

Received for Record Jan. 26, 1977 at 10:22 AM LIBER 26

THE DANZER METAL WORKS COMPANY
AMENDMENT TO CHARTER

At the 1975 annual meeting of The Danzer Metal Works Company due notice having been given stockholders, held on March 17, 1976, the stockholders present in person or by proxy unanimously approved splitting the company's stock on a twenty for one (20 to 1) basis. This action caused the authorized stock to be increased from 10,000 shares with a par value of \$100.00 per share to 200,000 shares with a par value of \$5.00 per share.

W. Ash

IN WITNESS WHEREOF, this article of amendment has been signed and acknowledged in the name and on the behalf of the corporation by Claude Merckle, President, and witnessed and attested by Robert L. Martin, Secretary, this 18th day of OCTOBER, 1976.

THE DANZER METAL WORKS COMPANY

Claude O. Merckle
Claude Merckle, President

ATTEST:

Robert L. Martin
Robert L. Martin, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 18th day of OCTOBER, 1976, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Claude Merckle, President, The Danzer Metal Works, who acknowledged the execution of the foregoing Amendment to Charter and acknowledged the matters and facts set forth therein to be true and correct.

WITNESS my hand and Official Notarial Seal.

Doris L. [Signature]
Notary Public



My Commission expires:
July 1, 1978

CROSSLEY, LATIMER
& ROBINSON
ATTORNEYS AT LAW
HAGERSTOWN, MD.

ARTICLES OF AMENDMENT
OF
THE DANZER METAL WORKS COMPANY

344]

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 26, 1976 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 55360

2

Recorded in Liber 2330, folio 587, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

375

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.

William J. Harrison



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JAN 26 10 22 AM '77

LIBER _____ FOLIO _____

LAND _____
WASHINGTON COUNTY CLERK

Received for Record Jan. 26, 1977 at
10:23 AM TIBER 26

JAN 26-77 A 11882 *****S75

ARTICLES OF MERGER

ARTICLES OF MERGER, dated this 25 day of October, 1976, by and between Turner Development Company, Inc., a Maryland Corporation, hereinafter sometimes called the Surviving Corporation, and Long Meadow Development Company, Inc., a Maryland Corporation, and Southside Development Company, a Maryland Corporation, hereinafter sometimes called the Merging Corporations:

WITNESSETH:

1. Turner Development Company, Inc., Long Meadow Development Company, Inc., and Southside Development Company, Inc., which are the corporations parties to these Articles of Merger and all 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 Development Company, Inc., is the Corporation which will survive the merger and it will continue under the name
TURNER DEVELOPMENT COMPANY, INC.

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

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

(a) Turner Development Company, 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) Long Meadow Development Company, 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.

c. Southside Development Company, 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. One Thousand Two Hundred Eighty-Four (1,284) 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 One Thousand (1,000) shares of the Ten (\$10.00) Dollars par value capital stock of the Long Meadow Development Company, Inc., at the rate of one share of common stock of the Surviving Corporation for 1.278 shares of the capital stock of the Long Meadow Development Company, Inc.

b. Five Hundred Forty-One and One-half (541½) 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 One Thousand Five Hundred (1,500) shares of the Ten (\$10.00) Dollars par value capital stock of the Southside Development Company, Inc., at the rate of one share of common stock of the Surviving Corporation for 2.77 shares

of the capital stock of the Southside Development Company, Inc.

c. Each of the Two Thousand (2,000) 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.

d. After the merger is effected the Surviving Corporation shall have Three Thousand Eight Hundred Twenty-Five and One-Half (3,825½) shares of capital stock having an aggregate par value of Thirty-Eight Thousand Two Hundred Fifty-Five (\$38,255.00) Dollars issued and outstanding, all of which will be common stock of the Surviving Corporation.

6. The principal offices in the State of Maryland of both corporations parties to these Articles of Merger are located in Washington County. The Merging Corporations own real estate only in Washington County, Maryland.

7. The proposed form of these Articles of Merger was submitted to the Board of Directors of Long Meadow Development Company, Inc., at a special meeting of said Board of Directors duly held at the office of said corporation at the Turner Building, Oak Hill Avenue, Hagerstown, Maryland, on the 23rd day of October, 1976, 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 25th day of October, 1976, 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 Long Meadow Development Company, Inc., to all of its stockholders entitled to vote thereon, and there were no stockholders not entitled to vote thereon. A special meeting of the stockholders of the Long Meadow Development Company, Inc. was duly held on the 25 day of October, 1976, 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 (2/3) 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 Southside Development Company, Inc., at a special meeting of said Board of Directors duly held at the office of said corporation at the Turner Building, Oak Hill Avenue, Hagerstown, Maryland, on the 25 day of October, 1976, 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 25 day of October, 1976, 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 of the proposed Articles of Merger was given by Southside Development Company, Inc., to all of its stockholders entitled to vote thereon, and there were no stockholders not entitled to vote thereon. A special meeting of the stockholders of Southside Development Company, Inc., was duly held on the 25 day of October, 1976, 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 (2/3) of all the votes entitled to be cast thereon.

9. The proposed form of these Articles of Merger was submitted to the Board of Directors of Turner Development Company, Inc., at a special meeting of said Board of Directors duly held at the office of said corporation at The Turner Building, Oak Hill Avenue, Hagerstown, Maryland, on the 25 day of October, 1976, 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 25 day of October, 1976, 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 of the proposed Articles of Merger was given by Turner Development Company, Inc., to all of its stockholders entitled to vote thereon, and there were no stockholders not entitled to vote thereon. A special meeting of the stockholders of Turner Development, Inc. was duly held on the 25 day of October, 1976, 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 (2/3) of all the votes entitled to be cast thereon.

10. These Articles of Merger were duly advised by the Board of Directors of Long Meadow Development Company, Inc., and

approved by its stockholders by the vote required by Article 23 of the Annotated Code of Maryland by its Charter.

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

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

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

14. Upon the effective date of these Articles of Merger the separate existence of the Merging Corporation, Long Meadow Development Company, Inc. and Southside Development Company, 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 Development Company, Inc., the Surviving Corporation, and the Surviving Corporation shall be liable for all the debts and obligations of the Merging Corporations 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 Corporations, be made and delivered in the name of the Merging Corporations 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.

LONG MEADOW DEVELOPMENT COMPANY, INC.

By: Franklin R. Turner
President

ATTEST:

Phyllis A. Baker
Secretary

SOUTHSIDE DEVELOPMENT COMPANY, INC.

By: Franklin R. Turner
President

ATTEST:

Phyllis A. Baker
Secretary

TURNER DEVELOPMENT COMPANY, INC.

By: Franklin R. Turner
President

ATTEST:

Phyllis A. Baker
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 26 day of October, A.D., 1976, 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 Long Meadow Development Company, Inc., being a Corporation organized and existing under the Laws of the State of Maryland, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Merger to be the corporate act of said Corporation, and at the same time personally appeared Phyllis A. Baker, and made oath in due form of law that she was secretary of the meeting of the stockholders of said Corporation at which the said Articles of Merger were approved, and that the said Articles of Merger were duly advised and authorized by resolution of the Board of Directors of said Corporation declaring that the proposed merger was advisable and directing that it be submitted for action thereon at a meeting of the stockholders of said Corporation and that said Articles of Merger were approved at said meeting of stockholders



held on the 25 day of October, 1976, by the affirmative vote of more than two-thirds (2/3) 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.

Joseph E. B...

Notary Public



My Commission Expires:
July 1, 1978.

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

I HEREBY CERTIFY That on the 26 day of October, A.D., 1976, 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 Southside Development Company, Inc., being a Corporation organized and existing under the Laws of the State of Maryland, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Merger to be the corporate act of said Corporation, and at the same time personally appeared *Phyllis Oats* 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 25 day of October, 1976, by the affirmative vote of more than two-thirds (2/3) 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.

Joseph E. B...

Notary Public



My Commission Expires:
July 1, 1978.

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on the 26 day of October, A. D., 1976, 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 Development Company, Inc., being a Corporation organized and existing under the Laws of the State of Maryland, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Merger to be the Corporate act of said Corporation, and at the same time personally appeared *Phyllis Oatis*, 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 25 day of October, 1976, by the affirmative vote of more than two-thirds (2/3) 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.

Joseph E. [Signature]
 Notary Public



My Commission Expires:
 July 1, 1978.

ARTICLES OF MERGER

MERGING

LONG MEADOW DEVELOPMENT CO., INC. (MD. CORP.)

AND

SOUTHSIDE DEVELOPMENT CO., INC. (MD. CORP.)

INTO

TURNER DEVELOPMENT CO., INC. (MD. CORP.)-SURVIVOR

approved and received for record by the State Department of Assessments and Taxation

of Maryland October 26, 1976, at 8:30 o'clock A.M. as in conformity

with law and ordered recorded.

345

A 55387

10

Recorded in Liber 2330, folio 709, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 23.00
2.00 Cert. among Land Records Washington County.
\$ 25.00 Total

5.75

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.

William J. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JAN 26 10 23 AM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHAN CLERK

Jan. 26, 1977 A RF 11869 *****1.00
Refer to Temp. # 436 LIBER 629 Land

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF MERGER

To the Clerk of the CIRCUIT Court for WASHINGTON COUNTY

Pursuant to Article 23, Section 66(g) (1) and (2) of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that an agreement of merger has been filed in its office by _____

TURNERS ACCOUNTING OFFICE
1589 POTOMAC AVE., HAGERSTOWN, MD. 21740

which said agreement of merger was duly approved by said Department on _____
October 26, 1976, at 8:30 a.m.

and in accordance with said Article and Section of the Code it is further certified:

(a) The names of the merging corporations are _____
LONG MEADOW DEVELOPMENT CO., INC. & SOUTHSIDE DEVELOPMENT CO., INC. (MD. CORPS.)

INTO _____
TURNER DEVELOPMENT CO., INC. (MD. CORP.)-SURVIVOR

(b) The name of the new corporation is _____
TURNER DEVELOPMENT CO., INC.

(c) The location of the principal office of the new corporation is _____
Washington County

(d) The Agreement of Merger is dated October 25, 1976.

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was _____
October 26, 1976, at 8:30 a.m.

ARTICLES OF MERGER AND CHARTER OF

Baltimore Conference Health Care Agency of the Methodist Church, Inc., a religious body corporate of the State of Maryland, located at 141 S. Main Street, Boonsboro, Maryland 21713,

INTO

Readers' Memorial Home, Inc., a religious body corporate of the State of Maryland, located at 141 S. Main Street, Boonsboro, Maryland 21713, with a new merged corporation to be known and designated as the surviving religious body corporate, known as:

READERS MEMORIAL HOME, INC., a religious body corporate, located at 141 S. Main Street, Boonsboro, Maryland 21713.

Resident Agent: Joseph E. Hannah, Rt. #1, Rohrerstown, Maryland 21779.

TO THE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND:

The Baltimore Conference Health Care Agency of the Methodist Church, Inc., and the Readers' Memorial Home, Inc., both being religious body corporates, do hereby certify:

WHEREAS on this 7th day of December, 1966 by act of incorporation duly recorded in Liber 5-572, Folio 152 among the Charter Records of the State Department of Assessments and Taxation of Maryland, the Baltimore Conference Health Care Agency of the Methodist Church, Inc. became a religious body corporate, and

WHEREAS on July 13, 1971, by act of incorporation duly recorded in Liber F896, folio 88, among the Charter Records of the State Department of Assessments and Taxation of Maryland, the Readers' Memorial Home, Inc. became a religious body corporate, which Charter was amended on August 11, 1975 (see Charter Records Liber No. 2202, folio 129), and

WHEREAS by action of the Baltimore Annual Conference of the United Methodist Church a Resolution was passed on June 3, 1976 directing that said Baltimore Conference Health Care Agency of the Methodist Church, Inc., merge with Readers' Memorial Home, Inc., and

WHEREAS by action of the Directors of Baltimore Conference Health Care Agency of the Methodist Church, Inc. on July 8, 1976 said corporation took appropriate action to merge said religious body corporate into Readers' Memorial Home, Inc. in accordance with said Baltimore Annual Conference Resolution, and

WHEREAS by action taken on July 8, 1976 by the Trustees of Readers' Memorial Home, Inc. the aforementioned merger of the Baltimore Conference Health Care Agency of the Methodist Church, Inc. into Readers' Memorial Home, Inc. was approved; and in addition thereto, the name of the new merged corporation was to be Readers Memorial Home, Inc., and

WHEREAS all the aforesaid has been accomplished by the respective religious corporations all in accordance with their charters and with the provisions of the 1972 Discipline of the United Methodist Church, and by said direction of the Baltimore Annual Conference of the United Methodist Church on June 3, 1976.

NOW THEREFORE, in conformity with the action taken by the respective religious body corporates, the existing corporate entity known as the Baltimore Conference Health Care Agency of the Methodist Church, Inc. does merge into and with the existing corporate entity known as Readers' Memorial Home, Inc. to be known as REEDERS MEMORIAL HOME, INC.; that by these Articles of Merger and Charter, all property and assets, both real and personal, of each of the two corporations are hereby bargained, sold, transferred, granted, conveyed, assigned and delivered to the Board of Trustees of REEDERS MEMORIAL HOME, INC., subject to any and all existing obligations thereupon; and the said two corporations do hereby agree that all their respective right, title and interest in and to any and all property, real or personal, standing in the name of the respective corporations as of the date of this merger, shall become the sole property of the merged corporation, to be known as REEDERS MEMORIAL HOME, INC., as though title thereto had originally been conveyed by deed or other legal instrument to the said REEDERS MEMORIAL HOME, INC. and every other devise, or bequest in favor of any or either of the two former separate corporations which it would have been capable of taking shall devolve upon said new merged corporation, which shall be regarded as substituted by operation of law in the place and stead of said former corporations.

The said corporations own property in Washington and Baltimore County,

the title to which could be affected by the recording of an instrument among the Land Records of Baltimore County.

The said Trustees of each respective corporation to this merger, constituting as of now and for the time being the Trustees of the newly created merged corporation to be known as REEDERS MEMORIAL HOME, INC., a religious body corporate, do hereby amend the existing charter of Readers' Memorial Home, Incorporated as follows:

Article 1. The name of the religious corporation (which is hereafter called the Corporation) shall be REEDERS MEMORIAL HOME, INC., a body corporate located at 141 S. Main Street, Boonsboro, Maryland 21713.

Article 2. All of the Articles of the original Articles of Incorporation of Readers' Memorial Home, Incorporated except that designated "EIGHTH" are hereby reaffirmed in their entirety.

Article 3. That section of the Articles of Incorporation designated "EIGHTH" is hereby deleted and the following substituted in its place:

EIGHTH: This Corporation shall be composed of seventeen (17) Trustees, who shall be elected in classes by the Baltimore Annual Conference of the United Methodist Church, Inc., as follows:

Until December 31, 1977

Dr. John B. Jones

Mrs. Walter Wicklein
Rev. Joshua Hutchins
Rev. Eugene Hatcher

Frostburg United Methodist Church
46 Main Street, Frostburg, Maryland 21532
1820 Cromwell Bridge Road, Baltimore, Md. 21234
31 Lafayette Avenue, Annapolis, Maryland 21401
11017 Liberty Road, Randallstown, Md. 21133

Until December 31, 1978

J. Britain Winter
Thurman L. Dodson
Rev. Roscoe Williams

Philmore W. Geeghagan

7022 Bellona Avenue, Baltimore, Maryland 21212
626 8rd Street, N.W., Washington, D.C. 20001
Garrison Blvd. Church Community Center
2504 Garrison Blvd., Baltimore, Maryland 21216
Scientist Cliffs, Port Republic, Maryland 20676

Until December 31, 1979

Rev. William Baker
David Rasm
Guy Avey, Jr.
Rev. Robert Hershberger

1501 Fallston Road, Fallston, Maryland 21047
P. O. Box 1, Bowie, Maryland 20715
210 N. Georgia Ave., Martinsburg, West Va. 25401
P. O. Box 5, Bunker Hill, West Virginia 25413

In addition thereto, there shall be five (5) additional Trustees as appointed by the Bishop, and such five (5) additional Trustees shall reside as follows: "One

shall reside in or near said Boonsboro, one shall reside in or near Keedysville, Washington County, Maryland, one shall reside in or near Rohrsersville, in Washington County, Maryland, one shall reside in or near Hagerstown, Washington County, Maryland, and one shall reside in or near Frederick, Frederick County, Maryland", and said Trustees are as follows:

Until December 31, 1977

J. Wesley Deavers Boonsboro, Maryland 21713
Joseph E. Hannah Rt. 1, Rohrsersville, Maryland 21779

Until December 31, 1978

Richard C. Schukraft 13 Kent Ave., Rt. 3, Hagerstown, Maryland 21740
Robert Wyand South Main Street, Keedysville, Maryland 21756

Until December 31, 1979

Melvin Engle Frederick, Maryland 21701

It is also required that these five (5) Trustees shall be "persons experienced in business and shall not be persons who are active or retired ministers".

Article 4. This Charter may be altered or amended at a meeting duly called by the Board of Trustees for that purpose by a two-thirds (2/3) majority of the members of said Board; provided that not less than ten (10) days' written, mailed or delivered notice of such meeting shall have been given to each of the members of the Board as herein comprised.

IN WITNESS WHEREOF, the Baltimore Conference Health Care Agency of the Methodist Church, Inc., a body corporate of the State of Maryland and Reeder's Memorial Home, Inc., a body corporate of the State of Maryland, both have caused these presents to be executed by the President of each respective Board of Trustees and their corporate seals to be hereto attached this 9th day of November, Nineteen Hundred and Seventy-Six.

ATTEST:

John O. Hoffman

Baltimore Conference Health Care Agency of the Methodist Church, Inc. Seal (1966)

BALTIMORE CONFERENCE HEALTH CARE AGENCY OF THE METHODIST CHURCH, INC.

By *John O. Hoffman*

John O. Hoffman

REEDERS' MEMORIAL HOME, INC.

Joseph E. Hannah

Seal of Reeder's Memorial Home, Inc. (1972)

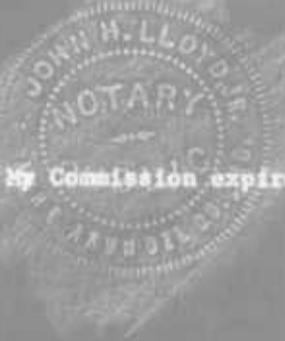
By *Joseph E. Hannah*

Joseph E. Hannah

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:

I HEREBY CERTIFY, that on this 9th day of November 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County aforesaid, personally appeared JOHN O. HOFFMAN, President of the Board of Trustees of the Baltimore Conference Health Care Agency of the Methodist Church, Inc. and JOSEPH E. HANNAH, President of Readers' Memorial Home, Inc. and in the name of and on behalf of said Corporations, acknowledged the foregoing Articles of Merger and Charter and Change of Name to be the corporate act of each of said Corporations.

AS WITNESS my hand and Notarial Seal.



My Commission expires: JULY 1, 1978

John S. Perry
Notary Public

ARTICLES OF MERGER

MERGING

BALTIMORE CONFERENCE HEALTH CARE AGENCY OF THE METHODIST CHURCH, INC. (MD. CORP.)

INTO

REEDERS' MEMORIAL HOME, INC. (MD. CORP.)-SURVIVOR

changing its name to:

REEDERS MEMORIAL HOME, INC.

408

approved and received for record by the State Department of Assessments and Taxation of Maryland November 15, 1976, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 56007

6

Recorded in Liber 2336, folio 693, 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 Certif. to Baltimore Co. Land Record Office.
\$17.00 Total

375

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECORDS SECTION

MAR 8 10 12 AM '77

LIBER _____ FOLIO _____

LAND _____ TAXER CLERK _____

ARTICLES OF INCORPORATION
OF
RITA. INC.

THIS IS TO CERTIFY:

FIRST: That I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, 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, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation"), is RITA, INC.

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

- (a) For purposes of operating restaurant businesses and all other purposes incident thereto and inherent therein.
- (b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.
- (c) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

LAW OFFICES RICHARD W. LAURICELLA

(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 of 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 of 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 purpose, 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.

LAW OFFICES RICHARD W. LAURICELLA

FOURTH: The post office address of the principal office of the Corporation in this State is Holiday Acres Shopping Center, Smithsburg, Maryland, 21783. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased 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 Salvatore Ferraiolo, Filomena Ferraiolo and Richard W. Lauricella.

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

(b) No contract or other transactions 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 interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of November, 1976.

LAW OFFICES RICHARD W. LAURICELLA

WITNESS:

Marian Marshall

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 12th day of November, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission expires:
7/1/78

Marian Marshall
Notary Public



ARTICLES OF INCORPORATION

OF

RTA, INC.

428

approved and received for record by the State Department of Assessments and Taxation of Maryland November 22, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 56174

Recorded in Liber 2938, folio 404, 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

3.75

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 8 10 12 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. WALKER, CLERK

MARYLAND MACHINE & FOUNDRY WORKS, INC.ARTICLES OF AMENDMENT

Maryland Machine & Foundry Works, 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 of Maryland, that:

FIRST: The charter of the corporation is hereby amended by striking out Article FOURTH of the Articles of Incorporation and inserting in lieu thereof the following:

" FOURTH: The post office address of the principal office of business of the corporation in this State will be located at 89 West Lee Street, Hagerstown, Maryland, 21740. The Resident Agent of the corporation in this State is Edwin H. Miller, whose post office address is 82 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein."

SECOND: The Board of Directors of the corporation, at a meeting duly convened and held on September 20, 1976, adopted a resolution in which was set forth the foregoing Amendment to the Charter declaring that said amendment of the Charter was advisable and directed that it shall be submitted for action thereon at a special meeting of the stockholders of the corporation held on September 20, 1976.

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

FOURTH: The Amendment of the Charter of the corporation as hereinabove set forth was approved by the stockholders of the corporation at said meeting by the affirmative vote of all outstanding stock entitled to vote thereon.

FIFTH: The Amendment of the Charter of the corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the corporation.

IN WITNESS WHEREOF, Maryland Machine & Foundry Works, 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 to by its Secretary this 2nd day of November, 1976.

ATTEST AS TO CORPORATE SEAL:

MARYLAND MACHINE & FOUNDRY WORKS, INC.



Stillman D. Slocum
Stillman D. Slocum
Secretary-Treasurer

BY: Donnie L. Martin
Donnie L. Martin
President

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

I HEREBY CERTIFY, That on this 2nd day of November, 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donnie L. Martin, President of Maryland Machine & Foundry Works, 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 Stillman D. Slocum 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 was approved, and that the matters and facts set forth in said Articles of Amendment are true and correct to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.



Ernie C. Stelmeyer
Notary Public

My Commission Expires:
July 1, 1978

ARTICLES OF AMENDMENT
OF
MARYLAND MACHINE & FOUNDRY WORKS, INC.

420

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 19, 1976, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 56097

3

Recorded in Liber 2337, folio 612, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

3.75

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.

William J. Semmes



STATE OF MARYLAND
WASHINGTON COUNTY
RECORDS DEPARTMENT
MAR 8 10 13 AM '77
LIBER _____ FOLIO _____
LAW OFFICE

ARTICLES OF AMENDMENT OF CORPORATE CHARTER

28

HOM DEL CORPORATION

Hom Del Corporation, a Maryland corporation, having its principal office in Smithsburg, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The board of directors of the Corporation, at a meeting duly convened and held on November 1, 1976, adopted a resolution in which was set forth the amendments to the charter, hereinafter set forth, declaring that the said amendments of the charter as advisable and directing they be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held Nov. 4, 1976.

Second: Notice setting forth the said amendments 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.

THIRD: The amendments of the charter as hereinafter set forth were approved by the stockholders of the Corporation at said meeting by the affirmative vote of more than two-thirds of the shares of each class of stocks entitled to vote thereon.

FOURTH: The amendments of the charter of the Corporation as hereinafter set forth have been duly advised by the board of directors and approved by all the stockholders of the Corporation.

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

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

BLUE OX, INC.

SIXTH: The charter is hereby amended by striking out Article Fourth of the Articles of Incorporation and inserting in lieu thereof the following:

"Fourth: The post office address of the principal office of the Corporation in this State is P. O. Box 207, 45 South Main St., Smithsburg, Maryland, 21783. The resident agent of the Corporation is George E. Snyder, Jr., whose address is the same as the principal office. Said resident is a citizen of the State of Maryland and actually resides therein."

SEVENTH: The change of charter hereby made has no effect on the value or number of shares of stock of the Corporation.

IN WITNESS WHEREOF, Hom Del Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on November 9, 1976.

(Corporate Seal)

Attest:

Carol F. Snyder
Carol F. Snyder
Secretary

HOM DEL CORPORATION

BY: George E. Snyder, Jr.
George E. Snyder, Jr.
President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on November 9, 1976, before me, the subscriber, a Notary Public of the State of Maryland and for the County of Washington, personally appeared George E. Snyder, Jr., President of Hom Del 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 Carol F. Snyder and made oath in due form of law that she was secretary of the meeting of the stockholders 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 Notarial Seal the day and year last above written.



Joanne Snyder
Notary Public

30

DIRECTORS' RESOLUTION TO AMEND ARTICLES OF INCORPORATION TO CHANGE CORPORATE NAME AND RESIDENT AGENT

"RESOLVED: That the Board of Directors of this Corporation, deeming it desirable and in the best interests of the Corporation, shall recommend to the stockholder of the Corporation that the Articles of Incorporation be amended to change the name of the Corporation to 'Blue Ox, Inc.'; to change the resident agent to George E. Snyder, Jr.; to change the principal place of business address to P. O. Box 207, 45 South Main St., Smithsburg, Maryland, 21783; and that said proposed amendments be submitted for action by the stockholder at a special meeting to be held on November 4, 1976."

SECRETARY'S CERTIFICATION

I, Carol F. Snyder, Secretary of Hom Del Corporation do hereby certify that the foregoing is a true and correct copy of a resolution duly adopted by the Board of Directors of said Corporation at a special meeting held at Smithsburg, Maryland, on November 1, 1976, all directors being present and voting unanimously in favor thereof; and I do further certify that the foregoing resolution is still in full force and effect and has not been amended or rescinded.

