident agent is First National Bank Building, Light and Redwood Streets, Baltimore, Maryland.

SEVENTH: These Articles of Sale, Exchange and Transfer were (a) duly advised by the Board of Directors of said HAGERSTOWN GAS COMPANY, by the adoption on September 12 and 19, 1967, of resolutions declaring that said sale, exchange and transfer herein proposed was advisable substantially upon the terms and conditions set forth in said Agreement and these Articles of Sale, Exchange and Transfer and directing that the proposed Agreement and Articles of Sale, Exchange and Transfer be submitted for action thereon at a special meeting of the stockholders of said corporation; and (b) duly approved by the stockholders of said corporation in the manner and by the vote required by the General Corporation Law of Maryland and the Charter of said corporation at the said meeting of the stockholders, held on October 19, 1967, by the affirmative vote of more than two-thirds of all the votes entitled to be cast thereon.

EIGHTH: The sale, exchange and transfer to be effected by these articles was duly advised, authorized and approved with respect to said Transferee, COLUMBIA GAS OF MARYLAND, INC., in the manner and by the vote required by the laws of the State of Delaware, the state of organization of said corporation, and by the charter of the said corporation.

IN WITNESS WHEREOF, HAGERSTOWN GAS COMPANY, COLUMBIA GAS OF MARYLAND, INC., and THE COLUMBIA GAS SYSTEM, INC., the parties hereto, have caused these Articles to be signed in their respective corporate names and on their behalf by their respective presidents or vice-presidents and their respective corporate seals to be hereunto affixed and attested by their respective secretaries or assistant secretaries, all as of the 29th day of March, 1968.



ATTEST:

  
A. J. Allen,  
Secretary

HAGERSTOWN GAS COMPANY

BY   
E. C. Burton,  
President

COLUMBIA GAS OF MARYLAND, INC.

BY

*J. G. McKee*  
J. G. McKee,  
President

ATTEST:



*William Anderson*  
William Anderson,  
Secretary

THE COLUMBIA GAS SYSTEM, INC.

BY

*J. W. Partridge*  
J. W. Partridge,  
President

ATTEST:



*Karl Shaver*  
Karl Shaver,  
Secretary

4.  
492

STATE OF MARYLAND:  
CITY OF BALTIMORE: SS:

I HEREBY CERTIFY that on this 29th day of March, 1968, before me, the subscriber, a notary public of the State of Maryland, in and for the City aforesaid personally appeared E. C. BURTON, President of HAGERSTOWN GAS COMPANY, a corporation organized and existing under the laws of the State of Maryland, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Sale, Exchange and Transfer to be the corporate act of said corporation; and at the same time personally appeared A. J. ALLEN, Secretary of said corporation, and made oath in due form of law that he is the Secretary of said corporation and that the matters and facts set forth in said Articles of Sale, Exchange and Transfer with respect to authorization and approval thereof by the Board of Directors and by the stockholders of said corporation are true to the best of his knowledge, information and belief.

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



*Vera M. Richtenmeyer*  
Notary Public

My Commission expires June 30, 1969

STATE OF MARYLAND:  
CITY OF BALTIMORE: SS:

I HEREBY CERTIFY that on this 29th day of March, 1968, before me, a notary public of the State of Maryland, in and for the City aforesaid, personally appeared J. G. McKEE, President of COLUMBIA GAS OF MARYLAND, INC., a corporation organized and existing under the laws of the State of Delaware, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Sale, Exchange and Transfer to be the corporate act of said corporation; and at the same time personally appeared WILLIAM ANDERSON, Secretary of said corporation, and made oath in due form of law that he is the Secretary of said corporation and that the matters and facts set forth in said Articles of Sale, Exchange and Transfer with respect to the authorization and approval thereof by said corporation are true to the best of his knowledge, information and belief, and that said Articles of Sale, Exchange and Transfer were duly advised, authorized and approved by said corporation in the manner and by the vote required by the laws of the State of Delaware and by the charter of said corporation.

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



*Vera Mae Richtemeyer*  
Notary Public

My Commission expires June 30, 1969

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK)

I HEREBY CERTIFY that on this 27th day of March, 1968, before me, a notary public of the State of New York, in and for the County aforesaid, personally appeared J. W. PARTRIDGE, President, of THE COLUMBIA GAS SYSTEM, INC., a corporation organized and existing under the laws of the State of Delaware, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Sale, Exchange and Transfer to be the corporate act of said corporation.

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



*Margaret C. McCune*  
Notary Public

MARGARET C. McCUNE  
Notary Public, State of New York  
No. 31-7813315  
Qualified in New York County  
Term Expires March 30, 1968

EXHIBIT NO. 1  
to  
Articles of Sale,  
Exchange and Transfer

REORGANIZATION AGREEMENT AND PLAN  
dated September 19, 1967,  
between  
COLUMBIA GAS OF MARYLAND, INC.,  
THE COLUMBIA GAS SYSTEM, INC.  
and  
HAGERSTOWN GAS COMPANY

REORGANIZATION AGREEMENT  
AND PLAN, dated September 19,  
1967, between COLUMBIA  
GAS OF MARYLAND, INC., a  
Delaware corporation (herein-  
after called the Buyer), THE  
COLUMBIA GAS SYSTEM, INC., a  
Delaware corporation which  
owns all of the outstanding  
capital stock of the Buyer  
(hereinafter called the Parent),  
and HAGERSTOWN GAS COMPANY, a  
Maryland corporation (herein-  
after called the Seller).

I. The Buyer will acquire, and the Seller will transfer to the Buyer, all its assets, properties, accounts receivable, franchises and business in exchange for (a) the delivery by the Buyer to the Seller of shares of Common Stock, \$10 par value, of the Parent (hereinafter called the Common Stock), to be distributed to the shareholders of the Seller in exchange for their stock in the Seller, and (b) the assumption by the Buyer of substantially all liabilities of the Seller, all upon the terms and conditions hereinafter set forth and for the purpose of carrying out a reorganization within

the meaning of §368 of the United States Internal Revenue Code of 1954.

II. The Seller will provide for the winding up and settling of its affairs in voluntary dissolution upon its receipt of such shares of Common Stock and for the distribution of such shares of Common Stock to its shareholders in complete cancellation of its outstanding stock and in complete liquidation.

III. The Parent will issue such shares of Common Stock to the Buyer, for delivery and exchange by the Buyer to the Seller in acquisition of the assets, properties, accounts receivable, franchises and business of the Seller as set forth in Recital I above. The Buyer shall issue to the Parent such shares of its common stock, \$25 par value, as shall equal the book value of the net assets of the Seller acquired by the Buyer. In the event the common stock to be issued by the Buyer to the Parent shall involve a fractional share, then the Buyer may pay to the Parent the cash equivalent of such fractional share in lieu of issuing to the Parent such fractional share.

IV. The Seller has prepared the following exhibits, which are attached hereto and made a part hereof:

Exhibit A -- balance sheet of the Seller as of December 31, 1966, and statements of income and surplus for the year ending that date, accompanied by certificates of independent accountants with respect to said balance sheet and said statements of income and surplus.

Exhibit B -- an unaudited balance sheet of the Seller as of July 31, 1967, and statements of income for the month of July, 1967, and for the 7-month period ended July 31, 1967.

Exhibit C -- a list containing a brief description and deed book references of all real estate owned by the Seller as of the date hereof and of all plants and structures thereon, setting forth all mortgages, liens and other encumbrances thereon and, as to regulator and measuring station parcels, designating the date of acquisition, acreage and deed book reference.

Exhibit D -- a list and brief description of all currently effective leases or agreements under which the Seller is lessee or holds or operates property, real or personal, owned by any third party.

Exhibit E -- a list and brief description of all franchises, consents, rights and ordinances held by Seller as of the date hereof.

Exhibit F -- a list of all rights of way and permits, giving dates and deed book references, owned by Seller as of the date hereof.

Exhibit G -- a list of all major items of equipment and tools currently owned by the Seller, setting forth all mortgages, liens or other encumbrances thereon.

Exhibit H -- a list of all policies of insurance held by the Seller in effect as of the date of this Agreement, showing

the limits of coverage and expiration dates thereof.

Exhibit I -- a list of all currently effective Certificates, Authorizations, Rate Schedules and Contracts under which Seller operates, issued by the Maryland Public Service Commission or any other public agency, body or authority, together with any applications for Certificates, Authorizations, Rate Schedules or Contracts as may be pending as of the date hereof.

Exhibit J -- a list of all other currently effective contracts, extension agreements or options of significance to which the Seller is a party.

V. The Seller hereby represents and warrants to the Buyer and to the Parent as follows:

(1) The Seller is a corporation duly organized, existing and in good standing under the statutes of the State of Maryland and has due authority to carry on its business and to own or lease its properties as and in the places where such business is now conducted or such properties are now owned, leased or operated. The authorized capital stock of the Seller consists of (a) 250,000 shares of common stock, \$0.62½ par value, of which 88,941 shares are validly issued and outstanding and are registered in the names of 281 shareholders, and (b) 1,000 shares of preferred stock, \$100 par value, of which 840 shares are validly issued and outstanding and are registered in the names of 32 shareholders.

(2) The Seller does not have any subsidiaries or affiliated companies of any kind.

(3) The statements, information and data contained in Exhibits A through J, hereto are true and correct and fairly represent and describe the Seller's properties, liabilities, obligations and financial condition as of the dates or periods of time covered by such Exhibits.

(4) The Seller has good and marketable title in fee simple to all real estate owned by it described in Exhibit C hereto, and owns outright all the equipment listed in Exhibit C hereto, and all other assets and property to be transferred to the Buyer as provided herein, in each case, free and clear of all mortgages, liens or encumbrances whatsoever, except as stated in the Exhibits hereto (including that certain Indenture, dated as of October 1, 1950, as amended and supplemented and hereinafter referred to in Article Two (B) (d)).

(5) The Seller has good and valid title (subject to said Indenture, dated as of October 1, 1950, as amended and supplemented) in and to the rights of way and permits described in Exhibit F hereto, and the same have been recorded in accordance with the laws of the State of Maryland.

(6) The Seller is not a party to any contract not made in the ordinary course of business. The Seller is not a party to any written or oral (a) contract for the employment of any officer or individual employee which is not terminable on notice of 30 days or less; (b) distributor or sales agency or advertising contract

which is not terminable on notice of 30 days or less; (c) contract with any labor union; (d) leases not terminable on notice of six months or less under which the Seller is lessor, except as shown on Exhibit D; (e) continuing contracts for the future purchase of material, supplies or equipment; (f) contracts for the construction of additional facilities and plants other than those listed; or (g) contracts or agreements for the purchase or delivery of natural gas, except as shown on Exhibit J. The Seller has substantially performed all obligations required to be performed by it to date and is not in default under any of the agreements, leases or other documents to which it is a party.

(7) There are no claims, actions, suits or proceedings pending or, to the knowledge of any officer or director of the Seller, threatened against, by or affecting the Seller at law or in equity or admiralty or before or by any federal, state, municipal or other governmental department, commission, board, agency or instrumentality, domestic or foreign, which involve the likelihood of any judgment or liability, not fully covered by insurance, or for which sufficient reserve is not set up on the balance sheets of the Seller, or which may result in any materially adverse change in the business, operations, properties, assets or franchises or in the condition, financial or otherwise, of the Seller. The parties hereto recognize, however, that Seller is the plaintiff in two actions at law against The Boam Company, which actions are hereinafter more particularly referred to in paragraph (11) of this

recital V, and that there are no counterclaims or other adverse claims pending in such actions, and that Seller is presently involved in a proceeding before the Public Service Commission of the State of Maryland.

(8) Since December 31, 1966, there has been no material or significant change in the financial condition of the Seller as shown in its balance sheet as of that date (included in Exhibit A hereto), other than changes incurred in the ordinary course of business, and such changes have not materially or significantly adversely affected the business, property, franchises, authorizations or financial condition of the Seller.

(9) The Board of Directors of the Seller have approved this Reorganization Agreement and Plan and the transactions contemplated herein and have authorized the execution and delivery hereof by the Seller.

(10) The amounts set up as provisions for taxes on the balance sheet of the Seller as of December 31, 1966 (included in Exhibit A hereto) are, or in the opinion of the officers of the Seller are deemed to be, sufficient for all accrued and unpaid federal, state, county and local taxes of the Seller for the year ended on said date (under tax laws now in effect) and for all fiscal years prior thereto. Federal income tax returns of the Seller have been filed by the Seller for all past fiscal years; the extent of examination by the Internal Revenue Service is not known by the Seller, but no proposed deficiencies are currently outstanding as

the result of any such examinations.

(11) The accounts and notes receivable of the Seller shown on its balance sheet as of December 31, 1966 (included in Exhibit A hereto), or thereafter acquired by it prior to the date hereof have been collected or, in the opinion of the officers of the Seller, are deemed to be collectible in amounts not less than the amounts thereof carried on the books of the Seller. (The parties hereto recognize that there is a security interest in such accounts receivable as described in that Financing Statement filed in Liber 1, Folio 139, among the Financing Statement Records of Washington County, Maryland, and the accounts receivable shown on said balance sheet include the amounts of \$7,000 and \$4,000, such amounts being portions of the amounts sought in certain lawsuits brought by Seller against The Boam Company in the Circuit Court for Washington County, Maryland, No. 6045, Law Docket No. 10; No. 6291, Law Docket No. 11, respectively.)

VI. The Buyer represents and warrants to the Seller and the Parent as follows:

(1) The Buyer is a corporation duly organized and existing and in good standing under the statutes of the State of Delaware, having an authorized capital stock consisting of 120,000 shares of Common Stock, par value \$25 per share, of which, as of the date hereof, 76,194 shares have been validly issued and are outstanding and are registered in the name of the Parent.

(2) The shares of Common Stock of the Buyer deliverable to Parent pursuant hereto, when issued and delivered as herein pro-

vided, will be validly issued, fully paid and non-assessable shares of Common Stock of the Buyer.

(3) The Executive Committee of the Board of Directors of the Buyer (i) has approved this Reorganization Agreement and Plan and the transactions contemplated herein, (ii) has authorized the execution and delivery hereof by the Buyer, and (iii) has full power and authority to act in the premises.

VII. The Parent represents and warrants to the Seller and to the Buyer as follows:

(1) The Parent is a corporation duly organized and existing and in good standing under the laws of the State of Delaware, having an authorized capital stock consisting of 500,000 shares of preferred stock, par value \$50 per share, none of which has been issued, and 39,500,000 shares of Common Stock, par value \$10 per share, entitled to vote, of which 30,347,005 shares have been validly issued and are outstanding in the hands of the public at the date hereof.

(2) The shares of Common Stock of the Parent issued and delivered to the Buyer for delivery to the Seller pursuant hereto, when issued and delivered as herein provided, will be validly issued, fully paid and non-assessable shares of Common Stock of the Parent and will be voting stock of Parent.

(3) The Board of Directors of the Parent has authorized the transactions contemplated herein and the execution and delivery by the Parent of this Reorganization Agreement and Plan providing

for such transactions.

NOW, THEREFORE, in consideration of the premises and of the respective representations and warranties hereinabove set forth and of the covenants and agreements herein contained, the Buyer, the Parent and the Seller hereby agree as follows:

ARTICLE ONE. On the terms and subject to the conditions herein set forth, the Seller will convey, transfer, assign and deliver to the Buyer in exchange for shares of Common Stock of the Parent and Buyer's assumption of liabilities provided for in Article Two hereof, and the Buyer will acquire and accept as hereinafter provided, free and clear of all mortgages, liens, charges or encumbrances whatsoever, except as stated in the Exhibits hereto, all the assets and property, tangible and intangible, real, personal or mixed, wherever located, including all claims and all rights under contracts, of the Seller and all the business and franchises of the Seller, and all books, records and accounts relating to the Seller's business, all as the same shall exist at the Closing Date. The assets and property of the Seller to be transferred and delivered to the Buyer as herein provided shall, without limitation, include all assets and property of the Seller shown on its balance sheet as of December 31, 1966 (included in Exhibit A hereto), and all assets and property thereafter acquired by the Seller prior to the Closing Date, except such of those assets as (i) may have been disposed of prior thereto in the ordinary course of business or in the payment or discharge of liabilities on or before the Closing

Date as hereinafter provided, and (ii) may, before the Closing Date, have been disposed of by the Seller at the request or with the consent in writing of the Buyer; provided, however, that out of the assets and property of the Seller to be conveyed, transferred, assigned and delivered to the Buyer on the Closing Date, the Seller shall:

(a) retain, in escrow, an amount in cash (not exceeding \$11,000) as shall be estimated by the Seller to be necessary to pay all its reasonable expenses (including fees and expenses of counsel, the trustee and the exchange agent, if any) in carrying out the provisions hereof and the cost of all documentary stamp, transfer and excise taxes which may be imposed upon or be payable in respect of the transfer and exchange of property of the Seller to its shareholders of the Common Stock of the Parent delivered by the Buyer and received by the Seller, as herein provided;

(b) retain, in escrow, an amount (not exceeding \$1,000) as shall be estimated by Seller to be reasonably necessary to make adjustments in cash for fractional shares of Parent's Common Stock to which the preferred shareholders of the Seller may be entitled under Article Two, paragraph (A) (b);

(c) an amount (not exceeding \$125,000) as shall be estimated by the Seller to be reasonably necessary to make payments to Seller's common shareholders objecting to the transactions contemplated herein of the fair market value of their shares without regard to any appreciation or depreciation thereof in consequence

of said transactions (including therein payments to satisfy any judgments which shareholders objecting to said transactions may obtain against any of the parties hereto for such full market value of their shares as appraised pursuant to any applicable statute of the State of Maryland), together with the amount estimated by Seller to be necessary to pay the expenses of any appraisal and proceedings which may be required or initiated;

(d) on the Closing Date, call for redemption on the earliest redemption date authorized by Seller's charter all those preferred shares, whose holders have elected not to participate in the transaction contemplated in Article Two, paragraph (A) (b) hereof and, on such date, deliver, in trust, to such bank or trust company selected by the Seller and satisfactory to the Buyer, under a written trust agreement, which shall also be satisfactory to the Buyer, such amount (not exceeding \$13,500) as shall be necessary to redeem all such preferred shares at their redemption value (\$105 per share), together with dividends due to the date of redemption.

Seller agrees that it will advise and consult with Buyer with respect to such reasonable expenses (including said legal, trustee and exchange agent expenses), which are payable out of the escrow funds authorized in the foregoing clause (a) prior to incurring the same and that it will protect Buyer's interests by mitigating such expenses as far as practicable.

Any balance of the amount retained in escrow pursuant to the foregoing clause (a) which is not required for the purposes

set forth in that clause shall be paid over to Buyer within six months after the Closing hereunder or such other date to which the parties may mutually agree. (At the end of such 6-month period, if there exists any bona fide dispute between Seller and collecting authorities regarding such documentary stamp, transfer and excise taxes, then such period shall automatically be extended until such dispute is finally resolved.) Any balance of the amounts retained in escrow pursuant to the foregoing clause (b) which is not required for the purposes set forth in that clause shall be paid over to the Buyer within 10 days after completion of the exchange of Seller's preferred stock for the Parent's Common Stock. Any balance of the amount retained in escrow pursuant to the foregoing clause (c) which is not required for the purposes set forth in that clause shall be paid to or upon the order of Buyer within the following time limits (i) if any objecting shareholders shall institute proceedings for the appraisal of the fair market value of their shares within the period of time in which such proceeding may be instituted under the statutes of the State of Maryland, within 30 days after any possible judgments become final in such proceedings or the final discontinuance of such proceedings as a matter of record, or (ii) if no objecting shareholder shall have instituted such a proceeding within the period of time in which such a proceeding may be instituted under said statutes, within 10 days after the expiration of said period of time. (If such proceedings should later be reopened by court action, then Buyer shall repay such amount to an escrow agent

mutually agreeable to the parties hereto.) Any balance of the amount retained in escrow pursuant to the foregoing clause (d) which is not required for the purposes set forth in that clause shall be paid over to the Buyer within 10 days after the Closing.

The conveyance, transfer, assignment and delivery of the assets, property, franchises, accounts receivable and business of the Seller to the Buyer, as herein provided, shall be effected by deeds, bills of sale, endorsements, assignments, drafts, checks and other instruments of transfer and conveyance, as the Buyer may reasonably request according to then prevailing Washington County, Maryland, practice.

ARTICLE TWO. On the terms and subject to the conditions herein set forth, in exchange for the conveyance, transfer, assignment and delivery of the assets and properties of the Seller as provided in Article One, the Buyer will on the Closing Date:

(A) deliver to the Seller stock certificates, in such authorized denominations and registered in such name or names, as the Seller shall specify in writing, for

(a) 59,325 shares of Common Stock of the Parent, subject to adjustment as set forth below in (i) of this paragraph (A); and

(b) such additional number of shares of Common Stock of the Parent as, at the fair market value on the Closing Date, determined as hereinafter provided, shall equal the redemption value of the preferred stock plus dividends, if any, thereon of all shares of said preferred stock, subject to adjustment as set forth in (ii) of this paragraph (A). The fair value of the Common Stock of the Parent on the Closing Date shall be determined on the basis of the closing price of said Common Stock on the New York Stock Exchange on the fifth trading day immediately preceding the Closing Date. Adjustments for fractional shares of Parent's Common Stock, which may be due the preferred shareholders hereunder, shall be made from the escrow fund hereinbefore provided in Article One (b).

The number of shares of Common Stock of the Parent to be delivered pursuant to the foregoing subdivisions (a) and (b) shall be subject to adjustment as follows:

(i) the number of shares of Common Stock of the Parent shall be reduced by .667 of one share for each one share of Common Stock of the Seller held by any holder, who, on or before the Closing Date, shall have taken action required to be taken by him prior to that date to be entitled under the statutes of the State of Maryland to demand or obtain the fair market value of his shares. If the aggregate of all such reductions in the number of shares of Common Stock of the Parent shall involve a fractional share of Common Stock of the Parent, then such fractional share shall not be deducted.

(ii) the number of additional shares of Common Stock of the Parent shall be reduced by such amount as shall be equal (at the fair market value on the Closing Date, as determined under the provisions of (A) (b) of this Article Two) to the redemption value and dividends, if any, of such shares of preferred stock held by any holder, who, on or before the Closing Date, shall have elected not to participate in the transaction set forth in said (A) (b) of this Article Two and whose preferred shares shall be subject to call as hereinbefore provided.

(B) (a) The Buyer shall assume or be obligated to pay

(i) liabilities shown on Seller's said audited balance sheet as of December 31, 1966, plus liabilities incurred in the ordinary course of business by the Seller after December 31, 1966, and prior to the Closing Date, less those liabilities which have been paid and discharged after December 31, 1966, and prior to the Closing Date (for purposes hereof, liabilities, liquidated or contingent, arising from negligence or alleged negligence shall not be considered as arising in the ordinary course of business).

(ii) liabilities not shown on Seller's balance sheet as of December 31, 1966, but which have been incurred in the ordinary course of business and which are disclosed in Seller's general representations herein (including those listed in Article Two [A][d]), and

(iii) obligations under contracts heretofore or hereafter entered into by the Seller in the ordinary course of business.

(b) The Buyer shall not assume or be obligated to pay and discharge and Seller shall indemnify and hold Buyer harmless from

(i) any liabilities of the Seller for which funds shall be retained by the Seller in escrow or placed by Seller in trust as hereinabove provided,

(ii) any liabilities of the Seller to its shareholders as such,

(iii) any liabilities of the Seller which may arise, or be alleged to have arisen by reason of the conveyance, transfer and assignment of its assets, properties, franchises, ordinances and business to the Buyer as herein provided,

-17-

(iv) liabilities, liquidated or contingent, arising from negligence or alleged negligence,

(v) liabilities not shown on the Seller's balance sheet as of December 31, 1966, included in Exhibit A hereto, or not set forth in Seller's general representations herein or not done in the ordinary course of business, and

(vi) liabilities arising out of the conduct of the Seller, its directors, officers or employees subsequent to the Closing Date.

(c) The Buyer shall issue to the Parent such shares of its common stock, \$25 par value, as shall equal the book value of the net assets of the Seller acquired by the Buyer.

(d) The Buyer shall execute an Indenture supplemental to the Mortgage Indenture between Seller and Baltimore National Bank, Trustee, dated as of October 1, 1950, supplemented as follows:

(a) First Supplemental Indenture dated as of December 1, 1951, executed by Hagerstown Gas Company to Baltimore National Bank;

(b) Second Supplemental Indenture dated as of April 1, 1952, executed by Hagerstown Gas Company to Baltimore National Bank;

(c) Third Supplemental Indenture dated as of January 14, 1954, executed by Hagerstown Gas Company to Baltimore National Bank;

(d) Fourth Supplemental Indenture dated as of July 1, 1959, executed by Hagerstown Gas Company to Fidelity-Baltimore National Bank, as successor trustee;

(e) Fifth Supplemental Indenture dated as of January 1, 1963, executed by Hagerstown Gas Company to Maryland National Bank, as successor trustee; and

(f) Sixth Supplemental Indenture dated as of July 1, 1967, executed by Hagerstown Gas Company to Maryland National Bank,

in form satisfactory to counsel for the said Trustee and the respective parties hereto, assuming the due and punctual payment of the principal and interest of all the Bonds outstanding under such

Indenture, as supplemented, according to their tenor and the due and punctual performance and observance of all the covenants and conditions of said Indenture, as supplemented.

ARTICLE THREE. The Parent will issue, as aforesaid, and hand over to the Buyer the shares of its Common Stock required by Article Two (A) hereof for delivery by the Buyer to the Seller in exchange for the assets, property, franchises, accounts receivable and business of the Seller as provided in Article One hereof.

ARTICLE FOUR. On the terms and subject to the conditions herein set forth, in consideration of Buyer's delivery of Common Stock and assumption of Seller's obligations and liabilities, as provided in Article Two (B) (a), Seller will deliver to the Buyer and to the Parent, on the Closing Date, all such certificates, signed by the President and the Secretary of the Seller and under its corporate seal, in such form as the Buyer and the Parent shall reasonably require to evidence

(a) The compliance by the Seller, as of the Closing Date, with the terms and conditions hereof;

(b) The correctness, as of the Closing Date, of the representations and warranties made by the Seller herein, except to the extent that such representations and warranties shall be incorrect as of the Closing Date because of events or changes (not materially adversely affecting the business, accounts receivable, properties, franchises or financial condition of the Seller) occurring or arising after the date hereof in the ordinary course of business of the Seller or in fulfillment of the express provisions of this Reorganization Agreement and Plan;

(c) That Seller has maintained in force all insurance disclosed in Exhibit H hereto (or such additional or increased coverage as Seller shall have obtained at the direction of Buyer, Buyer having the right to require such additional or

increased coverage as may be reasonable), unless otherwise agreed to by the Buyer; and

(d) That Seller has complied with the provisions contained in Articles Ten (3) and Fourteen hereof.

ARTICLE FIVE. The Seller shall afford to the officers and accredited representatives of the Buyer free access to the plants, properties, books and records of the Seller in order that the Buyer may have full opportunity to make such investigations of the affairs of the Seller as it shall desire. Seller shall also execute a power of attorney sufficient in scope to enable Buyer and Parent to make an investigation and audit of the complete records of Seller on file with the various departments and agencies of the State of Maryland and the United States Internal Revenue Service.

ARTICLE SIX. Unless the parties shall otherwise agree, the Closing under this Reorganization Agreement and Plan shall be held on such date and at such time and place as Buyer or Parent shall designate by ten days' written notice to the other parties, such date to be not later than 30 days after the date when there shall have been received all of the following: orders or certificates of the Securities and Exchange Commission and the Public Service Commission of the State of Maryland acceptable to Buyer, Parent and Seller authorizing the transactions provided for herein, the certificate, or like document, from the Comptroller of the Treasury of said State referred to in Article Ten hereof and the ruling of the Internal

Revenue Service referred to in Article Twelve hereof. Unless the parties shall otherwise agree, if said orders, certificates and ruling shall not all have been obtained before the close of business on August 31, 1968, then any party may terminate this Reorganization Agreement and Plan by ten days' written notice to each of the other parties. If there exists any bona fide dispute as of August 31, 1968, between any of the parties hereto and any governmental body or agency with respect to the transactions contemplated herein, then such date shall automatically be extended until a reasonable time after such dispute is finally resolved, but in any event not later than October 31, 1968.

ARTICLE SEVEN. To the extent that the assignment of any contract, franchise, license, lease, commitment, sales order or purchase order to be assigned to the Buyer as provided herein shall require the consent of the other party thereto, this Reorganization Agreement and Plan shall not constitute an agreement to assign the same if an attempted assignment would constitute a breach thereof. The Seller agrees that it will use its best efforts to obtain the consent of the other parties to all such contracts, franchises, licenses, leases, commitments, sales orders or purchase orders of the Seller to the assignment thereof to the Buyer. If such consent is not obtained, the Seller will cooperate with the Buyer in any reasonable arrangement designed to provide for the Buyer the benefits under any such contracts, franchises, licenses, leases, commitments, sales orders or purchase orders, including enforcement,

at the cost and for the benefit of the Buyer, of any and all rights of the Seller against the other party thereto arising out of the breach or cancellation by such other party or otherwise.

ARTICLE EIGHT. The Seller agrees that the Buyer shall have the right and authority to collect, for the account of the Buyer, all receivables and other items which shall be transferred to the Buyer as provided herein, and to endorse with the name of the Seller any checks, notes, drafts or other instrument received on account of any such receivables or other items. The Seller agrees that it will transfer and deliver to the Buyer any cash or other property that the Seller may receive in respect of such receivables or other items.

ARTICLE NINE. The Seller will duly call a meeting of its voting shareholders to be held within forty-five (45) days of the execution hereof or such other date as the parties hereto may agree in writing, for the purpose of authorizing (i) the conveyance, assignment, transfer and delivery of all assets, properties, franchises, accounts receivable and business of the Seller to the Buyer upon the terms and conditions provided herein, and (ii) the voluntary dissolution of the Seller in accordance with the statutes of the State of Maryland.

The Seller agrees that, promptly upon receipt by it of the stock certificates for the shares of Common Stock of the Parent to be delivered by the Buyer to the Seller as provided in Article Two hereof, and in any event within six months after August 31, 1968,

or any extension of such date pursuant to Article Six hereof, the Seller shall cause the distribution of all such shares to its shareholders in complete winding up and liquidation of the Seller, and that it will not otherwise dispose of any of such shares. Promptly after the Closing, the Seller shall deliver to a bank or trust company, selected by the Seller and satisfactory to the Buyer (said bank or trust company to serve as agent and trustee of the Seller and the Seller's shareholders pursuant to written contract), the stock of the Parent delivered by the Buyer to the Seller, as herein provided, for distribution to the shareholders of the Seller in exchange for their certificates for shares of the Seller.

The contract between Seller and such bank or trust company shall provide that said bank or trust company shall cancel or cause to be cancelled all those shares of Seller's stock received by it.

ARTICLE TEN. The obligations of the Buyer hereunder are, at the option of the Buyer, subject to the conditions that on or before the Closing Date:

(1) The holders of at least two-thirds of the outstanding shares of the Seller entitled to vote at such meeting shall, at the meeting of shareholders of the Seller provided for in Article Nine hereof, have voted in favor of the authorization of the matters specified in said Article; provided, (a) the holders of not more than 7.5% of such outstanding common shares (whose shares shall not have been in favor of such authorization) shall at or before said

meeting have filed with the Seller written objections to the authorization of the matters specified in Clause (i) of the first paragraph of said Article Nine, and (b) the holders of not more than 15% of the outstanding preferred stock shall, at least 10 days before the Closing Date, have indicated a desire not to participate in the transaction set forth in Article Two (A) (b) hereof.

(2) All actions, proceedings, instruments, documents and solicitation material sent by the Seller to its shareholders required to carry out this Reorganization Agreement and Plan or incidental thereto and all other related legal matters shall have been approved by William Anderson, Esquire, counsel for the Buyer, and Richard A. Rosan, Esquire, counsel for the Parent. Such legal matters shall include, without limitation, the approvals referred to in paragraph (3) of this Article Ten.

(3) The Buyer shall have received from the Seller, proof, assurances and evidence including, without limitation, legal opinions of Seller's counsel and certificates of Seller's officers, in form and substance satisfactory to the Buyer and to the Parent, to the effect that the Seller is entitled to carry on its business and to own or lease its properties as and in the places where such business is now conducted or such properties are now owned, leased or operated; that Seller has good and marketable title in fee simple in and to its real properties, free and clear of all mortgages, liens or other encumbrances whatsoever except those specifically set out in this

Reorganization Agreement and Plan, including the Indenture dated as of October 1, 1950, previously referred to; that the rights and authorizations of the Seller are as described in Exhibit E; that Seller's title to all its rights of way are legal and valid and that such rights of way are adequate and sufficient to permit their use for the purposes of the business Seller is conducting; that the Seller has full power and authority to convey, assign, transfer and deliver its assets, properties, franchises, accounts receivable and business to the Buyer as herein provided, subject to the provisions of any mortgages, encumbrances, of financing arrangements referred to in this Reorganization Agreement and Plan; that all corporate and other proceedings required to be taken by or on the part of the Seller to authorize it to carry out this Reorganization Agreement and Plan and so to convey, assign, transfer and deliver its assets, properties, franchises, accounts receivable and business have been duly and properly taken; and that the vote of the shareholders of the Seller taken at the meeting provided for in Article Nine hereof (a) operates to authorize the transactions provided for herein so far as concerns the Seller (except for the taking of action by the Directors of the Seller and for compliance with the statutes of the State of Maryland as to the filing of documents with the appropriate state authority), and (b) will bind all shareholders of the Seller except to the extent that objecting shareholders may be entitled, under the statutes of the State of Maryland, to receive the appraised value of their holdings.

(4) Seller shall, at the Closing, tender documents for the conveyance, assignment and transfer of Seller's properties in form and substance satisfactory to the Buyer and Parent, including without limitation, the tender of deeds as provided in Article One herein for the transfer of its real property and assignments of its permits and rights of way.

(5) The Buyer and Parent shall not have discovered any material error, misstatement or omission in the representations and warranties made by the Seller herein or in any exhibit hereto and the same shall be correct, as of the Closing Date, except to the extent that such representations and warranties shall be changed because of events not materially adversely affecting the business, properties, franchises or financial condition of the Seller and occurring or arising after the date hereof in the ordinary course of business of the Seller or in compliance with the express provisions of this Reorganization Agreement and Plan.

(6) The business and properties of the Seller shall not have been adversely affected in any material way as a result of any fire, accident or other casualty or any labor disturbance or act of God or force majeure or the public enemy.

(7) The Seller shall have presented to the Buyer a certificate or like document from the said Comptroller of the State of Maryland showing that all State tax returns have been filed and that all State taxes, unemployment compensation contributions and workmen's compensation insurance premiums due at the Closing Date have been paid.

Such certificate shall be in the usual form employed by the Comptroller's office. Buyer and Parent agree to give Seller their written concurrence in any reasonable agreements or undertakings required by the Comptroller's office as a condition to the granting of such certificate; however, Buyer and Parent shall not be required to give their concurrence to any condition deemed unreasonable by them nor shall Seller make any agreement or undertaking to which Buyer and Parent shall not consent in writing.

(8) There have been no changes in the business, franchises, properties or financial condition of the Seller since December 31, 1966, which would have a materially and significantly adverse effect on the value of its business.

(9) There shall be no liability of Seller, liquidated or contingent, as of the Closing Date, for which the Seller would be required to indemnify and save Buyer harmless under Article Two (B) (b), which would, in the opinion of the Buyer, have a materially and significantly adverse effect on the validity of the transactions provided for herein or on the value of Seller's business.

ARTICLE ELEVEN. The obligations of the Seller hereunder are, at the option of the Seller, subject to the conditions that, on or before the Closing Date:

(1) All actions, proceedings, instruments and documents to which Seller is a party and which are required to carry out this Reorganization Agreement and Plan or are incidental thereto shall have been approved by Richard W. Case, Esquire, of Smith, Somerville & Case, One Charles Center, Baltimore, Maryland, counsel for the Seller.

(2) The Seller shall not have discovered any material error, misstatement or omission in the representations and warranties made by the Buyer or by the Parent herein, and all the terms, covenants and conditions of this Reorganization Agreement and Plan to be complied with and performed by the Buyer or the Parent on or before the Closing Date shall have been duly complied with and performed.

ARTICLE TWELVE. The respective obligations of the Buyer, the Parent and the Seller hereunder are, at the option of the Buyer, the Parent and the Seller, respectively, subject to the further conditions that, on or before the Closing Date:

(1) The Common Stock of the Parent deliverable pursuant hereto shall have been listed, subject to official notice of issuance, on the New York Stock Exchange and the Pittsburgh Stock Exchange. The Parent will promptly make application for such listing;

(2) The Buyer, the Parent and the Seller shall have received a ruling of the Internal Revenue Service, to the effect that the exchange by the Seller of its assets, properties, franchises, accounts receivable and business for the delivery by the Buyer of the Common Stock of the Parent and the assumption of the aforesaid liabilities of the Seller by the Buyer, all in the manner and under the circumstances in which or under which the same shall be carried out pursuant thereto, will result in a reorganization within the meaning of §368 of the United States Internal Revenue Code of 1954

and will not result in the recognition of gain or loss to the Buyer, Seller or Parent; and that the shareholders of the Seller who shall receive Common Stock of the Parent in exchange for their stock of the Seller on the liquidation of the Seller, pursuant to such reorganization, will not have any taxable gain or deductible loss at the time of such exchange by reason of such exchange;

(3) The Securities and Exchange Commission shall have issued the necessary order or orders acceptable to Buyer and Parent under the Public Utility Holding Company Act of 1935 permitting such of the transactions contemplated herein as are subject to its jurisdiction; and

(4) The Public Service Commission of the State of Maryland shall have issued the necessary order or orders, certificate or certificates, acceptable to Buyer, Parent and Seller, permitting such of the transactions contemplated herein as are subject to its jurisdiction.

ARTICLE THIRTEEN. If between the date hereof and the Closing Date the shares of Common Stock of the Parent shall be reclassified into a different number of shares or the Parent shall declare and pay a dividend in shares of its Common Stock, the number of shares of Common Stock of the Parent to be delivered to the Seller on the Closing Date as herein provided shall be correspondingly adjusted; provided, however, that nothing in this Reorganization Agreement and Plan shall be deemed to prevent the Parent or the Buyer, respectively, from issuing additional shares of its stock

of any class or other securities, or making any payment in respect to the principal of, or interest or dividends on, its outstanding securities of any class.

ARTICLE FOURTEEN. The Seller agrees that, between the date hereof and the Closing Date, it will not, except with the prior written consent of the Buyer, (a) issue or sell any stock, bonds, notes or other corporate securities; (b) incur any obligation or liability (absolute or contingent), except current liabilities incurred and obligations under contracts entered into in the ordinary course of business; (c) discharge or satisfy any lien or encumbrance, or pay any obligation or liability (absolute or contingent) other than bonded indebtedness at maturity (and interest thereon), current liabilities shown on its balance sheet as of December 31, 1966, and current liabilities incurred since that date in the ordinary course of business; (d) declare any stock dividend or make any payment or distribution to its shareholders other than the regular quarterly cash dividends provided for in (l) hereof; (e) purchase or redeem any shares of its common capital stock; (f) mortgage, pledge, or subject to lien or other encumbrance, any of its assets, tangible or intangible; (g) sell or transfer any of its tangible assets or cancel any of its debts or claims except in each case in the ordinary course of business; (h) sell, assign or transfer any franchises, rights of way, permits or other intangible assets; (i) waive any right of any substantial value; (j) enter into transactions other than in the ordinary course of business; (k) make any capital expenditures which exceed, individually, \$10,000 in

any calendar month; or (1) declare or pay any cash dividends on its common stock between the date hereof and the Closing at a frequency or in amounts per share exceeding those declared and paid within the year immediately preceding the date hereof, except, however, if the Closing shall occur after a regular dividend record date of the Parent and prior to the next succeeding regular dividend record date of the Seller, then the Seller shall have the right to declare one additional quarterly dividend and to make payment thereof immediately prior to the Closing. Nothing herein contained shall be deemed to prevent the Seller from liquidating current assets for the purpose of raising cash reasonably required in the ordinary conduct of its business or to carry out the terms and provisions hereof.

ARTICLE FIFTEEN. The Seller agrees that it will, at the Closing or at any time and from time to time after the Closing Date, upon request of the Buyer, do, execute, acknowledge and deliver, or will cause to be done, executed, acknowledged and delivered all such further acts, deeds, assignments, transfers, conveyances, powers of attorney and assurances as may be required for the better assigning, transferring, granting, conveying, assuring and confirming to the Buyer, or to its successors and assigns, or for aiding and assisting in collecting and reducing to possession, any and all the assets or property or franchises to be assigned to the Buyer as provided herein and any and all obligations of the Seller hereunder.

ARTICLE SIXTEEN. If the transactions contemplated hereby shall not be consummated, each party hereto shall pay its own expenses incident to preparation for carrying this Reorganization Agreement and Plan into effect and consummating said transactions.

ARTICLE SEVENTEEN. Seller and its officers shall file or join in and cooperate fully in the execution and prosecution of any and all applications and actions to or before governmental and private agencies and authorities which the Buyer and Parent shall deem necessary to the consummation and Closing of this Reorganization Agreement and Plan, including, without limitation, the submission of financial statements, certificates and appearances of officers or other witnesses for testimony or otherwise.

ARTICLE EIGHTEEN. The representations and warranties contained in Recitals, V, VI and VII hereof shall survive the closing under this Reorganization Agreement and Plan.

ARTICLE NINETEEN. All the terms and provisions hereof shall be binding upon and inure to the benefit of the successors and assigns of the Seller, the Buyer and the Parent, respectively.

ARTICLE TWENTY. Any notice, request, instruction or other document to be given hereunder by any party hereto to the other parties hereto shall be in writing and delivered personally or sent by registered mail, postage prepaid, if to the Buyer addressed to the Buyer, attention of William Anderson, Esquire, 800 Union Trust Building, Pittsburgh, Pennsylvania 15219; if to the Parent addressed to the Parent, attention of Mr. A. A. Cullman, 120 East 41st Street, New York, New York 10017; and if to the Seller

addressed to the Seller, attention of Mr. E. C. Burton, 100 West Washington Street, Hagerstown, Maryland.

ARTICLE TWENTY-ONE. The laws of the State of Maryland shall govern the interpretation and performance of this Agreement.

ARTICLE TWENTY-TWO. This instrument contains the entire agreement between the parties hereto with respect to the transactions contemplated herein.

IN WITNESS WHEREOF, Columbia Gas of Maryland, Inc., The Columbia Gas System, Inc., and Hagerstown Gas Company, have caused this Reorganization Agreement and Plan to be executed in triplicate in their respective corporate names by their respective Presidents or one of their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed and attested by their respective Secretaries or one of their respective Assistant Secretaries, as of the day and year first above written.

(SEAL)

HAGERSTOWN GAS COMPANY

Attest:

By /s/ E. C. Burton  
President

/s/ A. J. Allen  
Secretary

(SEAL)

COLUMBIA GAS OF MARYLAND, INC.

Attest:

By /s/ J. G. McKee  
President

/s/ E. B. Calland  
Assistant Secretary

(SEAL)

THE COLUMBIA GAS SYSTEM, INC.

Attest:

By /s/ A. A. Cullman  
Treasurer

/s/ Karl Shaver  
Secretary

HAGERSTOWN GAS COMPANY  
BALANCE SHEET  
December 31, 1966 and 1965

ASSETS

	<u>1966</u>	<u>1965</u>
Property, plant and equipment, at cost (Note 1)	\$2,291,108.15	\$2,157,019.10
Less: Accumulated depreciation	693,342.65	649,482.40
	<u>1,597,765.50</u>	<u>1,507,536.70</u>
Current assets:		
Cash	59,254.91	80,249.00
Accounts receivable:		
Trade (less allowance for doubtful accounts \$11,177.35 and \$6,457.59)	154,354.72	134,339.12
Other accounts receivable	12,213.62	5,374.89
Inventories at cost	57,581.36	47,283.75
Prepayments	44,447.89	41,150.01
Total current assets	<u>327,852.50</u>	<u>308,396.77</u>
Deferred charges:		
Unamortized bond discount and expense	14,727.12	15,688.68
Other	9,388.65	904.80
	<u>24,115.77</u>	<u>16,593.48</u>
Totals	<u>\$1,949,733.77</u>	<u>\$1,832,526.95</u>

*The accompanying notes are an integral part of the financial statements.*

HAGERSTOWN GAS COMPANY  
BALANCE SHEET  
December 31, 1966 and 1965

**LIABILITIES**

	<u>1966</u>	<u>1965</u>
<b>Capitalization</b>		
Preferred stock, par value \$100 per share; authorized 1,000 shares; issued and out- standing 840 shares .....	\$ 84,000.00	\$ 84,000.00
Common stock, par value \$0.62 1/2 per share; authorized 250,000 shares; issued and out- standing (88,941 and 87,282 shares) .....	55,588.13	54,551.25
Capital surplus .....	235,596.06	218,383.94
Retained earnings (Note 1) .....	421,404.04	385,533.19
	<u>796,588.23</u>	<u>742,468.38</u>
Long-term debt - bonds (Note 2) .....	469,500.00	489,000.00
<b>Total capitalization</b> .....	<u>1,266,088.23</u>	<u>1,231,468.38</u>
<b>Current and accrued liabilities:</b>		
Long-term debt payments due within one year .....	19,500.00	19,500.00
Notes payable - bank - secured by installment sales contracts .....	40,461.06	43,805.69
Notes payable to bank - unsecured .....	375,000.00	250,000.00
Accounts payable - trade .....	88,507.25	111,359.68
Customer deposits .....	36,210.58	32,813.41
Accrued interest .....	10,790.47	11,295.01
Taxes payable .....	6,306.29	6,846.52
Dividends payable .....	1,050.00	1,050.00
Accrued taxes (including taxes on income of \$60,655.99 and \$62,775.93) .....	61,476.07	63,668.96
Accrued other .....	11,370.81	10,705.23
<b>Total current and accrued liabilities</b> .....	<u>650,672.53</u>	<u>551,044.50</u>
Other deferred credits (Note 3) .....	-	17,041.06
Contributions in aid of construction .....	32,973.01	32,973.01
<b>Totals</b> .....	<u>\$1,949,733.77</u>	<u>\$1,832,526.95</u>

## HAGERSTOWN GAS COMPANY

## STATEMENT OF INCOME

Years Ended December 31, 1966 and 1965

	1966	1965
Operating revenues	\$1,208,690.85	\$1,098,465.07
Operating expenses:		
Operation, including provision for uncollectible accounts of \$2,397.99 and \$2,743.43	861,735.48	770,503.84
Maintenance	35,672.38	33,501.32
Provision for depreciation	54,743.56	49,949.68
Taxes - other than taxes on income	74,428.26	65,684.13
Total operating expenses	1,026,579.68	919,638.97
Net operating income	182,111.17	178,826.10
Non-operating income:		
Merchandise and jobbing - net	3,305.48	8,359.17
Other income	-	10,202.79
Total non-operating income	3,305.48	18,561.96
Gross income	185,416.65	197,388.06
Income deductions:		
Interest - long-term debt	22,886.22	23,683.75
Interest - other	13,878.08	1,303.53
Amortization of debt discount and expenses	961.56	961.56
Other	1,161.80	8,382.52
Total income deductions	38,887.66	34,331.36
Net income before provision for taxes on income	146,528.99	163,056.70
Provision for taxes on income	60,655.99	69,357.44
Net income	85,873.00	93,699.26
Special item:		
Transfer of unamortized portion of prior years' investment tax credit (Note 3)	17,041.06	-
Net income and special item	<u>\$ 102,914.06</u>	<u>\$ 93,699.26</u>

*The accompanying notes are an integral part of the financial statements.*

## HAGERSTOWN GAS COMPANY

### STATEMENT OF RETAINED EARNINGS

Years Ended December 31, 1966 and 1965

	<u>1966</u>	<u>1965</u>
Balance, beginning of year .....	\$385,533.19	\$361,123.03
Add: Net income and special item .....	102,914.06	93,699.26
	<u>488,447.25</u>	<u>454,822.29</u>
Deduct:		
Dividends paid in cash:		
Preferred stock, \$5.00 per share on 840 shares .....	4,200.00	4,200.00
Common stock, \$.50 per share .....	43,641.17	42,822.18
Stock dividend:		
Common (2%) at fair value .....	18,249.00	21,320.00
Paid in cash - fractional shares .....	953.04	946.92
	<u>67,043.21</u>	<u>69,289.10</u>
Balance, end of year .....	<u>\$421,404.04</u>	<u>\$385,533.19</u>

### STATEMENT OF CAPITAL SURPLUS

Balance, beginning of year .....	\$218,383.94	\$198,088.94
Excess of fair value (\$11.00 and \$13.00) over par value of 1,659 and 1,640 shares issuable as stock dividend .....	17,212.12	20,295.00
	<u>17,212.12</u>	<u>20,295.00</u>
Balance, end of year .....	<u>\$235,596.06</u>	<u>\$218,383.94</u>

*The accompanying notes are an integral part of the financial statements.*

# HAGERSTOWN GAS COMPANY

## NOTES TO FINANCIAL STATEMENTS

December 31, 1966

### 1. Property, plant and equipment:

Provision for depreciation of physical properties of the Company is recorded at various rates. Depreciation provided during 1966 on the books totaled \$60,233.38 compared to depreciation of \$63,012.66 claimed on the federal tax returns. No provision has been made for deferred income taxes arising from this policy.