Carol F. Snyder
Carol F. Snyder

November 1, 1976

CONSENT OF STOCKHOLDER TO CHANGE OF CORPORATE NAME AND RESIDENT AGENT

I, being the sole stockholder of Hom Del Corporation do hereby consent to the change of name of said corporation to "Blue Ox, Inc." and change of resident agent and address of principal office as set forth in the Directors' resolution of November 1, 1976.

George E. Snyder, Jr.
George E. Snyder, Jr.

ARTICLES OF AMENDMENT

OF

HCM-DEL CORPORATION

Changing its name to:

BLUE OX, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 23, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

428

A 56169

Recorded in Liber 2338, folio 377, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

3.75

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.

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 8 10 13 AM '77

LIBER _____ FOLIO _____

LAND
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

KATY O'CONNELL'S INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Catherine V. O'Connell, 151 North Artizan Street, Williamsport, Maryland, 21795, being over the age of twenty-one, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "corporation"), is: "KATY O'CONNELL'S 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 purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in 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 transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

(c) To operate a place of business for sale, wholesale, and retail of all types of wearing apparel.

(d) To engage in, conduct and carry on the business of manufacturing, purchasing, trading and dealing in at wholesale and retail all kinds of personal property.

(e) 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.

(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: 11 North Potomac Street, Hagerstown, Maryland, 21740. The Resident Agent of the corporation is: Catherine V. O'Connell whose post office address is: 151 North Artizan Street, Williamsport, Maryland, 21795. 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, which number may be increased by the By-Laws of the corporation. The following three persons shall act as Directors of the corporation until the first annual meeting or until their successors are duly chosen and qualify: Catherine V. O'Connell, Phil G. O'Connell, and Margaret V. Kretsinger.

SIXTH: The total number of shares of stock which the corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One (\$1.00) Dollar per share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

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

(a) 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 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 stockholder shall have the right to inspect any account, book or document of the corporation except as conferred by the statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

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

(d) The above granted powers to the corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the directors of the corporation.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of November, 1976.

WITNESS:

Pamela Sue Jones

Catherine V. O'Connell (SEAL)
Catherine V. O'Connell

35

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

I HEREBY CERTIFY, That on this 12th day of November, 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Catherine V. O'Connell, and she acknowledged the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Notarial Seal.

Pamela Sue Jones
Notary Public



ARTICLES OF INCORPORATION
OF
KATY O'CONNELL'S INC.

407

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 15, 1976 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

A 55981

6

Recorded in Liber 2336, folio 543, 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

375

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 8 10 13 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. FAXER, CLERK

ARTICLES OF AMENDMENT

E.R. LARDIZABAL, P.A.

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of E.R. Lardizabal, P.A., a Maryland Professional Corporation, having its principal office at 382 South Cleveland Avenue, Hagerstown, Maryland 21740, at a meeting duly convened and held on July 1, 1976 adopted the following resolution:

"RESOLVED, that it is advisable to amend the Charter of the Corporation by amending and changing the Corporate Name of said Corporation to read as follows:

"E.R. Lardizabal, M.D., P.A."

SECOND: That a proper notice was duly given to all stockholders of record, entitled to vote thereon, setting forth the proposed amendment upon which action would be taken at a special meeting of Stockholders slated for July 1, 1976.

THIRD: That said special meeting of Stockholders was held as aforesaid and said amendment was unanimously approved by all Stockholders entitled to vote thereon.

IN WITNESS WHEREOF, E.R. Lardizabal, P.A. has caused these presents to be signed in its name and on its behalf by its President, and its President's signature witnessed by its Secretary this 1ST day of July, A.D., 1976.

E.R. LARDIZABAL, P.A.

Attest:

By

E.R. Lardizabal
President

Erid V. Lardizabal
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 15TH day of JULY, A.D., 1976, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Evaristo Ramos Lardizabal, President of E.R. Lardizabal, P.A., a Maryland Professional 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 Enid V. Lardizabal, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of her information, knowledge and belief.

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

Paula A. Kendall
Notary Public

PAULA A. KENDALL
NOTARY PUBLIC
WASHINGTON COUNTY
Commission Expires:
July 1, 1978

ARTICLES OF AMENDMENT
OF

E. R. LARDIZABAL, P. A.
changing its name to:
E.R. LARDIZABAL, M.D., P.A.

398

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 12, 1976, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 55871

Recorded in Liber 2335, folio 3 440, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

375

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAR 8 10 13 AM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN HAYFR CLERK

ARTICLES OF AMENDMENT
OF

BROOK LANE PSYCHIATRIC CENTER, INC.

BROOK LANE PSYCHIATRIC CENTER, 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 of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended to change the election of members of the Board of Directors by striking out paragraph SEVENTH of the Articles of Incorporation and inserting in lieu thereof the following:

"SEVENTH: Members of the Board of Directors of the corporation shall be appointed by the Mennonite Mental Health Services from such names as are recommended by the Board of Brook Lane Psychiatric Center, Inc. in conformity with its by-laws."

The Board of Directors of the Corporation at its annual meeting duly convened and held on September 25, 1976 adopted a Resolution in which was set forth the foregoing Amendment to the Charter, and that the Board of Directors of the Corporation approved said Amendment by unanimous written consent, they being the only members of the corporation.

IN WITNESS WHEREOF, Brook Lane Psychiatric Center, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 25th day of September, 1976.

BROOK LANE PSYCHIATRIC CENTER, INC.

ATTEST:

Paul M. Housh

By John B. Schaffer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2nd day of November, 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John A. Schaffer President of Brook Lane Psychiatric Center, 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 further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

Jane A. Neal
Notary Public



Comm. Exp. July 1, 1978

ARTICLES OF AMENDMENT
OF
BROOK LANE PSYCHIATRIC CENTER, INC.

398

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 12, 1976, at 8:30 o'clock AM. as in conformity
with law and ordered recorded.

A 55862

3

Recorded in Liber 2335, folio 394, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

3.75

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.

William J. Simment



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAR 8 10 14 AM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. TAKER CLERK

SHARPSBURG GENERAL STORE, INCORPORATED

Articles of Incorporation

PC of
Wahler

First: The undersigned George Edward Kesler whose post office address is 4303 Mahan Road, Silver Spring, Maryland, 20906 and Evelyn Frances Kesler whose post office address is 4303 Mahan Road, Silver Spring, Maryland, 20906, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

Second: The name of the corporation (which is hereinafter called the Corporation) is SHARPSBURG GENERAL STORE, INCORPORATED.

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

(a) To buy and sell at both wholesale and retail all supplies, equipment, tools, appliances, and general merchandise of every kind, nature, and description.

(b) To carry on a grocery, food market and general merchandise business at wholesale and retail.

Fourth: The post office address of the principal office of the Corporation in Maryland is 208 South Church Street, Sharpsburg Maryland, 21872. The name and post office address of the resident agent of the corporation in Maryland are George Edward Kesler, 4303 Mahan Road, Silver Spring, Maryland, 20906. Said resident agent is a citizen of Maryland and actually resides therein.

Fifth: The Corporation shall have no less than three Directors and George Edward Kesler, Evelyn Frances Kesler, GeorgeAnn Kesler Jansson and Roxanne Kesler Borjes shall act as such until the first annual meeting, or until their

successors are duly chosen and qualified.

Sixth: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares without par value, all of one class.

Seventh: The duration of the Corporation shall be perpetual.

IN WITNESS THEREOF, We have signed these Articles of Incorporation and acknowledged the same to be our act on this 1st day of December

1976:

George Edward Kesler (seal)
(George Edward Kesler)

Evelyn Frances Kesler (seal)
(Evelyn Frances Kesler)

ARTICLES OF INCORPORATION
OF
SHARPSBURG GENERAL STORE, INCORPORATED

393

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 10, 1976 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 55836

3

Recorded in Liber 2335, folio 62, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

3.75

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECORDED FOR RECORD

MAR 8 10 14 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

su

ARTICLES OF AMENDMENT ⁴²⁵

TO

CERTIFICATE OF INCORPORATION

OF

THE HAGERSTOWN PAINT AND GLASS COMPANY

Washington

The Hagerstown Paint and Glass Company, a Maryland corporation, hereinafter referred to as the "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Certificate of Incorporation of the Corporation is hereby amended by striking therefrom Articles Sixth and Seventh and by inserting the following new Article Sixth:

"Sixth: The total amount of the authorized capital stock of the Corporation is Four Hundred and Sixty Thousand Dollars (\$460,000.00) divided into one hundred (100) shares of common stock of the value of One Hundred Dollars (\$100.00) per share and four thousand, five hundred (4,500) shares of preferred stock of the value of One Hundred Dollars (\$100.00) per share. The holders of the preferred stock shall be entitled to receive, when and as declared by the Board of Directors, dividends from the surplus or net profits of Corporation at the rate of six percent (6%) per annum, and no more, payable semi-annually on the 5th day of the months of January and July, commencing with the year 1977, with proper adjustments for any dividend period which is less than a full six months.

Such dividends shall be payable before any dividends shall be paid upon, or set apart for, the common stock of the Corporation and shall be cumulative, so that if in any semi-annual dividend period, dividends at the rate of six percent (6%) per annum shall not have been paid upon or set apart for the preferred stock the deficiency, but without interest, shall be fully paid or set apart for payment before any dividends shall be paid upon or set apart for the common stock.

Upon any dissolution, liquidation, merger or consolidation of Corporation, whether voluntary or involuntary and whether or not Corporation shall have a surplus or earnings available for dividends, there shall be paid to the holders of the preferred stock, to the extent of available assets and to the extent not required to pay corporate debts, the sum of One Hundred Dollars (\$100.00) per share of preferred stock and the amount of all unpaid accrued dividends thereon, before any sum shall be paid to or any assets distributed among the holders of the common stock. After such payment to the holders of the preferred stock any remaining assets and funds of Corporation shall be paid to the holders of the common stock in proportion to their holdings of common stock. If the assets of the Corporation remaining after payment of corporate debts be insufficient to pay the full amount provided hereunder to the holders of preferred stock, such assets as remain shall be divided among the holders of the preferred stock

in proportion to the number of shares of preferred stock held by each shareholder. The whole or any part of the preferred stock may be redeemed at the option of the Board of Directors on any semi-annual dividend payment date, upon 90 days written notice, by the payment thereof of the par value of such stock, plus accrued and unpaid dividends to the date of redemption. Sole voting rights shall be vested in the common stock of Corporation provided that, in the event of the failure of Corporation to pay all or any part of two (2) successive semi-annual dividends, then and thereafter until all past dividends have been paid in full, each holder of preferred stock shall be entitled to one vote for each share of preferred stock held by such stockholder. At such time as all such accrued but unpaid dividends with respect to the preferred stock have been paid in full, sole voting rights shall revert to and be vested in the common stock of Corporation.

Commencing January 1, 1980, the preferred stock will be redeemable, at the option of the holders of such stock, in an annual amount not in excess of ten percent (10%) of the outstanding preferred stock. The preferred stock will be redeemable at par value plus any accrued but unpaid dividends due on the date of redemption. A holder of the preferred stock may exercise his option to require Corporation to redeem preferred stock by filing a written request with Corporation at least 60 days prior to the end of any fiscal year of

Corporation. Corporation must make a cash payment to the holder for the full purchase price of the shares being redeemed within 30 days following the last day of each fiscal year."

SECOND: Said Amendment has been duly advised by the Board of Directors on November 5, 1976, and was approved by the stockholders of the Corporation on November 5, 1976.

THIRD: Prior to said Amendment the total number of shares of capital stock which the Corporation had authority to issue was one hundred (100) shares of common stock, with a par value of One Hundred Dollars (\$100.00) per share, such shares having an aggregate par value of Ten Thousand Dollars (\$10,000.00).

FOURTH: Immediately following the date on which these Articles of Amendment shall be filed and approved by the State Department of Assessments and Taxation of Maryland, the total number of shares of capital stock which the Corporation shall have authority to issue shall be four thousand six hundred (4,600) shares, having an aggregate par value of Four Hundred and Sixty Thousand Dollars (\$460,000.00), consisting of one hundred (100) shares of common stock, par value of One Hundred Dollars (\$100.00) per share, and four thousand, five hundred (4,500) shares of preferred stock having a par value of One Hundred Dollars (\$100.00) per share.

IN WITNESS WHEREOF, The Hagerstown Paint and Glass Company has caused these presents to be signed, in its name

and on its behalf, by its President and its corporate seal to be hereunto affixed and attested by its Secretary this 5th day of November, 1976.

ATTEST:

THE HAGERSTOWN PAINT AND GLASS COMPANY

Steve Salvo

By: *Leonard Mathias*

50

STATE OF MARYLAND

SS:--

I HEREBY CERTIFY that, on this 5th day of November, 1976, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared LEONARD MATHIAS, President of THE HAGERSTOWN PAINT AND GLASS COMPANY, a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation, and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

LaVerne C. Cammarata
LaVerne C. Cammarata, Notary Public.

My Commission Expires: July 1, 1978.

ARTICLES OF AMENDMENT
OF
THE HAGERSTOWN PAINT AND GLASS COMPANY

388

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 9, 1976, at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 55788

Recorded in Liber 2334, folio 515, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 72.00 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.

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 8 10 14 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ROBERT N. TOOMEY TRUCKING CO.

ARTICLES OF INCORPORATION

FIRST: I, EDWARD N. BUTTON, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

ROBERT N. TOOMEY TRUCKING CO.

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

(1) To engage in the business of general freight transportation by motor vehicle, general garage business; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agents, solicitors and dispatchers, to purchase, sell or lease motor vehicles, of any design or description, including equipment and supplies; to guarantee the safe delivery of merchandise and commodities; and

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Post Office Box 1417, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Button, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

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

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: 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 thereof:

(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, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares 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.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided, however, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director is so interested, such fact shall be disclosed or shall have been known to the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a

quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation or association or not so interested or a member of a firm so interested.

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

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

(5) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of the Corporation, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, if two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation,

partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraph 1 or 2 of this Article (unless ordered by a court) shall be made by the Corpora-

tion only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of October, 1976, and I acknowledge the same to be my act.

WITNESS:

Suzanne M. Suffered

Edward N. Button
EDWARD N. BUTTON

ARTICLES OF INCORPORATION

OF

ROBERT N. TOOMEY TRUCKING CO.

3791

approved and received for record by the State Department of Assessments and Taxation of Maryland November 4, 1976, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 55698

6

Recorded in Liber 2333, folio 700, 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

3.75

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAR 8 10 15 AM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. PAKER, CLERK

HAGERSTOWN COMMUNICATIONS SERVICE COMPANY 475

ARTICLES OF INCORPORATION

FIRST: I, EDWARD N. BUTTON, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

HAGERSTOWN COMMUNICATIONS SERVICE COMPANY

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

(1) To buy, sell, trade, repair, alter, deal in, distribute and otherwise acquire or dispose of and deal in as broker or agent or on its own account, any and all kinds of radio apparatus, electronic, electrical and mechanical equipment, supplies and merchandise of all kinds and description; and to do such other things as may be necessary and incidental to the carrying on of such business, including the buying and owning of the necessary tools and equipment for said business and the buying, leasing, holding, selling and conveying the real estate necessary or proper in connection with said business.

(2) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 6, Box 96, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard L. Ebersole, 314 Greenmountain Drive, Maugansville, Maryland 21767. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

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 (4). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Harry E. Hager, Sr., Richard L. Ebersole, Sylvia R. Hager, and Patricia A. Ebersole.

SEVENTH: Pre-emptive rights shall be applicable as follows:

(1) The holders of the common stock of the Corporation shall be entitled to a pre-emptive 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 pre-empted 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 pre-emptive rights.

(2) 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:

(a) 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.

(b) 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.

(c) 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.

(d) 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.

(e) Any sale of the shares of the Corporation shall be null and void unless the provisions of this Article SEVENTH (2) 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 wife. The term "sale" shall be deemed to cover any exchange of property even though no cash is transferred in the exchange; nothing in this Section SEVENTH shall be a restriction on a gift to a person.

EIGHTH: 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 thereof:

(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, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares 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.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided, however, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director is so interested, such fact shall be disclosed or shall have been known to the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation or association or not so interested or a member of a firm so interested.

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

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

(5) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of the Corporation, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, if

two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for

negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraph 1 or 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who

has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of October, 1976, and I acknowledge the same to be my act.

WITNESS:

Jessie M. Suffered

Edward N. Button

EDWARD N. BUTTON

ARTICLES OF INCORPORATION
OF
HAGERSTOWN COMMUNICATIONS SERVICE COMPANY

378

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 4, 1976 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 55667

8

Recorded in Liber 2333, folio 487, 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

475

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.

William J. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 8 10 15 AM '77

LIBER _____ FOLIO _____

LAND VACANT WALKER, CLERK

ARTICLES OF INCORPORATION
OF
COUNTRY MUSIC HALLS, INC.

THIS IS TO CERTIFY:

FIRST: That I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, 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, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation"), is COUNTRY MUSIC HALLS, INC.

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

- (a) For the purpose of conducting, arranging and promoting "country western" entertainment and all other purposes incident thereto and inherent therein.
- (b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.
- (c) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(d) To 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 of 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 of 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 purpose, 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 1190 Mt. Aetna Road, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The number of directors of the Corporation shall be seven (7), which number may be increased 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 Harry Pratt, Donald Bowman, Robert Fennel, Richard W. Lauricella, Terry Randall, Carolyn Suman and Joseph Taylor.

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

(b) No contract or other transactions 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 interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of October, 1976.

WITNESS:

Marian Marshall Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22nd day of October, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Commission expires:
7/1/78

Marian Marshall
Notary Public



LAW OFFICES RICHARD W. LAURICELLA

ARTICLES OF INCORPORATION
OF
COUNTRY MUSIC HALLS, INC.

3751

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 3, 1976 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 55644

6
Recorded in Liber 2333, folio 365, 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

3.75

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.

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
NOV 8 10 15 AM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

BEAVER CREEK STABLES, INC.

ARTICLES OF INCORPORATION

A CLOSE CORPORATION UNDER TITLE 4 OF THE CORPORATION

ASSOCIATIONS ARTICLE, ANNOTATED CODE OF MARYLAND

THIS IS TO CERTIFY:

First: That we, the subscribers, Charles F. Wagaman, Jr., whose address is 509 Maryland National Bank Building, Hagerstown, Washington County, Maryland; Sandra L. Baker, whose address is Route 3, Box 403, Boonsboro, Washington County, Maryland; and, Linda B. Shirley, whose address is Route 2, Box 79-A, Big Spring, Washington County, Maryland, each of whom are at least twenty one (21) years of age do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose and with the intention of forming a Close Corporation pursuant to the provisions of Title 4 of the Corporation Associates Article of the Annotated Code of Maryland as amended.

Second: That the name of the Corporation is:

BEAVER CREEK STABLES, INC.

Third: The Corporation shall be a close corporation as authorized by Title 4 of the Corporation Associates Article, Annotated Code of Maryland.

Fourth: That the purpose for which the Corporation is formed and the business or objects to be carried on or promoted by it agrees as follows:

A. For exercising all or any of the general powers conferred upon corporations by the General Laws of Maryland as now existing 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 organize, operate, and maintain riding academies containing facilities for the entertainment, instruction, and social opportunities of its students and members; to operate, maintain, and conduct the business of letting horses for hire, and to construct, maintain, and operate buildings, stables, garages, storage houses, and other appropriate facilities for the keeping,

caring for, and hiring of horses; to establish and maintain suitable grounds for the operation of the business and for the proper instruction and enjoyment of its students and members; to charge the public for admission to the academies as a condition precedent to becoming members thereof, and a periodic fee, as a condition precedent to maintaining membership therein; and to perform all other acts necessary or convenient for fully accomplishing the purpose hereinbefore specifically enumerated.

Fifth: The Post Office address of the principal office of this corporation in this State will be located at Route 9, Box 382, Hagerstown, Washington County, Maryland. The Resident Agent of this corporation is Robert M. Shank, whose address is Route 9, Box 382, Hagerstown, Washington County, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

Sixth: The total number of shares of common stock which the Corporation has authority to issue is Ten Thousand (10,000) shares having a par value of One (\$1.00) Dollar each. The aggregate par value of all such shares is Ten Thousand (\$10,000.00) Dollars.

Seventh: The shares of such stock shall be non assessable and shall be entitled to one (1) 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 or their equivalent may determine, subject to the provisions of law. In any 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.

Eighth: The shares of stock of the corporation shall be transferrable only on the books of the corporation thereupon surrender of certificates therefor properly endorsed.

Ninth: 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. Provided, however, that after December 31st, 1976, the corporation hereby elects to have no Board of Directors. The names of the Directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualified are: Robert M. Shank, Joy E. Zepp and Beverly Martin.

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

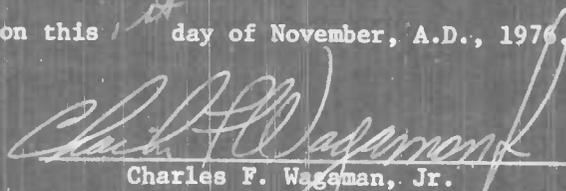
A. The Board of Directors of the corporation is hereby authorized and empowered to authorize the issuance from time to time of shares of stock, of any class, whether now or hereafter authorized, for such consideration as said Board of Directors deems advisable, subject to such limitations and restrictions, if any, as may be provided by law or set forth in the By-laws of the corporation.

B. The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise. Any such amendment shall be valid if authorized by the holders of 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.

Eleventh: The Charter of this Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation and acknowledge the same to be our act on this ^{1st} day of November, A.D., 1976.


Charles F. Wageman, Jr.


Sandra L. Baker


Linda B. Shirley

ARTICLES OF INCORPORATION
OF
BEAVER CREEK STABLES, INC.

353

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 3, 1976, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 55623

4

Recorded in Liber 2333, folio 250, 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

375

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAR 8 10 16 AM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN E. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

SUNBURST FARMS CORPORATION

I, Michael J. Friedman, whose post office address is 5454 Wisconsin Avenue, Chevy Chase, Maryland 20015, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

1. Name. The name of the Corporation is Sunburst Farms Corporation.
2. Duration. The Corporation shall have perpetual existence.
3. Purposes. The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are:

(a) To acquire farm properties and other real estate, by purchase, lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruit, flowers and all kinds of farm produce and products of the soil. To breed, raise, buy, pasture, prepare for market, exhibit, sell, and deal in live-stock of all kinds. To engage in dairying and the poultry, pigeon, pet stock and market gardening business. To operate greenhouses, hot beds and cold frames for raising of plants, shrubs, and flowers. To acquire and maintain shops, stores, stalls, market stands, peddling and delivery vehicles, routes, and all other conveniences and equipment suitable for the vending of its products. In general, to conduct in all their several departments and branches, the business of farmers, fruit growers, dairy-men, stock raisers, gradeners, nurserymen, and florists, and to do every-thing incidental or conducive to the full accomplishment of the foregoing objects.

(b) To acquire by purchase, subscription, or otherwise, and to hold or to dispose of, shares, bonds, or any other obligations of any corpora-tions formed from, or then or theretofore engaged in or pursuing, any one or more of the kinds of business, purposes, objects, or operations above indicated, or owning or holding any property of any kind herein mentioned; or of any corporation owning or holding the shares or the obligations of any such corporation.

(d) To acquire and hold for investment, or otherwise, to acquire, and to use, sell, or dispose of, any shares, bonds, or other obligations of any such other corporation; to aid in any manner any corporation whose shares, bonds, or other obligations are held or are by any manner guaranteed by the Corporation, and to do any other acts or things for the preserva-tion, protection, improvement, or enhancement of the value of any such shares, bonds, or other obligations, or to do any acts or things designed for any such purpose; and, while owner of any such shares, bonds, or other obligations, to exercise all the rights, powers, and privilege of owner-ship thereof, and to exercise any and all voting power thereon.

(e) Without in any manner limiting any of the objects and powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have power to issue bonds and other obligations in payment of property purchased or acquired by it, or for any other object in or about its business; to create a security interest in or pledge any shares, bonds, or other obligations, or any property which may be acquired by it; to secure any bonds or obligations by it issued or incurred; to guarantee and dividends or bonds or contracts or other obligations; to make and perform contracts of any kind and description; to purchase, lease, own, and use lands for any purpose of the Corporation and in carrying on its business, or for the purpose of attaining or furthering any of its objects, to do any and all other acts and things, and to exercise any and all other powers which a copartnership or natural person could do and exercise, and which may now or hereafter be authorized by law.

(f) The provisions of this Article shall be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the Corporation, and the purposes and powers therein specified shall be in no wise limited or restricted by reference to, or inference from, the terms of any provisions of this or any other Article hereof.

4. Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is 1,000, of which all 1000 shares shall be Common shares with par value of \$1.00 each.

5. Relative rights and preferences. The preferences, qualifications, limitations, restrictions, and special or relative rights in respect to the shares of each class are: None.

6. Preemptive rights denied. The provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation are: None.

7. Registered Office and Agent. The registered office of the Corporation is Mt. Briar Road, Route 1, Box 124A, Keedysville, Maryland 21756, and the registered agent at that address is Ernest F. Marble.

8. Directors. (a) The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors constituting the entire Board shall not be less than three; and subject to such minimum may be increased or decreased from time to time by amendment of the bylaws in a manner not prohibited by law.

(b) The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are as follows:

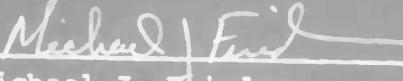
Ernest F. Marble Mt. Briar Road, Route 1, Box 124A, Keedysville, Md. 21756
Olive J. Marble Mt. Briar Road, Route 1, Box 124A, Keedysville, Md. 21756

76

Jack A. Marble Mt. Briar Road, Route 1, Box 124A, Keedysville, Md. 21756
Tim N. Marble Mt. Briar Road, Route 1, Box 124A, Keedysville, Md. 21756
Jean A. Marble Mt. Briar Road, Route 1, Box 124A, Keedysville, Md. 20756

7. Incorporator. The incorporator is a natural person over the age of eighteen (18) years of age.

In witness whereof, I have signed these Articles of Incorporation this 20th day of October, 1976, and I acknowledge the same to be my act.