### 2. Long-term debt:

Long-term debt consists of the following:

3 1/2% First mortgage sinking fund bonds, Series A, due October 1, 1975	\$184,000.00
\$6,000.00 due annually October 1, 1951 through October 1, 1955	
\$10,000.00 due annually October 1, 1956 through October 1, 1960	
\$11,000.00 due annually October 1, 1961 through October 1, 1970	
\$12,000.00 due annually October 1, 1971 through October 1, 1974	
4% First mortgage sinking fund bonds, Series B, due April 1, 1977	\$ 32,000.00
\$1,000.00 due annually April 1, 1953 through April 1, 1958	
\$1,500.00 due annually April 1, 1959 through April 1, 1967	
\$2,000.00 due annually April 1, 1968 through April 1, 1976	
5 1/2% First mortgage sinking fund bonds, Series C, due July 1, 1984	\$ 85,000.00
\$2,000.00 due annually July 1, 1960 through July 1, 1965	
\$3,000.00 due annually July 1, 1966 through July 1, 1974	
\$4,000.00 due annually July 1, 1975 through July 1, 1983	
5 3/8% First mortgage sinking fund bonds, Series D, due January 1, 1988	\$188,000.00
\$4,000.00 due annually January 1, 1964 through January 1, 1969	
\$6,000.00 due annually January 1, 1970 through January 1, 1978	
\$8,000.00 due annually January 1, 1979 through January 1, 1987	
	489,000.00
Less current portions:	
Long-term debt payments due within one year	19,500.00
	<u>\$469,500.00</u>

**NOTES TO FINANCIAL STATEMENTS (Continued)****3. Investment tax credits:**

Beginning in 1966, the Company is recognizing the investment tax credit in income currently. In prior years, the Company's tax credit was deferred and amortized over a fifteen year period.

The 1966 tax credit of \$4,211.98 has been applied to reduce the provision for federal income taxes in the current year. Prior years' investment tax credit of \$17,041.06 has been transferred from Deferred Credits and taken into the statement of income as a special item.

**4. Dividend restrictions:**

The indenture in respect of the mortgage sinking fund bonds restricts the payment of cash dividends on the Company's capital stock to net earnings or earned surplus accrued or accruing subsequent to December 31, 1949 or the payments of which would reduce the ratio of current assets to current liabilities of the Company, as determined in accordance with good accounting practice, to less than a five to four ratio. Except that the five to four ratio of current assets to current liabilities shall not apply if the net earnings available for interest, dividends, and taxes for a period of any twelve consecutive calendar months within the fifteen calendar months immediately preceding the calendar month in which such dividend is to be paid, have been in the aggregate equal to at least two and one-half times the annual interest charges on all bonds outstanding under the indenture at the time of payment of the dividend and on all indebtedness owned at such time by parties other than the Company secured by a lien upon any properties of the Company.

**5. Employees stock purchase plan:**

At December 31, 1966, 621 shares of the Company stock was held in the Company name under a plan whereby employees may purchase the stock on the installment plan. Dividends are credited to the employees' purchase price.

**6. Retirement plan:**

Retirement benefits are provided for employees under a group annuity contract. Charges to income for retirement benefit expenses were \$17,028.97, including retirement benefits for past services. The estimated amount necessary to fund past service costs was \$24,758.44 as of December 31, 1966.

## ACCOUNTANTS' REPORT

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TO THE BOARD OF DIRECTORS  
HAGERSTOWN GAS COMPANY  
Hagerstown, Maryland

We have examined the balance sheet of Hagerstown Gas Company as of December 31, 1966, and the related statements of income, retained earnings and capital surplus for the year then ended. Our examination was made in accordance with generally accepted auditing standards and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances except as noted in the following paragraph. We did not examine the financial statements of the Company for the prior year which statements were examined by other independent certified public accountants whose report thereon has been furnished to us.

We did not observe physical inventories. Accordingly, we do not express an opinion as to inventories stated as \$57,581.36, which amount enters into the determination of financial position and results of operations.

Beginning in 1966, the Company changed from the deferral of investment income tax credits to the recognition of such credits in the year in which they arise. Deferral of prior years' credits have been taken into income this year.

In our opinion, based upon our examination and the report of other independent certified public accountants, and with the exceptions stated in the preceding paragraphs, the accompanying balance sheet and statements of income, retained earnings and capital surplus, present fairly the financial position of Hagerstown Gas Company at December 31, 1966 and the results of its operations for the year then ended, in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

*Main Lafrentz & Co.*

MAIN LAFRENTZ & CO.

Hagerstown, Maryland  
February 22, 1967

HAGERSTOWN GAS COMPANY  
(INCORPORATED 1944)  
FOR SEVEN MONTHS ENDED JULY 31, 1967

INCOME STATEMENT

Operating Revenues	\$782,878.46
Operating Expenses and Taxes:	
Operation	503,465.08
Maintenance	31,242.99
Taxes-General	46,860.16
-Income (Estimated)	<u>60,048.15</u>
Total	\$641,616.38
Utility Operating Income Before Retirement Reserve Accruals	\$141,262.08
Retirement Reserve Accruals	<u>35,000.00</u>
Utility Operating Income	\$106,262.08
Other Income	<u>666.82</u>
Gross Income	\$106,928.90
Income Deductions:	
Interest on Long-Term Debt	\$ 13,236.71
Other interest, amortization of debt discount and expense, and misc. deductions	<u>15,102.23</u>
Total	\$ 28,338.94
Net Income	<u>\$ 78,589.96</u>

HAGERSTOWN GAS COMPANY  
BALANCE SHEET - JULY 31, 1967

<u>ASSETS</u>		
Gas Plant	\$2,360,962.62	
Less: Provision for Depreciation	<u>715,093.45</u>	\$1,645,869.17
 Cash		 183,444.97
Accounts Receivable:		
Consumers	77,241.76	
Merchandise & Jobbing, including Instalment Accounts (Includes \$36,629.75 Instalment Sales Contracts Pledged as collateral on Notes Payable)	70,651.10	
Miscellaneous	<u>7,978.50</u>	
Total	\$ 155,871.36	
Less: Provision For Uncollectible Accounts	12,684.72	\$ 143,186.64
Materials and Supplies:		
General		53,997.80
Merchandise		44,239.10
Propane		3,709.60
Gasoline		387.99
Prepayments		76,166.19
Deferred Debits:		
Unamortized debt discount and expense		15,435.12
Miscellaneous		<u>13,358.40</u>
Total		<u>\$2,179,794.98</u>

HAGERSTOWN GAS COMPANY  
BALANCE SHEET - JULY 31, 1967

LIABILITIES

Common Capital Stock-88,941 Shs.-\$ 0.62 $\frac{1}{2}$ par value	\$ 55,588.13
Preferred Capital Stock-840 Shs.-\$100.00 par value	84,000.00
Long-Term Debt:	
First Mortgage Sinking Fund Bonds Series A-3 $\frac{1}{2}$ %-due Oct. 1, 1975	184,000.00
First Mortgage Sinking Fund Bonds Series B-4%-due April 1, 1977	30,500.00
First Mortgage Sinking Fund Bonds Series C-5 $\frac{1}{2}$ %-due July 1, 1984	82,000.00
First Mortgage Sinking Fund Bonds Series D-5-3/8%-due Jan. 1, 1988	184,000.00
First Mortgage Sinking Fund Bonds Series E-6 $\frac{1}{2}$ %-due July 1, 1992	500,000.00
Notes Payable-(Fully secured by Instalment Sales Contracts Pledged)	36,629.75
Accounts Payable	141,094.89
Customers' Deposits	37,807.39
Taxes Accrued (including income taxes)	60,559.66
Interest Accrued	16,140.41
Tax Collections Payable	2,443.71
Other Current & Accrued Liabilities	31,920.86
Contribution in Aid of Construction	32,973.01
Capital Surplus	235,596.06
Earned Surplus	464,541.11
Total	<u>\$2,179,794.98</u>

HAGERSTOWN GAS COMPANYEXHIBIT CDEED TO LOT AT PLANT

Beginning for the outlines thereof at the intersection of the South side of Sycamore Street and the West marginal line of the Washington County branch of the Baltimore and Ohio Railroad, the West marginal line being 34 feet more or less, West of the center of right-of-way of said railroad, said point being on the West marginal line of the said railroad and on the North  $56-3/4^{\circ}$  West line of the land formerly owned by David Long and wife and D. Melvin Long and running thence along said line  $56-3/4^{\circ}$  West 42.9 feet more or less, to a corner post of the land formerly owned by George Sommers then bounding thereon South  $11^{\circ}$  West 146.6 feet more or less, to the middle of Marsh Run thence South  $67\frac{1}{4}^{\circ}$  East 39.6 feet more or less, to the West marginal line of said railroad, then bounding thereon North  $12^{\circ}$  East 139 feet more or less, to the place of beginning.

Taken from deed on record in book 160  
page 378 land records of Washington  
County, March 25th, 1929, by:  
M.E. Shea and C. R. Burger

1. Compressor Building-K  
Metal-8' x 7' x 10'
2. Meter Building-C  
Brick-48'-8" x 15'-1"x24'
3. Garage-F-1-Story Lean-to  
Brick-34'-1" x 20' x 10'-6"
4. Garage-I  
Cinder Block 22' x 54' x 12'3 $\frac{1}{2}$ "
5. Booster Building-J  
Metal 12' x 10' x 8'
6. Storage Building-M Converted Purifiers  
(2) 15' x 20' x 12'
7. Stock Room, Meter Shop & Office-E  
Brick 50'2" x 34'1" x 20'2"
8. Parking Lean-To  
1-20' x 63' x 9'  
1-20' x 50' x 9'

HAGERSTOWN GAS COMPANYEXHIBIT C

9. Storage Holder - 300,000 Cu. Ft.  
 10. Propane Storage Tanks  
 (2) 30,000 gallon capacity

First Mortgage Sinking Fund Bonds

	<u>Originally Issued</u>	<u>Outstanding</u>
Series A-3 $\frac{1}{2}$ % Due October 1, 1975	\$330,000	\$184,000
Series B-4% Due April 1, 1977	50,000	30,500
Series C-5 $\frac{1}{8}$ % Due July 1, 1984	100,000	82,000
Series D-5-3/8% Due January 1, 1988	200,000	184,000
Series E-6 $\frac{1}{2}$ % Due July 1, 1992	500,000	500,000

HAGERSTOWN GAS COMPANYEXHIBIT D

## 1. Regulator Station Building-1.

Park Lane-Concrete Block 16' x 12' x 11'-6"

This building is on leased property of John M. Wisherd and Pauline S. Wisherd, his wife, lessors, dated September 15, 1949 for a period of twenty-five (25) years.

Monthly Rental of \$15.00

## 2. Lease Agreement dated March 31, 1965 by and between The Ramacciotti Properties Owners, and Hagerstown Gas Company for a period of five (5) years, covering the entire first floor of the "Professional Arts Building", in addition to the basement heretofore occupied, located at 1 South Potomac Street.

Annual Rental of \$13,800.00

Agreements - Pipe Line Crossings

<u>Date</u>	<u>Name</u>	<u>Description &amp; Location</u>
Aug. 19, 1922	Western Maryland R.R. Co.	8" Main under tracks at N. Mulberry St.
Mar. 6, 1924	" " " "	6" " " " Elizabeth St.
Jan. 17, 1925	Norfolk & Western R.R. Co.	8" " " " South Blvd.
Feb. 10, 1925	Pennsylvania R. R. Co.	5" " " " Halfway, Md.
June 1, 1925	B & O R. R. Co.	One-4", one 6" and one 10" Main under tracks at Sycamore St.
Sept. 21, 1927	Western Maryland R.R. Co.	4" Main under tracks at Park Lane
Aug. 1, 1928	B & O R. R. Co.	8" Main under tracks at South Blvd.
July 1, 1957	" " " "	6" " " " Frederick Turnpike
Mar. 1, 1934	Western Maryland R.R. Co.	8" " " " Pennsylvania Ave.
Dec. 31, 1963	Pennsylvania R. R. Co.	4" " " " Linganore Ave.
Aug. 15, 1950	Western Maryland R.R. Co.	4" " " " W. Antietam St.
Oct. 10, 1950	" " " "	4" " " " W. Hillcrest Rd.
Sept. 1, 1954	" " " "	4" " under both legs of wye track at Prospect St.
Nov. 1, 1954	B & O R. R. Co.	2" Main under tracks at W. Baltimore St.
Sept. 1, 1954	Pennsylvania R. R. Co.	4" " " " W. Antietam St.
Aug. 1, 1955	Norfolk & Western R. R. Co.	4" " " " W. Wilson Blvd.
Aug. 16, 1956	B & O R. R. Co.	3" " " " E. Wilson Blvd.
July 1, 1957	Western Maryland R.R. Co.	4" " " " Northern Ave.
May 7, 1958	" " " "	4" " " " Pennsylvania Ave.

& intersection Pennsylvania Ave. & N. Prospect Ave.

HAGERSTOWN GAS COMPANYEXHIBIT DAgreements - Pipe Line Crossings (cont'd)

<u>Date</u>	<u>Name</u>	<u>Description &amp; Location</u>
Sept. 12, 1962	Western Maryland R. R. Co.	4" Main under tracks at View St.
Aug. 20, 1962	B & O R. R. Co.	4" " " " Between Frederick St. and Memorial Blvd.
June 11, 1964	Norfolk & Western R. R. Co.	4" Main under tracks at Downsville Pike at Oak Ridge Drive
Oct. 1, 1965	Western Maryland R. R. Co.	6" Main under tracks at Longmeadow Rd. at Paramount
Dec. 17, 1965	" " " "	2" Main under tracks at Manbeck Bread Co.
Nov. 1, 1966	B & O R. R. Co.	6" Main under tracks at U.S. Route 40 East
March 24, 1955	Western Maryland R. R. Co.	4" Main under tracks at Summit Ave. at Sycamore St.

Agreements - Miscellaneous

<u>Date</u>	<u>Name</u>	<u>Description</u>
Aug. 21, 1957	Pitney Bowes	Postage Meter Rental
Apr. 12, 1961	Addressograph-Multigraph	Maintenance Agreement
Various	Monroe	Maintenance Agreements
Oct. 31, 1960	The National Cash Register Co.	Maintenance Agreement
Oct. 24, 1956	Board of Education	Gas Range Replacement Program
Aug. 9, 1957	Manufacturers Light & Heat Co.	Telemetry Facilities at Regulating & Metering Station in Antrim Township, Franklin County, Pennsylvania
July 1, 1964	Electronic Repair Co.	Maintenance Agreement- Communication Equipment
May 4, 1967	Fairchild Hiller Corp.	Agreement for purchase of firm gas for a term of five (5) years
June 15, 1967	City Service Oil Co.	Agreement for purchase of gasoline for a period of three (3) years
June 22, 1967	Manufacturers Light & Heat Co.	Service Agreement Rate Schedule CDS-1
June 22, 1967	Manufacturers Light & Heat Co.	Service Agreement Rate Schedule WS
Dec. 1, 1959	A. V. Gardner	Monthly Pension of \$50.00 per Mo.
Mar. 1, 1960	W. C. Satterwhite	Monthly Pension of \$25.00 per Mo.

HAGERSTOWN GAS COMPANYEXHIBIT E

1. An Ordinance dated April 11, 1930 by The Burgess and Commissioners of Funkstown, Maryland, authorizing the Hagerstown Light & Heat Company of Washington County, its successors and assigns to lay its pipes for the transmission of gas, both natural and artificial, under the streets, lanes, alleys and highways of the town of Funkstown, in Washington County, Maryland.
2. Public Service Commission of Maryland Order No. 15817-Case No. 3089-June 30, 1930. In the matter of the application of Hagerstown Light and Heat Company of Washington County for an order permitting and approving the exercise of the Franchises granted to it by an order of the County Commissioners of Washington County, dated April 15, 1930, and by an Ordinance of the Burgess and Commissioners of Funkstown, dated April 4, 1930, and the beginning of construction of an extension of its gas main system from the Corporate limits of the City of Hagerstown along the State highway to and within the corporate limits of Funkstown.
3. Upon the application of The Hagerstown Light and Heat Company of Washington County a body corporate, it is ordered this 15th day of April 1930, by the County Commissioners for Washington County, that the said Company, its successor and assigns, be, and it is hereby granted the right to lay, maintain, repair, replace, operate, use and finally remove conductors or pipe lines in, over, under, through, along and across the public roads, streets, sidewalks, highways, and bridges of Washington County, and of the unincorporated towns and villages therein, as they now exist or may hereafter be located, for the purpose of transmitting, distributing and/or selling of natural gas and/or artificial gas within and/or through the said county.
4. §166, Art. 23 of the Annotated Code of Maryland (1966 Replacement Volume).

HAGERSTOWN GAS COMPANYEXHIBIT F

<u>Date</u>	<u>Name</u>	<u>Deed Book Reference</u>
Dec. 27, 1945	Edyth K. McNamee and Charles W. McNamee, her husband, Janice E. Jones and Dewey L. Jones, her husband and B. Irene Hook and Carl B. Hook, her husband	Plat Record Folio 229A
Oct. 27, 1949	Stanley W. Hartle and Eleanor E. Hartle, his wife	Liber No. 254 Folio 99
July 27, 1960	Agnita M. Stine, widow	Liber No. 359 Folio 526
July 7, 1960	Agnita M. Stine, widow and Brosius Development Corp.	Liber No. 359 Folio 529
June 13, 1960	Paul Harrison and Anne C. Harrison, his wife	Liber No. 359 Folio 533
Mar. 6, 1962	City of Hagerstown	Liber No. 377 Folio 620
Nov. 1, 1962	Agricultural & Mechanical Association of Washington Co., Maryland	Liber No. 386 Folio 776
Dec. 11, 1962	City of Hagerstown	Liber No. 388 Folio 183
Nov. 6, 1962	Enal Construction Co. a partnership composed of Allan V. Rose and Arthur G. Cohen the Grantor	Liber No. 388 Folio 690
Feb. 14, 1963	Luther J. Petre and Mildred R. Petre, his wife and Forest Hills Development Corp.	Liber No. 390 Folio 341
June 12, 1967	Stewart Bainum and David W. Moore, partners trading as Hagerstown Apartments Partnership	Liber No. 456 Folio 170
May 31, 1952	Supplee-Willis-Jones Milk Co. (Now Sealtest Foods Division)	Covering a right-of-way for certain pipe lines set forth in an agreement between The Pennsylvania R. R. Co. and Hagerstown Gas Co. July 27, 1950

HAGERSTOWN GAS COMPANYEXHIBIT F

<u>Date</u>	<u>Name</u>	<u>Deed Book Reference</u>
July 14, 1961	Mack Trucks Realty Corporation	Liber 370 Folio 128

HAGERSTOWN GAS COMPANYEXHIBIT GItem

1. Model 800V Direct Fired Vaporizer - Algs.
2. Cutler-Hammer Recording Calorimeter
3. 30 Horse Power McKee Supermatic Scotch Steam Boiler
4. Telemetering Equipment
5. Addressograph Equipment
6. National Accounting Machine
7. (2) National Billing Machines
8. (2) 1½ Ton Trucks
9. (1) Dump Truck
10. (10) ½ Ton Pick-Up Trucks
11. (4) Passenger Cars
12. (13) Mobile Radios - (1) Base Station
13. (2) Ingersoll-Rand - Air Compressors
14. (1) John Derr Tractor & Mower
15. (1) Ben Brown Trencher Equipment
16. (1) Case Backhoe and Loader
17. (1) Power Operated Drilling Machine with Stand.
18. (1) Air Motor with Holder
19. (1) Double Faced Plastic Neon Sign

NOTE: Refer to exhibit C showing detail of  
First Mortgage Sinking Fund Indentures.

Items having a present book value  
of less than \$1,000.00 not included  
in the above.

EXHIBIT A 9-14-67

HAGERSTOWN GAS COMPANY, INC.

<u>COVERAGE &amp; POLICY NO.</u>	<u>POLICY TERM</u>	<u>CARRIER</u>	<u>DEPOSIT PREMIUM</u> (one year)	<u>LIMITS</u>
1. Workmen's Compensation UB 2666539	3/1/65-68	Travelers	\$ 2,086.00	Statutory
2. Comprehensive Liability MSL 6651364	10/1/66-69	Travelers	4,115.23	BI 25/50/100 PD 25/100
3. 1st Excess - Umbrella RDU 99 77 901	10/1/64-67	Continental Casualty	5,600.00	\$1,000,000
4. 2nd Excess 564/537229	3/1/67-70	London	1,000.00 30.00 Tax	\$1,000,000
5. 3rd Excess M 6990-0001	10/21/64 to 11/1/67	American Reinsurance	900.00	\$1,000,000
6. Boiler & Machinery BMA 23 37 008	2/24/65-68	Travelers	302.00 -3 yr. adv.	100,000 Direct Damage None Use & Occupancy
7. Fire, ECE, & VDM 58-71-00 Coverage A, B, C. Location: 703 Park Lane Hagerstown 1 South Potomac St. Hagerstown	7/1/67-70	American National	1,184.00 3 yr. adv.	252,000 90% coinsurance
8. Fire, ECE, & VDM HO 9-37-75 Telemetering Station 204 N. Main Street	12/2/65-68	Great American	15.00 3 yr. adv.	5,000 80% coinsurance

HAGERSTOWN GAS COMPANY, INC. COVERAGE WITH CHESAPEAKE UTILITIES, INC.

<u>COVERAGE &amp; POLICY NO.</u>	<u>POLICY TERM</u>	<u>CARRIER</u>	<u>DEPOSIT PREMIUM (one year)</u>	<u>LIMITS</u>
1. Blanket Crims BC 11 25 807	9/26/64-67	Travelers		\$200,000
2. Marcentile Open Stock CS 2044998	9/26/64 to 10/1/67	Travelers		2,000
Location: 1 South Potomac Street - Hagerstown				
3. Extra Expense A&A B109-65	3/1/65-68	4 Companies	\$ 135.40	12,500
4. Use & Occupancy A&A B 187-65	3/1/65-68	4 Companies	195.00	3,750/day
				90,000 aggregate/ occurrence

We certify this to be a true summary of the insurance coverages in effect through this Company as of this date.

*John P. ...*

ALEXANDER & ALEXANDER, INC.  
9-14-67

*EXHIBIT I*

P. S. C. Md. No. 11  
Canceling  
P. S. C. Md. No. 10

# HAGERSTOWN GAS COMPANY

HAGERSTOWN, MARYLAND

RULES AND REGULATIONS  
GOVERNING THE DISTRIBUTION  
AND SALE OF GAS  
OF  
HAGERSTOWN GAS COMPANY  
IN  
WASHINGTON COUNTY, MARYLAND

Issued by: E. C. Burton, Vice President  
Issued on: April 10, 1959

Effective: May 11, 1959

P. S. C. Md. No. 11  
Hagerstown Gas Company  
Hagerstown, Maryland

Original Sheet No. 1

## 1. The Gas Tariff

### 1.1 FILING AND POSTING.

A copy of this Tariff, which is the rates, rules and regulations under which gas service will be supplied by Hagerstown Gas Company to its Customers, is on file with the Public Service Commission of Maryland, and is posted and open for inspection at the offices of the Company. The Tariff is supplementary to the "Regulations Governing Service Supplied by Gas Corporations" of that Commission.

### 1.2 REVISIONS.

This Tariff may be revised, amended, supplemented and otherwise changed from time to time in accordance with the Public Service Commission Law of Maryland, and such changes, when effective, shall have the same force and effect as the present Tariff.

### 1.3 APPLICATION OF TARIFF.

The Tariff provisions apply to any party or parties lawfully receiving gas service from the Company, or to its successors and assigns, under the rates set forth therein, and the receipt of gas shall constitute the receiver a Customer of the Company as the term is used herein.

### 1.4 RULES AND REGULATIONS.

The Rules and Regulations, filed as a part of this Tariff, are a part of every contract or agreement for service, whether written, oral or implied, made by the Company, and govern all classes of service where applicable. Subject to the approval of the Commission, the Company shall have the right to interpret and determine the applicability of such rules and regulations.

### 1.5 STATEMENT OF AGENTS.

No agent or employee of the Company has authority to make any promise, agreement or representation inconsistent with the provisions of this Tariff.

## 2. Service Limitations

### 2.1 AVAILABILITY.

The use of the Company's service shall not be for any purpose other than that covered by the availability provisions of the rate under which service is supplied.

### 2.2 BY CLASSES OF CUSTOMERS.

The Company may in order to conserve the supply of gas for preferred customers where the elements of human welfare, safety and prevention of sickness predominate, curtail or discontinue service, first to those customers using gas for industrial purposes or for generation of power; second, to those customers classed as Commercial or Public and using gas in Schools, Churches, Hotels, Stores and all types of commercial establishments, as set out elsewhere in this Tariff under "Meter Service Classifications and Priority of Service Thereto".

### 2.3 ADDITIONAL SPACE HEATING LOADS.

In order to assist the Company in forecasting future peak demands for its service and in order to afford a basis of priority in supplying additional space heating loads to existing, new or prospective premises in periods of stringency of gas supply, the Company will maintain a Register of New Space Heating Loads applied for, but not already being served by the Company on the effective date hereof.

The Company will not supply gas for any equipment designed to furnish the principal source of space heating for any premises unless application for such heating load was registered with the Company prior to the connection of such equipment, and written approval thereof was given by the Company.

In anticipation of periods of stringency of gas supply, the Company reserves the right to defer the supplying of gas for new space heating loads in such manner as to cause the least hardship to present or prospective customers, taking into consideration the volume of natural gas available and the capacities of local mains and facilities.

The priority in which additional space heating loads will be accepted, where such load will constitute the principal source of space heating for the premises, is:

- (1) Medical hardship cases, supported by filing of satisfactory evidence.
- (2) Newly constructed premises with heating equipment designed exclusively for gas fuel.
- (3) Occupied or previously occupied premises where gas is being substituted as principal space heating fuel in heating equipment designed exclusively for gas fuel.

When anticipated gas supplies are not sufficient to service all new heating loads applied for in one of the above categories, priority will be given in the order in which application thereof was registered with the Company, provided the new equipment is connected within a reasonable time after notice from the Company that it may be served.

When the evidence available to the Company reasonably indicated that a customer has hereafter connected additional principal heating equipment without registering same or in violation of the Company's notice that it may not be connected, the Company will discontinue all service to such customer, upon ten days' written notice, until such additional principal heating equipment has been disconnected.

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**2.4 BOILER FUEL.**

The Company will not supply gas to any customer to be used as boiler fuel in an amount exceeding two thousand (2,000) Mcf per day.

**3. Application for Service****3.1 APPLICATION.**

Applications for gas service may be made through the local office of the Company or authorized agent, by letter, phone or personal contact.

**3.2 RIGHT TO REJECT.**

The Company may place limitations on the amount or character of service it will supply, or may reject applications for any of the following reasons:

- (a) Until the Customer has complied with the state and municipal regulations governing gas service.
- (b) If the Company does not have adequate facilities to render the service desired.
- (c) If such service is of a character that it is likely to affect unfavorably service to other Customers.
- (d) If in the judgment of the Company, the applicant's installation of piping or gas equipment is hazardous, or of such a character that satisfactory service cannot be rendered.
- (e) If an extension of street main, except as set forth under Rule 8—Extensions, is required to furnish such service.
- (f) When it is necessary to conserve the supply of gas (See Service Limitations—2.2 By Classes of Customers and 2.3 Additional Space Heating Loads.)
- (g) Customer's failure to provide a deposit to insure payment of bills, where requested by the Company under the provisions of Section 6.2.
- (h) Customer's failure to make such payment as may be required under Section 8 as a condition of extension of supply facilities.

**3.3 ACCEPTANCE.**

Acceptance of service by the Customer shall constitute an agreement to accept service under these Rules and Regulations, as amended from time to time, the Orders or Rules of the Public Service Commission of Maryland, the Laws of the State of Maryland, and the Laws of the United States of America.

**3.4 UNAUTHORIZED USE.**

The use of service obtained from the Company without authority may be terminated by the Company without notice. The use of service without notifying the Company and enabling it to read its meter, will render the user liable for any amount due for service supplied to the premises from the time of the last reading of the meter, immediately preceding his occupancy, as shown by the books of the Company.

**4. Customer's Installations****4.1 INFORMATION FROM CUSTOMER.**

Anyone desiring to equip his premises for the use of gas, shall communicate with the Company personally, or through his contractor or agent, giving the exact location of the premises and details of all gas consuming equipment to be installed.

**4.2 POINT OF CONNECTION.**

The Company will designate the point where the Customer would be required to terminate his piping for connection to the lines of the Company. The furnishing of such information does not constitute an agreement, or obligation, on the part of the Company to render service.

**4.3 METER SPACE.**

The Customer shall provide, free of expense to the Company, a space satisfactory to the Company for meters, regulators or other equipment of the Company which may be necessary for the rendering of adequate service, the Company reserving the right to establish standards as to the location, size, fire-proofing, ventilating, etc., of such space in accordance with pressure conditions, volumes and other pertinent factors. In certain buildings the Company may require that an approved meter room be provided.

**4.4 METER LOCATION.**

The Company shall have the right to determine the location of its meters, which must be placed where they will be easy accessible, and the Customer or Owner of building shall provide and at all times maintain free of expense to this Company proper space for this Company's meters. Likewise, the Customer is warned not to permit materials or any character to be piled up or heaped around the meter location. The Customer shall reimburse this Company for the loss of, or any damage to its meters and meter connections, or other property of the Company while located on the Customer's premises, arising out of or caused by Customer's negligence, carelessness, or that of his servants, agents, employees, members of his household, or any person upon his premises under or by authority of his consent or sufferance.

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P. S. C. Md. No. 11  
Hagerstown Gas Company  
Hagerstown, Maryland

Original Sheet No. 3

#### 4.5 METER CONNECTIONS.

This Company will own, furnish and maintain the meter and meter connection required to measure the gas supplied to Customer, and will supply gas only through a meter furnished and owned by it. This Company must be notified when Customer desires to have meter installed, changed or removed.

#### 4.6 TEMPORARY SERVICE.

The Customer shall pay the cost for all material, labor and all other necessary expense incurred by the Company in supplying gas service to the Customer for any temporary purpose or use, and shall pay the cost of removing material after service is discontinued, in addition to the regular payments for gas used. The Company will credit the Customer with the reasonable salvage value of any material recovered.

#### 4.7 SERVICE LINES.

The Company will install at its expense, the service line to the point of connection designated by the Company. (See 8.1 Service Connections).

#### 4.8 ADDITIONAL SERVICE LINES.

No additional tap or service lines shall be made or meter set for gas service to a garage, or other building on any lot where there already exists a service line to the residence or main building of the Customer.

#### 4.9 HOUSE PIPING.

Prior to the installation of house piping by the Customer in new or altered premises, inquiry should be made of the Company to determine the requirements, sizes of pipe, quality and other specifications.

Customer's installation shall be installed at the Customer's expense and should be maintained by Customer in a thoroughly safe and efficient manner.

#### 4.10 MAINTENANCE OF LINES.

The Company will maintain at its expense, the Service line to the point of connection designated by the Company. (See 8.1 Service Connections).

#### 4.11 INTERFERENCE WITH FACILITIES.

The Customer shall not open, tamper or interfere with, in any manner, his service line or house piping, or with any regulator or regulators or safety appliances installed in connection with service to him, irrespective of ownership thereof.

#### 4.12 RESPONSIBILITY OF CUSTOMER.

This Company's ownership and responsibility terminates at the meter outlet. Customer is warned of the risk of damage to property and the possibility of fire or personal injury resulting from improper house piping and manner of attachment or use and maintenance of gas appliances, fixtures, and apparatus, and is advised to permit no one except experienced and capable fitters to install or to make any change, alteration, addition or repair to any part of Customer's installation. This Company will not be liable for any injury or damage caused by reason of defects in any portion thereof.

### 5. Testing and Inspecting Customer's Services

#### 5.1 REQUIREMENT.

Prior to the introduction of gas service, service line and house piping of the Customer must be tested and inspected in accordance with Company rules.

#### 5.2 APPLICATION FOR TESTS AND INSPECTION.

Application through the Company's office for test and inspection of service lines or house piping must be made by the owner of the premises or his authorized agent, setting forth when and where the inspection is desired.

#### 5.3 INSPECTION AND TESTING OF SERVICE LINE OR HOUSE PIPING.

All service lines and house piping and any alterations, additions or renewals thereof, are to be sight inspected by a Company representative and subjected to an air or gas pressure test, before service is commenced, or in case of alterations, additions or renewals, before service is resumed to the Customer.

#### 5.4 RESPONSIBILITY FOR MATERIAL OR WORKMANSHIP.

The Company will not be responsible for any imperfect material or defective or faulty workmanship or for any loss or damage arising from such imperfect material or defective or faulty workmanship, in any job of gas fitting inspected by its inspectors, but for protection, adequacy and safety of service to its Customers, has adopted these rules and regulations, and may refuse to turn gas into any premises where the gas piping does not conform to the rules and regulations.

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## 6. Credit

### 6.1 PRIOR DEBTS.

Service will not be furnished to a former Customer until amounts due for gas service at a previous location have been satisfied.

### 6.2 DEPOSITS.

Deposits may be required from Customers taking service for a period of less than thirty days, in an amount equal to the estimated gross bill for such temporary period. Deposits may be required from all other Customers, provided that in no instance may deposits be required in excess of the estimated gross bill for any single billing period plus one month (the maximum period not to exceed sixty days), with a minimum of \$5.00. Any Customer having secured the return of a deposit, shall not be required to make a new deposit unless the service has been discontinued and the Customer's credit standing impaired through failure to comply with tariff provisions.

### 6.3 PAYMENTS OF DEPOSITS.

When a deposit of less than \$25.00 is required from a Customer, such amount is due and payable at the Company office before the commencement of service. When a deposit amounts to \$25.00 or more the Customer may, after arrangements have been made with the Company, pay such deposit in installments over a period of six weeks.

### 6.4 INTEREST ON DEPOSITS.

The Company will pay interest on all cash deposits at the rate of five percent (5%) per annum if depositor shall be a Customer for at least twelve months, but interest shall cease to accrue and the deposit and interest thereon shall be due and payable to depositor when service is discontinued and will be refunded upon payment of a depositor's indebtedness to this Company and surrender of receipt deposit at this Company's office.

## 7. Point of Delivery of Gas to Customer

### 7.1 POINT OF DELIVERY.

In all cases, the point of delivery of gas to a Customer shall be at the inlet side of the meter connection at which point title to the gas shall pass to the Customer.

## 8. Extensions

### 8.1 SERVICE CONNECTIONS.

The Company will install at its expense, the service line from its main to the meter location. However, where a service pipe longer than seventy-five (75) feet in length, measured from the curb line if established, otherwise from an equivalent line is required, the Customer may be required to pay for the entire cost of such excess length over seventy-five (75) feet on a cost basis.

### 8.2 OBLIGATION TO EXTEND.

The Company will make extensions to existing mains of one hundred (100) feet per Customer without charge. Extensions beyond one hundred (100) feet to existing mains, or extensions to new developments are limited to the extent of new investment warranted by the anticipated revenues. The Company will make extensions beyond one hundred (100) feet on a cost basis. (See Rules 8.3 and 8.4)

### 8.3 SPECIAL EXTENSIONS.

Where the business in prospect does not warrant the expenditure required to serve it, the Company will determine, from the circumstances of each case, what guarantees of revenue, or what financing, shall be required of the applicant.

### 8.4 EXTENSION REFUND.

The Company may provide, in a written agreement with the applicant, for refunds of all, or part, of the monies advanced by an applicant in connection with an extension. Refunds to the applicant shall extend over a term of years upon such basis or conditions as may be mutually agreeable to the Company and the applicant, and specified in the written agreement.

### 8.5 OWNERSHIP AND MAINTENANCE.

The Company shall own, maintain and renew, when necessary, its main extension, service line between its main and the inlet side of meter connection.

### 8.6 INTERFERENCE WITH FACILITIES.

The Company's main, service line, service cock and curb box shall not be opened, tampered or interfered with at any time.

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P. S. C. Md. No. 11  
Hagerstown Gas Company  
Hagerstown, Maryland

Original Sheet No. 5

## 9. Rights of Way

### 9.1 TERM AND RENTALS.

When, to serve a Customer, it is necessary to extend the Company's facilities over the property of another, the Customer shall accept service for such term as is provided in the permit or agreement covering the location and maintenance of such facilities, and the Customer may be required to reimburse the Company for any and all special, or rental, charges that may be made for such rights by said permit or agreement.

### 9.2 PROCUREMENT BY CUSTOMER.

Customers applying for the construction of an extension may be required to secure to, and for, the Company, all necessary and convenient rights-of-way and to pay the costs incident thereto.

### 9.3 DELAYS.

Applications for service from an extension to be constructed where a right-of-way is not owned by the Company, will only be accepted subject to delays incident to obtaining a satisfactory right-of-way.

## 10. Introduction of Service

### 10.1 CUSTOMER TO SPECIFY TIME WHEN SERVICE IS CONNECTED.

As a safety precaution, the Customer, or an adult representative of the Customer, shall specify the time when gas service is to be turned on, and the Company will not turn on such service unless said Customer or adult representative so directs.

## 11. Company Equipment on Customer's Premises

### 11.1 MAINTENANCE.

The Company shall keep in repair and maintain its own property installed on the premises of the Customer.

### 11.2 PROTECTION BY CUSTOMER.

The Customer shall protect the equipment of the Company on his premises, and shall not permit any person, except a Company employee having proper Company identification, to break any seals upon, or do any work on, any meter, service pipe or other equipment of the Company located on the Customer's premises.

### 11.3 TAMPERING.

In the event of the Company's meters or other property being tampered or interfered with, the Customer being supplied through such equipment shall pay the amount which may be reasonable estimated to be due for service used but not registered on the Company's meter, and for any repairs, replacements or changes in facilities required, as well as for costs of inspections, investigations and protective installations.

### 11.4 ACCESS TO PREMISES.

The Company, or its authorized agents, shall have access at all reasonable times to the property or premises in or on which gas is used, to determine if the gas is being carried, distributed and burned in a proper and safe manner and in accordance with these Rules and Regulations, or to read, inspect and test the meter or house lines and other appliances, equipment or facilities. Refusal on the part of the Customer to allow access to his premises shall constitute sufficient cause for turning off the gas supply to such premises.

## 12. Selection of Rate Schedule

### 12.1 CHOICE OF RATE AND COMPANY ASSISTANCE.

Where optional rate schedules are available for the same class of service, the Customer shall designate the schedule he desires. Where selection of the most favorable schedule is difficult to pre-determine, the Company will, at the request of the Customer, assist the Customer in the choice of the schedule most advantageous to the Customer. The Customer will be given reasonable opportunity to change to another schedule, but the Company shall not be required to make refunds for any previous billing under any schedule prior to the time of receipt of a written request from the Customer for a change to another schedule.

## 13. Service Continuity

### 13.1 REGULARITY OF SUPPLY.

The Company will use reasonable diligence to provide a continuous, regular and uninterrupted supply of service; but does not guarantee a constant supply and should the supply be interrupted by the Company for the reasons set forth in Section 2, entitled "Service Limitations" or for the purpose of making repairs, changes, or improvements, in any part of its system for the general good of the service or the safety of the public, or should the supply of service be interrupted, or fail, by reason of accident, strike, legal process, State or municipal interference, lack of sufficient gas supply, or any cause whatsoever, beyond its control, the Company shall not be liable for damages, direct or consequential, resulting from such interruption or failure.

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**13.2 NOTICE OF TROUBLE.**

The Customer shall notify the Company, immediately, should the service be unsatisfactory for any reason, or should there be any defects, leaks, trouble, or accident, affecting the supply of gas.

**14. Customer's Use of Service****14.1 PRECAUTIONS TO BE TAKEN BY CUSTOMER.**

A Customer shall take due care to prevent any waste of gas. The responsibility of detection of defects and leaks on the Customer's premises and in the service line, is upon the Customer; defects among other things, shall mean failure or deficiency of gas, irregular supply, leakage and excessive pressure. In case of detection of a leak within his premises, the Customer shall immediately shut off the gas at the meter, extinguish all flames, or fires within the premises, open all doors and windows to permit the escape of gas, and at once notify the Company by telephone or messenger, so that the conditions existing may receive prompt and proper attention. When gas has been shut off because of leak in house lines or fixtures or other hazardous conditions of service, it shall not be turned on again until such leak or other hazardous conditions have been repaired and made safe either by a competent plumber or gas-fitter. In the event of failure or deficiency of gas or excessive pressure, the Customer shall shut off gas at meter, notify Company and be governed by instructions or assistance received from the Company.

**14.2 SALE OF GAS BY CUSTOMER.**

The Customer shall not sell gas purchased by him from the Company to other occupants of the premises or to other premises without the written permission of the Company.

**14.3 SERVICE TO CUSTOMERS APPLIANCES.**

The Company will render the following service without charge. Gas and air adjustments, including pilot light adjustments, on all appliances. Adjustment of Customer's service regulator. Thermostat adjustment on all appliances except space heating appliances. The foregoing services shall be limited to the Company's regularly scheduled working hours.

**14.4 FLUCTUATIONS.**

Gas Service must not be used in such a manner as to cause unusual fluctuations or disturbances in the Company's supply system, and in the case of a violation of this rule, the Company may discontinue service, or require the Customer to modify his installation and/or equip it with approved controlling devices.

**14.5 LIABILITY FOR DAMAGES.**

The Company shall not be liable for any injury to persons or damage to property arising or accruing in any manner whatsoever from the use of gas.

**15. Measurement****15.1 DEFINITION OF A CUBIC FOOT.****(A) Low Pressure Sales:**

For sales from standard or low pressure distribution pipe lines, or where a displacement type meter not equipped with pressure gauges, or for which pressures are not recorded or taken, or not having incorporated into it devices to correct to a standard pressure or temperature base, is used, a cubic foot of gas shall be that amount of gas which occupies a volume of one cubic foot at the time metered and under the conditions existing at the Customer's meter.

**(B) Other Than Low Pressure Sales as Under (A) above:**

For sales at high or intermediate pressures or where an orifice type meter is used, or a displacement type meter, with pressure, volume or time devices, or for which pressures are recorded or taken, or having incorporated into it, devices to correct to a standard pressure or temperature base, is used, a cubic foot of gas shall be that amount of gas which occupies one cubic foot at an absolute pressure of 14.73 lbs. per square inch and a temperature of 60° Fahrenheit. To determine the volume of gas delivered, required factors such as pressure, flowing temperature, specific gravity and deviations from Boyle's Law shall be applied. The average absolute atmospheric pressure (barometric pressure) shall be assumed to be 14.4 lbs. per square inch, irrespective of actual elevation or location of the delivery point above sea level or variations in actual barometric pressure from time to time. The temperature of the gas flowing through the meter or meters shall be the arithmetic average of the temperature record; or read from established tables of monthly averages for the location involved. The gas shall be measured in accordance with methods in use in the industry generally and recommended by the Gas Measurement Committee of the Natural Gas Department of the American Gas Association, applied in a practical manner.

**15.2 MEASUREMENT OF GAS.**

Except as herein otherwise provided, the measurement of gas service shall be by meters furnished and installed by the Company. The Company will furnish each Customer with a meter of such size and type as the Company may determine will adequately serve the Customer's service requirements, and may from time to time, change or alter the equipment to provide for accurate measurement.

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P. S. C. Md. No. 11  
Hagerstown Gas Company  
Hagerstown, Maryland

Original Sheet No. 7

#### 15.3 METERS NOT AVAILABLE.

In cases where meters are not available due to circumstances beyond the control of the Company, and the necessity for rendering gas service to the Customer is urgent, the Company may, after proper authorization by the Commission and by written agreement with the Customer, commence service and render bills temporarily on the basis of estimated gas consumption.

#### 15.4 METER READING INTERVALS.

The Company will endeavor to make its regular meter reading, as nearly as reasonable possible, at scheduled monthly intervals.

#### 15.5 ESTIMATED USAGE.

The Company may render estimated bills when (1) no meter is installed, as provided above, or (2) when a meter is installed but the scheduled meter reading cannot be obtained due to the inability of the Company's agent or representative to gain access to the meter location at the time scheduled, or (3) in case any meter or measuring device for any reason fails to register for any period of time the full consumption by a Customer, (See Meter Tests—16.2 Non-Registering Meters), or (4) the Company is unable to obtain a meter reading for causes beyond its control.

Estimated readings shall be based upon prior consumption at the particular location for a similar period of time corrected for current conditions. The Customer shall be obligated to pay the bill based on the estimated consumption as though the same was based on an actual meter reading, and failure to so pay shall subject the Customer and his service to the penalties herein provided. Bills based on estimated readings shall be subject to adjustment for any unusual circumstances found to have affected the quantity of gas used, or for obvious errors in estimates, which adjustments shall be made not later than on the next subsequent bill rendered the Customer.

In those instances where the Company's agent or representative is unable to gain access to the Customer's premises, during the regular scheduled working hours, to obtain a meter reading, the number of estimated readings shall be limited to three consecutive months, and the Customer's service, thereafter, is subject to discontinuance (See Disconnection by the Company—18.2 Shut-off for Cause).

### 16. Meter Tests

#### 16.1 METER TESTS.

The Company, at its expense, will make periodic tests and inspections of its meters, pursuant to Rule 6.04 of Regulations Governing Service Supplied by Gas Corporations of the Public Service Commission of Maryland.

#### 16.2 NON-REGISTERING METERS.

Whenever a meter is found to be stopped, the Company may estimate, and bill the Customer, as provided in "15.5 Estimated Usage", of these Rules and Regulations. Except in the case of tampering, theft, or unauthorized use, the estimate shall cover a period of not more than six months.

#### 16.3 REQUEST TESTS.

The Customer shall have the right to request the testing of his meter and the Company will, upon written application, have the same removed, sealed and tested in accordance with Rule 6.05 of Regulations Governing Service Supplied by Gas Corporations of the Public Service Commission of Maryland, subject, however, to the Customer depositing with the Company the sum of money required by such rule to cover the expense of the test. If such meter, when tested, registers on an average between 2% fast and 2% slow, the meter shall be treated for all purposes hereof as registering correctly, and said sum of money required to be deposited with the Company by the Customer shall be forfeited to the Company to cover the cost of such test. If such test shall show such meter to be incorrect beyond the above referred to allowable variation, then the Company shall return such deposit, and make necessary adjustments in the billing for gas service as provided herein.

### 17. Payment Terms

#### 17.1 BILLING PERIOD.

Bills for gas service to all Customers will be rendered monthly for service furnished during the preceding meter reading period at the rates set forth from time to time in the Company's then effective tariff on file with the Public Service Commission of Maryland.

#### 17.2 NET PAYMENT PERIOD.

Bills are due upon presentation. The net rates are contingent upon prompt payment. The final date for payment of the net amount will not fall on Sunday or holiday, and will be due within 15 days of their date of presentation. Failure to receive the bill will not excuse Customer from payment obligations, and payments must be made without regard to any counter claims whatsoever.

#### 17.3 GROSS PAYMENT.

The gross amount stipulated on the bill becomes due on the expiration of the net payment period. The Customer will receive due written notice after the bill becomes due in the gross amount, setting forth the date service will be discontinued, unless payment is received at the office of the Company prior to that date, which date shall not be less than five days from the date of mailing such notice.

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**17.4 PAYMENT BY MAIL.**

Any remittance received by mail at any office of the Company, bearing U. S. Post Office stamp date corresponding with or previous to the last date of discount or net payment, will be accepted by the Company as within the discount or net payment period.

**17.5 DISPUTED BILLS.**

In the event of a dispute between the Customer and the Company respecting any bill, the Company will forthwith make such investigation as may be required by the particular case and report the result thereof to the Customer. When the Company has made such a report to the Customer, either, (1) sustaining the bill as rendered, or, (2) submitting a corrected bill, the date of the bill for purposes of payment shall be considered to be as of the date of said report, and the Customer shall pay the amount due within the time provided in these rules and regulations, and failure to so pay shall render the Customer and his service liable to the penalties herein provided, except, that whenever a customer has been billed incorrectly, as a result of incorrect reading of meters, incorrect application of rate schedule, or other similar reason, any undercharge billed to the Customer covering the period preceding the three months prior to the discovery of the error shall be subject to service denial for non-payment only after authorization by the Public Service Commission of Maryland. Any amounts received by the Company in excess of the amount disclosed to be due by the Company's investigation of the dispute shall be forthwith returned to the Customer if the error arose from any cause other than the incorrect estimating of a Customer's consumption for the period in dispute. Errors arising through the incorrect estimating of a Customer's consumption shall be adjusted in accordance with the provisions of rule 15.5 of these Rules and Regulations.

**18. Disconnection By the Company****18.1 NON-PAYMENT SHUT-OFF.**

The Company may disconnect its service on due notice and remove its equipment in case of non-payment of bill at the present or a former location. (See Payment Terms—17.3 Gross Payments)

**18.2 SHUT-OFF FOR CAUSE.**

The Company may disconnect on reasonable notice if entry to its meter or meters is refused, or if access there-to is obstructed or hazardous, or for other violation of these rules and regulations.

**18.3 SAFETY SHUT-OFF.**

The Company may disconnect without notice if the Customer's installation has become hazardous or defective.

**18.4 DEFECTIVE EQUIPMENT SHUT-OFF.**

The Company may disconnect without notice if the Customer's equipment or use thereof might injuriously affect the equipment of the Company, or the Company's service to other Customers.

**18.5 SHUT-OFF FOR OTHER CAUSES.**

The Company may disconnect without notice for abuse, fraud, or tampering with the connections, meters or other equipment of the Company.