Michael J. Friedman

5454 Wisconsin Avenue
Chevy Chase, Maryland 20015

ARTICLES OF INCORPORATION
OF
SUNBURST FARMS CORPORATION

365

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 1, 1976 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 55568

4

Recorded in Liber 2332, folio 396, 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

3.75

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAR 8 10 16 AM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN PASKER, CLERK

78
6W

Received for Record March 8, 1977
at 10:16 AM LIBER 26

WM-8-77A2 15234 *****25

ARTICLES OF INCORPORATION^{4.25}

OF

CITIZENS TO SAVE THE MARYLAND THEATRE, INC.

THIS IS TO CERTIFY:

That I, John H. Garrott, whose post office address is 930 The Terrace, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

Article I - Name

The name of the corporation (which is hereafter called the "Corporation" is Citizens To Save The Maryland Theatre, Inc.

Article II - Purposes

The purposes for which the Corporation is formed are:

(1) To preserve, restore, refurbish and maintain the Maryland Theatre building in Hagerstown, Washington County, Maryland, as an historical, aesthetic and cultural property together with any and all other buildings, fixtures, furnishings, and appurtenances pertaining in any way to said Theatre building in Washington County, Maryland, to encourage others to do so and to promote interest in and study of such matters.

(2) Operating without profit, and so that no part of its net earnings or assets shall ever be distributed as a dividend or inure to the benefit of any private shareholder or individual, to foster, promote and increase historical knowledge and appreciation of the public, in and to historical, aesthetic and cultural properties, buildings, fixtures, furnishings and appurtenances pertaining in any way to Washington County from earliest times or thereafter; to foster, promote and increase the interests and participation by all persons, groups and organizations in the use, occupancy and possession of such historic landmarks as the Maryland

Theatre primarily, but not exclusively for the residents of the City of Hagerstown and Washington County, Maryland and to promote the preservation and restoration of such buildings for the purpose of offering musical, literary, cultural, educational and dramatic performances of every nature and description as well as motion picture, television or other promotions.

(3) To provide the opportunity for musicians to participate in the production and presentation of performances of music of all types to enhance the aesthetic, educational and social values accruing therefrom to the participants as well as the community at large.

(4) To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the purposes of the Corporation.

(5) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation. To solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute, grant or otherwise, as well as the proceeds of admission charges, either in trust or otherwise, to own, hold, operate and administer real and personal property, and generally to do all things necessary and proper to accomplish the purposes hereinabove stated and permitted to like non-profit corporations by law.

(6) The Corporation is organized exclusively for charitable, educational and historical preservation 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 the corresponding provision of any future United States Internal Revenue Law).

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

(7) Provided, however, that no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate or intervene (including the publishing or distributing of statements) in any political campaign in behalf of any candidate for public office.

(8) The Corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

(9) The Corporation shall not apply accumulation of income in any manner which may subject it to denial of

exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

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, except as otherwise hereinabove provided. 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 the State of Maryland.

Article III - Address and
Resident Agent

The post office address of the principal office of the Corporation in this state is 930 The Terrace, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this state is Jack H. Garrott, 930 The Terrace,

, Hagerstown, Maryland, 21740.

Said resident agent is a citizen of this state and actually resides herein.

Article IV

The Corporation is not authorized to issue any capital stock and shall be a non-stock and non-profit corporation. No officer of the corporation shall draw nor receive any salary, nor shall any of the funds of the Corporation inure to the personal or individual benefit of any of the officers or members hereof. Members shall be selected, removed or

may resign; vacancies may be filled and additional members elected as provided in the By-Laws.

Article V - Directors

The number of Directors of the Corporation shall be Seven (7) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than Five (5) and the names of the Directors who shall act until the first meeting or until their successors are duly chosen and qualified are: John H. Garrott, Steven T. Sager, Fred Kramer, Howard S. Kaylor, Dennis C. Miller, Robert R. Whitesell, and Ronald L. Coss.

Article VI - Dissolution

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 organization or organizations organized and operated exclusively for charitable, educational and historical preservation 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 Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

Article VII

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of OCTOBER, A.D., 1976.

Witness:

Paula A. Kencle John H. Garrott
John H. Garrott

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 26th day of OCTOBER, A.D., 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Garrott, who acknowledged the foregoing Articles to be his act.

Witness my hand and official Notarial Seal.

Paula A. Kencle
Notary Public



My Commission Expires: July 1, 1978

ARTICLES OF INCORPORATION
OF
CITIZENS TO SAVE THE MARYLAND THEATRE, INC.

3531

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 28, 1976, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 55451

7

Recorded in Liber 2331, folio 255, 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

425

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAR 8 10 16 AM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

HEYWORTH REALTY CO., INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Vincent E. Heyworth, whose post office address is 130 Patrick Road, Hagerstown, Maryland 21740; Marie A. Heyworth, whose post office address is 130 Patrick Road, Hagerstown, Maryland 21740; and Evangeline M. Heyworth, whose post office address is 66 West Side Avenue, Hagerstown, Maryland 21740; 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

HEYWORTH REALTY CO., INC.

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

- A. To engage in and carry on a general real estate business;
- B. To engage in and carry on a general merchandise business;
- C. To purchase, lease, manage, 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 1317 Dual Highway, Hagerstown, Maryland 21740. The resident agent of the Corporation is Vincent E. Heyworth, whose post office address is 130 Patrick Road, Hagerstown, Maryland 21740. 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 Two Hundred (200) shares, consisting of two hundred (200) fully paid and non-assessable shares of common stock with the par value of Five Hundred Dollars (\$500.00) each.

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

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are Vincent E. Heyworth, Marie A. Heyworth and Evnageline M. Heyworth.

EIGHTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 19th day of October, A. D. 1976.


Vincent E. Heyworth


Marie A. Heyworth


Evangeline M. Heyworth

TEST:



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 19th day of October, A.D. 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared, Vincent E. Heyworth, Marie A. Heyworth and Evangeline M. Heyworth, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the same to be their respective act.

WITNESS my hand and Official Notarial Seal.


Notary Public

My Commission Expires:
July 1, 1978



ARTICLES OF INCORPORATION
OF
HEYWORTH REALTY CO., INC.

353

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 28, 1976 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 55443

Recorded in Liber 2331, folio 4 207, 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

3.75

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.

William J. Simmons



MARYLAND
COURT RECORDS

16 AM '77

FOLIO

STATE OF MARYLAND

OCT 30 10 16 AM '77

LIBER FOLIO

DO NOT TAKE CLEAR

ARTICLES OF INCORPORATION
OF
HENSON AIR CARGO, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, Howard W. Gilbert, Jr., whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, and Patricia L. Witmer, whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, 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 herein-after called the Corporation) is HENSON AIR CARGO, INC.

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

To pick up, transport and deliver freight by air and also to transport passengers by air.

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 businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly to effectuate or facilitate the transaction of the aforesaid objects or 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 Hagerstown Municipal Airport, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Richard A. Henson, Hagerstown Municipal Airport, Hagerstown, Maryland, 21740. 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 five (5), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Sheldon Magazine, Richard A. Henson, Samuel Magazine, Hans Omenitsch and Marie A. Carpenter.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on November 19, 1976.

WITNESS:

Teresa Hoffman

Kenneth J. Mackley
Kenneth J. Mackley

Teresa Hoffman

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

Teresa Hoffman

Patricia L. Witmer
Patricia L. Witmer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 19th day of November, 1976, 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 Patricia L. Witmer, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my Hand and Notarial Seal.

Teresa Hoffman
Notary Public



My Commission Expires:
July 1, 1978

ARTICLES OF INCORPORATION
OF
HENSON AIR CARGO, INC.

428

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 22, 1976, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 56179

3

Recorded in Liber 1338, folio 427, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

3.75

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAR 8 10 17 AM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN & SAFFER CLEAR

ARTICLES OF INCORPORATION
OF
ROCCO'S RESTAURANT, INC.

THIS IS TO CERTIFY:

FIRST: That I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, 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, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation"), is ROCCO'S RESTAURANT, INC.

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

- (a) To engage in the business of operating a restaurant and all other purposes incident thereto and inherent therein.
- (b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.
- (c) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(d) To 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 of 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 of 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 purpose, 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 501 Liberty Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased 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 Leon G. Kinsey, Lillian Kinsey and Robert W. Rohrer.

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

(b) No contract or other transactions 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 interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of November, 1976.

WITNESS:

Marian Marshall

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 24th day of November, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.



Marian Marshall
Notary Public

My Commission expires:

7/1/78

ARTICLES OF INCORPORATION
OF
ROCCO'S RESTAURANT, INC.

438

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 26, 1976, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 56266

6
Recorded in Liber 2339, folio 742, 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

3.75

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 8 10 17 AM '77

LIBER _____ FOLIO _____

LAN _____
VAUGHN TAXER CLERK

Received for Record March 21, 1977 at
9:51 AM LIBER 26

MAR 21-77A# 16620 *****3.75

97

ARTICLES OF INCORPORATION
OF
STINE TISCHER OF MARYLAND, INC.

FIRST: The undersigned, Lee E. Stine, Jr., whose Post Office address is Route 1, Box 265, Sharpsburg, Maryland, 21782, and Joseph C. Tischer, Route 1, Box 68, Blue Ridge Summit, Pennsylvania, 17214, each being at least eighteen years of age do hereby form a corporation under the General Laws of the State of Maryland.

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

STINE TISCHER OF MARYLAND, INC.

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

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

B. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this Corporation is authorized to carry on, pursuant to the provisions of this Certificate; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

C. To exercise any or all of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The Post Office address of the principal office of the Corporation in Maryland is 201 South Cleveland Avenue, Hagerstown, Maryland, 21740. The name and Post Office address of the Resident Agent of the Corporation in Maryland is Lee E. Stine, Jr., Route 1, Box 265 S, Sharpsburg, Maryland, 21782. Said Resident Agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares which the Corporation has authority to issue is Ten Thousand Shares (10,000) with no 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 nor more than seven; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Lee E. Stine, Jr., Joseph C. Tischer, and John R. Salvatore.

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. No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any 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 any 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 the 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 such surplus or net profits.

C. No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class 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 of its stock 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 exist-

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

EIGHTH: The shares of 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 Stockholders 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 18th day of November, 1976.

WITNESS:

John R. Salvatore

Lee E. Stine, Jr. (SEAL)
Lee E. Stine, Jr.

Joseph C. Tischer (SEAL)
Joseph C. Tischer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 18th day of November, 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lee E. Stine, Jr., and Joseph C. Tischer, who acknowledged the foregoing Articles of Incorporation to be their voluntary act and deed.

WITNESS my Hand and Official Notarial Seal.

Carol A. Miller
Notary Public



My Commission Expires:

July 1, 1978

ARTICLES OF INCORPORATION
OF
STINE TISCHER OF MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 26, 1976, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

4-20

A 56268

5

Recorded in Liber 2340, folio 176, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$10.00 Recording fee paid \$15.00

3.75

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.

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 21 9 51 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record March 21, 1977 at 9:51 AM LIBER 26

ARTICLES OF INCORPORATION

OF

DRS. SMITH AND NEWMAN, P.A.

FIRST: WE, THE UNDERSIGNED, RICHARD E. SMITH, M.D., whose post-office address is 1708 Oak Hill Avenue, Hagerstown, Maryland, 21740, and GEORGE C. NEWMAN, JR., M.D., whose post-office address is 202 Garden Spot Drive, Hagerstown, Maryland, 21740, being at least twenty-one years of age, do, under and by virtue of Sections 430-44 of the General Laws of the State of Maryland, the Professional Services Corporation Act, authorizing the formation of professional corporations, hereby act as Incorporators for the purpose of forming a Professional Services Corporation.

SECOND: The name of the Corporation is:

DRS. SMITH AND NEWMAN, P.A.

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

To engage in the business of rendering services in the practice of Medicine, including the rendering of all professional services in connection therewith, and any activities necessary and incident thereto, within the purview of the principals of the Code of Ethics of the American Medical Association, and to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary or appropriate for rendering of said professional services.

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 nor or hereafter in force.

FOURTH: The post-office address of the principal office of the Corporation in this State is 1708 Oak Hill Avenue, Hagerstown, Maryland, 21740. The name of the resident agent of the Corporation in this State is Richard E. Smith, M.D., who is a resident of this State, and the post-office address of the resident agent is 1708 Oak Hill Avenue, Hagerstown, Maryland, 21740.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be two, which number may be increased or decreased pursuant to the by-laws of the Corporation. At no time shall there be less than one director. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Richard E. Smith, M.D.

George C. Newman, Jr., M.D.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporators who executed the foregoing Articles of Incorporation hereby acknowledge the same to be their act and further acknowledge that to the best of their knowledge the matters and facts set forth therein are true in all material respects under the penalties of perjury.

DATED: November 8, 1976

Richard E. Smith, M.D.
Richard E. Smith, M.D., Incorporator

George C. Newman, Jr.
George C. Newman, Jr., M.D., Incorp.

ARTICLES OF INCORPORATION

OF

DRS. SMITH AND NEWMAN, P.A.

440

approved and received for record by the State Department of Assessments and Taxation of Maryland November 26, 1976 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 56288

3

Recorded in Liber 2340, folio 282, 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

3.75

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.

William J. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 21 9 51 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

DOUBAR CORPORATION
ARTICLES OF INCORPORATION
(Under Section 4)

FIRST: We, the undersigned, Larry M. Doucette, whose address is Rt. 1, Box 108, Hagerstown, Maryland, A. Lauren Baer, whose address is Rt. 1, Box 108, Hagerstown, Maryland, Donald E. Ommert, whose address is 2021 Downsville Pike, Apartment 23, Hagerstown, Maryland, and Stephen L. Staley, whose address is 118 Fairground Avenue, Hagerstown, Maryland, each being at least twenty-one years old, 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 is DOUBAR CORPORATION.

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

1. To make estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the grading and making of roads, walks, paths, railroads; the construction of bridges, buildings, including single and multi-family dwellings, apartment buildings, condominium structures, offices and other commercial buildings of all types and kinds, and industrial buildings of all types and kinds, piers, wharves, fortifications, power plants, and developments, transmission lines, tunnels, subways, drainage, and irrigation systems. To do building, structural, construction, erection, surveying, dredging, shoring, wrecking, salvage, and electrical work of every kind in every part of the world. To manufacture or otherwise produce, buy, sell, and deal in building materials, and all kinds of materials, supplies, and equipment for masons, carpenters, builders, electricians, engineers, and contractors. To acquire, use, employ, sell, and deal in all suitable means, apparatus, machinery, contrivances, equipment, and facilities for prosecuting its business.

2. To engage in the business of and to act as general contractors, builders, pavers, wreckers, concrete breakers and contractors, miners, dredgers, excavators, welldiggers, carpenters, woodworkers, cabinet makers, plumbers, electricians, drilling

contractors, riveters, acoustical contractors, glaziers, roofers, tinsmiths, floorers, tile contractors, bricklayers, hod carriers, masons, quarry owners and operators, stone, sand, and gravel dealers, stonecutters, sand blasters, copper, tin, lead, aluminum, brass, bronze, nickel, zinc, iron, steel, and other metal producers and processors, smiths, sheet metal and other metal workers, smelters, welders, machinists, tool and die makers, steamfitters, gasfitters, heating and air conditioning contractors, elevator contractors, waterproofing and fireproofing contractors, painters, decorators, plasterers, paperhangers, draftsmen and designers, and suppliers, equippers, and outfitters for the foregoing, and to engage in all other activities, render all other services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of the building and construction trades; to purchase, lease, or otherwise acquire and to erect, construct, build, establish, dredge, pave, mine, quarry, develop, and improve and to raze, tear down, rebuild repair, restore, remodel, alter, fireproof, waterproof, insulate, and clean, and to sell, exchange, rent, license, or otherwise dispose of and to outfit, supply, equip, furnish, manage, inspect, use, own, hold, service, and operate and to deal and trade in and with real estate lands, lots, acreage, fields, yards, waterways, roads, streets, parks, gardens, piers, docks, wharves, beaches, swimming pools, homes, and buildings of every kind and description and parts thereof and appurtenances thereto, and all other structures, establishments, and shelters of every kind and description, mines, oil wells, quarries, sand and gravel pits, tar pits, lime pits, and other pits, beds, and deposits, machine shops, tool and die plants and establishments, foundries, smelting plants, blast furnaces, lumber yards, storehouses, warehouses, processing plants, retail and wholesale shops and establishments, showrooms, laboratories, and other factories, mills, plants, buildings, yards, and fields of every kind and description.

3. To engage in the business of making estimates on and erecting and constructing buildings, docks, wharves, sidewalks, roadways, and any other structure or thing that is to be made of concrete, and to do the concrete construction work on any struc-

ture or other thing that is in whole or in part to be made of concrete; to manufacture, buy, and sell concrete blocks of all kinds, shapes, and sizes. To acquire and hold the necessary plant and equipment to carry out the above objects and to acquire, by purchase or otherwise, such gravel beds and sand banks as may be necessary.

4. To enter into, make or perform contracts of every kind and with any persons, firms, associations or corporation municipal body politic, county, territory, state, national government, or colony or dependency thereof, and without limits as to amount, to draw, make, accept, endorse, discount its own paper, execute and issue promises, any notes, drafts, bills of exchange, warrants, bonds, mortgages, debentures, and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise as well as to secure the same by mortgage or otherwise, so far as may be permitted by laws of the State of Maryland.

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

FOURTH: The post office address of the principal office of the corporation in this state is Rt. 1, Box 108, Hagerstown, Maryland. The name and address of the resident agent of this corporation in this state is: Larry M. Doucette, Rt. 1, Box 108, Hagerstown, Maryland, who is a citizen of Maryland and actually resides therein.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares all of which are to be without par value.

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 Larry M. Doucette, A. Lauren Baer, Donald E. Ommert, and Stephen L. Staley.

SEVENTH: The duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 17th day of November, 1976.

1. Larry M. Doucette
Larry M. Doucette

2. A. Lauren Baer
A. Lauren Baer

3. Donald E. Ommert
Donald E. Ommert

4. Stephen L. Staley
Stephen L. Staley

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

I HEREBY CERTIFY, that on this 17th day of November, 1976, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Larry M. Doucette, A. Lauren Baer, Donald E. Ommert, and Stephen L. Staley, and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Official Notarial Seal.

Joseph Chulak
Notary Public

My Commission Expires:
July 1, 1978



ARTICLES OF INCORPORATION
OF
DOUBAR CORPORATION

440

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 29, 1976, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 56283

5
Recorded in Liber 1340, folio 258, 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

375

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 21 '9 51 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN / CLERK

MAR 21-77 A# 16623 *****I

Received for Record March 21, 1977 at 9:52 AM LIBER 26

WRIGHT-GARDNER INSURANCE, INC.

ARTICLES OF AMENDMENT

Wright-Gardner Insurance, Inc., a Maryland corporation, having its principal office in Washington County, Maryland, hereinafter called the "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article Sixth of the Certificate of Incorporation and substituting in lieu thereof a new Article Sixth to read as follows:

SIXTH: The total number of shares of stock which the Corporation is authorized to issue is Ten Thousand (10,000) shares, without Par Value, all of one class.

SECOND: The amendment to the Charter of the Corporation herein made was unanimously approved in writing by the entire membership of the Board of Directors of the Corporation on November 17th, 1976, and a resolution adopted declaring that said amendment was advisable and directing that it be submitted for action thereon to the Stockholders of the Corporation.

THIRD: The amendment to the Charter of the Corporation herein made was unanimously approved in writing by said Stockholders on November 17th, 1976.

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 classes of stock of the Corporation heretofore authorized and the number and Par Value thereof was as follows:

One Thousand (1,000) shares, without Par Value, all of one class.

(b) The total number of shares of all classes of stock of the Corporation as increased by the amendment herein made is as follows:

Ten Thousand (10,000) shares, without Par Value, all of one class.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary this 17th day of November, 1976.



WRIGHT-GARDNER INSURANCE, INC.

(Corp. Seal)

ATTEST:

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

E. Frances Bender
E. Frances Bender, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17th day of November, 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared FRED C. WRIGHT, JR., President of Wright-Gardner Insurance, 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 E. FRANCES BENDER and made oath in due form of law that she is Secretary of the Corporation and that there is filed among the records of the Corporation minutes of Informal Action by the Directors and by the Stockholders of the Corporation duly signed by all Directors and by all Stockholders for the purpose of amending the Charter of the Corporation, 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

ARTICLES OF AMENDMENT
OF
WRIGHT-GARDNER INSURANCE, INC.

441

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 26, 1976 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 56306

3

Recorded in Liber 2340, folio 483, 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

375

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.

William J. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 21 9 52 AM '77

LIBER _____ FOLIO _____

LAND _____
VANORN I. BAKER, CLERK

Received for Record March 21, 1977 at
9:52 AM LIBER 26

MAR 21-77A 16624 *****37

ARTICLES OF INCORPORATION
OF
LOCKER ROOM ATHLETIC CLUB, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers: HAROLD HOFER, whose post office address is 225 Jefferson Street, Hagerstown, Maryland 21740; JOSEPH SPARACO, whose post office address is 837 Lanvale Street, Hagerstown, Maryland 21740; and RICHARD S. WYAND, whose post office address is 811 Dale Street, 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 corporation.

SECOND: That the name of the Corporation (which is herein-after called the "Corporation") is:

LOCKER ROOM ATHLETIC CLUB, INC.

THIRD: The Corporation is a non-profit fraternal organization.

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

To organize and operate an association exclusively for charitable, educational, recreational and fraternal purposes and no part of the net earnings shall inure to the benefit of any member of the corporation or to any 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 encourage all types of recreational and athletic sports; to promote and encourage the sport, pleasure, exercise and recreation of its members, to promote sociability and friendship among its members, to manage and conduct entertainments, recreational excursions and social meetings of its members.

(b) To conduct or hold a carnival, bazaar, or raffle for the exclusive benefit of the corporation from which no individual or group of individuals shall benefit financially from the holding of said carnival, bazaar or raffle or be paid any proceeds from any carnival, bazaar or raffle for their personal use or benefit. The Corporation shall be permitted to award prizes in cash or in merchandise by such devices as are commonly designated as paddle wheels, wheels of fortune, chance books, bingo, or any other gaming device, provided, however, that any carnivals, bazaars or raffles shall be managed by the members of the Corporation.

(c) To promote social and fraternal intercourse among its members for their mutual benefit, protection and improvement.

(d) To provide, maintain and operate a building or buildings for fraternal and social purposes for the benefit of its members.

(e) To buy and sell, wholesale or retail, any and every type of athletic equipment and sporting goods.

(f) To buy and sell, wholesale or retail, any and every type of beverage, alcoholic or non-alcoholic, in bottles, cans, kegs, or containers of every kind or description.

(g) To merchandise, sell, offer for sale and distribute at wholesale and retail, food and food stuffs of all kinds and descriptions.

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

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

(j) To loan, or advance money and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, notes, mortgages, or other obligations of any nature and in any manner permitted by law for money so borrowed or in payment for property purchased.

FIFTH: The post office address of the principal office of the Corporation in this State is 225 Jefferson Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Harold Hofer whose post office address is 225 Jefferson Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation is not authorized to issue any capital stock.

SEVENTH: The number of directors of the Corporation shall be 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: HAROLD HOFER, JOSEPH SPARACO and RICHARD S. WYAND.

IN WITNESS WHEREOF, we, HAROLD HOFER, JOSEPH SPARACO and RICHARD S. WYAND, being all of the incorporators herein have hereunto set our respective hands and seals this 22nd day of November, 1976.

Witness:

Evelyn C. Miller

Evelyn C. Miller

Evelyn C. Miller

Harold Hofer [SEAL]
Harold Hofer

Joseph Sparaco [SEAL]
Joseph Sparaco

Richard S. Wyand [SEAL]
Richard S. Wyand

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22nd day of November, 1976, before me, the subscriber, a Notary Public for the State and County as aforesaid, personally appeared Harold Hofer, Joseph Sparaco and Richard S. Wyand, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Evelyn C. Miller

Notary Public

My Commission Expires:
July 1, 1978

ARTICLES OF INCORPORATION
OF
LOCKER ROOM ATHLETIC CLUB, INC.

481

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 1, 1976 at 3:45 o'clock P.M. as in conformity
with law and ordered recorded.

A 56557

4
Recorded in Liber 2343, folio 154, 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

3.75

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 21 9 52 AM '77

LIBER _____ FOLIO _____

LAND _____
VANISH BAKER CLERK

H & M CORPORATION
ARTICLES OF AMENDMENT

MAR 21-77 A# 16625 *****3.75
Received for Record
March 21, 1977 at 9:52 Am
LIBER 26

H & M 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:

1. The Board of Directors of the Corporation, pursuant to Section 2-408(c), Corporations and Associations Article, Maryland Code, did unanimously enter into a written consent resolution declaring that the Amendments of the Charter as hereinbelow set forth were advisable and directing that they be submitted for action thereon at a special meeting of the stockholders of the Corporation.
2. Thereafter, pursuant to Section 2-505 of the Corporations and Associations Article, Maryland Code, all of the Stockholders of the Corporation did execute a written consent to the proposed amendments of the Charter as recommended by the Board of Directors, said consent having been concurred in by One Thousand (1,000) shares of the stock of said Corporation, being all of the shares outstanding and entitled to vote.
3. The Charter of the Corporation is hereby amended in the following two respects:
 - (a) Paragraph Third of the Charter is amended by adding among the purposes of the Corporation the following:

"To operate a television and/or radio broadcasting station in compliance with State and Federal Communications Commission Rules and Regulations."
 - (b) Paragraph Fifth of the Charter is amended to read as follows:

"The total number of shares of stock which the Corporation shall have authority to issue is One Thousand Two Hundred Fifty (1,250), all of

which shall be common stock of the par value of Ten Dollars (\$10.00) per share, the aggregate par value of all shares being Twelve Thousand Five Hundred Dollars (\$12,500.00)".