**18.6 RECONNECTION CHARGE.**

Whenever a Customer's gas shall be turned off or his meter disconnected by reason of non-compliance with these Rules and Regulations or the Rules, Regulations or Orders of the Public Service Commission of Maryland, a reconnection charge of Two Dollars (\$2.00) must be paid at the Company's office before the gas will be turned on again.

**18.7 NON-COMPLIANCE BY COMPANY.**

Failure on part of the Company to enforce any of its rights at any time shall not be deemed a waiver of any of its rights.

**19. Termination of Service****19.1 TERMINATION BY COMPANY**

The Company obligation to serve a particular premise shall, at the option of the Company cease and terminate (1) in case the property served is vacated or a change of occupancy occurs; (2) in case of an assignment or the act of bankruptcy of the Customer; (3) in case of the illegal use of gas.

**19.2 TERMINATION BY CUSTOMER.**

A Customer who intends to vacate the premises, discontinue the use of gas, or terminate his liability to pay for gas delivered to the premises, shall give at least twenty-four (24) hours' notice to the Company. The Company shall read the meter within 24 hours after receipt of termination notice from the Customer. If such notice is not given, the Customer shall be liable for gas registered by the meter until the meter is read by the Company.

**19.3 FINAL BILL.**

The Customer is liable for service taken after notice to terminate his service until the meter is read and gas shut off. The final bill for service is then due and payable immediately.

Issued by: E. C. Burton, Vice President

Effective: May 11, 1959

Issued on: April 10, 1959

Supplement No. 17  
 To P. S. C. Md. No. 11  
 Hagerstown Gas Company  
 Hagerstown, Maryland

Fifth Revised Sheet No. 9  
 Superseding  
 Fourth Revised Sheet No. 9

DOMESTIC SERVICE RATE  
 AND/OR  
 AUTOMATIC WATER HEATING  
 SCHEDULE G-1

AVAILABILITY:

Available to any customer using gas for domestic purposes and/or automatic water heating where gas is used exclusively for this purpose only.

RATE:

	NET
First 300 cubic feet or less per month	\$1.20
Next 4,700 cubic feet per month	.1335 per 100 cu. ft.
Over 5,000 cubic feet per month	.11 per 100 cu. ft.

PAYMENT PERIOD:

Bills are due upon presentation. The final date for payment is within fifteen (15) days of their date.

MINIMUM MONTHLY BILL:

- (1) For customers not using gas as the sole or primary source of space heat the minimum charge will be \$1.20 net per month.
- (2) For customers using gas as the sole or primary source of space heat the minimum charge will be \$1.20 net per month.

SPECIAL TERMS AND CONDITIONS OF SERVICE:

- (1) The use of this rate is subject to the standard terms and conditions of service as in effect from time to time under authority of the Public Service Commission of Maryland. It is also subject to the limitations stated under the "Availability" clause above.
- (2) Service purchased hereunder is for the use of the customer in one location only and is not to be shared or sold to others.
- (3) Above rate is subject to the Gas Purchased Adjustment for changes in cost of natural gas supplied to the Company.
- (4) Applicable to customers using gas as the sole or primary source of space heating: If service is discontinued at the request of the customer, the Company will not resume service to such customer at the same premises within twelve months, unless it shall first receive payment of the applicable minimum charge for each month of the intervening period.

Issued by: E. C. Burton, President  
 Issued on: February 1, 1965

Effective: March 1, 1965

Supplement No. 18  
 To P. S. C. Md. No. 11  
 Hagerstown Gas Company  
 Hagerstown, Maryland

Fifth Revised Sheet No. 10  
 Superseding  
 Fourth Revised Sheet No. 10

INDUSTRIAL & COMMERCIAL SERVICE  
 SCHEDULE G-2

AVAILABILITY:

Available to any customer using gas for industrial and/or commercial purposes.

RATE:

	NET
First 300 cubic feet or less per month	\$1.20
Next 4,700 cubic feet per month	.1335 per 100 cu. ft.
Next 495,000 cubic feet per month	.11 per 100 cu. ft.
Over 500,000 cubic feet per month	.10 per 100 cu. ft.

PAYMENT PERIOD:

Bills are due upon presentation. The final date for payment is within fifteen (15) days of their date.

MINIMUM MONTHLY BILL:

- (1) For customers not using gas as the sole or primary source of space heat the minimum charge will be \$1.20 net per month.
- (2) For customers using gas as the sole or primary source of space heat the minimum charge will be \$1.20 net per month.

SPECIAL TERMS AND CONDITIONS OF SERVICE:

- (1) The use of this rate is subject to the standard terms and conditions of service as in effect from time to time under authority of the Public Service Commission of Maryland. It is also subject to the limitations stated under the "Availability" clause above.
- (2) Service purchased hereunder is for the use of the Customer in one location only and is not to be shared or sold to others.
- (3) Above rate is subject to the Gas Purchased Adjustment for changes in cost of natural gas supplied to the Company.
- (4) Applicable to customers using gas as the sole or primary source of space heating: If service is discontinued at the request of the customer, the Company will not resume service to such customer at the same premises within twelve months, unless it shall first receive payment of the applicable minimum charge for each month of the intervening period.

Issued by: E. C. Burton, President  
 Issued on: February 1, 1965

Effective: March 1, 1965

Supplement No. 12  
 To P. S. C. Md. No. 11  
 Hagerstown Gas Company  
 Hagerstown, Maryland

Second Revised Sheet No. 11  
 Superseding  
 First Revised Sheet No. 11

INTERRUPTIBLE WHOLESALE SERVICE  
 SCHEDULE G-3

AVAILABILITY:

Service under this rate is available to large industrial customers under separate contract, specifying the maximum daily volume of gas to be supplied, where the Company's existing facilities are adequate to supply the service required and the customer

- (a) agrees to accept complete interruption of service upon one hour advance notice from any hour of any day, and  
 (b) has installed and maintains complete and adequate standby equipment for operation with another fuel.

RATE:

	PER THOUSAND CUBIC FEET
	NET
First 5,000 MCF per month	\$ .50
Over 5,000 MCF per month	.45

PAYMENT PERIOD:

Bills are due upon presentation. The final date for payment is within fifteen (15) days of their date.

MINIMUM MONTHLY BILL:

For each month of service	NET \$300.00
---------------------------	-----------------

SPECIAL TERMS AND CONDITIONS OF SERVICE:

- (1) The use of this rate is subject to the standard terms and conditions of service as in effect from time to time under authority of the Public Service Commission of Maryland. It is also subject to the limitations stated under the "Availability" clause above.
- (2) Service purchased hereunder is for the use of the customer in one location only and is not to be shared or sold to others.
- (3) Company will provide the essential metering equipment and not more than one hundred (100) feet of main and service line, unless the volume of gas to be supplied and the term of service, are such as to justify a larger investment in such facilities by the Company.
- (4) For any month in which service is interrupted by notice from the Company, the minimum bill shall be adjusted on a prorata basis.

Issued under special permission of the Public Service Commission of Maryland, Order No. 54969, dated July 31, 1962.

Issued by: E. C. Burton, Vice President  
 Issued on: July 27, 1962

Effective: August 1, 1962

Supplement No. 9  
To P. S. C. Md. No. 11  
Hagerstown Gas Company  
Hagerstown, Maryland

Second Revised Sheet No. 12  
Superseding  
First Revised Sheet No. 12

### GAS PURCHASED ADJUSTMENT

Rate adjustments for changes in cost of natural gas supplied to the Company.

(A) The rate for gas sold by Company to its customers with the exception of interruptible customers are subject to an adjustment for increases or decreases in the rate in effect as approved by the Federal Power Commission on the rate filed May 14, 1954, Docket No. G-2453, at which the Company purchases natural gas. The adjustment shall be determined as follows:

- (1) Gas purchased by the Company during a period of twelve calendar months ending within three months preceding the month of the effective date of the wholesale rate increase or decrease shall be priced:
  - (a) At the wholesale rate in effect as approved by the Federal Power Commission on the rate filed May 14, 1954, Docket No. G-2453.
  - (b) At the new wholesale rate to become effective.
- (2) The difference between the amounts so determined shall be divided by the number of hundreds of cubic feet sold by the Company during such twelve months period. The factor so determined to the nearest one tenth of one cent (\$.001) shall be the purchased gas adjustment factor.
- (3) The amount of each customers monthly bill, including minimum bills, designated under Section (A) shall be increased or decreased by the purchased gas adjustment factor multiplied by the number of hundreds of cubic feet in the bill.
- (4) Any increase or decrease in the charges for gas sold shall be effective on and after the first day of the calendar month following the effective date of any increase or decrease in the rate at which the Company purchases its natural gas supply.
- (5) Such purchase gas adjustment factor shall remain in effect until the next purchased gas adjustment factor becomes effective or until changed by law or by action of the Public Service Commission.

(B) If the rates for gas sold by the Company to its customers have been increased to cover an increase in the wholesale rate at which Company purchases its natural gas as provided above then in the event that such wholesale rate is found to be too high and by reason of such finding the Company receive a refund of charges paid to its supplier in respect to a prior period, the Company shall make appropriate adjustments in the amounts charged to its customers as follows:

Issued by: E. C. Burton, Vice President  
Issued on: February 27, 1962

Effective: April 2, 1962

Supplement No. 10  
To P. S. C. Md. No. 11  
Hagerstown Gas Company  
Hagerstown, Maryland

Second Revised Sheet No. 13  
Superseding  
First Revised Sheet No. 13

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GAS PURCHASED ADJUSTMENT

(Continued)

- (1) The amount of the refund received by the Company shall be divided by the number of hundreds of cubic feet sold by the Company for the period covered by the refund. The factor so determined to the nearest one tenth of one cent (\$.001) shall be the refund factor.
- (2) Each customer who purchased gas from the Company designated under Section (A) during the period covered by the refund shall receive a credit on a bill for gas service within ninety days after the receipt of the refund by the Company, such credit to be equal to the hundreds of cubic feet purchased by the customer during the period for which the refund was made multiplied by the refund factor determined as in B (1) above.

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Issued by: E. C. Burton, Vice President  
Issued on: February 27, 1962

Effective: April 2, 1962

Supplement No. 8  
 To P. S. C. Md. No. 11  
 Hagerstown Gas Company  
 Hagerstown, Maryland

First Revised Sheet No. 14  
 Superseding  
 Original Sheet No. 14

LIMITED INDUSTRIAL SERVICE  
 SCHEDULE G-4

AVAILABILITY:

Service under this rate will be available to all industrial customers, provided that the maximum gas used during the six winter billing months does not exceed the minimum total gas used in the six summer months by more than 15%. For this purpose the six winter billing months are those six ending nearest March 31, and the six summer billing months ending nearest September 30.

RATE:

	PER THOUSAND CUBIC FEET NET
First 1,000 MCF per month	\$1.00
Next 500 MCF per month	.92
Over 1,500 MCF per month	.64

PAYMENT PERIOD:

Bills are due upon presentation. The final date for payment is within fifteen (15) days of their date.

MINIMUM MONTHLY BILL:

	NET
For each month of service	\$1,000.00

CONTRACT TERM:

Standard contracts are on a yearly basis with monthly payments for service rendered.

SPECIAL TERMS AND CONDITIONS OF SERVICE:

(1) The use of this rate is subject to the standard terms and conditions of service as in effect from time to time under authority of the Public Service Commission of Maryland. It is also subject to the limitations stated under the "Availability" clause above.

(2) Service purchased hereunder is for the use of the Customer in one location only and is not to be shared or sold to others.

(3) Above rate is subject to the Gas Purchased Adjustment for changes in cost of natural gas supplied to the Company.

Issued by: E. C. Burton, Vice President

Issued on: February 27, 1962

Effective: April 2, 1962

Supplement No. 11  
 To P. S. C. Md. No. 11  
 Hagerstown Gas Company  
 Hagerstown, Maryland

Original Sheet No. 15

AIR CONDITIONING RATE  
 SCHEDULE G-5

AVAILABILITY:

Available to any customer using gas for air conditioning. Service on this rate will be available on a separate meter. Where gas is used for Air Conditioning or an All-Year heating-cooling installation, this schedule shall apply to all gas used during the billing months ending in May through November. During all other billing months, Schedule G-1 or Schedule G-2 shall apply, depending on the classification of the Customer.

RATE:

First 600 cubic feet per month  
 Next 14,400 cubic feet per month  
 Over 15,000 cubic feet per month

PER HUNDRED CUBIC FEET  
 NET  
 \$ .33  
 .08  
 .065

PAYMENT PERIOD:

Bills are due upon presentation. The final date for payment is within fifteen (15) days of their date.

MINIMUM MONTHLY BILL:

The minimum monthly bill is \$1.98 net per meter per month.

SPECIAL TERMS AND CONDITIONS OF SERVICE:

- (1) The use of this rate is subject to the standard terms and conditions of service as in effect from time to time under authority of the Public Service Commission of Maryland. It is also subject to the limitations stated under the "Availability" clause above.
- (2) Service purchased hereunder is for the use of the customer in one location only and is not to be shared or sold to others.
- (3) This rate may be subject to the Gas Purchased Adjustment for changes in cost of natural gas supplied to the Company.

Issued by: E. C. Burton, Vice President  
 Issued on: August 1, 1962

Effective: September 1, 1962

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**GAS LIGHTING SERVICE****SCHEDULE G-6****AVAILABILITY:**

This rate is available for unmetered outdoor gas lights as herein specified where Company's existing distribution mains and services are suitable to supply such service.

**RATE:**

Each 3 cu. ft./hr. or less

\$2.25 Per Month

**PAYMENT PERIOD:**

Bills are due upon presentation. The final date for payment is within fifteen (15) days of their date.

**CONTRACT TERM:**

Standard contracts are on a yearly basis with monthly payments for service rendered.

**SPECIAL TERMS AND CONDITIONS OF SERVICE:**

(1) The use of this rate is subject to the standard terms and conditions of service as in effect from time to time under authority of the Public Service Commission of Maryland. It is also subject to the limitations stated under the "Availability" clause above.

(2) The Customer shall install and own the lighting devices.

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Issued by: E. C. Burton, President

Issued on: June 15, 1966

Effective: July 18, 1966

HAGERSTOWN GAS COMPANYEXHIBIT J

<u>Date</u>	<u>Name</u>	<u>Description</u>
Nov. 7, 1967	Phillips Petroleum Co.	Propane Gas purchase contract period one (1) year from Jan. 1, 1967
Aug. 7, 1967	Henson & Son, Inc.	Installation of approximately 5,000 feet of 6" main on route 40 east
Aug. 28, 1967	Henson & Son, Inc.	Installation of approximately 3,400 feet of 8" main on Burhans Blvd.
Mar. 11, 1965	Washington County Hospital	Subscription to the Building Fund Total pledge \$2,400.00. Balance due \$1,440.00
Apr. 14, 1967	Young Men's Christian Assn.	Subscription to the Building Fund \$500.00 due

Financing Statement

Deferred Merchandise Contracts are assigned to the Hagerstown Trust Company on a monthly basis, covered by separate Demand Notes. Payments on the respective contracts are made directly to the Company with the payment of monthly gas bill. The total payments made during the month are then paid to the bank on a current monthly basis. Contracts are assigned to the bank at a rate of 5 1/2% on a monthly unpaid amount of the respective notes.

ARTICLES OF SALE

between

HAGERSTOWN GAS COMPANY

Md. corp. (Transferor)

to

COLUMBIA GAS OF MARYLAND, INC.

Del corp. (Transferee)

564

approved and received for record by the State Department of Assessments and Taxation of Maryland March 29, 1968 at 2:50 o'clock P. M. as in conformity with law and ordered recorded.

A 2683

78

Recorded in Liber 7653, folio 101, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$159.00
2.00 Certif to Land Record Office Washington Co
\$ 161.00 Total

To the clerk of the Circuit Court of Washington County

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

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

Handwritten signature of Charles A. Bartow



STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 4616

AUG 16 9 25 AM '68

LIBER FOLIO

LAND [initials] VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 58.85

St. Stamp

Received for Record Aug. 16, 1968 at 9:24 A. M. Receipt No. 61016  
WASHINGTON COUNTY TEACHERS ASSOCIATION, INC. Liber 17

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Elsie M. Horst, whose post office address is 1064 View Street, Hagerstown, Maryland, and Martha F. Seaman, whose post office address is 920 Dewey Avenue, Hagerstown, Maryland, and Frederick T. Downs, whose post office address is 31 East Potomac Street, Williamsport, 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 Association or Corporation) is

WASHINGTON COUNTY TEACHERS ASSOCIATION, INC.

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

- (a) To advance and promote the cause of public education;
- (b) To arouse public sentiment in behalf of the public schools;
- (c) To safeguard the interests of the members of the Association and to promote their general welfare; to establish and maintain high standards of efficiency; to work for, encourage and direct at all times the highest educational progress for the benefit of both the students and the community.
- (d) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner incumber or dispose of real property wherever situate.
- (e) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner incumber or dispose of any personal property used for the purposes of the Association above set forth.
- (f) To loan or advance money with or without securities,

without limitation as to amount; and to borrow or raise money for any other purposes of the Corporation.

(g) To publish information bulletins, pamphlets and other publications in connection with the purposes and aims of the Association.

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

FOURTH: The post office address of the principal office of the corporation in this State is 1064 View Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the corporation in this State is Elsie M. Horst, 1064 View Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The corporation is not authorized to issue any capital stock and shall be a non stock and a nonprofit corporation. No officer of the corporation shall draw nor receive any salary nor shall any of the funds of the Association inure to the personal or individual benefit of any of the officers or members hereof, except as may be otherwise provided in the by-laws hereof. Membership in said Association shall be as set forth in said by-laws.

SIXTH: The number of Directors of the Association shall be ten (10) 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 meeting or until their successors are duly chosen and qualified are: Elise M. Horst, Richard M. Schultz, William R. Price, Mary A. Bender, Charles V. Rowe, Jr., Mary E. Heltzel, Charles D. McElrath, Gerald W. Messenger, Martha F. Seaman, and Frederick T. Downs.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 25<sup>th</sup> day of MARCH, A. D., 1968.

Witness:

*John Meyers*  
\_\_\_\_\_

*Elsie M. Horst*  
\_\_\_\_\_  
Elsie M. Horst

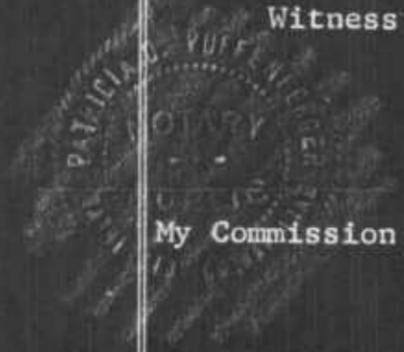
*Martha F. Seaman*  
\_\_\_\_\_  
Martha F. Seaman

*Frederick T. Downs*  
\_\_\_\_\_  
Frederick T. Downs

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

I HEREBY CERTIFY, That on this 25<sup>th</sup> day of MARCH, A.D., 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Elsie M. Horst, Martha F. Seaman and Frederick T. Downs, and severally acknowledged the foregoing Articles of Incorporation to be their act.

Witness my hand and official Notarial Seal.



*Patricia O'Connell*  
\_\_\_\_\_  
Notary Public

My Commission Expires: July 1, 1969

ARTICLES OF INCORPORATION  
OF  
WASHINGTON COUNTY TEACHERS ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 3, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 2805

Recorded in Liber 7654, 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 \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles P. Bontjes*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 6161

AUG 16 9 24 AM '68

LIBER FOLIO

LAND  *hires*  
VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 32

St. Stamp

Received for Record Aug. 16, 1968 at 9:24 A. M. Receipt No. 61016  
Liber 17

ARTICLES OF INCORPORATION  
OF  
WOOD INDUSTRIES, INC.

This Is To Certify:

FIRST: That we, the subscribers, D. Joseph Reardon, whose post office address is 2904 Weller Road, Silver Springs, Maryland; Edwin H. Smead, whose post office address is 1134 Oak Hill Avenue, Hagerstown, Maryland; and James F. Strine, 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: That the name of the corporation (which is hereinafter called the Corporation) is:

WOOD INDUSTRIES, INC.

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

(A) To engage in the business of manufacturing wood furniture of all types and kind, including home and office furniture, cabinets, etc. including their component parts and materials, of every nature and description; and generally to do and perform everything necessary for carrying out the aforesaid purposes.

(B) To operate, conduct, establish and maintain a business or businesses devoted to the sale of all types and kinds of wood furniture, including all home and office furniture, cabinets, etc. and all furnishings and accessories of every kind and nature, both wholesale and retail, and to engage in such other business in connection therewith, and in the sale of such other commodities as may be advantageous to the corporation.

(C) To buy, sell, exchange and generally deal in real estate, improved and unimproved, and buildings of every class and description; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts, to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights and property of any person, firm, association or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferrable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory or foreign country.

(D) 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 to 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 shall be located at 1134 Oak Hill Avenue, Hagerstown, Maryland; the resident agent of the Corporation is Edwin H. Smead, whose post office address is 1134 Oak Hill Avenue, Hagerstown, Washington County, Maryland, said resident agent is a Citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (100,000) shares of the par value of One (\$1.00) Dollar per share, all of which shares are common stock and having an aggregate par value of One Hundred Thousand (\$100,000) Dollars.

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are D. Joseph Reardon, Edwin H. Smead and James F. Strine.

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, whether now or hereafter authorized or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized; for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation may enter into contracts or transact business with one or more of its directors or with any firm of which one or more of its directors are members, or with any corporation or association in which one or more of its directors are stockholders, directors or officers, and such contract or transaction shall not be invalidated or in anywise affected by the fact that any such director or directors might have interests therein which are or might be adverse to the interests of this Corporation even though the vote of the director or directors having such adverse interests shall have been necessary to obligate this Corporation upon such contract or transaction; and no director or directors having such adverse interest shall be liable to this

Corporation or to any stockholder or creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such director or directors be accountable for any gains or profits realized thereon; always provided, however, that such contract or transaction shall, at the time it was entered into, have been a reasonable one to have been entered into and shall have been upon such terms that at the time were fair, and provided that the fact that such director or directors are so interested shall have been disclosed by the Board of Directors or shall have been known to a majority of the Board of Directors.

TENTH: The affirmative vote of the stockholders holding all of the issued and outstanding shares shall be necessary to constitute a quorum at any stockholders' meeting and to pass any resolution or to take any action requiring the vote of stockholders.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 2nd day of April, A.D., 1968.

WITNESS:

Mary Bishop

Mary Bishop

Mary Bishop

D. Joseph Reardon (SEAL)

Edwin H. Smead (SEAL)

James F. Strine (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 2nd day of April, A.D., 1968, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared D. Joseph Reardon, Edwin H. Smead and James F. Strine, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:  
July 1, 1969.

Mary Bishop  
Notary Public



ARTICLES OF INCORPORATION  
OF  
WOOD INDUSTRIES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 15, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 3008

Recorded in Liber 7657-28<sup>6</sup>, folio 28, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Paula Bantger*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 6701

AUG 16 9 24 AM '68

LIBER FOLIO

LAND  *Washington*  
VAUGHN J. BAKER ACT. CLERK

**PAID**

Record \$ 325

St. Stamp

Received for Record Aug. 16, 1968 at 9:24 A. M. Receipt No. 61016

## ARTICLES OF INCORPORATION

Liber 17

HAGERSTOWN AREA PROJECTS, INC.

FIRST: We, the undersigned, LEWIS O. FUNKHOUSER, whose post office address is 516 Gordon Circle, Hagerstown, Maryland; CHARLES GREEB, JR., 101 West Washington Street, Hagerstown, Maryland; and RICHARD GRUMBACHER, Earle Building, Hagerstown, Maryland, all of full legal age, do hereby associate ourselves as incorporators with the intention of forming a corporation exclusively for charitable and non-profitable purposes, no part of which is to enure to the benefit of any member, under and by virtue of the laws of the State of Maryland.

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

HAGERSTOWN AREA PROJECTS, INC.

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

- 1) To assist those disadvantaged by discriminatory practices by helping open doors of opportunity by marshaling resources of the community, financial and otherwise.
- 2) To assist worthy persons among lower and moderate income brackets to acquire ownership in respectable housing which is befitting their dignity as American citizens, regardless of race, creed or color.
- 3) To acquire real estate to develop suitable housing for rental or for resale, for the purpose of assisting the disadvantaged or underprivileged, at the lowest price or rental consistent with the financial integrity of the Corporation.
- 4) To solicit, collect, raise and disburse money for carrying out and accomplishing any and all of the within named objects and purposes of the Corporation.
- 5) To sell, issue or otherwise distribute bonds, debentures, mortgage participations, evidences of indebtedness or any other form of debt obligation.
- 6) To pay interest on any of the aforementioned forms of indebtedness, but any earnings of the Corporation over and above its

interest obligations shall be used or retained for use for the charitable and humanitarian purposes for which the Corporation is organized.

7) No income shall be payable to any officer, director, or trustee of the Corporation, but the Corporation may from time to time apply income from its operations for the purpose of defraying any administrative or out-of-pocket expenses incurred in connection with the realization of the objects of the Corporation.

8) To purchase, lease, hire or otherwise acquire, hold, own, use, develop, improve, mortgage, pledge, sell or in any manner dispose of real or personal property, tangible and intangible, both within and without the State of Maryland, and all rights and privileges therein suitable or convenient to any of the objects of the Corporation, without limits.

9) In general, to have and exercise all powers conferred by the general laws of the State of Maryland upon corporations without capital stock formed thereunder as fully and to the same extent as if each and all of said powers were enumerated and set forth at length.

10) The objects and purposes specified in the foregoing clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles 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. The foregoing enumeration 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 or object, to limit or restrict in any manner the generality of any other purpose or object, or to limit or restrict any of the powers of the Corporation. Such purposes and powers as set forth in this Article Third will, however, be those in furtherance of charitable and humanitarian purposes.

FOURTH: The post office address of the principal office of the Corporation is c/o St. Paul's Methodist Church, 129 North Potomac Street, Hagerstown, Maryland. The resident agent of the Corporation is Richard

Grumbacher, Earle Building, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall be a membership corporation and shall have no capital stock. It is not organized and shall not be conducted for profit. Membership in the Corporation shall be as provided in the By-Laws.

It is expressly declared that the purpose and essence of the Corporation is charitable and humanitarian. No dividends shall ever be declared or paid to any of its members and none of its property, real, personal or mixed, shall ever be used or expended except in carrying into effect the legitimate ends and aims of its being.

SIXTH: The number of directors of the Corporation shall be ten (10), 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 William M. Brish, Leonard W. Curlin, Lewis O. Funkhouser, Charles Greeb, Jr., Richard Grumbacher, G. Bartow Harris, Robert W. Johnson, James H. Robinson, Franklin D. Spofford, and F. Norman Van Brundt.

SEVENTH: Upon voluntary or involuntary dissolution or other termination of the Corporation's existence, the net assets of the Corporation shall not be distributed to any private individual, or corporation for profit, but shall be donated by the Board of Directors to some non-profit charitable or educational organization or organizations selected by the Board. In the event the Board fails to act or is unable to act, the net assets shall become the property of the United Fund Foundation of Washington County, Inc.

IN WITNESS WHEREOF we have signed these Articles of Incorporation this 19th day of April, 1968.

Margaret H. Shaw  
Katherine K. Huguenin  
Katherine K. Huguenin

Lewis O. Funkhouser  
Lewis O. Funkhouser  
Charles Greeb, Jr.  
Charles Greeb, Jr.  
Richard Grumbacher  
Richard Grumbacher

STATE OF MARYLAND )  
                          ) ss  
WASHINGTON COUNTY )

I HEREBY CERTIFY, that on this 19th day of April, 1968, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Lewis O. Funkhouser, Charles Greeb, Jr. and Richard Grumbacher, and they severally acknowledged the foregoing Articles of Incorporation to be their act.

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

*Chas. R. Reelmer Jr.*  
Notary Public

CHAS. R. REELMER, JR.



My Commission Expires: 7/1/69

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN AREA PROJECTS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 22 1968 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 3083

Recorded in Liber 7657, folio 438<sup>5</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles H. [Signature]*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 2026

AUG 16 9 24 AM '68

LIBER FOLIO  
LAND  incorporation  
VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 35  
St. Stamp \_\_\_\_\_

Received for Record Aug. 16, 1968 at 9:24 A. M. Receipt No. 61016

Liber 17

ARTICLES OF AMENDMENT

OF

HAGER ACCEPTANCE CORPORATION

Hager Acceptance Corporation, a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the Department of Assessments and Taxation, that:

FIRST: The charter of the Corporation is hereby amended by striking out Paragraph Second of the Articles of Incorporation and inserting in lieu thereof the following:

"SECOND: That the name of the Corporation (which is hereinafter called the Corporation) is THUMMA REALTY, INCORPORATED."

SECOND: The charter of the Corporation is hereby further amended by striking out Paragraph Fourth of the Articles of Incorporation and inserting in lieu thereof the following:

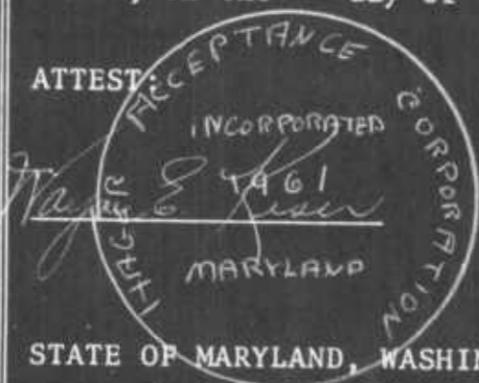
"FOURTH: The postoffice address of the principal office of the Corporation is 219 Frederick Street, Hagerstown, Maryland. The resident agent of the Corporation is Alvin F. Thumma, Jr., whose postoffice address is 2150 Fairfax Road, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein."

THIRD: The Board of Directors of the Corporation, at a meeting duly convened and held on March 18, 1968, unanimously adopted a resolution in which was set forth the foregoing Amendments to the Charter, declaring that the said Amendments of the Charter were advisable.

FOURTH: That there are no shares of the capital stock of the corporation entitled to vote on the aforesaid Amendments either outstanding or subscribed for.

IN WITNESS WHEREOF, Hager Acceptance Corporation has caused these presents to be signed in its name and on its behalf by its President, Alvin F. Thumma, Jr. and its adopted corporate seal to be hereunto affixed and attested by its Secretary, Wayne E. Kiser, on the 17<sup>th</sup> day of *March*, 1968.

ATTEST



HAGER ACCEPTANCE CORPORATION

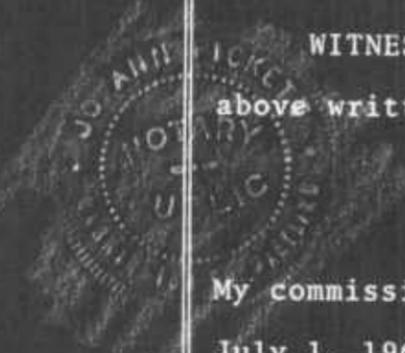
BY

*Alvin F. Thumma, Jr.*  
Alvin F. Thumma, Jr.  
President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on the 17<sup>th</sup> day of *March*, 1968, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Alvin F. Thumma, Jr., President of Hager Acceptance 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 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.



*Jo Ann Rickett*  
Notary Public

My commission expires:

July 1, 1969

ARTICLES OF AMENDMENT  
OF  
HAGER ACCEPTANCE CORPORATION  
changing its name to  
THUMMA REALTY, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 26, 1968 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 2656

Recorded in Liber 7652, folio 510<sup>3</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. Bartus*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 6466

AUG 16 9 24 AM '68

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

LAND  *Book of Deeds*  
VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 325

St. Stamp \_\_\_\_\_

Received for Record Aug. 16, 1968 at 9:24 A. M. Receipt No. 61016 Liber 17

CHURCH NURSERY SCHOOL, INC.

(Affiliated with the Washington County Council of Churches)

ARTICLES OF AMENDMENT

Church Nursery School, Inc. (Affiliated with the Washington County Council of Churches), a Maryland Corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The charter of the Corporation is hereby amended by striking out Paragraph "Seventh" of the Articles of Incorporation and inserting in lieu thereof the following:

SEVENTH: The duration of the Corporation shall be perpetual. However upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECOND: The amendment to the charter of the Corporation was made and approved unanimously by a vote of the entire board of directors at a meeting duly convened and held on March 25, 1968; and there are no shares of stock of the Corporation entitled

to vote thereon, either outstanding or subscribed for.

IN WITNESS WHEREOF, Church Nursery School, Inc. (Affiliated with the Washington County Council of Churches) 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 March, 1968.



CHURCH NURSERY SCHOOL, INC.

BY: C. Richard Masters  
C. Richard Masters, President

ATTEST:

Janet D. Coen  
Janet D. Coen, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 28th day of March, 1968, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared C. Richard Masters President of Church Nursery School, 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 Janet D. Coen and made oath in due form of law that she was secretary of the meeting of the Board of Directors of said corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said ARTICLES of Amendment are true to the best of her knowledge, information and belief.

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

Joanne Snyder  
Joanne Snyder, Notary Public

My Commission Expires: July 1, 1969



ARTICLES OF AMENDMENT  
OF  
CHURCH NURSERY SCHOOL, INC.

585

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 1, 1968 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 2761

Recorded in Liber 7654, folio 53<sup>3</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles H. Bentley*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 8706

AUG 16 9 24 AM '68

LIBER 7654 FOLIO 53

LAND  *in case of*  
VAUGHN J. BAKER ACT. CLERK

**PAID**

Record \$ 32

St. Stamp \_\_\_\_\_

Received for Record Aug. 16, 1968 at 9:25 A. M. Receipt No. 61016  
Liber 17

M. S. JOHNSTON ~~COMPANY~~, INC.

ARTICLES OF AMENDMENT

M. S. Johnston ~~Company~~, Inc., a Maryland corporation, having its principal offices at 1950 Pennsylvania Avenue, Hagerstown, Maryland, (hereinafter called Corporation) hereby certifies to the State Department of Assessments & Taxation of Maryland that:

FIRST: That Article Fifth of the Articles of Incorporation of the above corporation as amended by Articles of Amendment approved by the State Department of Assessments & Taxation February 5, 1968 authorizing the Corporation to issue 1,360 shares of preferred stock of said corporation having a par value of \$100.00 each of the aggregate par value of \$136,000.00 and 9,000 shares of common stock of said corporation having no par value per share be and the same is hereby revoked, rescinded and stricken out and the following Article be and the same is hereby adopted in lieu of and in substitution therefor:

"FIFTH : The total number of shares of stock which the corporation has authority to issue is 1,360 shares of the preferred stock of said corporation having a par value of \$100.00 each of the aggregate par value of \$136,000.00 and 9,000 shares of the common stock of said corporation having a par value of \$20.00 each of the aggregate par value of \$180,000.00."

SECOND: That the Directors of said corporation at a meeting duly convened and held on the 4<sup>th</sup> day of APRIL, A.D., 1968, adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that said amendment to the Charter was advisable and directing that such proposed amendment be submitted for action thereon at a special meeting of the Stockholders to be held in accordance with the requirements of law.

THIRD: That pursuant to the requirements of law a special meeting of Stockholders of said corporation was duly held on the 4<sup>th</sup> day of APRIL, A.D., 1968, and that all of the

Stockholders of said corporation owning and holding all of the issued and outstanding shares thereof 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, The 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 attested by its Secretary.

Attest to Corporate Seal: M.S. Johnston Company, Inc.

*Mary I. Johnston*  
Mary I. Johnston  
Secretary

By *Maurice S. Johnston*  
Maurice S. Johnston, President

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 4<sup>th</sup> day of APRIL, A.D., 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Maurice S. Johnston, President, who did make oath in due form of law that he is and was the President of the above named corporation at the special meeting of Directors alleged in the foregoing Articles of Amendment, and he was likewise Chairman of the special meeting of the Stockholders held as alleged in the foregoing Articles of Amendment, who further made oath in due form of law that the matters and facts set forth in the foregoing Articles of Amendment are true to the best of his knowledge and belief.

Witness my hand and official Notarial Seal.

*Barbara E. Myers*  
Notary Public

My Commission Expires:  
July 1, 1969

ARTICLES OF AMENDMENT  
OF  
M. S. JOHNSTON CO., INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 8, 1968 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 2879

Recorded in Liber 7655, folio 168<sup>3</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles B. Bantjes*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 168

AUG 16 9 25 AM '68

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

LAND  *Reseparation*  
VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 375

St. Sp. 117

Received for Record Aug. 16, 1968 at 9:25 A. M. Receipt No. 61016  
Liber 17

ARTICLES OF AMENDMENT  
OF  
AUTOMATED SYSTEMS CORPORATION

Automated Systems Corporation, a Maryland Corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the Department of Assessments and Taxation, that:

FIRST: The charter of the Corporation is hereby amended by striking out Paragraph Second of the Articles of Incorporation and inserting in lieu thereof the following:

SECOND: That the name of the Corporation (which is hereinafter called the Corporation) is A S C CREATIVE PRINTING INC.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on March 15, 1968, 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 March 29, 1968.

THIRD: Notice setting forth the said Amendment of the Charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon.

FOURTH: The Amendment of the Charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the unanimous vote of stockholders.

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, Automated Systems Corporation has caused these presents to be signed in its name and on its behalf by its President, Curtis A. Goller, and its corporate seal to be hereunto affixed and attested by its Secretary, Iris Reeder, on April 3, 1968.

ATTEST:

AUTOMATED SYSTEMS CORPORATION

Iris Reeder  
Iris Reeder, Secretary

BY Curtis A. Goller  
Curtis A. Goller, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 5 day of April, 1968, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Curtis A. Goller, President of Automated Systems 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 Iris Reeder and made oath in due form of law that she was Secretary of the meeting of the Stockholders of said Corporation at which the Amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

[Signature]  
Notary Public

My Commission Expires:  
July 1, 1969



OF

AUTOMATED SYSTEMS CORPORATION

changing its name to

A S C CREATIVE PRINTING INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 8, 1968 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 2896

Recorded in Liber 7655, folio 263<sup>3</sup>, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles A. Baxton*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 68816

AUG 16 9 25 AM '68

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

LAND  *Virginia*  
VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 225

St. St...

Received for Record August 16, 1968 at 9:25 A. M. Receipt No. 61016  
Liber 17

**THE POTOMAC EDISON COMPANY**

**Articles Supplementary**

First: That the charter of The Potomac Edison Company, a Maryland corporation having its principal office on Downsville Pike, Hagerstown, County of Washington, State of Maryland (hereinafter called the Corporation), is hereby supplemented by setting forth the following further description of 50,000 shares of Cumulative Preferred Stock classified as a series thereof designated "\$7.00 Cumulative Preferred Stock, Series D":

**\$7.00 CUMULATIVE PREFERRED STOCK, SERIES D**

Dividends are payable on shares of the \$7.00 Cumulative Preferred Stock, Series D at the rate of \$7.00 per annum. Dividends on all shares of such series issued prior to the record date for the first dividend on shares of such series are cumulative from April 18, 1968. Dividends on all other shares of such series are cumulative from the dates specified in subdivision (2) of Article X.

The redemption price of shares of such series is \$108.45 per share, if redeemed on or before April 1, 1973; \$106.70 per share, if redeemed thereafter and on or before April 1, 1978; \$104.95 per share, if redeemed thereafter and on or before April 1, 1983; and \$103.20 per share, if redeemed after April 1, 1983 (together in each case, as provided in the charter, with an amount, in the case of each share, computed at the rate of \$7.00 per annum from the date on which dividends on such share became cumulative, to and including the date of redemption, less the aggregate of all dividends theretofore paid thereon).

The amount payable on shares of such series in the event of a voluntary liquidation, dissolution or winding up of the affairs of the Corporation is an amount per share equal to the then current redemption price thereof and in the case of an involuntary liquidation, dissolution or winding up of the affairs of the Corporation is \$100 per share (together, in each case, as provided in the charter, with an amount, in the case of each share, computed at the rate of \$7.00 per annum from the date on which dividends on such share became cumulative, to and including the date fixed for such payment, less the aggregate of all dividends theretofore paid thereon).

Second: That by resolution duly adopted at a meeting duly called, convened, and held on April 10, 1968, the said 50,000 shares of \$7.00 Cumulative Preferred Stock, Series D were duly classified by the Board of Directors of the Corporation pursuant to the provisions of subdivision (1) of Article X of the Agreement of Consolidation, dated December 31, 1923, by which the Corporation was formed, as amended by Articles of Amendment received for record on January 17, 1946, September 25, 1961, November 27, 1967 and February 13, 1968.

IN WITNESS WHEREOF, The Potomac Edison Company has caused these presents to be signed in its name and on its behalf by one of its Vice Presidents, and its corporate seal to be hereto attached and attested by one of its Assistant Secretaries, on April 11, 1968.

THE POTOMAC EDISON COMPANY

By *E. W. Wilkinson*  
E. W. Wilkinson, Vice President



[SEAL]

Attest:

*Carroll E. Summers*  
Carroll E. Summers, Assistant Secretary

593

STATE OF NEW YORK, }  
COUNTY OF NEW YORK, } ss.:

I HEREBY CERTIFY, that on April 11, 1968, before me, the subscriber, a notary public of the State of New York, in and for the County of New York aforesaid, personally appeared E. W. Wilkinson, a Vice President of The Potomac Edison Company, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles Supplementary to be the corporate act of said corporation; and at the same time personally appeared Carroll E. Summers 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 charter of the corporation was supplemented as set forth in said Articles Supplementary, and that the matters and facts set forth in said Articles Supplementary are true to the best of his knowledge, information and belief.

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

*Henry R. Sanson*  
Notary Public

HENRY R. SANSON  
Notary Public, State of New York  
No. 43-3450050 - Qual. in Richmond Co.  
Cert. filed in New York Co. Clerk's Office  
Commission Expires March 30, 1969



ARTICLES SUPPLEMENTARY  
OF  
THE POTOMAC EDISON COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 15, 1968 at 1:30 o'clock P. M. as in conformity  
with law and ordered recorded.

A 2924

Recorded in Liber 7656, folio 249<sup>4</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. Butler*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 61016  
AUG 16 9 25 AM '68  
LIBER 7656 FOLIO 249  
LAND  Assessments  
VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 3.75

Stamp

Received for Record Aug. 16, 1968 at 9:25 A. M. Receipt No 61016  
Liber 17

HUB/CITY REALTY CORPORATION

ARTICLES OF SALE

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THIS IS TO CERTIFY, that Hub/City Realty Corporation, a Maryland Corporation, having its principal office at 10 North Jonathan Street, in Hagerstown, Washington County, (hereinafter called the "Transferor Corporation") and Home Construction Corporation of Hagerstown, a Maryland Corporation, having its principal office at 61½ East Franklin Street, in Hagerstown, Washington County, Maryland, (hereinafter called the "Transferee Corporation") hereby certify to the Maryland State Department of Assessments and Taxation, that:

FIRST: That said Transferor Corporation agrees to sell, and, by these presents, hereby sells, and said Transferee Corporation agrees to buy, and, by these presents, hereby buys, all or substantially all of the property and assets of the Transferor Corporation, consisting of Transferor's unimproved real estate being Lots Nos. 139, 140, and 141, in Section H of Wakefield Addition, on Rhode Island Avenue, in the City of Hagerstown, in Washington County, State of Maryland.

SECOND: That the name and post office address of the principal place of business of the Transferee Corporation is, as above stated, Home Construction Corporation of Hagerstown, a Maryland Corporation, 61½ East Franklin Street, Hagerstown, Washington County, Maryland.

THIRD: That the Transferor Corporation is Hub/City Realty Corporation, a Maryland Corporation, duly incorporated under the Laws of the State of Maryland.

FOURTH: That the nature and amount of the consideration to be paid by the Transferee Corporation for said property and assets of the Transferor Corporation are as follows: For the unimproved real estate owned by the Transferor Corporation, being Lots Nos. 139, 140, and 141 in Section H of Wakefield Addition, on Rhode Island Avenue, in Hagerstown, Washington County, Maryland, and all the rights, ways, privileges and appurtenances thereunto belonging or in anywise appertaining, the sum of Two Thousand, Seven Hundred Thirty-Three (\$2,733.00) Dollars, which sum has been fully paid to the Transferor Corporation in cash.

FIFTH: That the principal offices of the Transferor Corporation and the Transferee Corporation are located in the City of Hagerstown, in Washington County, State of Maryland, and not within any other County or City of the State of Maryland, and the real estate sold as aforesaid was the only real estate owned by the Transferor Corporation. That the Transferor Corporation owned only the aforesaid real property, the title to which could be affected by the recording of an instrument among the Land Records in only Washington County, Maryland, and not within any other County or in Baltimore City in the State of Maryland.

SIXTH: That these Articles of Sale were duly advised by the Board of Directors and unanimously approved by the stockholders of the Transferor Corporation as well as by the Transferee Corporation in the manner and by the vote required by Article 23 of the Annotated Code, Public Laws of the State of Maryland, as well as by their respective charters.

WITNESS the Corporate names of the Transferor and Transferee Corporations, duly signed by their respective Presi-

dents and their respective corporate seals hereto affixed and duly attested by their respective Secretaries this 5<sup>th</sup> day of February, A.D., 1968.

HUB/CITY REALTY CORPORATION

By William J. Dwyer  
William J. Dwyer, President

(CORPORATE SEAL)

Attest:  
Norma A. Sordella  
Norma A. Sordella, Secretary

HOME CONSTRUCTION CORPORATION OF HAGERS-TOWN

By R. Landis Coffman  
R. Landis Coffman, President

(Corporate Seal)

Attest:  
Alan R. Bauroth  
Alan R. Bauroth, Secretary.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5<sup>th</sup> day of February, A.D. 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William J. Dwyer, President of Hub-City Realty Corporation, a Maryland Corporation, Transferor Corporation, and acknowledged the foregoing Articles of Sale to be the act of said Corporation, and at the same time also personally appeared before me, R. Landis Coffman, President of Home Construction Corporation of Hagerstown, a Maryland Corporation, Transferee Corporation, and acknowledged the foregoing Articles of Sale to be the act of said Corporation.

WITNESS my hand and official Notarial Seal.

My commission expires:  
July 1, 1969

Bloua J. Kitchen  
Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5<sup>th</sup> day of February, A.D., 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William J. Dwyer, who made oath in due form of law that he was the Chairman of the Special Meeting of the stockholders of Hub-City Realty Corporation, a Maryland Corporation, at which the foregoing Articles of Sale were authorized and approved and that the matters and facts set forth in the foregoing Articles of Sale with respect to authorization and approval on the part of the Transferor are true to the best of his knowledge, information and belief, and at the same time personally appeared Norma A. Sardella and made oath in due form of law that she was Secretary of said Special Meeting of stockholders of Hub-City Realty Corporation, at which said Articles of Sale were authorized and approved and that the matters and facts set forth in said Articles of Sale are true to the best of her knowledge, information and belief.

WITNESS my hand and official Notarial Seal.  
Bloua J. Kitchen N. P.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5<sup>th</sup> day of February, A.D., 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared R. Landis Coffman, who made oath in due form of law that he was the Chairman of the Special Meeting of the stockholders of Home Construction Corporation of Hagerstown, a Maryland Corporation, at which the foregoing Articles of Sale were authorized and approved and that the matters and facts set forth in the foregoing Articles of Sale with respect to Authorization and approval on the part of the Transferee are true to the best of his knowledge, information and belief, and at the same time personally appeared Alan R. Bauroth, and made oath in due form of law that he was Secretary of said Special Meeting of stockholders of Home Construction Corporation of Hagerstown, at which said Articles of Sale were authorized and approved and that the matters and facts set forth in said Articles of Sale are true to the best of his knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

*Gloria J. Kitchen*  
Notary Public

My commission expires:

July 1, 1969

ARTICLES OF SALE

between

HUB CITY REALTY CORPORATION

Md. corp. (Transferor)

to

HOME CONSTRUCTION CORPORATION OF HAGERSTOWN

Md. corp. (Transferee)

approved and received for record by the State Department of Assessments and Taxation

of Maryland March 22, 1968

at 8:30 o'clock

A. M. as in conformity

with law and ordered recorded.

A 2619

Recorded in Liber 7652, folio 320, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

2.00 Certify Land Record Office Washington Co.  
\$ 17.00 Total

To the clerk of the Circuit Court of Washington County

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

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

*Charles A. Butts*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 6716

AUG 16 9 25 AM '68

LIBER FOLIO

LAND    
VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 375

St. Stamp \_\_\_\_\_

Received for Record Aug. 16, 1968 at 9:43 A. M. Receipt No. 61017

Liber 17

ARTICLES OF INCORPORATION

VINCO DEVELOPMENT CORPORATION

This is to certify:

That we, the subscribers:

Vincent R. Groh, Post office address, 21 Summit Avenue  
Hagerstown, Maryland  
Barbara I. Groh, Post Office Address, 51 Tammany Lane  
Williamsport, Maryland  
Charles G. Groh, Post Office Address, 1127 Pennsylvania Avenue  
Hagerstown, Maryland

all being of full legal age of 21 years, do, under and by virtue of the Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation pursuant to the following:

ARTICLE I : The name of the Corporation is

VINCO DEVELOPMENT CORPORATION

ARTICLE II : The purposes for which the corporation is formed and the business and 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 Article 23 section 9 of the Annotated Code of Maryland, 1957 Edition.

b. Directly, or through ownership of stock in any corporation, to purchase, lease, exchange, or otherwise acquire real estate and property either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage, improve and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control all kinds of buildings, stores, offices, warehouses, apartments, shops and structures of any description on any lands owned, held or leased by the corporation, or upon any other lands; to lease or sublet offices, stores, apartments and other space in such buildings and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any of such real estate and property and any interest therein.

c. Directly or through ownership of stock in any corporation to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge, hypothecate, deal in and dispose of commodities, building materials and other personal property or every kind, or stocks, bonds, notes, debentures, mortgages or other evidences of indebtedness and obligations and securities of any corporation, company, entity or person

d. To transact a general real estate agency and brokerage business dealing in real property and any interest therein on commission or otherwise and renting and managing real estate; and to act as agent, nominee or attorney in fact for any persons or corporations in buying, selling, holding and dealing in real estate and any interest therein.

e. To borrow funds to finance the purposes of the Corporation and to execute notes, mortgages and other instruments to secure the repayment thereof, and to do everything necessary, proper and advisable or convenient for the accomplishment of any of the purposes and objects of the Corporation.