The total number of shares of all classes of stock of the Corporation heretofore authorized was One Thousand (1,000), all being common stock of one class with a par value of Ten Dollars (\$10.00) per share, and an aggregate par value of Ten Thousand Dollars (\$10,000.00).

Following the amendment the total number of shares of all classes of stock of the Corporation as increased is One Thousand Two Hundred Fifty (1,250), all of which is common stock with a par value of Ten Dollars (\$10.00) per share, the aggregate par value of all of the shares being Twelve Thousand Five Hundred Dollars (\$12,500.00).

IN WITNESS WHEREOF, H & M Corporation has caused these Articles of Amendment to be signed by its President, Richard A. Henson, and its corporate seal to be affixed by Hans Omenitsch, one of its Assistant Secretaries, on December 2, 1976.

(CORPORATE SEAL)

H & M CORPORATION

ATTEST:

Hans Omenitsch seal
Hans Omenitsch
Assistant Secretary

BY: Richard A. Henson
Richard A. Henson, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2ND day of December, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Richard A. Henson, President of H & M Corporation, a Maryland Corporation, and in the name of and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the act of said Corporation; and at the same time the said Richard A. Henson, as President of H & M Corporation did make oath in due form of law that the matters and facts set forth hereinabove in these Articles of Amendment with regard to authorization approval by the Board of Directors and by the Stockholders is true and correct. At the same time did appear before me Hans Omenitsch, who did acknowledge that he, as Assistant Secretary of the Corporation did attest the execution of the foregoing Articles of Amendment by Richard A. Henson as President, and that he did affix thereto the seal of said Corporation.

IN WITNESS WHEREOF I set my hand and Notarial Seal.

Maria A. Carpenter
NOTARY PUBLIC

My Commission Expires:
July 1, 1978

ARTICLES OF AMENDMENT
OF
H & M CORPORATION

451

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 3, 1976 at 8:30 o'clock A.M. M. as in conformity
with law and ordered recorded.

A 56377

Recorded in Liber 2341, folio 230, 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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAR 21 9 52 AM '77
LIBER _____ FOLIO _____
LAND _____
VALUATION CLERK

Received for Record March 21, 1977 at 9:52 AM LIBER 26

ARTICLES OF INCORPORATION

OF

SOUTHEASTERN WASHINGTON COUNTY HEALTH AND
COMMUNITY SERVICES CORPORATION

BW

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation adopt the following Articles of Incorporation for such corporation pursuant to the State of Maryland laws for formation of charitable corporations.

FIRST: The name of the corporation is the Southeastern Washington County Health and Community Services Corporation.

SECOND: The period of duration is perpetual.

THIRD: The Corporation is organized exclusively for charitable and educational purposes in the public interest within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, and any subsequent amendments thereto; and in furtherance of, and not in limitation to the following purposes and powers:

a. To make comprehensive health services available, accessible, and acceptable, efficiently and effectively, to every person in Washington County, in Maryland, and any adjacent areas within or outside the State of Maryland served by the Corporation, regardless of a person's race, color, religion or financial status.

b. To own, operate, conduct and maintain such health care facilities and provide such health care services and conduct other activities which may seem, directly or indirectly to facilitate the above objective.

c. To operate exclusively for charitable, scientific, benevolent, eleemosynary and educational purposes for the treatment and care of all persons, without discrimination as to race, color, religion or financial status, and generally to engage in charitable, scientific, benevolent, eleemosynary and educational work and service.

d. To lease, purchase, construct, install, produce, manufacture, otherwise dispose of and deal in and with any and all real estate, buildings, plants, offices, rooms, equipment, fixtures, real or personal property of every kind and nature, together with any and all interests and rights therein, accessories thereto and supplies therefore, used, useful, or convenient in connection therewith or incidental thereto, without any limitation whatsoever as to the value, quantity or amount thereof.

e. To accept donations, borrow or lend monies for any of the purposes of this Corporation, and from time to time, without limit as to amount, to draw, make, accept, sell, pledge, endorse, otherwise dispose of, execute, issue and deliver promissory notes, drafts, bills of exchange, warrants, bonds, bond debentures, or any other lawful negotiable or non-negotiable instruments - and evidences of indebtedness or obligations; to secure payment of the

principal thereof and interest thereon by deed of trust, mortgage, pledge, conveyance, assignment, in trust or any other encumbrance of the whole or any part of the property of this Corporation, real and personal, whether owned at the time or thereafter acquired including contracts or other rights therewith.

f. To acquire by purchase or otherwise, invest in, own, hold, deal in, use, endorse, guarantee, sell, mortgage, pledge or otherwise dispose of stocks, bonds, debentures issued or created by any other person, firm, associations, trustee, corporation, government or subdivision or agency thereof, domestic or foreign; to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, debentures, notes, securities, interests or other evidences of indebtedness; and to do any and all acts or things designed to accomplish any such purpose or object.

g. To do any and all things necessary, suitable, convenient, incidental, appurtenant or proper for the accomplishment of any or all of the purposes, objects and powers of this Corporation or the attainment or the furtherance thereof, provided the same not be inconsistent with the laws of Maryland. Furthermore, 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.

h. 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.

i. In the event of dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to scientific, educational and/or charitable 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.

FOURTH: This Corporation is not organized for profit, and neither it, nor its members shall have authority to issue capital stock. No members of this Corporation shall, as such, receive or derive any profit from the operation of the Corporation, and no part of the net earnings of this Corporation shall now or hereafter inure to the benefit of any member, as such. The members of this Corporation shall consist of the undersigned and their successors as may be appointed and/or elected in accordance with

122

the By-Laws of this Corporation. In the exercise of all powers of the Corporation, the members may act as such, or they may constitute themselves in whole or in part as a Board of Trustees to exercise such powers.

FIFTH: The post office address of the principal office of the Corporation of this State is the Southeastern Washington County Health & Community Services Corporation, South Main Street, Box 246, Keedysville, Washington County, Maryland 21756.

SIXTH: The resident agent of the Corporation is John H. Lloyd, Jr., whose Post Office address is R.F.D. #3, Box 587A1, Boonsboro, Washington County, Maryland 21713; and said resident agent is a citizen of the State of Maryland and actually resides therein.

SEVENTH: The Corporation shall have not more than twenty-five (25) trustees and the present incorporators shall serve as Trustees of the Corporation until their successors are duly chosen and qualified as prescribed in the By-Laws of the Corporation.

EIGHTH: The members of the Corporation shall consist of such persons selected under the rules and regulations and in such classes as may be prescribed in the By-Laws of the Corporation.

NINTH: The territory in which the operations of the Corporation are principally to be conducted is the State of Maryland of the United States of America, but the operations of the Corporation shall not be limited to such territory.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation and severally acknowledged the same to be our act on December 7, 1976.

John H. Lloyd, Jr.
John H. Lloyd, Jr., President
R.F.D. #3 Box 587A1
Boonsboro, Maryland 21713

G. Edgar Whetstone
Rev. G. E. Whetstone, Vice Pres.
207 East Main Street
Sharpsburg, Maryland 21782

Joseph Hannah
Joseph Hannah, Treasurer
Route 1
Rohrersville, Maryland 21779

Rosalie Long
Rosalie Long, Secretary
Box 2
Keedysville, Maryland 21756

Robert E. Baer
Robert E. Baer
Washington County Hospital Assn
King and Antietam Streets
Hagerstown, Maryland 21740

Thelma Coffman
Thelma Coffman
Route 1, Box 252A
Hagerstown, Maryland 21740

Robert Edwards
Robert Edwards
4 Park Drive
Boonsboro, Maryland 21713

Jill Furman
Jill Furman
Gapland
Maryland 21736

Ralph Hammond
Ralph Hammond
301 West Antietam Street
Sharpsburg, Maryland 21782

Jayne Ingram
Jayne Ingram
Commission on Aging
35 West Franklin Street
Hagerstown, Maryland 21740

Kathryn Best
Kathryn Best
Route 2
Knoxville, Maryland 21758

Jean Izer
Jean Izer
Community Action Council
101 Summitt Avenue
Hagerstown, Maryland 21740

Lawrence E. Mitchell
Lawrence Mitchell
78 South Main Street
Keedysville, Maryland 21756

Dr. Robert P. Nitzell
Dr. Robert P. Nitzell
21 Spring Creek Road
Hagerstown, Maryland 21740

Thomas J. Stoner
Tom Stoner (Thomas J.)
Board of Education of Wash. Co.
Box 730 Commonwealth Avenue
Hagerstown, Maryland 21740

Thomas Ingram, Jr.
Thomas Ingram, Jr.
232 Green Mountain Drive
Maugansville, Maryland 21767

Shirley Metz
Shirley Metz
300 Potomac Street
Boonsboro, Maryland 21713

Nancy E. Stocks
Nancy E. Stocks
112 Fairground Avenue
Hagerstown, Maryland 21740

Mrs. Harry Robertson
Mrs. Harry Robertson
9 Della Lane
Boonsboro, Maryland 21713

Rev. Glenn F. Timmons
~~Mrs. Harry Robertson~~ m.H.P.
Rev. Glenn Timmons
Brownsville
Maryland 21715

WITNESS:

Date: 12/7, 1976

Robert L. Brandt
Robert L. Brandt
Washington County Health Department
1302 Pennsylvania Avenue
Hagerstown, Maryland 21740

ARTICLES OF INCORPORATION

OF

SOUTHEASTERN WASHINGTON COUNTY HEALTH AND COMMUNITY SERVICES CORPORATION

485

approved and received for record by the State Department of Assessments and Taxation of Maryland December 13, 1976, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 56630

Recorded in Liber 2344, folio 5 105, 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

3.75

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.

William J. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 21 9 52 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record March 21, 1977 at 9:53 AM LIBER 26

MAR 21-77 A# 16627 *****3.75

HANCOCK LODGE NO. 2090
LOYAL ORDER OF MOOSE, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Roger K. McGarty whose Post Office address is Berkeley Springs, West Virginia 25411; Chester J. Fabijanski, whose Post Office address is Hancock, Maryland 21750 and Loye D. Hull, Sr., whose Post Office address is Hancock, Maryland 21750; all being 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 intentions of forming a corporation.

SECOND: The name of the corporation (which is hereinafter referred to as the Corporation) is "Hancock Lodge No. 2090, Loyal Order of Moose, Inc."

THIRD: The objects and purposes for which this corporation is formed is to unite its membership in the bonds of fraternity, benevolence and charity; to assist their members and their families in time of need; to render particular service to orphaned children, aged members and their wives; and to further the mutual welfare of its members and their families; Said corporation shall have power to purchase, take, hold, lease, rent, sell or mortgage property and to do all things incidental, necessary or convenient in the carrying out of the foregoing purposes. All of which are to be carried out not for profit and without shares of stock, it being an aleemosynary corporation.

This corporation is incorporated in conformity with, subject to and under the jurisdiction and control of the laws for the regulation of Lodges in the Loyal Order of Moose and is subject to the Constitution and General Laws of the Supreme Lodge of the World, Loyal Order of Moose. Its business affairs shall be conducted by its members in good standing and by its respective officers in

the manner and at such times as are prescribed by the Constitution and General Laws of the Supreme Lodge of the World, Loyal Order of Moose.

The membership of said corporation shall consist only of the members in good standing of said fraternal lodge association known as Hancock Lodge No. 2090, Loyal Order of Moose.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this state will be located in Hancock, Maryland. The Resident Agent of the Corporation is Chester J. Fabijanski, whose Post Office address is Hancock, Maryland 21750, said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation shall have not less than three (3) directors, nor more than twelve (12) directors, and Roger K. McCarty, Chester J. Fabijanski and Loye D. Hull, Sr. shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The Corporation shall have the following officers, who shall serve for such term as is provided by the by-laws of the Supreme Lodge of the World, Loyal Order of Moose, in such matters pertaining:

1. Governor
2. Prelate
3. Junior Governor
4. Three (3) Trustees
5. Past Governor
6. Secretary
7. Treasurer

SIXTH: There shall be no capital stock.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: It is the intention that none of the powers conferred in any of the foregoing clauses of these Articles shall in any wise restrict by reference to, or reference from the terms of any other clause. It is also the intention that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to or conferred upon Corporation of this character by the Laws of the State of Maryland, and that the enumeration of certain powers as herein defined is not intended as exclusive of or as a waiver of any powers, rights, or privileges, granted or conferred by the Laws of the State of Maryland.

In Witness whereof, we have signed these Articles of Incorporation on the 1 day of October 1976.

TEST: Roger K. McCarty Gov. Rt 7 Box 351 Berkeley Spc Md

TEST: Loye D. Hull Sr. ^{Treas} Rte Hancock, Md.

TEST: Chester J. Fabijanski ^{Secy} 245 Pa. Ave Hancock Md.

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I hereby certify, that on this 1 day of October, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for the county aforesaid, personally appeared Roger K. McCarty, Chester J. Fabijanski, and Loye D. Hull, Sr., and each acknowledged the foregoing Articles of Incorporation to be their act.

As Witness my hand and Notarial Seal.

My commission expires 7-1-78.


Doreen E. Lint
Notary Public

ARTICLES OF INCORPORATION
OF
HANCOCK LODGE NO. 2090, LOYAL ORDER OF MOOSE, INC.

500

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 17, 1976 at 12:55 o'clock P.M. as in conformity
with law and ordered recorded.

A 56795

Recorded in Liber 2345, folio 4 367, 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.

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 21 9 53 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record March 21st 1977 at 9:53 AM LIBER 26

MAR 21-77A 16628 *****4.75

INTERSTATE COMMUNICATIONS, INC.

ARTICLES OF INCORPORATION

IC Worker
FIRST: I, EDWARD N. BUTTON, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

INTERSTATE COMMUNICATIONS, INC.

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

(1) To engage in the business of radio broadcasting, including but not limited to AM, FM, and FM multiplex transmissions; to own, sell, hold, lease, equip, maintain, and operate broadcasting and receiving stations and any connections between such stations; and to transmit, send, and broadcast over the radio, news, talks, speeches, lectures, musical concerts, recorded music, plays, theatricals, recitals, programs, revues, readings, reports, signals, and all matter and things of any kind, nature, and description whatsoever that may be transmitted by radio.

(2) To carry on the business of television broadcasting on an assigned VHF or UHF channel and to carry on all other businesses incident thereto or connected therewith; and to broadcast, disseminate, distribute, transmit, retransmit, receive, or collect by electronic, electrical, or other means, music, entertainment, news, speeches, sermons, advertising, educational and informative matter, photographs, pictures, scenes, or plays, or any other thing which may be transmitted by television or electronic signals.

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1141 Fairview Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward N. Button, 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than five (5). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Gary L. Portmess, Judy Portmess, James L. Grant, Thelma R. Grant, and Edward N. Button.

SEVENTH: Pre-emptive rights shall be applicable as follows:

(1) The holders of the common stock of the Corporation shall be entitled to a pre-emptive 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 pre-empted 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 pre-emptive rights.

(2) 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:

(a) 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.

(b) 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.

(c) 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.

(d) 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.

(e) Any sale of the shares of the Corporation shall be null and void unless the provisions of this Article SEVENTH (2) 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 wife. The term "sale" shall be deemed to cover any exchange of property even though no cash is transferred in the exchange; nothing in this Section SEVENTH shall be a restriction on a gift to a person.

EIGHTH: 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 thereof:

(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, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares 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.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided, however, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director is so interested, such fact shall be disclosed or shall have been known to the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation or association or not so interested or a member of a firm so interested.

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

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

(5) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of the Corporation, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, if two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact

that he is or was such a director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraph 1 or 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of December, 1976, and I acknowledge the same to be my act.

WITNESS:

Joseph M. Suffered

Edward N. Button
EDWARD N. BUTTON

ARTICLES OF INCORPORATION
OF
INTERSTATE COMMUNICATIONS, INC.

489

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 15, 1976 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 56694

Recorded in Liber 2344, folio 427, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 21 9 53 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record March 21, 1977 at 9:53 AM LIBER 26

MAR 21-77 A# 16629 *****3.75

ARTICLES OF AMENDMENT
OF
BEAVER, INCORPORATED

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

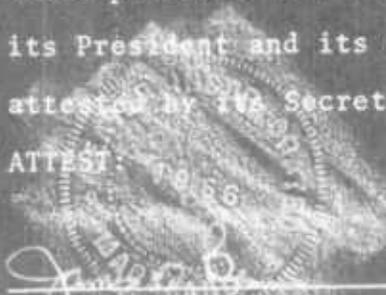
FIRST: The Charter of the Corporation is hereby amended to change the dividend on preferred stock by striking out paragraph FIFTH (b) of the Articles of Incorporation and inserting in lieu thereof the following:

"FIFTH: (b) The preferred stock shall be non-voting and shall entitle the holder thereof to receive out of the surplus of the Corporation a cumulative dividend at the rate of ten per cent (10%) per annum, payable annually, before any dividend shall be set apart or paid on the common stock for such year, and the remainder of the surplus or net earnings applicable to the payment of dividends shall be distributed as dividends among the holders of the common stock, as and when the Board of Directors determine."

The Board of Directors of the Corporation at a special meeting duly convened and held on February 17, 1976 adopted a Resolution in which was set forth the foregoing Amendment to the Charter, and that the Board of Directors and the Stockholders of the Corporation approved said Amendment by unanimous written consent.

IN WITNESS WHEREOF, BEAVER, INCORPORATED, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 16th day of DECEMBER, 1976.

ATTEST:


James O. Beaver, Secretary

BEAVER, INCORPORATED
By Park O. Beaver, Jr.
Park O. Beaver, Jr., President

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

I HEREBY CERTIFY, that on this 16th day of December, 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Park O. Beaver, Jr., President of BEAVER, 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 further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof 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.

Shelley J. Bradford
Notary Public

Comm. Exp. July 1, 1978



ARTICLES OF AMENDMENT
OF
BEAVER INCORPORATED

502

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 20, 1976 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 56837

3

Recorded in Liber 2346, folio 443, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

375

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.

William J. Simmon



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 21 9 53 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record March 21, 1977 at 9:53 AM LIBER 26

MAR 21-77 AM 16630 *****3.75

DUVINAGE CORPORATION

ARTICLES OF AMENDMENT

DUVINAGE 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 Paragraph Sixth and inserting in lieu thereof the following:

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value divided into one million (1,000,000) shares of the par value of ten cents (\$.10) each.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on May 1, 1976, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at the annual meeting of the stockholders of the Corporation held on May 1, 1976. The stockholders at said meeting unanimously approved the foregoing Amendment to the charter.

IN WITNESS WHEREOF, DUVINAGE CORPORATION has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on Dec. 9, 1976.

Attest:

Louise Green
Secretary

DUVINAGE CORPORATION

By: W. B. H. H. H.

President



STATE OF MARYLAND)
) -- SS
COUNTY OF WASHINGTON)

I HEREBY CERTIFY that on December 9, 19 76,
before me the subscriber, a notary public of the State of Maryland
in and for the County of Washington, personally appeared William
C. Wachter, President of Duvinage Corporation, a Maryland corpora-
tion, and in the name and on behalf of said corporation acknowl-
edged the foregoing Articles of Amendment to be the corporate act
of said corporation and further made oath in due form of law that
the matters and facts set forth in said Articles of Amendment with
respect to the approval thereof are true to the best of his knowl-
edge, information and belief.

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

Viola B. Hutzel

Notary Public

MY COMMISSION EXPIRES JULY 1, 1978



DEC 11 3 11 PM '76

ARTICLES OF AMENDMENT
OF
DUVINAGE CORPORATION

500

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 17, 1976 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 56799

Recorded in Liber 2345, folio 382, 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.

William J. Finney



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 21 9 53 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. PARKER CLERK

CBM INCORPORATED

143
MAR 21-77A 16632 *****3.75

Received for Record March 21,
ARTICLES OF INCORPORATION 1977 at 9:54 AM LIBER 26

FIRST: The undersigned, Clifford A. Metger and William E. Mancini, whose Post Office addresses are 673 Highland Way, Hagerstown, MD, and 7 Spring Creek Road, Hagerstown, MD, respectively, each being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

THIRD: The Corporation shall be a close corporation as authorized by Title 4.

FOURTH: The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the general laws of the State of Maryland.

FIFTH: The Post Office address of the principal office of The Corporation in Maryland is 1216 Sherman Avenue, Hagerstown, Washington County.

The name and Post Office address of the resident agent of The Corporation in Maryland are Clifford A. Metger, 673 Highland Way, Hagerstown, Washington County. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which The Corporation has authority to issue is 5000 shares without par value, all of one class.

All of the issued stock of the Corporation shall be subject to the following restrictions on transfer.

Each stockholder shall offer to The Corporation or to the other stockholders of the Corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

The Corporation or stockholders of The Corporation must consent to any proposed transfer of the stock of The Corporation.

SEVENTH: After the completion of the organization meeting of the Directors and the issuance of one or more shares of stock of The Corporation, The Corporation shall have no board of directors. Until such time, The Corporation shall have two directors whose names are Clifford A. Metger and William E. Mancini.

EIGHTH: The duration of The Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on December 18, 1976.

WITNESS:


Clifford A. Metger


William E. Mancini

STATE OF MARYLAND,
County of Washington, ss:

I hereby certify that on December 18, 1976, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington personally appeared Clifford A. Metger and William E. Mancini 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.


Notary Public

ARTICLES OF INCORPORATION
OF
CBM INCORPORATED

519

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 22, 1976, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 56902

2

Recorded in Liber 2347, folio 140, 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

375

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 21 9 54 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. HAKER, CLERK

Received for Record March 21, 1977 at
9:54 AM LIBER 26

MAR 21-77A 16631 *****3.75
145

ARTICLES OF INCORPORATION
OF
IDA M. WINTERMOYER, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Ida M. Wintermoyer, whose post office address is Route #2, Box 385, Hagerstown, Maryland, 21740, being over eighteen years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate myself with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: "IDA M. WINTERMOYER, INC."

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

(a) To produce, buy and sell on commission or otherwise at wholesale or retail, butter, milk, cheese and all other dairy products, grains, poultry, fruit, meats, vegetables and all kinds of farm produce and to transact all business incidental or appurtenant thereto.

(b) To deal in, buy, sell and slaughter cattle, calves, hogs, sheep and livestock generally, and to manufacture and sell the products thereof.

(c) To manufacture, purchase or otherwise acquire machinery of iron or any other material whatsoever, and to hold, own, sell or otherwise dispose of, trade in, deal in and deal with the same, and to purchase or otherwise acquire iron, scrap iron,

and any or all other minerals whatsoever, and to hold, own, sell, or otherwise dispose of, trade in, deal in and deal with the same.

(d) To carry on a general mercantile or merchandise business at retail and wholesale and to purchase, sell and deal in such goods, supplies and merchandise as are or may be sold in a general store.

(e) 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.

(f) To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part 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 properties, rights, business, good will, franchises and assets so acquired in the stock, bonds or other securities of the Corporation, or otherwise.

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

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

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route #2, Box 385, Hagerstown, Maryland, 21740. The Resident Agent of the Corporation is Ida M. Wintermoyer, Route #2, Box 385, Hagerstown, Maryland, 21740. 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 as many more as may be fixed by the Board of Directors, and Ida M. Wintermoyer, Jonn C. Wintermoyer, and Grace E. Litton shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of authorized capital stock of the Corporation is Five Thousand (5,000) shares with no par value.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, of such considerations as said Board of Directors may deem advisable, subject to such limitations

and restrictions, if any, as may be set forth in the by-laws of the Corporation.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 15th day of December, 1976.

WITNESS:

Eunice C. Stotelmyer

Ida M. Wintermoyer (SEAL)
Ida M. Wintermoyer

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

I HEREBY CERTIFY, That on this 15th day of December, 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ida M. Wintermoyer, and she acknowledged the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Notarial Seal.

Eunice C. Stotelmyer
Notary Public

My Commission Expires:
July 1, 1978



ARTICLES OF INCORPORATION
OF
IDA M. WINTERMOYER, INC.

503

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 17, 1976, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 56862

5

Recorded in Liber 2346, folio 672, 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

375

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECORDED
MAY 21 9 46 AM '77
LIBER _____ FOLIO _____
LAND _____
VALUATION _____

Received for Record March 21, 1977 at 9:54 AM LIBER 26

24-42A 1663 *3.75

THE SMOKE SHOP, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Melvin L. Shelleman, whose post office address is 126 North Avenue, Hagerstown, Maryland 21740; Charlotte P. Shelleman, whose post office address is 126 North Avenue, Hagerstown, Maryland 21740; and Judith M. Shelleman, whose post office address is 124 North Avenue, Hagerstown, Maryland 21740; each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

THE SMOKE SHOP, INC.

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

- A. To engage in and carry on a general Retail & Wholesale business;
- B. To engage in and carry on a general merchandise business;
- C. To purchase, lease, manage, 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 24 West Franklin Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Melvin L. Shelleman, whose post office address is 126 North Avenue, Hagerstown, Maryland 21740. 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 Five Hundred (500) shares, consisting of Five hundred (500)

fully paid and non-assessable shares of common stock with the par value of Fifty Dollars (\$50.00) each.

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

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are Melvin L. Shelleman, Charlotte P. Shelleman and Judith M. Shelleman.

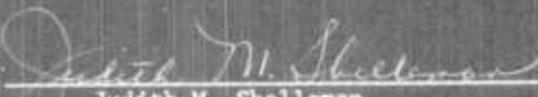
EIGHTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 30th day of November, A. D. 1976


Melvin L. Shelleman


Charlotte P. Shelleman


Judith M. Shelleman

TEST:



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30th. day of November, A. D. 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared, Melvin L. Shelleman, Charlotte P. Shelleman and Judith M. Shelleman, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the same to be their respective act.

WITNESS my hand and Official Notarial Seal.