ARTICLE III : The Post Office address of the principal office of the Corporation in Maryland shall be :

21 Summit Avenue, Hagerstown, Maryland

The name and address of the resident agent shall be:

Vincent R. Groh, 21 Summit Avenue, Hagerstown, Maryland.  
Said resident agent is a citizen of this State and actually resides herein.

ARTICLE IV: 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 five hundred Dollars (\$500.00) per share, the aggregate par value of all said shares being two hundred fifty thousand Dollars (\$250,000.00).

ARTICLE V : The shares of such stock shall be non-assessable and each share thereof shall be entitled to one vote in all meetings of the stockholders of the Corporation. Dividends may be declared 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. Shares shall be transferrable only on the books of the Corporation upon surrender of the certificates thereof properly endorsed.

ARTICLE VI : The Corporation Directors shall be not less than three in number and Vincent R. Groh, Barbara I. Groh and Charles G. Groh shall act as directors until the first annual meeting of stockholders or until their successors are duly chosen and qualified. 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.

ARTICLE VII : The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance, from time to time, of shares of its stock subject to such limitations and restrictions as may be set forth in the by-laws of the Corporation and in accordance with the laws of the State of Maryland. The Board of Directors is hereby empowered to authorize the issuance of One hundred and fifty (150) full paid and non-assessable shares of stock at a par value of five hundred Dollars per share unto Vincent R. Groh, in exchange for the following described real property, the value of which is hereby stated to be not less than Seventy-five Thousand Dollars (\$75,000.00), said Real property being located in Washington County, Maryland and bounded by Virginia Avenue, Halfway Blvd. and West Oak Ridge Drive, and being the same property as was conveyed to the said Vincent R. Groh by deed from Harry C. R. Snook et al, dated September 30, 1966 and recorded in Liber 446 folio 703 among the Land Records of Washington County, Maryland, excepting therefrom that portion thereof as was leased by Vincent R. Groh to Burger Chef Systems, Inc. which consists of a lot fronting 165 feet on Virginia Avenue with a uniform depth of 170 feet.

ARTICLE V III : The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE IX : All stockholders shall have preemptive rights to acquire additional shares of stock of the Corporation and such rights shall apply even though the shares were issued to obtain the capital required to initiate the corporate enterprise or were issued in exchange for services or property other than money, at not less than the fair value thereof.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 22<sup>nd</sup> day of May, 1968.

Witness:  
Franklin L Myers

Vincent R. Groh  
Vincent R. Groh

Franklin L Myers

Barbara I. Groh  
Barbara I. Groh

Franklin L Myers

Charles G. Groh  
Charles G. Groh

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 22<sup>nd</sup> day of May, 1968, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Vincent R. Groh, Barbara I. Groh, and Charles G. Groh and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.



My Comm. Exp: 1 July 1969

Franklin L Myers  
Notary Public

ARTICLES OF INCORPORATION  
OF  
VINCO DEVELOPMENT CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 23, 1968 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 3680

Recorded in Liber 7663, folio 394<sup>4</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 50.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



LG

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 6117

AUG 16 9 43 AM '68

LIBER FOLIO

LAND  *[Handwritten]*  
VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 3.75

St. Stamp

Received for Record Aug. 16, 1968 at 9:43 A. M. Receipt No. 61017  
K & D EXCAVATING, INC. Liber 17

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Eugene B. Kline, whose Post Office address is 201 Church Street, Sharpsburg, Maryland, and Melvin Draper, whose Post Office address is Maryland Route 65, Sharpsburg, Route 1, 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: "K & D Excavating, Inc."

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

1. To carry on a general earth moving, excavating, digging, grading, tractor, and contracting business, and to that end to lease, charter, own, manufacture, acquire, deal in, advertise, and dispose of cranes, bulldozers, tractors, trucks, rigging, automobiles, and other vehicles, and kindred appliances and equipment.
2. To carry on general wrecking and demolition business.
3. To engage in dynamiting and blasting operations and to contract for operations of a kindred nature.
4. To carry on a general contracting business, and to excavate, grade, pave and construct sewers, bridges, buildings, railroads, highways and public and private works of all kinds; to construct, alter, decorate, furnish, fit up and improve buildings of every sort and kind, and all related activities; and to make and execute contracts for all kinds of construction work.
5. To subscribe for, acquire, sell, hold, exchange and deal in shares of stock, bonds, obligations or securities of any public or private corporation, government or municipality, and have the express powers to hold, purchase, or otherwise acquire, and to sell, assign, transfer, mortgage or otherwise dispose of

absolutely or upon condition shares of the capital stock, bonds or other evidences of indebtedness created by any other corporation or corporations, and while the owner thereof to exercise all of the incidents of ownership.

6. To buy, sell, deal in and improve, real estate wheresoever situate and fixtures, 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 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.

8. 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, to facilitate it in the transaction of its aforesaid business, or any part thereof or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the laws of the State of Maryland. The said Corporation shall enjoy and exercise all of the powers and the 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: Maryland Route 65, Sharpsburg Route 1, Maryland 21782. The name and Post Office address of the

resident agent of the Corporation in this state is: Melvin L. Draper, Maryland Route 65, Sharpsburg Route 1, Maryland 21782. Said resident agent is an individual actually residing in this state at the address herein set forth.

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) Dollars.

SIXTH: The number of Directors of the Corporation shall be at least three (3), which number may be increased, or decreased, pursuant to the by-laws of the Corporation. The names of the Directors who shall act until the first annual meeting, or until their successors are duly elected and qualify, are: Eugene B. Kline, Melvin L. Draper, and Abbie Jean Draper.

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.

2. The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the approval of the Stockholders, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

3. No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be effected 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.

4. 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 a Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 23<sup>rd</sup> day of May, 1968.

WITNESS;

Oline R. Shupp

Melvin L. Draper  
Melvin L. Draper

Oline R. Shupp

Eugene B. Kline  
Eugene B. Kline

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

I HEREBY CERTIFY, That on this 23 day of May, 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Melvin L. Draper and Eugene B. Kline and they 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.

Oline R. Shupp  
Notary Public

My commission expires:

July 1, 1969

ARTICLES OF INCORPORATION  
OF  
K & D EXCAVATING, INC.

609

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 24, 1968 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 3714

Recorded in Liber 7663, folio 581<sup>5</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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



LG

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 1017

AUG 16 9 43 AM '68

LIBER 7663 FOLIO 581  
LAND  1017  
VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 375

St. Stamp

Received for Record Aug. 16, 1968 at 9:43 A. M. Receipt No. 61017  
Liber 17

ARTICLES OF INCORPORATION

MEMORIAL RECREATION CENTER, INC.

FIRST: We, the undersigned, LEONARD W. CURLIN, whose post office address is 47 West Bethel Street, Hagerstown, Maryland; MELVIN L. DAVIS, 340 North Jonathan Street, Hagerstown, Maryland; and JAMES H. ROBINSON, 26 West Bethel Street, Hagerstown, Maryland, all of full legal age, do hereby associate ourselves as incorporators with the intention of forming a corporation exclusively for charitable and non-profitable purposes, no part of which is to enure to the benefit of any member, under and by virtue of the laws of the State of Maryland.

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

MEMORIAL RECREATION CENTER, INC.

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

1. To provide opportunities for physical, mental and social development of area residents through community recreational and educational programs, either at cost or by providing subsidies for such programs.
2. To operate, manage, lease, or acquire recreational and educational facilities in underprivileged areas in and around Hagerstown as a means of implementing corporate objectives.
3. To make the benefits of its programs available to residents of the community, irrespective of race, creed, color or sex.

FOURTH: In order to carry out and further the charitable and non-profit purposes hereinabove set forth, the Corporation shall have the following powers:

1. To accept, acquire, receive and hold appropriations, grants, donations, devises, bequests, legacies, gifts, and any other contributions in money or in property, both real and personal, of whatever kind, nature or description and wherever situated and without limitation as to amount or value, except such limitation, if any as may be specifically imposed by law, and to employ the same for the furtherance and development of any one or more of the purposes of the Corporation.

2. To contract with and accept monies and services from any federal, state, county or municipal government or any agencies or departments thereof for the purposes of this Corporation.

3. To borrow money and from time to time to make, accept, endorse, execute and issue bonds, debentures, promissory notes and other obligations of the Corporation for monies borrowed or in payment of property acquired or for any of the other purposes of the Corporation.

4. To invest and reinvest any funds of the Corporation in bonds, debentures, stocks, (common or preferred) securities, savings accounts, mortgages, real estate, or any interest or estate therein, and any other property, without limitation.

5. To purchase or otherwise acquire, hold, improve, mortgage, sell, lease, transfer or in any manner dispose of goods, wares, merchandise, implements and other personal property or real property.

6. To carry on only any business or activity which may effectuate the aforesaid objects or any of them or any part thereof.

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

FIFTH: The post office address of the principal office of the Corporation is c/o United Fund of Washington County, 92 West Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is Leonard W. Curlin, 47 West Bethel Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall be a membership corporation and shall have no capital stock. It is not organized and shall not be conducted for profit. Membership in the Corporation shall be as provided in the By-Laws.

It is expressly declared that the purpose and essence of the Corporation is charitable. No dividends shall ever be declared or paid to any of its members, and none of its property, real, personal or mixed, shall ever be used or expended except in carrying into effect the legitimate ends and aims of its being.

SEVENTH: The number of directors of the Corporation shall be ten (10), 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 Dorothy E. Bell, Pearl F. Bell, William A. Campbell, Leonard W. Curlin, Melvin L. Davis, Donald R. Evans, Richard Grumbacher, R. Lucille Lane, Clara J. Russ, and Richard H. Spencer.

EIGHTH: Upon voluntary or involuntary dissolution or other termination of the Corporation's existence, the net assets of the Corporation shall not be distributed to any private individual, or corporation for profit, but shall be donated by the Board of Directors to some non-profit charitable or educational organization or organizations selected by the Board. In the event the Board fails to act or is unable to act, the net assets shall become the property of the United Fund Foundation of Washington County, Inc.

IN WITNESS WHEREOF we have signed these Articles of Incorporation this 23d day of April, 1968.

Katherine K. Huguenin

Leonard W. Curlin  
Leonard W. Curlin

Katherine K. Huguenin

Melvin L. Davis  
Melvin L. Davis

Katherine K. Huguenin

James H. Robinson  
James H. Robinson

STATE OF MARYLAND )  
                          ) ss  
WASHINGTON COUNTY )

I HEREBY CERTIFY, that on this 23<sup>rd</sup> day of April, 1968, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Leonard W. Curlin, Melvin L. Davis, Jr. and James H. Robinson, and they severally acknowledged the foregoing Articles of Incorporation to be their act.

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



Melvin L. Davis  
Notary Public

My Commission Expires: July 1 1969

ARTICLES OF INCORPORATION  
OF  
MEMORIAL RECREATION CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 26, 1968 . at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 3222

Recorded in Liber 7658, folio 610<sup>5</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles H. [Signature]*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 61012

AUG 16 9 43 AM '68

LIBER 7658 FOLIO 610

LAND  incorporation  
VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 325

St. Stamp

Received for Record Aug. 16, 1968 at 9:43 A. M. Receipt No. 61017  
Liber 17

ARTICLES OF INCORPORATION  
OF  
HANCOCK LEASING CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers hereto, James G. Myers, whose post office address is Box 157, Hancock, Maryland; James E. Myers, whose post office address is Hancock, Maryland; and Betty Jane Myers, whose post office address is Box 157, Hancock, Maryland, all being of full legal age, do by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves together with the intention of forming a corporation.

SECOND: That the name of the corporation, hereinafter called the corporation, shall be:

HANCOCK LEASING CORPORATION

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

(a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering and generally dealing in, repairing, renovating and servicing all

JOHN F. SOMERVILLE, JR.  
ATTORNEY AT LAW  
KEYSER, WEST VIRGINIA  
CUMBERLAND, MARYLAND

types of new and used trucks and other motor vehicles and any parts or accessory used in connection therewith; and the purchasing, acquiring, owning, selling and generally dealing in all types of supplies used by all types of motor vehicles.

(b) To engage in and to own, operate and run, conduct and manage a business engaged in the sale and distribution of oil, gasoline, petroleum and petroleum products, and to do all other acts and things required to be done in connection therewith, either within or without the State of Maryland, and to do such other things as are incidental, proper or necessary to the operation of the business, or to the carrying out of any or all of the purposes.

(c) To acquire, own, lease, mortgage, buy, sell and exchange all personal and all real property or properties as shall be reasonably necessary for, or incident to, the business or businesses enumerated above.

(d) To acquire, own and operate the business and all other enterprises which may be in any way related to, or incident to, or necessary for, the establishment and operation of retail and/or manufacturing outlets for the products enumerated above.

(e) The foregoing enumeration of the purposes, objects and business of the corporation is made in furtherance of, and not in limitation of the powers and purposes conferred

upon the corporation by law, and is not intended by the mention of any particular purpose, object or business to in any manner restrict or limit the purposes and commercial objectives of the corporation.

FOURTH: The post office address at which the principal office of the corporation in this State will be located is Hancock, Maryland. The resident agent of the corporation is James G. Myers, whose post office address is Box 157, Hancock, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total authorized stock of the corporation is Ten Thousand (10,000) shares of the par value of One Dollar (\$1.00) per share.

SIXTH: The corporation shall have not less than three nor more than five directors and James G. Myers, James E. Myers and Betty Jane Myers shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

(a) The Board of Directors of the corporation is empowered to authorize the issuance, from time to time, of shares of its stock with or without par value of any class and

JOHN F. SOMERVILLE, JR.  
ATTORNEY AT LAW  
KEYSER, WEST VIRGINIA  
CUMBERLAND, MARYLAND

securities convertible into shares of its stock with or without par value of any class, for such consideration as said Board of Directors shall deem advisable, subject to such limitations and restrictions, if any, as may be set forth by the By-Laws of the corporation.

(b) The corporation reserves the exclusive right to make, from time to time, any amendments to its charter which may now or hereafter be authorized by law, including any amendments in terms of any class of its stock, by classification, re-classifications or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of two-thirds (2/3rds) of all such stock at the time outstanding, by a vote at a meeting, or in writing with or without a meeting.

EIGHTH: The existence of the corporation is perpetual.

IN WITNESS WHEREOF, we have set our hands and seals to these Articles of Incorporation on this the 23rd day of April, 1968.

*John F. Somerville, Jr.*  
-----  
Witness to James G. Myers

*James G. Myers*  
-----  
JAMES G. MYERS

*John F. Somerville, Jr.*  
-----  
Witness to James E. Myers

*James E. Myers*  
-----  
JAMES E. MYERS

*John F. Somerville, Jr.*  
-----  
Witness to Betty Jane Myers

*Betty Jane Myers*  
-----  
BETTY JANE MYERS

JOHN F. SOMERVILLE, JR.  
ATTORNEY AT LAW  
KEYSER, WEST VIRGINIA  
CUMBERLAND, MARYLAND

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

I HEREBY CERTIFY that on this the 23rd day of April, 1968, before me, the subscriber, a Notary Public of the State of Maryland, the County aforesaid, personally appeared JAMES G. MYERS, JAMES E. MYERS and BETTY JANE MYERS, and severally acknowledged the within and foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

*John F. Somerville, Jr.*  
-----  
NOTARY PUBLIC

My Commission expires July 1, 1969.



JOHN F. SOMERVILLE, JR.  
ATTORNEY AT LAW  
KEYSER, WEST VIRGINIA  
CUMBERLAND, MARYLAND

ARTICLES OF INCORPORATION  
OF  
HANCOCK LEASING CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 30, 1968 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 3277

Recorded in Liber 7659, folio 309<sup>6</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles J. Barton*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 61617

AUG 16 9 43 AM '68

LIBER 7659 FOLIO 309

LAND   incorporation  
VAUGHN J. BAKER ACT. CLERK

**PAID**

Record \$ 3.25

Stamp

Received for Record August 16, 1968 at 9:43 A. M. Receipt No. 61017

Liber 17

THOMAS H. QUINN, INC.

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, Thomas H. Quinn, whose post office address is 1625 Fountainhead Road, Hagerstown, Maryland, and Rosella E. Quinn, whose post office address is 1625 Fountainhead Road, Hagerstown, Maryland, and Nelson H. Greene, whose post office address is Suite 302, 7100 Baltimore Avenue, College Park, 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 Thomas H. Quinn, Inc.

THIRD: The purposes for which the Corporation is formed are to engage in the construction and repair of buildings and structures of all types, to do earthwork, paving, water and sewer work and to do all work in connection therewith, and to deal in real estate, improved or unimproved, of any and all kinds.

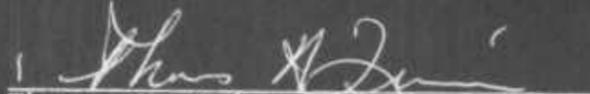
FOURTH: The post office address of the principal office of the Corporation in this State is 1625 Fountainhead Road, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are Nelson H. Greene, Suite 302, 7100 Baltimore Avenue, College Park, Maryland. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is five hundred (500)

shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Thomas H. Quinn, Rosella E. Quinn, and Nelson H. Greene.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 13 day of May, 1968.

  
Thomas H. Quinn

  
Rosella E. Quinn

  
Nelson H. Greene

STATE OF MARYLAND

COUNTY OF

I HEREBY CERTIFY that on the 13 day of May, 1968, before me the subscriber, a notary public of the State of Maryland in and for the County of WASH., personally appeared Thomas H. Quinn and acknowledged the foregoing Articles of Incorporation to be his act.

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

*Roselyn C. Anthony*  
Notary Public  
My Commission Expires 7-1-69

STATE OF MARYLAND

COUNTY OF

I HEREBY CERTIFY that on the 13 day of May, 1968, before me the subscriber, a notary public of the State of Maryland in and for the County of Wash., personally appeared Rosella E. Quinn and acknowledged the foregoing Articles of Incorporation to be his act.

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

*Roselyn C. Anthony*  
Notary Public  
My Commission Expires 7-1-69

STATE OF MARYLAND

COUNTY OF PRINCE GEORGE'S

I HEREBY CERTIFY that on the 15th day of MAY, 1968, before me the subscriber, a notary public of the State of Maryland in and for the County of PRINCE GEORGE'S, personally appeared Nelson H. Greene and acknowledged the foregoing Articles of Incorporation to be his act.

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

*Margaret E. Hattel*  
Notary Public

My Commission Expires July 1, 1969

ARTICLES OF INCORPORATION  
OF  
THOMAS H. QUINN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 16, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 3576

Recorded in Liber 7662-376 <sup>4</sup> one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Paul G. Burtis*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 11017

AUG 16 9 43 AM '68

LIBER 7662-376 FOLIO 4

LAND  *incorporation*  
VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 3.25

St. Stamp

Received for Record August 16, 1968 at 9:43 A. M. Receipt No. 61017  
Liber 17

ARTICLES OF INCORPORATION  
OF  
TAMMANY INN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland, Howard W. Gilbert, Jr., whose post office address is 100 West Washington Street, Hagerstown, Maryland, and B. Joanne Snyder, whose post office address is Route #1, 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: Tammany Inn, Inc.

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

(a) To engage in the restaurant and tavern business, to sell food, beverages and other refreshments, to put on entertainment, and all other activities in anywise related to the operation of a restaurant and tavern.

(b) To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer, invest, trade, or otherwise deal in real or personal property, stocks, bonds, securities, choses in action or any interest therein.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 2637 Virginia Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Mr. George E. Malamphy, Jr., whose post office address is 1788 A. Belle Drive, Annapolis, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is nine hundred (900) shares of the par value of One Hundred Dollars (\$100.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is Ninety Thousand Dollars (\$90,000.00).

SIXTH: The Corporation shall have three (3) directors, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and George E. Malamphy, Jr., and Bette G. Malamphy, and Betty C. Cuneen

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

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

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily

or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

unless such change of term shall have been authorized by the holders of two-thirds of all such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

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

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

(g) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether 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 16th day of May, 1968.

 (SEAL)  
Kenneth J. Mackley

Howard W. Gilbert, Jr. (SEAL)  
Howard W. Gilbert, Jr.

B. Joanne Snyder (SEAL)  
B. Joanne Snyder

WITNESS:

Patricia L. Witme as to Kenneth J. Mackley

Patricia L. Witme as to Howard W. Gilbert, Jr.

Patricia L. Witme as to B. Joanne Snyder

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 16th day of May, 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, Howard W. Gilbert, Jr., and B. Joanne Snyder, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

Patricia L. Minnick  
Notary Public

My Commission Expires:  
July 1, 1969



OF

TAMMANY INN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 17, 1968 at 10:30 o'clock A. M. as in conformity with law and ordered recorded.

A 3555

Recorded in Liber 7662, folio 254, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles M. ...*

L.S.



STATE OF MD. WASHINGTON COUNTY RECEIVED FOR RECORD RECEIPT NO. 16617

AUG 16 9 43 AM '68

LIBER FOLIO

LAND O/MARYLAND VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 425

St. Stamp

632  
Received for Record August 16, 1968 at 9:43 A. M. Receipt No 61017  
Liber 17

ARTICLES OF INCORPORATION  
OF  
FREEMAC, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland, Geoffrey B. Freeman, Jr., whose post office address is 1500 West Washington Street, Hagerstown, Maryland, and Howard W. Gilbert, Jr., whose post office 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: Freemac, Inc.

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

(a) To erect, manufacture, install and sell burial vaults, crypts, mausoleums and other related or similar improvements and structures for the burial, cremation and care of the remains of the dead.

(b) To lend money, credit, goods or things in action, with or without security, and to purchase, or otherwise acquire, hold, collect, hypothecate, pledge, sell and assign contracts evidenced by notes, bills of exchange, judgments, mortgages, conditional sale contracts, leases, bailments or any other form of negotiable or non-negotiable instruments and to charge, collect, or receive interest, discounts, fees, costs, premiums and charges

as may be authorized by any statute of the State of Maryland, now in effect or which may hereafter be enacted; and to have and exercise all of the powers and means necessary or essential to effect the transaction of such business.

(c) To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer, invest, trade, or otherwise deal in real or personal property, stocks, bonds, securities, choses in action or any interest therein.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is at Cedar Lawn Memorial Park, Inc., 1500 West Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is Mr. Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is eight hundred (800) shares of the par value of One Hundred Dollars (\$100.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is Eighty Thousand Dollars (\$80,000.00).

SIXTH: The Corporation shall have three (3) directors, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and Kenneth J. Mackley, Geoffrey B. Freeman, Jr. and Howard W. Gilbert, Jr. shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount

of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

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

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

indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

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

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

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

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 18th day of April, 1968.

Kenneth J. Mackley (SEAL)  
Kenneth J. Mackley

Geoffrey B. Freeman, Jr. (SEAL)  
Geoffrey B. Freeman, Jr.

Howard W. Gilbert, Jr. (SEAL)  
Howard W. Gilbert, Jr.

WITNESS:

Patricia L. Minnich Witmer as to Kenneth J. Mackley

Patricia L. Minnich Witmer as to Geoffrey B. Freeman, Jr.

Patricia L. Minnich Witmer as to Howard W. Gilbert, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 18th day of April, 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, Geoffrey B. Freeman, Jr. and Howard W. Gilbert, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Not arial Seal, the day and year abovementioned.

Patricia L. Minnich  
Notary Public



My Commission Expires:  
July 1, 1969

ARTICLES OF INCORPORATION  
OF  
FREEMAC, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 3, 1968 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 3356

Recorded in Liber 7660, folio 306<sup>7</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 6217

AUG 16 9 43 AM '68

LIBER        FOLIO       

LAND  *[Handwritten]*  
VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 4.25

St. Stamp

Received for Record August 16, 1968 at 9:44 A. M. Receipt No. 61017  
Liber 17

ARTICLES OF AMENDMENT  
OF  
CHURCH OF THE HOLY TRINITY, EVANGELICAL AND REFORMED

THIS IS TO CERTIFY:

1. That the Charter of CHURCH OF THE HOLY TRINITY, EVANGELICAL AND REFORMED of Washington County, Maryland, a Maryland Corporation, having its principal office in Washington County, Maryland, hereinafter called the Corporation, is hereby revised and amended and the following is and shall be the Charter of the said Church Corporation:

ARTICLE I. PREAMBLE

Section 1. For the maintenance of truth and order in the proclamation of the Gospel of our Lord Jesus Christ, the establishment of a Christian congregation for the worship of Almighty God, the promotion of the Christian life of its members and the community, and the advancement of the Kingdom of God both at home and abroad in accordance with the Word of God, CHURCH OF THE HOLY TRINITY, UNITED CHURCH OF CHRIST, ordains this constitution to be its fundamental law and declares the same to have authority over all its ministers, members, and organizations.