Commission Expires:
July 1, 1978

Vincent E. DeWitt

Notary Public

ARTICLES OF INCORPORATION
OF
THE SMOKE SHOP, INC.

465

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 6, 1976 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 59508

4

Recorded in Liber 2345, folio 422, 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

3.75

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 21 9 54 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record March 21, 1977 at 9:54 AM LIBER 26 MAR 21-77 A 16634 *****3.75

ARTICLES OF INCORPORATION
OF
FISH AND CHIPS OF WASH. CO., INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Michael T. Barkuloo, whose post office address is #1241 Potomac Avenue, Hagerstown, Maryland, 21740, being over the age of 18 years, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

FISH AND CHIPS OF WASH. CO., INC.

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

(a) To conduct the business of a fast food restaurant in the City of Hagerstown, Washington County, Maryland, and in furtherance of such business, to establish locations in any County, Town or State, and to do any and all lawful things in and about the conduct of such business as are usual and necessary in such enterprise.

(b) 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. 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: #1370 Dual Highway, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State is: Michael T. Barkuloo, 1241 Potomac Avenue, Hagerstown, Maryland, 21740, 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 Dollars (\$10.00) per share, all of one class, and having an aggregate value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be at least three (3), which number may be increased pursuant to the By-laws of the Corporation, and the names of the Directors who shall act until the first annual meeting, or until their successors are duly elected and qualify, are:

MICHAEL T. BARKULOO
VERNON L. BARKULOO
GERALD OLSON

SEVENTH: The management of the Corporation, 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.

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, for such consideration as said Board of Directors may deem advisable.

EIGHTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of December, A. D., 1976.

WITNESS:

Sharon E. Keller
Sharon E. Keller

Michael T. Barkuloo (SEAL)
Michael T. Barkuloo

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17th day of December, A. D., 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Michael T. Barkuloo, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.



Sharon E. Keller
Sharon E. Keller, Notary Public

My Commission Expires:
July 1, 1978

ARTICLES OF INCORPORATION
OF
FISH AND CHIPS OF WASH. CO., INC.

514

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 22, 1976 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 56964

4

Recorded in Liber 2347, folio 618, 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

3.75

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 21 9 54 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. HAYES, CLERK

ARTICLES OF INCORPORATION

OF

ANDERSON ENGINEERING, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, David M. Anderson, whose post office address is 2550-C Jefferson Boulevard, Hagerstown, Maryland, 21740, Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, and Howard W. Gilbert, Jr., whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, 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 herein after called the Corporation) is ANDERSON ENGINEERING, INC.

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

To provide engineering services in the metal fabrication trade.

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 businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly to effectuate or facilitate the transaction of the aforesaid objects or 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 2550-C Jefferson Boulevard, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this state are David M. Anderson, 2550-C Jefferson Boulevard, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is five hundred (500) shares of the par value of One Hundred Dollars (\$100.00) a share, all of

one class, and having an aggregate par value of Fifty Thousand Dollars (\$50,000.00).

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 David M. Anderson, Theodore W. Black and Patricia T. Anderson.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on December 7, 1976.

WITNESS:

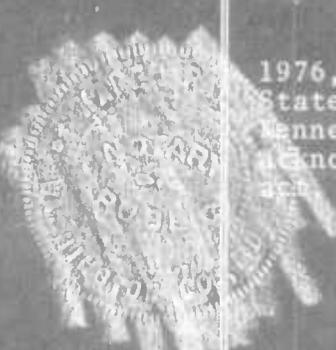
Karen Palmer
Karen Palmer
Karen Palmer

David M. Anderson
David M. Anderson
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 7th day of December, 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David M. Anderson, 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.



Karen Palmer
NOTARY PUBLIC

My Commission Expires:
July 1, 1978

ARTICLES OF INCORPORATION
OF
ANDERSON ENGINEERING, INC.

468

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 8, 1976, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 59535

Recorded in Liber 2345, folio 687, 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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAR 21 9 55 AM '77
LIBER _____ FOLIO _____
LAWYER _____
VAUGHN BAKER, CLERK

Received for record April 15, 1977 at 1:26 Pm Liber 26

161

APR 15-77 B# 19349 *****50
APR 15-77 B# 19348 *****50

THURMONT SHOE COMPANY
148 W. Franklin Street
Hagerstown, Maryland 21740

State Department of Assessments and Taxation
301 West Preston Street
Baltimore, Maryland 21201

RE: Change of Principal Office and Resident Agent

Gentlemen:

I, W. L. Meredith, do hereby certify that I am secretary of Thurmont Shoe Company; that a meeting of the Board of Directors of said Company was held on the 8th day of December, 1976, at which time a quorum was present and voted throughout, the following resolution being duly enacted:

RESOLVED: That the principal office of this Corporation is hereby changed from Lafayette Avenue and Dickson Street, Baltimore, Maryland 21217, to 148 W. Franklin Street, Hagerstown, Maryland 21740; and that the name and address of the Resident Agent of this Corporation is hereby changed from John H. Hessey, 1311 Fidelity Building, Baltimore, Maryland 21201, to John H. Hessey, IV, 1311 Fidelity Building, Baltimore, Maryland 21201; said resident agent is a citizen of the State of Maryland and actually resides therein.

As witness, my hand and the seal of said body corporate.

Sincerely,

THURMONT SHOE COMPANY


W. L. Meredith, Secretary

WLM:jf



NOTICE OF CHANGE OF PRINCIPAL OFFICE AND RESIDENT AGENT
OF
THURMONT SHOE COMPANY

606 ₂

received for record January 19, 1977 ² at 8:30 A.M.
and recorded on Film No. 2368 Frame No. 67 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^o 14135

Special Fee Paid	\$3.00
Recording Fee Paid	\$2.00
Total	\$5.00

504
506

Mr. Clerk - Mail to: W. L. Meredith
148 West Franklin Street
Hagerstown, Maryland 21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Apr 15 1 26 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record April 15, 1977 at 1:26 PM LIBER 26

APR 15-77 B# 19351 *****50
APR 15-77 B# 19350 *****50

CANNON SHOE COMPANY
148 W. Franklin Street
Hagerstown, Maryland 21740

State Department of Assessments and Taxation
301 West Preston Street
Baltimore, Maryland 21201

RE: Change of Principal Office and Resident Agent and Agent's Address

Gentlemen:

I, W. L. Meredith, do hereby certify that I am secretary of Cannon Shoe Company; that a meeting of the Board of Directors of said Company was held on the 8th day of December, 1976, at which time a quorum was present and voted throughout, the following resolution being duly enacted:

RESOLVED: That the principal office of this Corporation is hereby changed from Lafayette Avenue and Dickson Street, Baltimore, Maryland 21217, to 148 W. Franklin Street, Hagerstown, Maryland 21740; and that the name and address of the Resident Agent of this Corporation is hereby changed from John H. Hessey, 6204 Pinehurst Road, Baltimore Maryland 21212, to John H. Hessey, IV, 1311 Fidelity Building, Baltimore, Maryland 21201; said resident agent is a citizen of the State of Maryland and actually resides therein.

As witness, my hand and the seal of said body corporate.

Sincerely,

CANNON SHOE COMPANY



W. L. Meredith, Secretary



WLM:jaf

NOTICE OF CHANGE OF RESIDENT AGENT, AGENT'S ADDRESS
AND PRINCIPAL OFFICE

OF

CANNON SHOE COMPANY

606

received for record January 19, 1977 ² , at 8:30 A.M.

and recorded on Film No. 2368 Frame No. 65 one of

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

To the clerk of the Circuit court of Washington County

AA No 14134

Special Fee Paid	\$3.00
Recording Fee Paid	\$2.00
Total-	<u>\$5.00</u>

509
506

Mr. Clerk - Mail to: W. L. Meredith
148 West Franklin Street
Hagerstown, Maryland 21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Apr 15 1 26 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J BAKER, CLERK

Received for Record April 15, 1977 at 1:27 PM
LIBER 26

APR 15-77 8 19353 *****50

APR 15-77 8 19352 *****50

THE HAGERSTOWN SHOE COMPANY
148 W. Franklin Street
Hagerstown, Maryland 21740

State Department of Assessments and Taxation
301 West Preston Street
Baltimore, Maryland 21201

RE: Change of Principal Office and Resident Agent

Gentlemen:

I, W. L. Meredith, do hereby certify that I am secretary of Hagerstown Shoe Company; that a meeting of the Board of Directors of said Company was held on the 8th day of December, 1976, at which time a quorum was present and voted throughout, the following resolution being duly enacted:

RESOLVED, That the principal office of this Corporation is hereby changed from Lafayette Avenue and Dickson Street, Baltimore, Maryland 21217 to 148 W. Franklin Street, Hagerstown, Maryland 21740; and that the name and address of the Resident Agent of this Corporation is hereby changed from John H. Hessey, 1311 Fidelity Building, Baltimore, Maryland 21201, to John H. Hessey, IV, 1311 Fidelity Building, Baltimore, Maryland 21201; said resident agent is a citizen of the State of Maryland and actually resides therein.

AS witness, my hand and the seal of said body corporate.

Sincerely,

HAGERSTOWN SHOE COMPANY



W. L. Meredith, Secretary

WLM:jf

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND RESIDENT AGENT

OF

THE HAGERSTOWN SHOE COMPANY

606

received for record January 19, 1977 2 at 8:30 A.M.
 and recorded on Film No. *2368* Frame No. *63* 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^o 14133

Special Fee Paid	\$3.00
Recording Fee Paid	\$2.00
Total	\$5.00

504
504

Mr. Clerk - Mail to: W. L. Meredith
 118 West Franklin Street
 Hagerstown, Maryland 21740

rwo

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Apr 15 1 27 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record April 15, 1977 at 1:27 PM LIBER 26

APR 15-77 B# 19355 *****50

APR 15-77 B# 19354 *****50

I HEREBY CERTIFY that at a meeting of the Board of Directors of Eakle's Drug Store, Inc., a corporation organized under the laws of the State of Maryland, duly called (a quorum being present) and held at the office of said corporation at 925 Pennsylvania Avenue, in the city of Hagerstown, State of Maryland on the 10th day of December, 1976, the following resolution was adopted and is now in full force and effect:

"RESOLVED, that WHEREAS, Cyrus F. Jones wishes to be relieved as resident agent of Eakle's Drug Store, Inc., which resignation is hereby accepted, and that the new resident agent approved by the Board of Directors shall be Leon R. Catlett, a resident of the State of Maryland, whose address is Route 1, Box 155, Fairplay, Maryland, 21733."



(Corporate Seal)

Leora E. Ernede

Leora Ernede, Secretary

NOTICE OF CHANGE OF RESIDENT AGENT AND AGENT'S ADDRESS

OF

BAKLE'S DRUG STORE, INC.

567

received for record January 3, 1977

2, at 8:30 A.M.

and recorded on Film No. 2356

Frame No. 211 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^o 14084

Special Fee Paid	\$3.00
Recording Fee Paid	\$2.00
Total	\$5.00

50¢
50¢

Mr. Clerk - Mail to: Bryon, Moylan and Urner
100 West Washington Street
Hagerstown, Maryland 21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Apr 15 1 27 PM '77

LIBER. _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION
OF

ANTIETAM C. B. CLUB, INC.

This is to certify:

FIRST: That I, the subscriber, Gary A. Wolfe
whose postoffice address is 25 E. Lee Street, Hagerstown,
Maryland 21740, being at least twenty-one years of age, do under
and by virtue of the General Laws of the State of Maryland authori-
zing the formation of corporations, signify my intention of form-
ing a corporation by the execution and filing of these Articles.

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

ANTIETAM C. B. CLUB, INC.

THIRD: The purposes for which the Corporation is formed
are as follows: To encourage and assist people in acquiring a
high standard of skill and judgment in the handling of Citizen
Band Radios and allied communication systems; to encourage the
study and skill of radio communication; to cooperate with the
agencies of the United States and any State of municipal govern-
ment in any way possible in enforcement of their respective laws
by means of radio communication; to assist people in danger or
distress generally, and particularly by means of radio communica-
tion; to stimulate interest and activities which will lead to the
furtherance of the science of communication by radio to acquire
by purchase, lease or otherwise, suitable quarters and other
necessary paraphernalia and property to be used in furthering the
purposes of the Corporation.

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

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

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

C. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, 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 full or in part any activities 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, businesses, contracts, good will, franchises or other assets in any manner that charitable corporations are authorized so to do under the laws of the State of Maryland.

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

E. To purchase or otherwise acquire, hold, exchange or sell any shares of stock, or voting trust certificates for any

shares of stock, or any bonds or other securities or evidences of indebtedness issued or created by, corporations or associations having the power to issue the same, organize under the laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned.

F. To borrow or raise money for any of the purposes of the Corporation and to grant such security therefore as may be authorized to charitable corporations under the laws of the State of Maryland, including the securing of 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.

G. To carry out all or any part of the aforesaid purposes, and to conduct its business and 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 or 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 of 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 under the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations (and particularly to the limitations relative to eleemosynary corporations) which are contained in the laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Postoffice Box 743, Hagerstown, Maryland 21740. The resident agent of the Corporation is Travis Thompson whose postoffice address is 441 Guilford Avenue, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock.

SIXTH: The Corporation shall be governed by a Board of Directors consisting of not less than five nor more than twelve Directors. The Directors shall consist of the President, Vice President, Secretary, Treasurer and Executive Board. The following shall be the first Directors of the Corporation: Travis Thompson, President; Gary Wolfe, Vice President; Betty Thomas, Treasurer; Jacqueline Thompson, Secretary; and Gary Thomas, Joan Sours, Charles Snyder, Executive Directors. The Executive Directors may resign or be removed, vacancies may be filled and additional Directors elected, as provided in the By-Laws.

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this day of

WITNESS:

Gary A. Wolfe

Gary A. Wolfe

Betty J. Thomas

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

This is to certify that on the 26th day of JANUARY
1977, before me, the subscriber, a Notary Public in and for the
State and County aforesaid, personally appeared Gary A. Wolfe
who acknowledged the foregoing Articles of Incorporation to be his
act.

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



Donald L. Hunt

Notary Public

My commission expires:

July 1, 1978

ARTICLES OF INCORPORATION
OF
ANTIETAM C. B. CLUB, INC.

6187

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 27, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 57989

Recorded in Liber 2360, folio 143, 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

3.75

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.

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Apr 15 1 27 PM '77

LIBER _____ FOLIO _____

ARTICLES OF INCORPORATION
PROGRESSIVE MEN'S CLUB, INC.

FIRST: We, the undersigned, Clifford K. Edwards, 55 East Avenue, Hagerstown, Maryland 21740, and John H. Preston, 435 North Jonathan Street, Hagerstown, Maryland 21740, each being at least eighteen years of age, do hereby associate ourselves as incorporators with the intent of forming a non-profit non-stock corporation under and by virtue of Subtitle Two of the Corporations and Associations Article of the Maryland Code.

SECOND: The name of the Corporation is PROGRESSIVE MEN'S CLUB, INC.

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

1. To promote fellowship and goodwill by means of such gatherings and activities; to engage in any and all types of activities not prohibited by law which shall promote and foster better citizenship among its members and the community; to promote and foster educational and recreational facilities and social activities of its members and the community; to promote and foster mutual understanding and goodwill among all persons and to engage in such activities as will raise the standard of civic morality and community welfare and to serve the community in a progressive manner for its general welfare.

2. In general, to carry on any lawful business and to have and exercise all powers conferred by the general powers of Section 2-103 of the Corporations and Associations Article of the Maryland Code and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said general powers nor or hereafter in force; the foregoing enumeration of the purposes, objects and business of the corporation is in futherance and not in limitation of the

powers conferred upon the corporation by law.

FOURTH: The post office address of the place which shall be the principal office of the corporation in this state will be located at 55 East Avenue, Hagerstown, Maryland 21740. The resident agent of the corporation is Clifford K. Edwards, 55 East Avenue, Hagerstown, Maryland 21740. Said agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: This corporation is not organized for profit and shall have no authority to issue capital stock. No part of the net earnings of the corporation shall inure to the benefit of any director, officer, member or other individual and the balance of revenues, after all expenses, debts and obligations, shall be used and distributed exclusively for carrying out the purpose of this corporation as set out herein.

SIXTH: The corporation shall have five directors, and William Keyes, Harry Barnett, William Clairbourne, Clifford K. Edwards and John H. Preston shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: Subject to the General Laws of the State of Maryland the voting power shall vest exclusively in the members of the corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 21st day of January, A. D., 1977.

WITNESS AS TO ALL SIGNATURES:




Clifford K. Edwards (SEAL)


John H. Preston (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21st day of January, A. D., 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Clifford K. Edwards and John H. Preston, and severally acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

Commission Expires: 7-1-78

Cathy A. Weherd
Notary Public

ARTICLES OF INCORPORATION
OF
PROGRESSIVE MEN'S CLUB, INC.

610

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 26, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 57913

4

Recorded in Liber 2359, folio 260, 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

3.75

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.

William J. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 15 1 27 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record April 15, 1977 at 1:28 PM APR 15-77 Bz 19358 *****375
LIBER 26

AND
WILEY'S HOME GARDEN CENTER, INC.

(A close Corporation under Title 4, Section 4-101 et seq., Corporations and Associations Article, Annotated Code of Public General Laws of Maryland)

ARTICLES OF INCORPORATION

FIRST: The undersigned, Howard C. Wiley, whose Post Office address is 25 Peach Tree Lane, Williamsport, Maryland 21795, being at least eighteen (18) years of age do hereby form a corporation under the General Laws of the State of Maryland.

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

AND
WILEY'S HOME GARDEN CENTER, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland.

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

(1) To purchase, acquire, hold, sell, exchange, export, import, raise, proliferate, cultivate or otherwise deal with or dispose of all kinds of flowers, seeds, shrubbery, trees and plants and other related nursery products.

(2) To deal in all supplies necessary for cultivation of a garden and lawn including any such tools, machinery, fertilizers, seeds and other materials used in the maintenance of ground.

(3) To buy and sell, as broker or agent, or on its own account, all kinds of machinery, electrical and hardware supplies, appliances for household use and otherwise.

(4) To buy, sell and breed dogs, fish, reptiles, poultry and other animals, and deal generally in pet supplies and equipment of all kinds.

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

(6) 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.

(7) 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.

(8) To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 25 Peach Tree Lane, Williamsport, Maryland 21795. The name and post office address of the resident agent of the Corporation in Maryland are Howard C. Wiley, 25 Peach Tree Lane, Williamsport, Maryland 21795. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares at a par value of Ten (\$10.00) Dollars per share,

all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SEVENTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than one (1); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Howard C. Wiley and Anne H. Wiley.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities, (including stock) which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.

(b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested 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 any 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 the 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 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, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change or 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.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class 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 of its stock 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.

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) 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 stockholders 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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21ST day of JANUARY, A. D., 1977.

Witness:

Paula A. Kendle

Howard C. Wiley (SEAL)
Howard C. Wiley

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

I HEREBY CERTIFY, That on this 21ST day of JANUARY, A. D., 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard C. Wiley personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge the foregoing Articles of Incorporation to be his act.

Witness my hand and official Notarial Seal.

Paula A. Kendle
Notary Public

My Commission Expires: July 1, 1978.



ARTICLES OF INCORPORATION
OF
WILEY'S HOME AND GARDEN CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 21, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 57851

601

6
Recorded in Liber 2358, folio 446, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

375

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.

William J. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 15 1 28 PM '77

LIBER _____ FOLIO _____

Received for Record April 15, 1977 at
1:28 PM LIBER 26

APR 15-77 Bz 19359 *****525

ARTICLES OF CONSOLIDATION

THIS IS TO CERTIFY:

FIRST: That the members of ~~The~~ Greater Hagerstown Board of Realtors[®], Incorporated, a Maryland non-stock, non-profit corporation, incorporated on June 3, 1942, having its principal office at 138 West Washington Street, Hagerstown, Maryland, 21740, at a meeting duly convened and held on November 5, 1976, adopted the Resolutions contained herein.

SECOND: That the members of Multiple Listing Bureau of the Hagerstown Real Estate Board, Inc., a Maryland non-stock, non-profit corporation, incorporated on May 25, 1961, having its principal office at 16 East Washington Street, Hagerstown, Maryland, 21740, at a meeting duly convened and held on November 5, 1976, adopted the Resolutions contained herein.

THIRD: Whereas, the respective Board of Directors of The Greater Hagerstown Board of Realtors[®], Incorporated, and Multiple Listing Bureau of the Hagerstown Real Estate Board, Inc., have determined that it is advisable and in the best interest of said corporations and their respective members that said corporations be consolidated, and thereby form a new corporation.

FOURTH: That the name of the new corporation (which is hereinafter called the "Corporation") is: GREATER HAGERSTOWN BOARD OF REALTORS[®], INC.

FIFTH: That the Corporation shall be incorporated under the General Laws of the State of Maryland, authorizing the formation of a corporation, and shall be a non-stock, non-profit corporation.

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

A. To provide a facility for education, research, and exchange of information for those engaged in the recognized

branches of the real estate business, including brokerage, management, mortgage financing, appraising, counseling, land development and building, education and research in real estate, and providing a multiple listing service, for the purpose of raising the standards of real estate practice, and preserving the right of property ownership in the interest of the public welfare.

B. To unite those engaged in the recognized branches of the real estate profession in this community for the purpose of exerting a beneficial influence upon the profession and related interests.

C. To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the National Association of Realtors®.

D. To inform the public of the advantages of transacting business with Realtors®, and to encourage the use by members of the term Realtor® and the emblem seal.

E. To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.

SEVENTH: In furtherance of its corporate purposes, the Corporation shall have all general powers as provided in Article 3 and Article 5 of the Corporations and Associations Annotated Code of Maryland.

EIGHTH: 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 to engage in any and all lawful activities 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 the Corporation is organized, and to aid or assist other organizations whose activities are

such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

NINTH: The Post Office address of the principal office of the Corporation in this State is 138 West Washington Street, Hagerstown, Maryland, 21740. The Resident Agent of the Corporation is Roland G. Hebb, whose Post Office address is 1771 Pennsylvania Avenue, Post Office Box 1288, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

TENTH: The Corporation is not authorized to issue any capital stock. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after payment of all debts and obligations of the Corporation, shall be used or distributed, exclusively for the purposes within those set forth in Article Sixth of this certificate and within the intendment of Section 501 (c) of the Internal Revenue Code of 1954 and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

ELEVENTH: No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, 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.

TWELFTH: No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

THIRTEENTH: The Corporation shall have at least three directors and not more than nine directors. The Corporation shall have seven acting directors, and Guy L. Smith, Roland G. Hebb, Margaret N. Greene, Mary Clopper, John G. Younkins, Helen Tobin, and W. Paul Settles, who shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

FOURTEENTH: Each member of the consolidating corporations shall become a member of the consolidated Corporation. Members may resign or be removed, vacancies may be filled, and additional members elected, as provided in the By-Laws, which may prescribe different classes of members and prescribe the powers and duties of each class.

FIFTEENTH: Neither consolidating corporation has a provision in its charter regarding extraordinary acts, and, therefore, are required to have a two-third's majority to effectuate the consolidation.

SIXTEENTH: That the members of The Greater Hagerstown Board of Realtors^o, Incorporated, adopted the above resolutions, each resolution having passed with a greater than two-thirds vote in favor, at a meeting duly convened and held on November 5, 1976.

SEVENTEENTH: That the members of Multiple Listing Bureau of the Hagerstown Real Estate Board, Inc., adopted the above resolutions, each resolution having passed with a greater than two-thirds vote in favor, at a meeting duly convened and held on November 5, 1976.

IN WITNESS WHEREOF, The Greater Hagerstown Board of Realtors®, Incorporated, has caused these Articles of Consolidation to be signed in its name and on its behalf by its President and signature witnessed by its Secretary with the corporate seal affixed hereto this 4th day of January, 1977.

ATTEST AS TO CORP. SEAL:

THE GREATER HAGERSTOWN BOARD OF REALTORS®, INCORPORATED



Margaret J. Greene
Secretary

BY: Ray L. Smith
President

IN WITNESS WHEREOF, Multiple Listing Bureau of the Hagerstown Real Estate Board, Inc., has caused these Articles of Consolidation to be signed in its name and on its behalf by its President and signature witnessed by its Secretary with the corporate seal affixed hereto this 4th day of January, 1977.

ATTEST AS TO CORP. SEAL:

MULTIPLE LISTING BUREAU OF THE HAGERSTOWN REAL ESTATE BOARD, INC.



Gladys N. Hagan
Secretary

BY: Malto B. Hill
President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 4th day of January, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Guy L. Smith, President of The Greater Hagerstown Board of Realtors, Incorporated, and on behalf of the Corporation acknowledged the foregoing Articles of Consolidation to be the corporate act of the Corporation and at the same time personally appeared Margaret Greene, Secretary, who acknowledged that the matters and facts set forth in said Articles of Consolidation are true to the best of his information and belief.

WITNESS my Hand and Official Notarial Seal.

My Commission Expires
July 1, 1978

E. Francis Bender
Notary Public



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 4th day of January, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared the President of Multiple Listing Bureau of the Hagerstown Real Estate Board, Inc., and on behalf of the Corporation acknowledged the foregoing Articles of Consolidation to be the corporate act of the Corporation and at the same time personally appeared the Secretary of the Corporation, who acknowledged that the matters and facts set forth in said Articles of Consolidation are true and correct to the best of his information and belief.

WITNESS my Hand and Official Notarial Seal.

My Commission Expires:
July 1, 1978

E. Francis Bender
Notary Public



CERTIFICATION

This is to certify that:

1. The Greater Hagerstown Board of Realtors^o, Incorporated, adopted Articles of Consolidation at a meeting duly convened and held on November 5, 1976.

2. The Multiple Listing Bureau of the Hagerstown Real Estate Board, Inc., adopted Articles of Consolidation at a meeting duly convened and held on November 5, 1976.

3. The Greater Hagerstown Board of Realtors^o, Incorporated, does not own any real property, either in Maryland or any other State.

4. The Multiple Listing Bureau of the Hagerstown Real Estate Board, Inc., does not own any real property, either in Maryland or any other State.

IN WITNESS WHEREOF, The Greater Hagerstown Board of Realtors^o, Incorporated, has caused this Certification to be signed in its name and on its behalf by its President and his signature witnessed by its Secretary with the corporate seal affixed hereto this 17th day of January, 1977.

Attest as to Corp. Seal:

The Greater Hagerstown Board of Realtors^o, Incorporated

Margaret S. Greene
Secretary

By: Guy L. Smith
Guy L. Smith, President

IN WITNESS WHEREOF, Multiple Listing Bureau of the Hagerstown Real Estate Board, Inc., has caused this Certification to be signed in its name and on its behalf by its President and his signature witnessed by its Secretary with the corporate seal affixed hereto this 14th day of January, 1977.

Attest as to Corp. Seal:

Multiple Listing Bureau of the Hagerstown Real Estate Board, Inc.

Walter B. Stehl
Secretary

By: Walter B. Stehl
Walter B. Stehl, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 17th day of January, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Guy L. Smith, President of The Greater Hagerstown Board of Realtors[®], Incorporated, and on behalf of the Corporation acknowledged the foregoing Certification to be the corporate act of the Corporation, and at the same time personally appeared Margaret Greene, Secretary, who acknowledged that the matters and facts set forth in said Certification are true and correct to the best of his information and belief.

WITNESS my Hand and Official Notarial Seal.

Francis E. Habetler
Notary Public

Commission Expires:

July 1, 1978

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 17th day of January, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Walter B. Stehl, President of Multiple Listing Bureau of the Hagerstown Real Estate Board, Inc., and on behalf of the Corporation acknowledged the foregoing Certification to be the corporate act of the Corporation and at the same time personally appeared J. Richard Holzapfel, Secretary, who acknowledged that the matters and facts set forth in said Certification are true and correct to the best of his information and belief.

WITNESS my Hand and Official Notarial Seal.

Francis E. Habetler
Notary Public

Commission Expires:

July 1, 1978

ARTICLES OF CONSOLIDATION

BETWEEN

GREATER HAGERSTOWN BOARD OF REALTORS, INC. (MD. CORP.)

AND

MULTIPLE LISTING BUREAU OF THE HAGERSTOWN REAL ESTATE BOARD, INC. (MD. CORP.)

TO FORM A NEW CORPORATION
GREATER HAGERSTOWN BOARD OF REALTORS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 19, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 57781
592

9

Recorded in Liber *F2357*, folio *317*, 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*

8.25

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.

William J. Summert



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Apr 15 1 28 PM '77

LIBER _____ FOLIO _____

LAND

BAY STATE CONTRACTORS, INC.
ARTICLES OF INCORPORATION

Received for Record April 15, 1977 at 1:29 PM LIBER 26

THIS IS TO CERTIFY:

FIRST: THAT WE, THE SUBSCRIBERS, BENJAMIN F. OLIVER, WHOSE POST OFFICE ADDRESS IS 373 KEY CIRCLE, HAGERSTOWN, MARYLAND 21740; BEATRICE R. OLIVER, WHOSE POST OFFICE ADDRESS IS 373 KEY CIRCLE, HAGERSTOWN, MARYLAND 21740; AND CYNTHIA S. LYNCH, WHOSE POST OFFICE ADDRESS IS 373 KEY CIRCLE, 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 CORPORATION.

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

BAY STATE CONTRACTORS, INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED AND THE BUSINESS OR OBJECTS TO BE CARRIED ON AND PROMOTED BY IT, WITHIN THE STATE OF MARYLAND, OR ANY OTHER STATE OR STATES OF THE UNITED STATES, OR ANY TERRITORY OR POSSESSION THEREOF, WHETHER PRESENTLY OR HEREAFTER ANNEXED, OR THE DOMINION OF CANADA, OR MEXICO, OR ANY FOREIGN COUNTRY OR COUNTRIES OR ANY TERRITORY OR POSSESSION THEREOF, WHETHER PRESENTLY OR HEREAFTER ANNEXED, ARE AS FOLLOWS:

A. TO ENGAGE AS A GENERAL CONTRACTOR; TO PURCHASE OWN, HOLD, AND SELL REAL PROPERTY, IMPROVED AND UNIMPROVED, OR ANY INTEREST THEREIN OR EASEMENT THEREON; TO PURCHASE LANDS AND SUBDIVIDE SAME INTO SUBDIVISIONS OR LOTS; TO LOAN MONEY UPON REAL PROPERTY AND TO ACCEPT SECURED AND UNSECURED NOTES AS COLLATERAL FOR SAME; TO EXECUTE NOTES, DEEDS OF TRUST, MORTGAGES, CHATTEL MORTGAGES, TO ENTER INTO LEASES AS LANDLORD OR TENANT; TO PERFORM OR DO ANY ACT CUSTOMARILY PERFORMED OR DONE BY A CONTRACTOR AND BUILDER, SPECULATIVE BUILDER, SUBDIVIDER, OR REAL PROPERTY DEVELOPMENT; TO INVEST IN AND HOLD FOR INVESTMENT ANY AND ALL REAL PROPERTY, SHARES OF STOCK, BONDS, GOVERNMENT, PRIVATE OR CORPORATE; TO EXCHANGE AND ENTER INTO AGREEMENTS OF EXCHANGE OF ONE PARCEL OF REAL PROPERTY FOR ANOTHER PARCEL OF REAL PROPERTY.

B. TO CARRY ON AND CONDUCT A GENERAL CONSTRUCTION BUSINESS INCLUDING THE DESIGNING, CONSTRUCTION, ENLARGING, EXTENDING, REPAIRING, COMPLETING, REMOVING OR OTHERWISE ENGAGING IN ANY WORK UPON HOUSES, COMMERCIAL STRUCTURES, POWER PLANTS, INDUSTRIAL PLANTS, AND OTHER SYSTEMS AND WORKS OF EVERY DESCRIPTION, BUILDING, STRUCTURES, MANUFACTURING PLANTS, AND ALL KINDS OF EXCAVATION, AND IRON, STEEL, WOOD, MASONRY, MECHANICAL, ELECTRICAL, AND EARTH CONSTRUCTION AND INSTALLATIONS, TO MAKE, EXECUTE, AND TAKE OR RECEIVE ANY CONTRACTS OR ASSIGNMENTS OF CONTRACTS THEREFOR OR RELATING THERETO OR CONNECTED THEREWITH; AND TO MANUFACTURE OR OTHERWISE ACQUIRE AND FURNISH ALL BUILDINGS AND OTHER MATERIALS AND SUPPLIES CONNECTED THEREWITH OR REQUIRED THEREFOR; TO MANUFACTURE, PRODUCE, ADAPT, AND PREPARE, DEAL IN AND DEAL WITH ANY MATERIALS, ARTICLES, OR THINGS INCIDENTAL TO OR REQUIRED FOR, OR USEFUL IN CONNECTION WITH ANY OF ITS BUSINESS, AND GENERALLY TO CARRY ON ANY OTHER BUSINESS WHICH CAN BE ADVANTAGEOUSLY CARRIED ON IN CONJUNCTION WITH AND INCIDENTAL TO ANY OF THE MATTERS AFORESAID.

C. TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, ALL OR ANY PART OF THE PROPERTY, RIGHTS, BUSINESS, CONTRACTS, GOOD-WILL, FRANCHISES, AND ASSETS OF EVERY KIND, OF ANY CORPORATION, CO-PARTNERSHIP OR INDIVIDUAL (INCLUDING THE ESTATE OF A DECEDENT) CARRYING ON OR HAVING CARRIED ON IN WHOLE OR IN PART ANY OF THE AFORESAID BUSINESSES OR ANY OTHER 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 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 IF 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.

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 OR 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 AS 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 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.

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.

I. 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 LAW OF THIS STATE.

FOURTH: THE POST OFFICE ADDRESS OF THE PLACE AT WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE WILL BE LOCATED IS 373 KEY CIRCLE, HAGERSTOWN, MARYLAND 21740. THE RESIDENT AGENT OF THE CORPORATION IS BENJAMIN F. OLIVER, WHOSE POST OFFICE ADDRESS IS 373 KEY CIRCLE, HAGERSTOWN, MARYLAND 21740. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

FIFTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE AS SPECIFIED IN THE BY-LAWS, AND SUCH NUMBER MAY FROM TIME TO TIME BE INCREASED OR DECREASED IN SUCH MANNER AS MAY BE PRESCRIBED IN THE BY-LAWS, PROVIDED THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL NOT BE LESS THAN THREE. DIRECTORS NEED NOT BE STOCKHOLDERS. UNTIL THE CORPORATION'S FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFIED THE FOLLOWING INDIVIDUALS SHALL ACT AS DIRECTORS OF THE CORPORATION: BENJAMIN F. OLIVER, BEATRICE R. OLIVER, AND CYNTHIA S. LYNCH.

SIXTH: THE TOTAL AMOUNT OF THE AUTHORIZED CAPITAL STOCK OF THE CORPORATION IS ONE HUNDRED THOUSAND (100,000) SHARES OF PAR VALUE OF ONE DOLLAR (\$1.00) ALL BEING ONE CLASS COMMON STOCK.

SEVENTH: THE BOARD OF DIRECTORS OF THE CORPORATION IS HEREBY EMPOWERED TO AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF ITS STOCK OF ANY CLASS, WHETHER NOW OR HEREAFTER AUTHORIZED, AND SECURITIES CONVERTIBLE INTO SHARES OF STOCK OF ANY CLASS WHETHER NOW OR HEREAFTER AUTHORIZED FOR SUCH CONSIDERATION AS SAID BOARD OF DIRECTORS MAY DEEM ADVISABLE, SUBJECT TO SUCH LIMITATIONS AND RESTRICTIONS, IF ANY, AS MAY BE SET FORTH IN THE BY-LAWS OF THE CORPORATION.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF WE HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 1ST DAY OF JANUARY, 1977.

WITNESS:

<u><i>[Signature]</i></u>	<u><i>Benjamin F. Oliver</i></u> BENJAMIN F. OLIVER
<u><i>[Signature]</i></u>	<u><i>Beatrice R. Oliver</i></u> BEATRICE R. OLIVER
<u><i>[Signature]</i></u>	<u><i>Cynthia S. Lynch</i></u> CYNTHIA S. LYNCH

STATE OF MARYLAND }
COUNTY OF BALTIMORE } ss:

I HEREBY CERTIFY, THAT ON THIS 1ST DAY OF JANUARY, 1976, BEFORE ME THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, IN AND FOR BALTIMORE COUNTY, PERSONALLY APPEARED BENJAMIN F. OLIVER, BEATRICE R. OLIVER, AND CYNTHIA S. LYNCH AND THEY SEVERALLY ACKNOWLEDGE THE FOREGOING ARTICLES OF INCORPORATION AND THE SIGNATURES INSCRIBED THEREUPON TO BE THEIR ACT.

[Signature]
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 1, 1978

ARTICLES OF INCORPORATION
OF
BAY STATE CONTRACTORS, INC.

573

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 11, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 57624

Recorded in Liber 2355, folio 109, 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.

William J. Sommers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Apr 15 1 29 PM '77

LIBER _____ FOLIO _____

VA 200176

Received for Record April 15, 1977 at 1:29 PM
 liber 26

ARTICLES OF INCORPORATION

OF

LOG CABIN INN, INC.

A Close Corporation Under Section 100
 AS AMENDED

THIS IS TO CERTIFY THAT:

FIRST: We, the undersigned, Eva Bush, whose post office address is Rt. 1, Box 923, Harrisonville, Pennsylvania, Richard I. Kovelant, whose post office address is 308 Second Street, Laurel, Maryland and Keith Gosman, whose post office address is Suite 201-1130 Baltimore Avenue, Beltsville, Maryland, being at least twenty-one years of age, do hereby form a close corporation under the General Laws of the State of Maryland.

SECOND: The name of the close corporation (which is hereinafter called the Corporation) is LOG CABIN INN, INC.

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

A. To own, hold, rent, control, lease, operate, conduct, and engage in the restaurant business and packaged goods store.

B. 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.

C. To buy, sell, rent, lease appliances and all accessories pertaining thereto.

D. To apply for, borrow, receive, lend or otherwise finance any interest in real estate or upon any security whatsoever, including promissory notes, drafts, bills of exchange, bills of lading, mortgages, stocks, bonds, debentures, choses in action, or without security of any kind, and to receive by gift, purchase or otherwise acquire, subscribe to, option, hold, sell, assign, transfer, hypothecate or otherwise alienate mortgages, deeds of trust, stocks, bonds, certificates, debentures, choses in action or securities of any nature whatsoever.

E. It is the intention that the objects and purposes specified in the foregoing clause of these Articles of Incorporation shall not, unless otherwise specified herein, be in anywise limited or restricted by reference to or inference from the terms of any other clause of this or any other Article in this Chapter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes, it is also the intention that said clauses be construed both as purposes and powers; and generally that the close corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted to or conferred upon corporations of this character by the laws of the State of Maryland, and that the enumerations of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by the laws of the said State nor or hereafter in force, pursuant to Article 23, Sections 100 through 111 of the Annotated Code of Maryland as amended.

FOURTH: The corporation shall be a close corporation as authorized by the general corporation laws of Maryland.

LAW OFFICES
MELBOURNE, GOLDMAN
& KOVELANT
306 SECOND STREET
LAUREL, MARYLAND 20810

853-7440 (D.C./VA.)
792-7440 (BALTO.)

FIFTH: The post office address of the principal office of the corporation in this State is ^{Route 615 North} Hancock, Maryland. ²¹⁷⁵⁰ The name and post office address of the resident agent of the corporation in this State are Richard I. Kovelant, Esquire, 308 Second Street, Laurel, Prince George's County, Maryland 20810. Said resident agent is a citizen of this State and actually resides therein.

SIXTH: Subject to increase by the by-laws, the close corporation shall have two directors, Eva Bush and Keith Gosman, who shall act as such until the first annual meeting or until their successors are duly chosen and qualified, pursuant to Article 23, Section 105 of the Annotated Code of Maryland.

SEVENTH: The total amount of the authorized capital stock of this close corporation is one thousand (1,000) shares with no par value, all of one class.

EIGHTH: In addition to the foregoing, the following powers are hereby given to the close corporation, its directors and stockholders:

(a) The right to change the terms of any of the outstanding stock as may be authorized at this time, or may hereafter be authorized, by classification, re-classification or otherwise, is hereby reserved.

(b) Any of the directors, individually, or any partnership or corporation or joint ownership, in which such director may be interested in capacity whatsoever, may be a party to any contract; and any transaction which shall thereby be affected or invalidated, such director may be counted in determining of the existence of a quorum of any meeting of the Board of Directors of this close corporation, which may authorize any such contract or transaction, and may vote thereon.

NINTH: The duration of the close corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 10 day of January, 1977.

Witness:

Betty S. Hill

Eva I. Bush
Eva Bush

Patricia Quistor

Richard I. Kovelant
Richard I. Kovelant

Francis H. Gosman

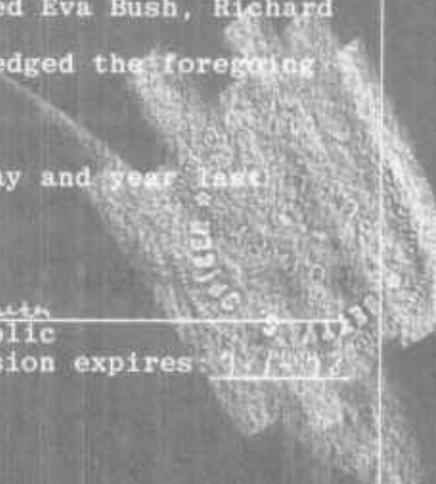
Keith Gosman
Keith Gosman

STATE OF MARYLAND, COUNTY OF PRINCE GEORGE'S, to wit:

I HEREBY CERTIFY that on this 10 day of January, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Eva Bush, Richard I. Kovelant and Keith Gosman and they acknowledged the foregoing Articles of Incorporation to be their act.

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

Betty S. Hill
Notary Public
My commission expires 3-1-78



J 204

ARTICLES OF INCORPORATION
OF
LOG CABIN INN, INC.

569

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 12, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 57594

Recorded in Liber 2354, folio 619, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

3.75

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.

William J. Semment



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Apr 15 1 29 PM '77

LIBER _____ FOLIO _____
LAND
VAUGHN J. BAKER, CLERK

APR 15-77 Bz 19362 *****425

ARTICLES OF INCORPORATION
OF
LIVING SYSTEMS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Harry D. Van Mater, whose post office address is 1310 Dual Highway, Hagerstown, Maryland 21740, being more than eighteen years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is herein-after called the "Corporation"), is:

LIVING SYSTEMS, 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 acquire, by purchase, 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 manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Corporation.

B. To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time

owned, held, or occupied by the Corporation and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation.

C. To engage in the business of and to act as general contractors, builders, pavers, wreckers, concrete breakers and contractors, miners, dredgers, excavators, welldiggers, carpenters, woodworkers, cabinet makers, plumbers, electricians, drilling contractors, riveters, acoustical contractors, glaziers, roofers, tinsmiths, floorers, tile contractors, bricklayers, hod carriers, masons, quarry owners and operators, stone, sand, and gravel dealers, stonecutters, sand blasters, copper, tin, lead, aluminum, brass, bronze, nickel, zinc, iron, steel, and other metal producers and processors, smiths, sheet metal and other metal workers, smelters, welders, machinists, tool and die makers, steamfitters, gasfitters, heating and air conditioning contractors, elevator contractors, waterproofing and fireproofing contractors, painters, decorators, plasterers, paperhangers, draftsmen and designers, and suppliers, equippers, and outfitters for the foregoing, and to engage in all other activities, render all other services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of the building and construction trades; to purchase, lease, or otherwise acquire and to erect, construct, build, establish, dredge, pave, mine, quarry, develop, and improve and to raze, tear down, rebuild, repair, restore, remodel, alter, fireproof, waterproof, insulate, and clean and to sell, exchange, rent, license, or otherwise dispose of and to outfit, supply, equip, furnish, manage, inspect, use, own, hold, service, and operate and to deal and trade in and with real estate lands, lots, acreage, fields, yards, waterways,

roads, streets, parks, gardens, piers, docks, wharves, beaches, swimming pools, homes, and buildings of every kind and description and parts thereof and appurtenances thereto, and all other structures, establishments, and shelters of every kind and description, mines, oil wells, quarries, sand and gravel pits, tar pits, lime pits, and other pits, beds, and deposits, machine shops, tool and die plants and establishments, foundries, smelting plants, blast furnaces, lumber yards, storehouses, warehouses, processing plants, retail and wholesale shops and establishments, showrooms, laboratories, and other factories, mills, plants, buildings, yards, and fields of every kind and description.

D. To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

E. To engage in, conduct and carry on any business of manufacturing, purchasing, trading, or dealing, either wholesale or retail, in any kind of personal property.

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: 1310 Dual Highway, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is: Harry D. Van Mater, whose post office address is: 1310 Dual Highway, Hagerstown, Maryland 21740. 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, which number may be increased pursuant to the By-Laws of the Corporation, and Harry D. Van Mater, Arthur R. Crumbacker, and Michael G. Day, shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000) par value, divided into one hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) 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 them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account, book or document of the Corporation except as conferred by the Statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of January, 1977.

WITNESS:

Michael H. Day

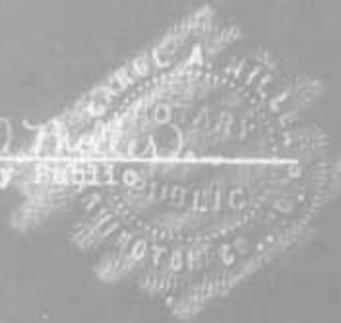
Harry D. Van Mater (SEAL)
Harry D. Van Mater

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 6th day of Jan.,
1977, before me, the subscriber, a Notary Public in and for
the State and County aforesaid, personally appeared Harry D.
Van Mater, and he acknowledged the foregoing Articles of
Incorporation to be his voluntary act and deed.

WITNESS my Hand and Official Notarial Seal.

Carol A. Miller
Notary Public



My Commission Expires:

July 1, 1978

ARTICLES OF INCORPORATION
OF
LIVING SYSTEMS, INC.

566

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 10, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 57536

Recorded in Liber 2354, folio 129, 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

425

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Apr 15 1 29 PM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAREN, CLERK

BOWMAN CO., INC.

ARTICLES OF AMENDMENT

Bowman 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, that:

FIRST: The amendment to the charter of the Corporation herein made consists of a change in the name of the Corporation from Bowman Co., Inc. to Bowman Sales and Equipment, Inc.; and the said amendment was advised by the board of directors and approved by the stockholders.

SECOND: The board of directors advised an amendment changing and enlarging the purposes and powers of the Corporation and said advice was approved by the stockholders. The additional powers of the Corporation as advised by the board of directors and approved by the stockholders are as follows:

A. To purchase, sell, rent as lessor or lessee, repair and deal generally in new and used prefabricated portable living or office quarters of every variety, including, but not limited to, campers, trailers for use as offices on construction sites, storage trailers for use on construction sites, and house trailers; and to purchase, sell, rent as lessor, and deal generally in and with furnishings, excessories and parts for such products.

B. To acquire and operate generally a dealership for the purchasing and selling of automotive and trucking equipment for use on all types of motor vehicles.

C. To engage in the business of repairing and servicing trucks, motor vehicles, and prefabricated portable trailers of every description, and to carry on all facets of an automotive or trucking repair shop.

In witness whereof, Bowman Co., Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on January 4th, 1977.

ATTEST:

Jone Lou Bowman
JONE LOU BOWMAN,
SECRETARY

BOWMAN CO., INC.

BY: Donald Murray Bowman, Jr.
DONALD MURRAY BOWMAN, JR.,
PRESIDENT

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I hereby certify that on January 4th, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared DONALD MURRAY BOWMAN, JR., President of Bowman Co., Inc., a Maryland corporation and in the name and on behalf of said corporation acknowledge the foregoing Stock Issuance Statement to be the corporate act of said corporation; and at the same time personally appeared JONE LOU BOWMAN 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 written above.

Dicki L. Easton
Notary Public

My Commission Expires:
July 1, 1978



ARTICLES OF AMENDMENT

OF

BOWMAN CO., INC.

changing its name to:

BOWMAN SALES AND EQUIPMENT, INC.

559

approved and received for record by the State Department of Assessments and Taxation of Maryland January 7, 1977, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 57512

Recorded in Liber 2353, folio 3 636, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

3.75

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.

William J. ...



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 15 1 30 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

APR 15-77 B 19364 *****4.75

ARTICLES OF INCORPORATION

OF

TRI STATE FARM AUTOMATION & CONCRETE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Gerald D. Poffenberger, whose post office address is Route 9, Hagerstown, Maryland, 21740, H. Leon Weaver, whose post office address is Route 10, Hagerstown, Maryland, 21740, Velma M. Poffenberger, whose post office address is Route 9, Hagerstown, Maryland, 21740 and Priscilla L. Weaver, whose post office address is Route 10, Hagerstown, Maryland, 21740, 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 TRI STATE FARM AUTOMATION & CONCRETE, INC.

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

- (a) To engage in the sales and service of farm machinery and equipment.
- (b) To engage in the manufacture and sale of concrete.
- (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 or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other

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

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

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

(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 or districts of the United States of America.

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 to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation is Whitehall Road, Route 9, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Gerald D. Poffenberger, whose post office address is Route 9, Hagerstown, Maryland, 21740. 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 Corp-

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

SIXTH: The Corporation shall have four directors, Gerald D. Poffenburger, Route 9, Hagerstown, Maryland, H. Leon Weaver, Route 10, Hagerstown, Maryland, Velma M. Poffenberger, Route 9, Hagerstown, Maryland and Priscilla L. Weaver, Route 10, Hagerstown, Maryland; and those four persons shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

(b) No contract or other transaction between this 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, reclass-

ification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 28th day of December 1976.

Witness:

Gerald D. Poffenberger (SEAL)
Gerald D. Poffenberger

H. Leon Weaver (SEAL)
H. Leon Weaver

Velma M. Poffenberger (SEAL)
Velma M. Poffenberger

Priscilla L. Weaver (SEAL)
Priscilla L. Weaver

Chas. C. Poffenberger

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 28th day of December 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Gerald D. Poffenberger, H. Leon Weaver, Velma M. Poffenberger and Priscilla L. Weaver and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

My commission expires July 1, 1978,

Sandra J. Temple
Notary Public

My commission expires:
7/1/78

ARTICLES OF INCORPORATION
OF
TRI STATE FARM AUTOMATION & CONCRETE, INC.

559

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 6, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 57509

8

Recorded in Liber 2353, folio 617, 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

472

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.

William J. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 15 1 31 PM '77

LIBER _____

LAND _____
VAUGHN J. BAKER, CLERK

APR 15-77 Bz 19365 *****3.75

Received for Record April 15, 1977 at 1:31 PM LIBER 26
ARTICLES OF AMENDMENT

TO
ARTICLES OF INCORPORATION
OF
THE DANZER METAL WORKS COMPANY

The undersigned, being the President and Secretary of
The Danzer Metal Works Company, do hereby certify as follows:

in w
FIRST: The Board of Directors of the Corporation at
a special meeting of November 10, 1976, and the shareholders of
the Corporation at a special meeting of November 30, 1976, have
duly adopted the following amendment to the Articles of
Incorporation in accordance with Section 2-604, Corporations
and Associations Article, Annotated Code of Maryland.

SECOND: The Articles of Incorporation is amended so
that the following paragraph is added:

"Seventh: Preemptive Rights. No holder of stock of
the Corporation shall have preemptive rights to subscribe for,
purchase or otherwise acquire a share of stock of the
Corporation of any class, whether now or hereafter authorized,
nor shall any holder of any stock of the Corporation have
preemptive rights to subscribe for, purchase or otherwise
acquire bonds, notes or other securities convertible into
shares of stock of the Corporation of any class."