Section 2. The CHURCH OF THE HOLY TRINITY is the combination of Christ Church, United Church of Christ, Funkstown, Maryland, and Church of the Holy Trinity, Evangelical and Reformed, Halfway, Maryland, and is the continuation of both of said churches merged into one.

ARTICLE II. NAME

Section 1. The name of this church shall be CHURCH OF THE HOLY TRINITY, UNITED CHURCH OF CHRIST, 733 West Oak Ridge Drive, Hagerstown, Maryland, County of Washington, State of Maryland.

ARTICLE III. PURPOSE

Section 1. The purpose of this church shall be the worship of the triune God, the preaching of the Gospel of Jesus Christ, the practice of loving service toward mankind, the building of the kingdom of righteousness,

the furtherance of Christian unity and the promotion of Christian fellowship among the membership.

Section 2. This congregation shall strive to extend its Christian influence into the life and affairs of the local community, the nation, and the world.

Section 3. This congregation shall provide facilities, personnel, and opportunities for effective Christian giving, worship, fellowship, learning, and service.

#### ARTICLE IV. AFFILIATION

Section 1. This church shall be a part of the United Church of Christ and it shall sustain that relationship to the United Church of Christ described in those portions of the Constitution and By-Laws of the United Church of Christ adopted July 4, 1961, relating to local churches.

Section 2. This church shall be a member of the Association and Conference of the United Church of Christ within which geographic bounds this church is located.

#### ARTICLE V. ECUMENICAL CONCERN

Section 1. In its relation to other Christian Communion and Churches, CHURCH OF THE HOLY TRINITY shall constantly endeavor to promote "the unity of the Spirit in the bond of peace". This ecumenical spirit shall be manifested in active relationship to local, national, and world movements for interdenominational cooperation and unity.

#### ARTICLE VI. DOCTRINE

##### Section 1. Faith

This church acknowledges as its sole head, Jesus Christ, the Son of God and the Savior of man. It acknowledges as brothers in Christ all who share in this confession. It looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. It claims as its own the faith of the historic church expressed in the ancient creeds (Apostles' and Nicene) and reclaimed in the basic insights of the Protestant reformers. The Heidelberg Catechism,

Luther's Catechism, and The Augsburg Confession are accepted as authoritative interpretations of the essential truth taught in the Holy Scriptures. It affirms the responsibility of the Church in each generation to make this faith its own. Another expression of this faith is found in the "Statement of Faith" approved by the Second General Synod of the United Church of Christ, July 5-9, 1959.

#### Section 2. Sacraments

In accordance with the teaching of our Lord and the practice prevailing among evangelical Christians, it recognizes two sacraments: Baptism, and The Lord's Supper or Holy Communion.

#### Section 3. Rites

The rites of the church are Confirmation, Ordination, Consecration, Marriage, and Burial.

#### Section 4. Worship

a. The congregation is allowed freedom of worship. The forms and order of worship that are set forth in the Book of Worship and in The Hymnal approved by the General Synod of the United Church of Christ shall be followed as accepted norms.

b. The Lord's Day and the festivals and seasons of the Church Year shall be observed with appropriate services in the House of God.

c. The sacraments and rites shall be administered only by an ordained minister.

### ARTICLE VII. CONGREGATIONAL MEETINGS

Section 1. The supreme legislative and administrative power of the congregation is vested in the congregation itself, assembled in meeting duly called as provided for in the By-Laws. The congregation shall have an annual meeting and such other meetings as are provided for in the By-Laws. One-tenth of the communicant members shall constitute a quorum.

Section 2. 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 congregation, building projects,

or extensive repair of church property. For the transaction of other business the administration of the church is entrusted to the consistory chosen and composed as provided for in the By-Laws.

#### ARTICLE VIII. MEMBERSHIP

Section 1. All baptized persons, including children, are members of the universal church of Jesus Christ.

Section 2. Persons shall be received into communicant membership with the church by Confirmation, Letter of Transfer, or Profession of Faith.

Section 3. Persons baptized, but not communicant members, shall be enrolled as unconfirmed members. Baptized members shall be instructed in the Christian way of life, the standards of faith and doctrine of the church, and led to a commitment of loyalty to the Lord and Savior Jesus Christ, prior to receiving confirmation.

Section 4. Membership is open to all who qualify without any restriction as to race, class, or ethnic background.

Section 5. A communicant member in good and regular standing is:

- a. One who has communed at least once a year.
- b. One who attends public worship faithfully.
- c. One who contributes time, abilities, and possessions regularly to the support of the church.

Section 6. 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.

Section 7. Only communicant members shall have the right to voice and vote in this congregation, and also to represent the congregation on the consistory or as an officer of the other organizations of the church, subject to the constitution and by-laws of this congregation and with the laws of the State of Maryland which may apply to churches.

Section 8. Members who have permanently changed their residences shall be urged by their pastor and Spiritual Council to obtain letters of transfer and, as soon as possible, to unite with another congregation.

## ARTICLE IX. MINISTERS

Section 1. Ministers of this congregation shall be members of the United Church of Christ, called by Christ to the Ministry of the Word, ordained and consecrated by prayer and the laying on of hands, to preach the Gospel, to exercise pastoral oversight, and to administer the Holy Sacraments and Rites.

## Section 2. Election

It is the responsibility of the Church and Ministry Committee appointed by the Consistory, to seek a candidate for the vacancy in the office of minister. The committee shall seek the counsel of the Associate Conference Minister and the Association President. The committee may also request the Conference executive to secure relevant information about any candidate it wishes to consider for the vacancy.

## Section 3. Standing

The congregation shall elect as its minister only a minister who holds "Ministerial Standing" in an Association of the United Church of Christ and who is assured "Ministerial Standing" in this Association.

## Section 4. Voting

The Church and Ministry Committee shall report to the Consistory which shall nominate one candidate who has the approval of the Association, to be voted on by the congregation by closed ballot. Election shall be by majority of those present and voting. The congregation shall consider one candidate at a time.

## Section 5. Calling

Upon favorable vote of the congregation, the Consistory shall extend a call to the candidate. In the call, the terms of the relationship shall be stated, including salary, fringe benefits, vacation, housing arrangements, the congregation's participation in the pension fund of the United Church of Christ, the minister's health insurance program, and other terms agreed upon between the candidate and the committee. Copies of the call shall be sent to the Associate Conference Minister, Association Church and Ministry

Committee, and the Association President. A copy for the church file shall be retained.

Section 6. Installation

When a minister accepts the call, he and the church shall join in requesting the Association to arrange a service of installation.

Section 7. Associate or Assistant Ministers shall be called through the same procedure as pertains to the office of minister.

Section 8. 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 Association, Conference, or General Synod may require of him.

Section 9. 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.

ARTICLE X. COMMISSIONED WORKERS

Section 1. Commissioned Workers may be called to full-time service by the congregation when deemed necessary for the general spiritual welfare of the congregation and to promote more adequately the entire program of the church. Commissioned workers shall be called to full-time service in the congregation through the same procedure as pertains to a minister.

ARTICLE XI. ELDERS

Section 1. An Elder is a communicant member in good and regular standing of the church, called by God, chosen by the congregation and ordained and installed to his office, to assist and support the pastor in the spiritual affairs of the church. An Elder shall take heed to himself that he may be an example unto others. He shall watch faithfully over the spiritual interests of the congregation, maintain order in the House of God, aid in visiting the sick, and minister according to his ability to the edification and comfort of all the members. The manner of election, term of office, rights and duties are defined in the By-Laws.

## ARTICLE XII. DEACONS

Section 1. A Deacon is a communicant member in good and regular standing of the church, called by God, chosen by the congregation and ordained and installed to his office, to aid in the material and practical affairs of the church. A Deacon shall likewise take heed to himself that he may be an example unto others, for though the office of Deacon may be occupied with outward and temporal things, it nonetheless requires virtues and merits of true spiritual quality. A Deacon shall aid in securing the funds necessary for the support of the church and assist in promoting the activities and program, as well as fostering the principles of stewardship, and dispensing the charity of the church. The manner of election, term of office, rights and duties are defined in the By-Laws.

## ARTICLE XIII. CONGREGATIONAL ADMINISTRATION

## Section 1. Spiritual Council

The Spiritual Council shall consist of the pastor, or pastors, and the acting Elders of the congregation. 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, upon request, issue letters of transfer to members in good and regular standing, and admonish those who may err in the faith, or offend in morals. Three-fourths of the members shall constitute a quorum.

## Section 2. The Consistory

a. The consistory shall be composed of the minister, or ministers, and the elders and deacons, and shall have jurisdiction and oversight of the congregation 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 congregation. 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.

b. The consistory shall elect annually a delegate/s and an alternate delegate/s to represent the congregation at the annual meetings of the Association and Conference, preferably the President of the congregation and one of the other elders.

c. The consistory itself shall serve as the Trustees of the congregation.

#### ARTICLE XIV. INCORPORATION

Section 1. This congregation has been incorporated as a non-profit Corporation under the title CHURCH OF THE HOLY TRINITY, UNITED CHURCH OF CHRIST, 733 West Oak Ridge Drive, County of Washington, and according to the laws of the State of Maryland.

#### ARTICLE XV. PROPERTY

Section 1. The property of the congregation, whether real or personal, and all monies and legacies, shall be under the care and control of the consistory, which shall hold the property as a sacred trust for the congregation and keep the church edifice and other buildings belonging to the congregation 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 congregation.

Section 2. The church, by its trustees, in its corporate name, shall be authorized and capable in law of acquiring, selling and conveying, mortgaging, and leasing such church buildings, parsonage, land, 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.

Section 3. Upon dissolution of the church, its assets and all property and interests of which it shall then be possessed, including any devise, bequest, gift or grant contained in any will or any other instrument, in trust

or otherwise, made before or after such dissolution, shall be transferred to the Central Atlantic Conference of the United Church of Christ, its successors or assigns.

#### ARTICLE XVI. FINANCES

Section 1. There shall be a centralized treasury for the entire church. All schools and organizations of the church shall deposit all monies, except a petty cash fund not to exceed twenty-five (\$25.00) dollars, with the treasurer of the church who shall issue a receipt for the same. The treasurer of the church shall deposit all monies which have been received by him in a bank, or banks, designated by the consistory. He shall keep a record of all monies deposited by the various organizations. The treasurers of the individual organizations shall also keep their own financial records. The treasurer of the church shall write all checks for the entire church. In the payment of bills for organizations, each treasurer, with the authorization of his organization, shall submit in writing an invoice or draft to the treasurer of the church, and these drafts shall be paid and kept on file by the treasurer of the church.

#### ARTICLE XVII. ORGANIZATIONS

Section 1. 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.

#### ARTICLE XVIII. AMENDMENTS

Section 1. This Constitution may be amended or altered by the congregation by a vote of two-thirds, or a majority, of the members present either at an annual meeting or a special meeting called for this purpose. Public announcement of the text of the proposed amendment/s shall be made at least ten days prior to the meeting, with written notice to all members.

2. The Consistory of the Corporation at a meeting duly convened and held on the 12th day of March, 1968, adopted a resolution in which was set

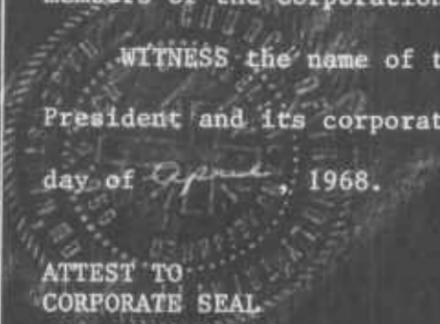
forth the foregoing Amendments to the Charter declaring that the said Amendments of the Charter were advisable and directing that they be submitted for action thereon at a special meeting of the members of the Congregation to be held on the 31st day of March, 1968.

3. Notice setting forth the changes to be effected by said Amendments of the Constitution and stating that the purpose of the meeting of the members would be to take action thereon was given as required by law to all members entitled to vote thereon.

4. The Amendments of the Constitution of the Corporation as hereinabove set forth were approved by the members of the Corporation at said meeting by the affirmative vote of the members entitled to vote thereon.

5. The Amendments of the Constitution of the Corporation as hereinabove set forth have been duly advised by the Consistory and approved by the members of the Corporation.

WITNESS the name of the CHURCH OF THE HOLY TRINITY signed hereto by its President and its corporate seal duly affixed by its Secretary this 22<sup>nd</sup> day of April, 1968.



ATTEST TO CORPORATE SEAL

CHURCH OF THE HOLY TRINITY

Robert Blayck  
Secretary

Luther B. Swigert  
President

Luther B. Swigert

William E. Wolfpelt

Joseph H. Weaver

Robert Blayck

Belle E. Lymphe

Margaret M. Williams

W. Davis DeLauder

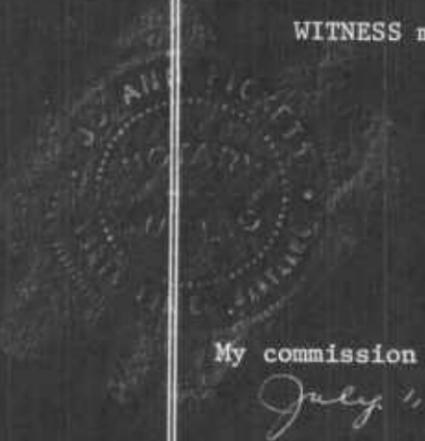
John R. Smith

Trustees

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *22<sup>nd</sup>* day of *April*, 1968, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Luther B. Sweigert, President of the Church of the Holy Trinity, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time also appeared W. Robert Bloyer, and made oath in due form of law that he was the Secretary of the meeting of the members of said Corporation at which the Amendments of the Constitution of the Corporation therein set forth were approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information, and belief.

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

  
*Jeanne Lockett*  
Notary Public

My commission expires:

*July 1, 1969*

ARTICLES OF AMENDMENT

OF

CHURCH OF THE HOLY TRINITY, EVANGELICAL AND REFORMED

changing its name to

CHURCH OF THE HOLY TRINITY, UNITED CHURCH OF CHRIST

approved and received for record by the State Department of Assessments and Taxation

of Maryland May 6, 1968 at 8:30 o'clock A. M. as in conformity

with law and ordered recorded.

A 3384

Recorded in Liber <sup>7667</sup>~~7660~~, folio <sup>12</sup>~~432~~ 397, 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 indorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

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

*[Handwritten Signature]*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 6617

AUG 16 9 44 AM '68

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  *[Handwritten]*  
VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 2.50

t. Stamp

Received for Record August 16, 1968 at 9:44 A. M. Receipt No. 61017 Liber 17  
NORTHAVEN MOBILE HOMES, INC.

## ARTICLES OF REDUCTION

Northaven Mobile Homes, Inc., a Maryland corporation, having its principal office in Washington County, Maryland (hereinafter called the Corporation) hereby certifies to the Department of Assessments and Taxation of Maryland, that:

FIRST: The stated capital of the Corporation is hereby reduced from Eighteen Thousand Five Hundred Dollars (\$18,500.00) to Ten Thousand Dollars (\$10,000.00).

SECOND: (a) The amount of stated capital of the Corporation prior to the reduction is Eighteen Thousand Five Hundred Dollars (\$18,500.00) represented by 1,850 issued shares of the par value of Ten Dollars (\$10.00) per share of common capital stock.

(b) The amount of the reduction of the stated capital of the Corporation hereby made is Eight Thousand Five Hundred Dollars (\$8,500.00) all of which represents a reduction in the stated capital of the common stock.

(c) The method of effecting such reduction is by retiring 850 shares of the common stock hold by the Corporation.

(d) The amount of stated capital of the Corporation as hereby reduced is Ten Thousand Dollars (\$10,000.00) represented by 1,000 issued shares of the par value of Ten Dollars (\$10.00) per share of common stock.

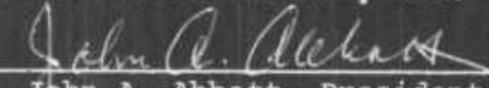
THIRD: The Board of Directors of the Corporation, at a meeting duly convened and held on August 31, 1967, duly authorized the reduction in the stated capital of the Corporation hereinabove set forth.

IN WITNESS WHEREOF, Northaven Mobile Homes, Inc. has caused these presents to be signed in its name and on its behalf by its president, and its corporate seal to be hereunto affixed and attested by its secretary on September 30<sup>th</sup>, 1967.

NORTHAVEN MOBILE HOMES, INC.

ATTEST AS TO  
CORPORATE SEAL:

  
Samuel C. Strite, Secretary

BY   
John A. Abbott, President



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

I HEREBY CERTIFY, That on this *6<sup>th</sup>* day of *October* A.D., 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John A. Abbott, President of Northaven Mobile Homes, 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 Samuel C. Strite 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.

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

*Rosalyn D. Wolford*

Rosalyn D. Wolford  
Notary Public  
My Comm. Exp: July 1, 1969



ARTICLES OF REDUCTION  
OF  
NORTHAVEN MOBILE HOMES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 6, 1968 at 8:30 o'clock A.M. as in conformity  
with law and ordered recorded.

A 3371

Recorded in Liber 7660, folio 378<sup>3</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles M. ...*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 61017

MAY 16 9 44 AM '68

LIBER FOLIO  
LAND  *Succession*  
VAUGHN J. BAKER, ACT. CLERK

PAID

Record \$ 2.25

St. Stamp \_\_\_\_\_

Received for Record Aug. 16, 1968 at 9:44 A. M. Receipt No. 61017 Liber 17

ROSEN'S DOWNTOWN, INC.

ARTICLES OF REDUCTION

Rosen's Downtown, 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 stated capital of the Corporation is hereby reduced from Eighty-Four Thousand Dollars (\$84,000.00) to Fifty-Six Thousand Dollars (\$56,000.00).

SECOND: (a) The amount of stated capital of the Corporation prior to the reduction is Eighty-Four Thousand Dollars (\$84,000.00) of which Eighty-Four Thousand Dollars (\$84,000.00) in amount is represented by 840 issued shares of the par value of One Hundred Dollars (\$100.00) per share of Common Stock.

(b) The amount of the reduction of the stated capital of the Corporation hereby made is Twenty-Eight Thousand Dollars (\$28,000.00), all of which represents a reduction in the stated capital of the Common Stock.

(c) The method of effecting such reduction is by retiring 280 shares of the Common Stock of the Corporation.

(d) The amount of the stated capital of the Corporation as hereby reduced is Fifty-Six Thousand Dollars (\$56,000.00), of which Fifty-Six Thousand Dollars (\$56,000.00) in amount is represented by 560 issued shares of the par value of One Hundred Dollars (\$100.00) per share of Common Stock.

THIRD: The Board of Directors of the Corporation at a

meeting duly convened and held on 20 MARCH, 1968,  
duly authorized the reduction in the stated capital of the Cor-  
poration hereinabove set forth.

IN WITNESS WHEREOF, Rosen's Downtown, 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 on 22 MARCH, 1968.



Odell H. Rosen  
Odell H. Rosen, Secretary

ROSEN'S DOWNTOWN, INC.

By Norman Rosen  
Norman Rosen, President

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY that on MARCH 22, 1968, before  
me, the subscriber, a Notary Public of the State of Maryland, in  
and for the <sup>COUNTY OF WASHINGTON</sup> ~~City of Baltimore~~, personally appeared Norman Rosen,  
President of Rosen's Downtown, 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 Odell H.  
Rosen 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.

Samuel G. Leib  
Notary Public  
My Commission expires July 1, 1969



ARTICLES OF REDUCTION  
OF  
ROSEN'S DOWNTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 24, 1968 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

A 3169

Recorded in Liber 7658, folio 303<sup>3</sup>, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles W. Hartgering*



STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 61017

AUG 16 9 44 AM '68

LIBER 7658 FOLIO 303

LAND  reassessed  
VAUGHN J. BAKER ACT. CLERK

**PAID**

Record \$ 375

St. Stamp

Received for Record August 16, 1968 at 9:44 A. M. Receipt No. 61017  
Liber 17

ARTICLES OF MERGER

MERGING

FAMLEE BAKERS, INC.  
(a Maryland Corporation)

INTO

THE MANBECK BREAD COMPANY  
(a Maryland Corporation)

\* \* \* \* \*

FIRST: FAMLEE BAKERS, INC., a corporation organized and existing under the laws of the State of Maryland, and THE MANBECK BREAD COMPANY, a corporation organized and existing under the laws of the State of Maryland, agree to effect a merger under the terms of which said FAMLEE BAKERS, INC. shall be merged into THE MANBECK BREAD COMPANY. The terms and conditions of the merger and the mode of carrying the same into effect are as set forth in these Articles of Merger.

SECOND: THE MANBECK BREAD COMPANY, a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the name THE MANBECK BREAD COMPANY.

THIRD: Each corporate party to these Articles of Merger is a corporation organized and existing under the Laws of the State of Maryland.

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 which said FAMLEE BAKERS, INC. has authority to issue is fifteen hundred (1500) shares of common stock having a par value of One Hundred Dollars (\$100.00) each, all of one class.

The total authorized capital stock of THE MANBECK BREAD COMPANY is Three Hundred Thousand Dollars (\$300,000.00) divided into two thousand (2000) shares of Preferred Stock

of the par value of One Hundred Dollars (\$100.00) each and ten thousand (10,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) each of which nine thousand (9,000) shares is Non-voting Stock and one thousand (1,000) shares is Voting Stock.

SIXTH: All of the issued and outstanding shares of stock of said FAMLEE BAKERS, INC. are owned by THE MANBECK BREAD COMPANY, the surviving corporation. No shares of the surviving corporation are to be issued for shares of said FAMLEE BAKERS, 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.

This merger shall become effective upon the filing of these articles of merger.

SEVENTH: The principal office of said FAMLEE BAKERS, INC. is located in the County of Frederick, State of Maryland.

The principal office of said THE MANBECK BREAD COMPANY is located in the County of Washington, State of Maryland.

FAMLEE BAKERS, INC. owns real property in Frederick County, Maryland.

THE MANBECK BREAD COMPANY, the surviving corporation, owns real property in Washington County, Maryland.

EIGHTH: The articles of merger were duly approved and advised by resolution adopted by unanimous vote of the entire board of directors of each of the corporate parties at meetings thereof held on April 26, 1968.

The articles of merger were approved by the unanimous written consent of all the stockholders of THE MANBECK BREAD COMPANY, the parent corporation.

NINTH: THE MANBECK BREAD COMPANY, the surviving corporation,

shall have the right to continue the use of the name FAMLEE BAKERS and/or FAMLEE as one of its trade or product names.

IN WITNESS WHEREOF, FAMLEE BAKERS, INC. and THE MANBECK BREAD COMPANY, 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 and the respective corporate seals to be hereunto affixed and attested by their respective secretaries, all as of the 26th day of April, A.D., 1968.

FAMLEE BAKERS, INC.

By Guy S. Beaver  
Guy S. Beaver, President

(CORP. SEAL)

ATTEST: Carl H. Beaver  
Carl H. Beaver, Secretary

THE MANBECK BREAD COMPANY

By Park O. Beaver  
Park O. Beaver, Sr., President

(CORP. SEAL)

ATTEST: Donald A. Beaver  
Donald A. Beaver, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 26 day of April, A.D., 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Guy S. Beaver, President of FAMLEE BAKERS, INC., a Maryland corporation 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 Carl H. Beaver, and made oath in due form of law that he was Secretary 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 Official Notarial Seal the day and year last above written.

*James Morgan*  
\_\_\_\_\_  
Notary Public.

NOTARY PUBLIC  
Lewiston, Mead Co., Pa.  
My Comm. on exp. 3  
March 6, 1971

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 26th day of April, A.D. 1968, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Park O. Beaver, Sr., President of THE MANBECK BREAD COMPANY, a Maryland corporation, 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 Donald A. Beaver, and made oath in due form of law that he was Secretary 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 official Notarial Seal the day and year last above written.

Pearl L. Gehr  
Pearl L. Gehr, Notary Public

My Commission expires July 1, 1959.

ARTICLES OF MERGER

OF

FAMLEE BAKERS, INC. Md. Corp.

merging into

THE MANBECK BREAD COMPANY Md. Corp. (Survivor)

approved and received for record by the State Department of Assessments and Taxation of Maryland May 17, 1968 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 3622

Recorded in Liber 7663, folio 23, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 15.00  
2.00 Cert. Land Record Office Fred. Co.  
17.00

To the clerk of the Circuit Court of Washington County

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

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

*Charles M. ...*



LG

STATE OF MD.  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIPT NO. 6617

AUG 16 9 44 AM '68

LIBER 7663 FOLIO 23

LAND  23  
VAUGHN J. BAKER ACT. CLERK

PAID

Record \$ 375

St. St. MD