Each officer signing these Articles on behalf of the
Corporation acknowledged that the foregoing Articles of
Amendment are the act and deed of such body corporate, that to
the best of their knowledge, information and belief, all matters
of fact set forth are true in all material respects and that
this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, we have made, signed and
acknowledged this certificate as of this 30th day of November,
1976.

Claude O. Merckle
Claude O. Merckle, President

Robert L. Martin
Robert L. Martin, Secretary



ARTICLES OF AMENDMENT
OF
THE DANZER METAL WORKS COMPANY

558

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 4, 1977 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 57475

3

Recorded in Liber 2353, folio 439, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

3.75

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.

William J. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Apr 15 1 31 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record April 15, 1977 at 1:31 PM LIBER 26

ARTICLES OF INCORPORATION
OF
BUSHEY BURREY ENGINEERS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, WILBUR E. SIMMONS, JR., whose post office address is 1800 Mercantile Bank and Trust Building, 2 Hopkins Plaza, Baltimore, Maryland 21201, being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, set forth and execute these articles with the intention of forming a corporation.

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

BUSHEY BURREY ENGINEERS, INC.

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

(a) To provide engineering services of every kind and nature.

(b) To take, lease, purchase or otherwise acquire and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide and otherwise deal in and dispose of real estate, real property, and any interest or right therein.

(c) 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.

(d) To make, enter into, perform and carry out contracts for constructing, building, altering, improving,

repairing, decorating, maintaining, furnishing and fitting up buildings, tenements and structures of every description, and to advance money to and enter into agreements of all kinds with builders, contractors, property owners and others, for said purposes.

(e) 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.

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

(g) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind of any corporation, copartnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part the aforesaid businesses of 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.

(h) 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.

(i) To enter into and perform contracts of every sort and description with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

(j) 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, possession 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.

(k) To enter into and carry out agreements in the form of options, rights of first refusal, buy and sell

agreements, or otherwise, with all or some of the holders of its shares of capital stock, evidences of indebtedness, bonds or securities, or others, providing in whole or in part for the acquisition, purchase, redemption or disposal (or relating to the control or restricting the transfer) of shares of its capital stock, evidences of indebtedness, bonds or securities by this CORPORATION and/or by others, and this provision shall also authorize any such agreements to which the CORPORATION is not a party.

(1) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation, association or other venture, entity or enterprise 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, association or other venture, entity or enterprise.

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

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

(n) To carry on any of the business hereinbefore enumerated for itself or for account of others, or through others for its own account, or with others in a partnership or joint venture or other entity, whether as a limited or general partner, or otherwise; and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them or any part thereof, or to enhance the value of its property, business or rights.

(o) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, possessions 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, possessions 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 the laws of the State of Maryland and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purposes, objects or businesses 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 in this State is 473 North Potomac Street, Hagerstown, Maryland 21740. The resident agent of the CORPORATION in this State is GEORGE W. BUSHEY, whose post office address is 473 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the CORPORATION has authority to issue is Fifty Thousand (50,000) shares of the par value of One Dollar (\$1.00) each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is Fifty Thousand Dollars (\$50,000).

SIXTH: The CORPORATION shall have three (3) Directors (which number may be increased or decreased, but to not less than three (3), pursuant to the By-Laws of the CORPORATION), and GEORGE W. BUSHEY, JOHN C. BURREY and RICHARD L. KINDSVATTER, shall serve 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 stockholders:

(a) The Board of Directors of the CORPORATION is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class (and securities convertible into shares of its stock,

with or without par value, of any class) for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, 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 party or 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 entire Board of Directors; and any director of this CORPORATION who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this CORPORATION which shall authorize any such contract or transaction, 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; and 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 other provisions set forth in this charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any 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 and class of its stock by classification, reclassification or otherwise.

(e) Except as otherwise provided in this charter or the By-Laws of the CORPORATION, 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 authority to exercise, without a vote of stockholders, all powers of the CORPORATION, whether conferred by law or by this charter, to purchase, lease or otherwise acquire the business assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

(f) The Board of Directors shall have the power 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 dividends on and the preferences, rights, voting powers, restrictions and qualifications, times and prices of redemption and conversion rights of such shares.

IN WITNESS WHEREOF, the undersigned acknowledges these articles to be his act and states that, to the best of his knowledge and belief, the matters and facts stated hereinabove are true in all material respects and that this statement is made under the penalties of perjury.

TEST:

Virginia H. O'Neil

Wilbur E. Simmons, Jr.
WILBUR E. SIMMONS, JR.

ARTICLES OF INCORPORATION
OF
BUSHEY BURREY ENGINEERS, INC.

547

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 4, 1977 at 3:00 o'clock P.M. as in conformity
with law and ordered recorded.

A 57345

10

Recorded in Liber 2352, folio 312, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 23.00

5.25

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.

William J. Harriott



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 15 1 31 PM '77

LIBER _____ FOLIO _____

LAND _____ CLERK

Received for Record April 15, 1977 at 1:31 PM LIBER 26

ARTICLES OF INCORPORATION

OF

WILDER INDUSTRIES INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Harvey H. Wilder, whose post office address is 1725 Crest Drive, Hagerstown, Maryland, 21740, being over eighteen (18) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate myself with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is: WILDER INDUSTRIES INC.

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

(a) 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.

(b) 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.

(c) To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States or in any other part of the world.

(d) 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 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.

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

FOURTH: The post office address of the principal office of the Corporation in this State is: 1725 Crest Drive, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is: Harvey H. Wilder, 1725 Crest Drive, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One (\$1.00) Dollar per 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 pursuant to the By-Laws of the Corporation, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Harvey H. Wilder, Bruce A. Wilder and Kenneth J. Melby.

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 are 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 share 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 stockholder shall have the right to inspect any account, book or document of the corporation except as conferred by the statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

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

(d) The above granted powers to the corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the directors of the corporation.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of December, 1976.

WITNESS:

[Handwritten signature]

Harvey H. Wilder (SEAL)
Harvey H. Wilder

239

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

I HEREBY CERTIFY, That on this 30th day of December, 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harvey H. Wilder, and he acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Eumice C. Stetson
Notary Public

My Commission Expires:
July 1, 1978

ARTICLES OF INCORPORATION
OF
WILDER INDUSTRIES INC.

547

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 3, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 57338

Recorded in Liber 2352, folio 109, 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.

William J. Hammer



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Apr 15 1 31 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

APR 15-77 8 19368 *****4.75

Received for Record April 15, 1977 at 1:32 PM LIBER 26

ARTICLES OF INCORPORATION

OF

TOWNE & COUNTRY FOODLAND, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, J. Franklin Shank, whose post office address is 9 Spring Valley Circle, Hagerstown, Maryland, Elaine Wiebel Shank, whose post office address is 9 Spring Valley Circle, Hagerstown, Maryland, Carolyn Shank Rider, whose post office address is 227 Petmar Circle, Hagerstown, Maryland and Ann Shank Rohrer, whose post office address is 1616 Nottoway Avenue, Richmond, Virginia, 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 Towne & Country Foodland, Inc.

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

(a) To engage in the retail sales and marketing of food and food products.

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

(c) To purchase 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 county; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

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

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business

which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states or districts of the United States of America.

The 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 to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation is 1766 Jefferson Boulevard, Hagerstown, Maryland, 21740. The resident agent of the Corporation is J. Franklin Shank whose post office address is 9 Spring Valley Circle, Hagerstown, Maryland, 21740. 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 Corpo-

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

SIXTH: The Corporation shall have four directors, J. Franklin Shank, 9 Spring Valley Circle, Hagerstown, Maryland, Elaine Wiebel Shank, 9 Spring Valley Circle, Hagerstown, Maryland, Carolyn Shank Rider, 227 Petmar Circle, Hagerstown, Maryland and Ann Shank Rohrer, 1616 Nottoway Avenue, Richmond, Virginia; and those four persons shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

(b) No contract or other transaction between this 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, reclass-

ification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken 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 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 30 day of December, 1976.

Witness:

J. Franklin Shank
J. Franklin Shank

Elaine Wiebel Shank
Elaine Wiebel Shank

Carolyn Shank Rider
Carolyn Shank Rider

Ann Shank Rohrer
Ann Shank Rohrer



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 24th day of December, 1976, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared J. Franklin Shank, Elaine Wiebel Shank, Carolyn Shank Rider and Ann Shank Rohrer and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Samuel S. Spence
Notary Public

My commission expires:
7/1/78

KAYLOR & SPENCE
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

ARTICLES OF INCORPORATION
OF
TOWNE & COUNTRY FOODLAND, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 30, 1976 at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

539

A 57197

8
Recorded in Liber 2350, folio 588, 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

475
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.

William J. Hammer



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 15 1 32 PM '77

LIBER _____ FOLIO _____

LAND
VAUGHN J. BAKER, CLERK

Received for Record April 15, 1977 at 1:32 PM
Liber 26

APR 15-77 B# 19369 *****375

249

Walden

THE ANTIETAM TRAVEL CLUB, INC.

Certificate of Incorporation

THIS IS TO CERTIFY:

FIRST

That we the Subscribers, Lillian Maybelle Henneberger, whose Post Office address is 38 Fairground Avenue, Hagerstown, Maryland 21740; Fern Hilda Rase, whose Post Office address is 15 West Antietam Street, Hagerstown, Md. 21740; Ruth Doub Wertz, whose Post Office address is 153 West Washington St., Hagerstown, Md. 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 Corporation.

SECOND

The name of the Corporation (which is hereinafter called the Corporation) is THE ANTIETAM TRAVEL CLUB, INC.

THIRD

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

To promote and to provide for travel and social entertainments and to promote social and travel and educational advantages among the members. To provide facilities for recreation and good fellowship amongst its members as well as the community. To buy, sell, mortgage, rent busses or other means of conveyances so as to carry on the above purposes. To deal, buy, sell real estate in the State of Maryland for the general purposes of the Club and to have any and all rights, powers and privileges granted to Corporations of like nature under the laws of the State of Maryland.

FOURTH

The Post Office address and its principal office shall be 1060 Dual Place, Hagerstown, Washington County, Maryland. The resident agent of the Corporation shall be Lillian Maybelle Henneberger whose Post Office address is 38 Fairground Avenue, Hagerstown, Md. 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH

The Corporation shall have (3) three Directors, the aforesaid incorporators shall act as such until the next annual election shall be held or until their successors are elected. The said Directors shall be persons over 21 years of age and members in good standing in this Corporation.

Dec 30 1976
12 30 12 30
12 30 12 30

SIXTH

The Directors so elected shall have perpetual succession by their name of Incorporation and shall be capable in law to purchase, take and hold to them and their successors in fee, or for a less estate, any lands, tenements or hereditaments, rents or annuities, goods or chattels within this State, by the gift, bargain, sale or decease of any person, body politic or corporate, capable of making the same, and to use or lease, mortgage or sell and convert the same in such manner as may be deemed most conducive to the interest of this Corporation.

SEVENTH

THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK, it being a non-profit Corporation, the revenue and property for the same will arise from the money paid by the members as dues and the sales for necessities by the Corporation shall be legal under the State of Maryland.

EIGHTH

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on the 28th day of December 1976.

WITNESS:

Patricia A. Bowers as to Lillian Maybelle Henneberger
Lillian Maybelle Henneberger

Patricia A. Bowers as to Fern Hilda Rase
Fern Hilda Rase

Patricia A. Bowers as to Ruth Doub Wertz
Ruth Doub Wertz

State of Maryland, Washington County, to-Wit:

I hereby certify, that on this 28th day of December 1976 before me, the subscriber, a Notary Public of the State of Maryland in and for Washington County, Maryland, personally appeared Lillian Maybelle Henneberger, Fern Hilda Rase and Ruth Doub Wertz who severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

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

Notary Public seal and signature

ARTICLES OF INCORPORATION
OF
THE ANTIETAM TRAVEL CLUB, INC.

538

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 30, 1976 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 57183

3
Recorded in Liber 2350, folio 494, 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

375
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.

William J. Summert



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 15 1 32 PM '77

LIBER _____ FOLIO _____

LAND
VAUGHN J. BAKER, CLERK

Received for record April 15, 1977 at 1:32 PM LIBER 26

ARTICLES OF INCORPORATION
OF
CASTLE PLAINS FARM, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Lynn F. Meyers, whose Post Office address is 421 Maryland National Bank Building, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, act as an incorporator with the intention of forming a corporation by the execution and filing of these Articles.

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

CASTLE PLAINS FARM, INC.

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

(1) To engage in the cultivation and improvement of farms, gardens and agricultural lands, the raising and improving of livestock and to engage in the general as well as any specialized form of agricultural pursuit and incidentally to own and control under lease or otherwise such lands, buildings, and personal property and equipment necessary to the conduct and operation of any such business or enterprise.

(2) To acquire farm properties and other real estate, by purchase, lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruit, flowers and all kinds of farm produce and products of the soil.

(3) To breed, raise, buy, pasture, prepare for market, exhibit, sell and deal in livestock of all kinds.

(4) To engage in dairying and the poultry, pigeon, pet stock, and market gardening business.

(5) In general, to conduct in all their several departments and branches, the business of farmers, fruit growers, dairymen, stock raisers, gardeners, nurserymen, and florists, and to do everything incidental or conducive to the full accomplishment of the foregoing objects.

(6) To buy, sell, export and import, and to raise and produce all kinds of farm and garden products and foods prepared therefrom; to conduct and operate green houses, farms, dairies, ranches, forcing houses, and plants for the canning and preserving of farm products.

(7) 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.

(8) 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.

(9) 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.

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

contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation.

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

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

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

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

(14) 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.

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

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

to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is R. F. D. #6, Box 89, Hagerstown, Maryland, 21740; the resident agent of the corporation is John R. Hoffman, whose post office address is R. F. D. #6, Box 89, Hagerstown, Maryland, 21740. 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 30,000 shares of the par value of \$10.00 each, all of which shares are of one class, and are designated common stock. The aggregate par value of all shares having par value is \$300,000.00.

SIXTH: The corporation shall have four (4) directors, and Robert B. Hoffman, Margaret E. Hoffman, John R. Hoffman and Diana L. Hoffman shall act as such until the first annual meeting, or until their successors are duly chosen and qualify. The number of Directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

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

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

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

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

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

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

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

(7) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed

by law, to classify or reclassify any unissued shares of stocks, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29th day of December, A. D., 1976..

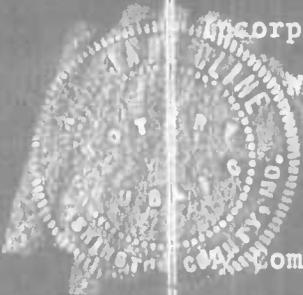
Witness:

Ann Marie Schleich

Lynn F. Meyers (SEAL)
Lynn F. Meyers

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

I HEREBY CERTIFY, That on this 29th day of December, A. D., 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lynn F. Meyers who did acknowledge the foregoing Articles of Incorporation to be his act.



Witness my hand and official Notarial Seal.

Sarah Jane Clise
Notary Public

Commission Expires: July 1, 1978.

ARTICLES OF INCORPORATION
OF
CASTLE PLAINS FARM, INC.

533

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 29, 1976 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 57150

9

Recorded in Liber 2350, folio 327, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 60.00 Recording fee paid \$ 21.00

505

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Apr 15 1 32 PM '77

LIBER _____ FOLIO _____

Received for Record Apr 11 15, 1977 at 1:33 PM LIBER 26 APR 15-77 B 19371 *****375

PROFIT RESEARCH CORPORATION
(A Close Corporation under Maryland Code,
Article 23, Section 100 et. seq.)

ARTICLES OF INCORPORATION

FIRST: THE UNDERSIGNED, Daniel O. Henley, whose post office address is 121 East Lincoln Avenue, Hagerstown, Maryland 21740, being at least twenty-one years of age, acting as incorporator, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

PROFIT RESEARCH CORPORATION

THIRD: The Corporation shall be a Close Corporation under Maryland Code, Article 23, Section 100 et. seq.

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

- (1) To establish, prepare, maintain, and file financial records, of every kind and nature, of any person, firm, association or corporation.
- (2) To purchase or otherwise acquire, hold, mortgage, sell, transfer or in any manner deal with goods, wares, merchandise, securities and all other personal property, tangible and intangible, of every kind and nature.
- (3) 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.

FIFTH: The post office address of the principal office of the Corporation in this State is 121 East Lincoln Avenue, Hagerstown, Maryland 21740. The name and post office of the resident agent of the Corporation in this State are James D. Tangires, 4210 Frederick Avenue, Baltimore, Maryland 21229. Said resident is a citizen of the State of Maryland actually residing therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is three (3) without nominal or par value, all of which are of one class and are designated Common Stock.

SEVENTH: After the completion of the organization meeting of the directors and issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one director whose name is Daniel O. Henley, 121 East Lincoln Avenue, Hagerstown, Maryland 21740.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS THEREOF, I have signed these Articles of Incorporation acknowledging the same to be my act, on December 27, 1976.

WITNESS:

Greta H. Warren

GRETA H. WARREN

Daniel O. Henley

DANIEL O. HENLEY

RECORDED
INDEXED
JAN 1 1977
CIVIL RIGHTS
DIVISION
U.S. DEPARTMENT OF JUSTICE

ARTICLES OF INCORPORATION
OF
PROFIT RESEARCH CORPORATION

527

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 28, 1976, at 12:00 o'clock NOON/M/ as in conformity
with law and ordered recorded.

A 57124

Recorded in Liber 3 2350, folio 190, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

William J. Bennett



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 15 1 33 PM '77

LIBER _____ FOLIO _____

LAND
VAUGHN J. BAKER, CLERK

Received for Record April 15, 1977 at 1:33 PM LIBER 26

APR 15-77 8 19372 *****3.75

ARTICLES OF MERGER

These articles reflect the terms and conditions of the merger of Bruce-Alan, Inc., a Maryland corporation, into Alan's, Inc., a Maryland corporation. The two corporations are substantially owned by the same person, Benjamin Levin and the merger was effected by the exchange of common stock of Bruce-Alan, Inc. shares for common stock of Alan's. The corporate taxable year of Bruce-Alan, Inc. was terminated as of the date of the merger.

In accordance with Article 23, Section 69 of the Maryland Code the following information pertaining to the merger is submitted:

1. A merger agreement was signed by the presidents of the respective corporations and attested to by respective secretaries of each corporation with corporate seals affixed on November 4, 1976. This agreement was executed pursuant to the resolution of the respective board of directors and was approved by the stockholders of each corporation in duly called special stockholders' meetings.
2. Alan's, Inc., a Maryland corporation, is the surviving corporation and will continue to do business under that corporate name.
3. Bruce-Alan, Inc. and Alan's, Inc., the parties to the merger, are Maryland corporations. Bruce-Alan, Inc. was incorporated on August 4, 1966.

Alan's Inc. was incorporated on January 27, 1950. These incorporations were pursuant to the general corporate laws of Maryland. Both corporations only do business in Maryland.

4. No amendment was made to the charter of the surviving corporation, Alan's, Inc. as a result or as a condition to the merger.

5. Bruce-Alan, Inc. was authorized to issue 1,000 shares of common stock with a par value of \$100.00; no other classes of stock were authorized. Alan's, Inc. was authorized to issue 500 shares of common stock with a par value of \$100.00; no other classes of stock were authorized. No amendments were made to the Articles of Incorporation, which changed the authority as to stock issuance of the surviving corporation as a part of the merger, nor is there a present intention to adopt any amendment of that nature.

6. All the shares of the corporation to be merged, Bruce-Alan, Inc., were tendered to Alan's, Inc. in exchange for one and one half shares of Alan's, Inc. for each share of Bruce-Alan, Inc. that was tendered. Where the exchange resulted in receipt of a fractional share of Alan's, Inc. stock, the Bruce-Alan, Inc. shareholder received a full share of Alan's, Inc. stock in lieu thereof. No other consideration or property changed hands as part of the exchange of ownership, except that all assets and liabilities of Bruce-Alan, Inc. were transferred to Alan's, Inc.

7. Both parties to the merger have their principal offices in Washington County, Maryland. Neither the merged corporation nor the surviving corporation owns property, the title to which could be affected by the recording of an instrument among the land records.

8. The surviving corporation, a Maryland corporation, has its principal office in Washington County and that county is the only place where it regularly conducts business.

9. These Articles of Merger have been approved by the board of directors and the stockholders of both parties to the merger in accordance with their respective charters, bylaws, and the corporate laws of Maryland.

10. Since the parties to the merger are Maryland corporations, compliance with laws of other jurisdictions was not required.

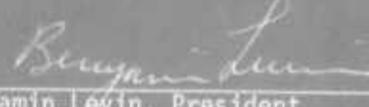
11. All other terms, conditions, and limitations contained in the Merger Agreement that was executed on November 4, 1976 were complied with by the parties to the merger. A request was submitted to the National Office of the IRS for a letter ruling that the merger was tax-free pursuant to the Internal Revenue Code. All creditors, all government agencies requiring notice, as well as any other potentially interested persons were informed in writing or verbally in advance of the merger date.

ALAN'S, INC.

ATTEST:


Lois Levin, Secretary

By


Benjamin Levin, President

(Corporate Seal)

I affirm under oath that Articles of Merger were duly approved.


Benjamin Levin, President
ALAN'S, INC.



BRUCE-ALAN, INC.

ATTEST

Lois Levin, Secretary

By Benjamin Levin, President

(Corporate Seal)

I affirm under oath that Articles of Merger were duly approved.

Benjamin Levin, President
BRUCE-ALAN, INC.

CERTIFICATE

The undersigned, President of Alan's, Inc. and Bruce-Alan, Inc., who executed on behalf of said corporations the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporations, the foregoing Articles of Merger to be the corporate act of said corporations 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.

Benjamin Levin, President

ARTICLES OF MERGER
 MERGING
 BRUCE-ALAN INC. (MD. CORP.)
 INTO
 ALAN'S, INC. (MD. CORP.)-SURVIVOR

57 28

approved and received for record by the State Department of Assessments and Taxation
 of Maryland December 28, 1976, at 8:30 o'clock A.M. as in conformity
 with law and ordered recorded.

A 57090

Recorded in Liber 2350, folio 1, 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.

William J. Simmons



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

Apr 15 1 33 PM '77

LIBER _____ FOLIO _____

LAND _____
 VAUGHN J. BAKER, CLERK



Received for Record May 12, 1977 at 11:03 AM LIBER 26

MAY 12-77 A# 13590 *****50
MAY 12-77 A# 13589 *****50

269

THE DANZER METAL WORKS COMPANY
SHEET METAL SPECIALISTS

P. O. BOX 886 • 2000 YORK ROAD • HAGERSTOWN, MARYLAND 21740 • (301) 882-2000

CERTIFICATE OF SECRETARY

I, Robert L. Martin, hereby certify that I am the Secretary of The Danzer Metal Works Company, a Maryland corporation, and that set forth below is a true and correct copy of a resolution adopted by the Board of Directors of the corporation at its meeting on January 26, 1977.

RESOLVED, that Larry W. Stine, whose address is 2000 York Road, Hagerstown, Maryland 21740, be, and he hereby is, designated the Resident Agent of the corporation, replacing Roy Danzer who is deceased.

WITNESS my hand and the seal of the corporation this 27th day of January 1977.

THE DANZER METAL WORKS COMPANY

By:

Robert L. Martin

(SEAL)

Robert L. Martin, Secretary



NOTICE OF CHANGE OF RESIDENT AGENT AND AGENT'S ADDRESS

OF

THE DANZER METAL WORKS COMPANY

6537

received for record February 2, 1977, at 8:30 A.M.
and recorded on Film No. 2368 Frame No. 291 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^o 14182

Special fee paid \$3.00
Recording Fee Paid 2.00
Total \$5.00

Mr. Clerk - Mail to: Thomas J. Kenney, Jr., Esquire
VENABLE, BAETJER AND HOWARD
1800 Mercantile Bank & Trust Bldg.
2 Hopkins Plaza
Baltimore, Maryland 21201

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

rs

Mar 12 11 03 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record May 12, 1977 at 11:03 A.
LIBER 26

MAY 12-77 A# 13592 *****50
MAY 12-77 A# 13591 *****50

271

RESOLUTION

FROM SPECIAL MEETING OF BOARD OF DIRECTORS
POTOMAC ANESTHESIA ASSOCIATES, DRs. HAAK & WILSON, P.A.

A Special Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at 101 King Street, Hagerstown, Maryland 21740, at 3:30 o'clock P.M. on the 8th day of December, 1976 with the following Directors present:

Paul Haak
Joseph R. Wilson
Edward Volcjak

The following Resolution at said meeting was passed:

RESOLVED, that a change of address of the principal office and resident agent of the Corporation be filed with the State Department of Assessments & Taxation of Maryland as follows: The principal office of Potomac Anesthesia Associates, Drs. Haak & Wilson, P.A., a Maryland Corporation, is 101 King Street, Hagerstown, Maryland 21740. The resident agent's address is 1008 Brinker Drive, Apartment 202, Hagerstown, Maryland 21740.

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a special meeting duly called and held as above stated.

Edward E. Volcjak, M.D.
Secretary

272

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND AGENT'S ADDRESS

OF

POTOMAC ANESTHESIA ASSOCIATES, DRs. HAAK & WILSON, P. A.

680

received for record February 8, 1977, at 8:30 A.M.

and recorded on Film No. 2368 2 Frame No. 349 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^o 14209

Special fee paid \$3.00
Recording Fee Paid 2.00
Total \$5.00

500
500

Mr. Clerk - Mail to: Lynn F. Meyers
MEYERS, WAGAMAN, CORDERMAN & YOUNG, P. A.
Attorneys at Law
Hagerstown, Maryland 21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 12 11 03 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

May 12 77 A RF 13593 ****1.00

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF MERGER

To the Clerk of the CIRCUIT Court for WASHINGTON COUNTY

Pursuant to Article 23, Section 66(g) (1) and (2) of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that an agreement of merger has been filed in its office by

MACKLEY & GILBERT
100 W. WASHINGTON ST., HAGERSTOWN, MD. 21740

which said agreement of merger was duly approved by said Department on

February 4, 1977, at 8:30 a.m.
and in accordance with said Article and Section of the Code it is further certified:

(a) The names of the merging corporations are

BRANDENBURG ELECTRIC, INC. & ELLSWORTH ELECTRIC COMPANY, INCORPORATED (MD. CORPS.)

INTO

M/L ELECTRIC COMPANY, INC. (MD. CORP.)-SURVIVOR

(b) The name of the new corporation is

M/L ELECTRIC COMPANY, INC. (MD. CORP.)

(c) The location of the principal office of the new corporation is

Hagerstown, MD. (Washington Co.)

(d) The Agreement of Merger is dated January 24, 1977.

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was

February 4, 1977, at 8:30 a.m.

ARTICLES OF INCORPORATION
FAIRPLAY C Bers CLUB, INC.

FIRST: I, the undersigned, Vernon L. Smith, of P. O. Box 35, Route 1, Fairplay, Maryland 21733, being at least eighteen years of age, do hereby intend to form a non-profit non-stock corporation under and by virtue of Subtitle Two of the Corporations and Associations Article of the Maryland Code.

SECOND: The name of the Corporation is FAIRPLAY C Bers CLUB, INC.

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

1. To promote fellowship and extend acquaintanceships by means of social gatherings and activities; to engage in any and all types of activities not prohibited by law which shall promote and foster fellowship among its members in the community; to promote brotherhood and sociability among its members; to hold and conduct such meetings and related activities for its members and to promote the welfare of its members morally, educationally and fraternally.

2. In general, to carry on any lawful business and to have and exercise all powers conferred by the general powers of Section 2-103 of the Corporations and Associations Article of the Maryland Code and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said general powers now or hereafter in force; the foregoing enumeration of the purposes, objects and business of the corporation is in furtherance and not in limitation of the powers conferred upon the corporation by law.

FOURTH: The post office address of the place which shall be the principal office of the corporation in this state will be located at P. O. Box 20, Fairplay, Maryland 21733. The

resident agent of the Corporation is Frederick May, 31 Kent Avenue, Route 3, Hagerstown, Maryland 21740. Said agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: This corporation is not organized for profit and shall have no authority to issue capital stock. No part of the net earnings of the corporation shall inure to the benefit of any director, officer, member or other individual and the balance of revenues, after all expenses, debts and obligations, shall be used and distributed exclusively for carrying out the purpose of this corporation as set out herein.

SIXTH: The corporation shall have seven directors, and Leonard Heller, Gail Moreland, Mary Martin, George Ashbaugh, Robert Pryor, Charles Morris and Frederick May shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: Subject to the General Laws of the State of Maryland the voting power shall vest exclusively in the members of the corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of February, A. D., 1977.

WITNESS:

Cathy A. Wisherd

Vernon L. Smith (SEAL)
Vernon L. Smith

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22nd day of February, A. D., 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Vernon L. Smith, and severally acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission Expires: 7-1-78

Cathy A. Wisherd
Notary Public

ARTICLES OF INCORPORATION
OF
FAIRPLAY C BERS CLUB, INC.

709

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 23, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 58795

3
Recorded in Liber 2369, folio 175, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

3.75

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.

Richard H Keller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Mar 12 11 04 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ECM:cc
2/18/77
#77017

*RK ok
Wald*

CREATIVE DESIGN AND ENGINEERING, INC.
(a close corporation under Section 100)

ARTICLES OF INCORPORATION

FIRST: The undersigned, CHARLOTTE A. CONNOLLY, whose post office address is 139-3B North Bend Road, Baltimore, Maryland 21229, being at least twenty-one (21) years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is CREATIVE DESIGN AND ENGINEERING, INC.

THIRD: The Corporation shall be a close corporation as authorized by Section 100 of the General Corporation Law of Maryland.

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

To provide a means and method of evaluating, examining, financing, licensing, purchasing, promoting, expediting, developing, testing, producing, and marketing in whole or in part all inventions, formulae, machines, scientific instruments, and any other product or service of any kind and character for clients; to employ technicians, experts, and engineers in every branch of scientific skill and endeavor, and to initiate, direct, and supervise their efforts in research, surveys, and investigations in any and all branches and fields of science and technology and in connection with any matter or thing, enterprise, or project conducted by or under the supervision of this corporation; and to assemble data and findings, and to compile reports, papers, pamphlets, and books based thereon, practical and theoretical, in connection with any field

of science or technology, and to engage in any other lawful activities.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Independence Road, Box 223, Route 1, Clear Spring, Maryland 21722. The name and post office address of the resident agent of the Corporation in Maryland are JAMES E. ARDINGER, Independence Road, Box 223, Route 1, Clear Spring, Maryland 21722. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is ONE HUNDRED (100) shares without par value, all of one class.

SEVENTH: After the completion of the organization meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall be two (2) directors, whose names are JAMES E. ARDINGER and NANCY C. ARDINGER.

EIGHTH: The duration of the Corporation will be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on the 18th day of February, 1977.

WITNESS:




Charlotte A. Connolly

ARTICLES OF INCORPORATION
OF
CREATIVE DESIGN AND ENGINEERING, INC.

706

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 22, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 58774

3

Recorded in Liber 2369, folio 65, 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

3.75

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.

Richard H Keller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 12 11 04 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record May 12, 1977 at 11:04 AM LIBER 26

ARTICLES OF INCORPORATION

OF

GRACE ACADEMY, *Inc*

THIS IS TO CERTIFY:

FIRST: That Jerry E. Massey of Rt. #2, Box 160B, Williamsport, Maryland 21795, the subscriber, as Incorporator, being at least 21 years of age, does under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, state my intention of forming a corporation by the execution, acknowledgment and filing of these Articles.

SECOND: That the name of the Corporation (which is hereinafter called Corporation) is GRACE ACADEMY, INC.

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

1. For charitable, religious and educational 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.
2. To establish, organize and operate a school having a regularly scheduled curriculum, a regular faculty and a regularly enrolled body of students in attendance at a place where the educational activities are regularly carried on.
3. To provide a stimulating environment and to plan learning experiences that will foster growth in each student in a four-fold way: mentally, physically, socially, but most importantly of all, spiritually.
4. To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for pecuniary profit or financial gain of its directors or officers or stockholders not to engage in any activity not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States

Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law.)

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in further of the purposes of 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 any political campaign on behalf of any candidate for public office.

FIFTH: Upon the dissolution of the Corporation, the Board of Directors shall after paying or making the provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner or to such organizations or organization established and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as exempt organizations or organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 and the Board of Directors shall determine.

SIXTH: The Post Office address of the principal office of the Corporation in this State is the Downsville Pike, Route #1, Box 132, Williamsport, Maryland, 21795. The resident agent of the Corporation is Jerry E. Massey, whose address is Route #2, Box 160B, Williamsport, Maryland 21795.

SEVENTH: The total number of shares of stock which the Corporation shall have authority to issue is 10,000. These shares of stock shall have a par value of Ten Dollars (\$10.00), and an aggregate par value of \$100,000.00.

EIGHTH: The Corporation shall have three Directors and Jerry E. Massey, Joseph E. Michael and Mary C. Michael shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14 day of February, 1977.

Witness:

William Massey Jerry E. Massey
Jerry E. Massey

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14 day of February, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jerry E. Massey and acknowledged the aforementioned Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Shelby D. ...
Notary Public
WASHINGTON COUNTY, MARYLAND
1977

My commission expires: 7/1/78

ARTICLES OF INCORPORATION
OF
GRACE ACADEMY, INC.

683

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 16, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 58550

4

Recorded in Liber 2366, folio 323, 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

375

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.

Richard H Keller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

May 12 11 04 AM '77

LIBER _____ FOLIO _____

LAND
VAUGHN J. BAKER, CLERK

Received for Record May 12, 1977 at 11:05 AM MV 12-77A 13597 *****175
LIBER 26

SUPREME CONCRETE BLOCK, INC.

Articles of Amendment

THIS IS TO CERTIFY:

FIRST: That the Articles of Incorporation of Supreme Concrete Block, Inc., having its principal office at 1005 Dual Highway, P.O. Box 478, Hagerstown, Maryland 21740 (hereinafter called the "Corporation") are hereby amended by striking out Article SIXTH of the Articles of Incorporation and inserting in lieu thereof the following:

"SIXTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares of stock, having a par value of Ten Dollars (\$10.00) per share, all of one class."

SECOND: That the Board of Directors of the Corporation, at a meeting on January 10, 1977, duly advised this amendment of the Articles of Incorporation hereinabove set forth.

THIRD: That the said amendment was approved by the holders of all of the issued and outstanding stock of the Corporation at a meeting on January 10, 1977.

FOURTH: The foregoing amendment does not increase the authorized capital stock of the Corporation.

FIFTH: The officers signing these Articles of Amendment acknowledge said Articles to be the corporate act of the Corporation and with respect to all matters and facts otherwise required to be verified under oath, said officers acknowledge that to the best of their knowledge, information and belief, such matters and facts are true in all material respects and such statement is made under the penalties of perjury.

IN WITNESS WHEREOF, Supreme Concrete Block, 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 to by its Secretary on this 10th day of February, 1977.

SUPREME CONCRETE BLOCK, INC.



[Handwritten signature]

Secretary

By: *[Handwritten signature]*

Russell R. Reid, Jr., President

ARTICLES OF AMENDMENT
OF
SUPREME CONCRETE BLOCK, INC.

680

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 15, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 58524

Recorded in Liber 2366, folio 62, 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.

Richard H Keller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 12 11 05 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record May 12, 1977 at 11:05 AM LIBER 26

Book Wash Co

FIRST: The undersigned, Justin F. Sedney and William E. Mancini, whose Post Office addresses are 212 Shenandoah Road, Box 1A, Martinsburg, WV, and 7 Spring Creek Road, Hagerstown, MD, respectively, each being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called The Corporation) is Advanced Energy Systems Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title 4.

FOURTH: The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the general laws of the State of Maryland.

FIFTH: The Post Office address of the principal office of The Corporation in Maryland is 7 Spring Creek Road, Hagerstown, Washington County. 21740

The name and Post Office address of the resident agent of The Corporation in Maryland are William E. Mancini, 7 Spring Creek Road, Hagerstown, Washington County. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which The Corporation has authority to issue is 5000 shares without par value, all of one class.

All of the issued stock of The Corporation shall be subject to the following restrictions on transfer.

Each stockholder shall offer to The Corporation or to the other stockholders of The Corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

The Corporation or stockholders of The Corporation must consent to any proposed transfer of the stock of The Corporation.

SEVENTH: After the completion of the organization meeting of the Directors and the issuance of one or more shares of stock of The Corporation, The Corporation shall have no board of directors. Until such time, The Corporation shall have two directors whose names are Justin F. Sedney and William E. Mancini.

EIGHTH: The duration of The Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on February 9, 1977.

WITNESS:

Justin F. Sedney
Justin F. Sedney

William E. Mancini
William E. Mancini

STATE OF MARYLAND,
County of Washington, ss:

I hereby certify that on February 9, 1977, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington personally appeared Justin F. Sedney and William E. Mancini and severally acknowledged the foregoing Articles of Incorporation to be their act.

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



David S. Myers
Notary Public

ARTICLES OF INCORPORATION
OF
ADVANCED ENERGY SYSTEMS INC.

673!

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 14, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 58460

Recorded in Liber 2365, folio 396, 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.

Richard H Keller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 12 11 05 AM '77

LIBER _____ FOLIO _____

LAND
VAUGHN J. BAKER, CLERK

PARCEL EXPRESS, INC.

ARTICLES OF INCORPORATION

FIRST: I, EDWARD N. BUTTON, whose post office address is 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

PARCEL EXPRESS, INC.

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

(1) To engage in the business of general freight transportation by motor vehicle, general garage business; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agents, solicitors and dispatchers, to purchase, sell or lease motor vehicles, of any design or description, including equipment and supplies; to guarantee the safe delivery of merchandise and commodities; and

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 2704 Bluebird Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Donna Kay Button, 2704 Bluebird Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

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

SEVENTH: Pre-emptive rights shall be applicable as follows:

(1) The holders of the common stock of the Corporation shall be entitled to a pre-emptive 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 pre-empted 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 pre-emptive rights.

(2) 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:

(a) 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.

(b) 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.

(c) 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.

(d) 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.

(e) Any sale of the shares of the Corporation shall be null and void unless the provisions of this Article SEVENTH (2) 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 wife. The term "sale" shall be deemed to cover any exchange of property even though no cash is transferred in the exchange.

EIGHTH: 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 thereof:

(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, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares 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.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association

of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided, however, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director is so interested, such fact shall be disclosed or shall have been known to the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation or association or not so interested or a member of a firm so interested.

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

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

(5) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of the Corporation, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, if two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid

if taken or authorized by a majority of the votes entitled to be cast thereon.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all

circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraph 1 or 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of February, 1977, and I acknowledge the same to be my act.

WITNESS:

Joseph M. Jefferson

Edward N. Button
EDWARD N. BUTTON

ARTICLES OF INCORPORATION
OF
PARCEL EXPRESS, INC.

672

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 14, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 58445

Recorded in Liber 7 2365, folio 205, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

Richard H. Keller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 12 11 05 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

KADOTOM DEVCO, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Tom M. Davis, whose post office address is 2240 Rolling Road, Hagerstown, Maryland, 21740, Howard W. Gilbert, Jr., whose post office address is 100 West Washington Street, Hagerstown, Maryland 21740 and George E. Snyder, 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 KADOTOM DEVCO, INC.

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

To purchase, sell, exploit, lease and develop real estate.

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 2240 Rolling Road, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Tom M. Davis, 2240 Rolling Road, Hagerstown, Maryland, 21740. 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 two thousand shares (2,000) shares of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of Two Hundred Thousand Dollars (\$200,000.00).

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 Tom M. Davis, Dorothy Davis and Howard W. Gilbert, Jr.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on February 3rd, 1977.

WITNESS:

Joanne Snyder
Joanne Snyder

Joanne Snyder
Joanne Snyder

Joanne Snyder
Joanne Snyder

Tom M. Davis
Tom M. Davis

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

George E. Snyder, Jr.
George E. Snyder, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 3rd day of February, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Tom M. Davis and Howard W. Gilbert, Jr. and George E. Snyder, Jr. and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Joanne Snyder
Joanne Snyder, Notary Public

Commission Expires:
July 1, 1978



ARTICLES OF INCORPORATION
OF
KADOTOM DEVCO, INC.

646

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 4, 1977 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 58255

3

Recorded in Liber 2363, folio 206, 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

3.75

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.

Richard H. Keller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 12 11 06 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF MERGER

M/L Electric Company, ^{me} (hereinafter called M/L), Brandenburg Electric, Inc. ^{me} (hereinafter called Brandenburg), and Ellsworth Electric Company, Inc. ^{me} (hereinafter called Ellsworth), each of which is a Maryland corporation, hereby certify to the State Department of Assessments of Taxation of Maryland that:

1. Ellsworth Electric Company, Inc. and Brandenburg Electric, Inc. are wholly owned subsidiaries of M/L Electric Company, the parent corporation, i.e., M/L Electric Company owns all of the stock of Ellsworth Electric Company, Inc. and Brandenburg Electric, Inc.

2. All three corporations desire to accomplish a statutory merger under the laws of the State of Maryland.

3. The surviving corporation shall be M/L Electric Company, which was incorporated in Maryland on April 27, 1956, with its principal office now being located at 339 East Antietam Street, in the City of Hagerstown, Washington County, Maryland.

4. The disappearing corporations will be Brandenburg Electric, Inc. and Ellsworth Electric Company, Inc. Brandenburg was incorporated in Maryland on April 8, 1968, its principal office being at 700 East Street, in the City of Frederick, Frederick, County, Maryland. The second disappearing corporation shall be Ellsworth, which has its principal office at 2320 Virginia Avenue, Hagerstown, County of Washington, Maryland.

5. The terms and conditions of the merger set forth in these Articles were advised, authorized, and approved unanimously through the execution of consent resolutions by the directors of M/L, Brandenburg, and Ellsworth, all in accordance with the requirements Section 3-106 of the Corporations and Associations Article of the Code of Maryland.

6. Brandenburg owns no interest in land. Ellsworth owns an interest in land in Washington County, Maryland.

7. All assets of Ellsworth and Brandenburg shall be transferred to M/L and M/L will become liable for all debts and liabilities of Brandenburg and Ellsworth.

8. M/L is authorized by its charter to issue Two Thousand Shares (2,000) of common stock, that being the sole class of stock, of a par value of One Hundred Dollars (\$100.00) per share and an aggregate authorized par value of Two Hundred Thousand Dollars (\$200,000.00); there have been issued Five Hundred Forty-two (542) shares with an aggregate par value of issued shares in the amount of Fifty-four Thousand Two Hundred Dollars (\$54,200.00). Brandenburg is by charter authorized to issue Three Thousand Six Hundred Ten Shares (3,610) of common stock, being its sole class of stock, at a par value of Ten Dollars (\$10.00) per share and having, therefore, an aggregate authorized par value of Thirty-six Thousand One Hundred Dollars (\$36,100.00); Thirty-six Hundred Shares (3,600) have in fact been issued, making an aggregate par value of issued stock of Thirty-six Thousand Dollars (\$36,000.00). Ellsworth is authorized by its charter to issue One Thousand (1,000) shares of its common stock, being the sole class of stock, at a par value of One Hundred Dollars (\$100.00) per share, making an aggregate authorized par value of One Hundred Thousand Dollars (\$100,000.00); Fifty-eight shares (58) have actually been issued, making an aggregate par value of issued shares in the amount of Fifty-eight Hundred Dollars (\$5,800.00).

9. The merger contemplated will result in the transfer by Brandenburg and by Ellsworth of all their respective assets to M/L, and M/L shall then cancel all shares of stock of Brandenburg and Ellsworth.

10. No amendment will be made to the charter of M/L as part of this merger.

11. There shall be no change in the officers, directors, By-Laws, or Articles of Incorporation of M/L by virtue of this merger.

IN WITNESS WHEREOF, M/L Electric Company, Brandenburg Electric, Inc. and Ellsworth Electric Company, Inc., by their respective Presidents, have signed these Articles, and their corporate seals have been affixed by the appropriate officers on the 24th day of January, 1977.

(CORPORATE SEAL)
Attest: [Signature]
Keye N. Loper
Secretary

M/L Electric Company
[Signature]
Jack E. Barr
President

(CORPORATE SEAL)
Attest: [Signature]
Bernard A. Clark, Jr.
Secretary

Brandenburg Electric, Inc.
[Signature]
Jack E. Barr
President

(CORPORATE SEAL)
Attest: [Signature]
Ronald L. Hawbaker
Secretary

Ellsworth Electric Company, Inc.
[Signature]
Jack E. Barr
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:
I hereby certify that on this 24th day of January, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Jack E. Barr, President of M/L Electric Company, Brandenburg Electric, Inc., and also of Ellsworth Electric Company, Inc., each a Maryland corporation, and in the name of, and on behalf of each of said Corporations, acknowledged the foregoing Articles of Merger to be the acts of said Corporations; and at the same time said Jack E. Barr as President of each of said three (3) Corpora-

tions did make oath in due form of law that the matters and facts set forth hereinabove in these Articles of Merger with regard to authorization and approvals by the Boards of Directors is true and correct. At the same time did appear before me (1) Keye N. Loper, Secretary of M/L Electric Company, (2) Bernard A. Clark, Jr., Secretary of Brandenburg Electric, Inc. and (3) Ronald L. Hawbaker, Secretary of Ellsworth Electric Company, Inc., who did each acknowledge that he, as Secretary of the respective Corporations herein enumerated, did attest the execution of the foregoing Articles of Merger by Jack E. Barr as President, and that each did affix thereto the seal of the said Corporations as to which they are Secretary.

In Witness Whereof, I have hereunto set my hand and official Notarial Seal.

Jose C. Finch
 Notary Public



My Commission Expires: *July 1, 1978*

ARTICLES OF MERGER

MERGING

BRANDENBURG ELECTRIC, INC. (MD. CORP.)
AND
ELLSWORTH ELECTRIC COMPANY, INCORPORATED (MD. CORP.)

645

INTO

M/L ELECTRIC COMPANY, INC. (MD. CORP.)-SURVIVOR

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 4, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 58231

5

Recorded in Liber 2363, folio 79, 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. to Washington County Land Record Office
\$17.00 Total

375

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.

Richard H. Keller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 12 11 06 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record May 12, 1977 at 11:06 AM LIBER 26

MAY 12-77A# 13602 *****25

TRI-STATE SPORTS SUPPLY CO. INC.

(A close Corporation under Title 4, Section 4-101 et seq., Corporations and Associations Article, Annotated Code of Public General Laws of Maryland)

ARTICLES OF INCORPORATION

FIRST: The undersigned, Lynn F. Meyers, whose Post Office address is 421 Maryland National Bank Building, Hagerstown, Maryland 21740, being at least eighteen (18) years of age do hereby form a corporation under the General Laws of the State of Maryland.

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

TRI-STATE SPORTS SUPPLY CO., INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland.

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

(1) To buy, sell, exchange, let for hire, and deal in, at wholesale or retail and as principal or agent, firearms and their appurtenances; ammunitions; fishing rods, tackle, and bait; boats and canoes; ice boats; snowshoes, skates; sleds; electrical goods; cutlery, compasses; tents; decoys; blankets; footwear, headwear, clothing; goods, supplies, and equipment of all kinds for hunters, dog owners, trap and target shooters, campers, fishermen, explorers, prospectors, timber cruisers, lumbermen, surveyors, and engineers; for golf, croquet, tennis, baseball, football, basketball, hockey, and polo players, athletes, yachtsmen, canoeists, swimmers, archers, trappers, campers, motorists, travelers, and for all persons pursuing out-of-door sports, recreations, or callings of any kind.

(2) To deal as a wholesale and retail sports supply outlet in institutional and team sports equipment.

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

(4) 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.

(5) 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.

(6) To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 27 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Mr. David Rider, Taylor Heights, P. O. Box 203, Keedysville, Maryland 21756. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares at a par value of Ten (\$10.00) Dollars per share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SEVENTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than one (1); and the names of the Directors who shall act until the first annual meeting or until his or their successor (s) is (are) duly chosen and qualified are:

James J. Shirey
Suzanne Shirey

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities, (including stock) which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.

(b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested 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 any 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 the 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 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, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change or 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.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class 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 of its stock 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.

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) 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 stockholders 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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of JANUARY, A. D., 1977.

Witness:

Paul A. Kendle

Lynn Meyers (SEAL)

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

I HEREBY CERTIFY, That on this 27th day of JANUARY, A. D., 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lynn F. Meyers, personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge the foregoing Articles of Incorporation to be his act.

Witness my hand and official Notarial Seal.

Paul A. Kendle
Notary Public

My Commission Expires: July 1, 1978.



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

631

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 31, 1977, at 8:30 o'clock AM. as in conformity
with law and ordered recorded.

A 58099

7

Recorded in Liber 2361, folio 352, 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

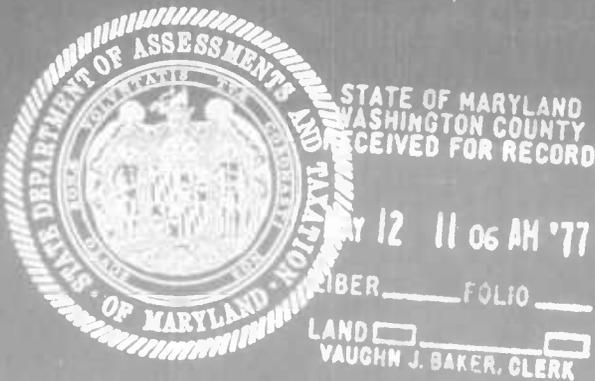
4.25

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.

Richard H. Keller



DOTY & CODER, INC.

ARTICLES OF AMENDMENT

Doty & Coder, Inc., a Maryland close 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 is hereby amended by striking out Article "SECOND" of the Articles of Incorporation, and inserting in lieu thereof, the following:

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

"ROB CODER, INC."

SECOND: The amendment to the Charter of the Corporation herein made consists only of a change in the name of the Corporation.

THIRD: 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 post office address of the principal office of the Corporation in Maryland is 218 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Roben L. Coder, 123 Broadway, Hagerstown, Washington County, Maryland 21749. Said Resident Agent is a citizen of Maryland and actually resides therein."

FOURTH: The Charter of the Corporation is hereby amended by striking out the \$100,000.00 total aggregate par value of the shares as provided in Article "SIXTH" of the Articles of

Incorporation. The Charter of the Corporation is further amended by striking out the remainder of Article "SIXTH" of the Articles of Incorporation, and inserting in lieu thereof, the following:

"SIXTH: The Corporation shall have the authority to issue two classes of stock; A stock, which shall be non-voting, non-cumulating 6% preferred stock with no right of pre-emption. B stock, which shall be common shares with full voting rights. The Corporation shall have the authority to issue 10,000 shares of A stock with a par value of \$1.00 per share.. The Corporation shall have the authority to issue 10,000 shares of B stock with a par value of \$10.00 per share. The total aggregate par value of the two classes of stock is \$110,000.00."

FIFTH: The Amendments to the Charter of the Corporation as hereinabove set forth were duly approved on October 13, 1976, by a unanimous vote of all of the outstanding stock of the Corporation on said date.

IN WITNESS WHEREOF, Doty & Coder, Inc., has caused these presents to be signed in its name and on its behalf by its President, and its Corporate Seal to be hereto affixed and attested by its Secretary this 27 day of January, 1977.

DOTY & CODER, INC.

TEST AS TO CORP. SEAL:

Robert L. Coder
Secretary

BY:

Robert L. Coder
President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 27th day of January, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Roben L. Coder, President of Doty & Coder, Inc., a Maryland close 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 he also appeared and made oath in due form of law that he was Secretary of the meeting of the Shareholders 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 and correct to the best of his knowledge, information and belief.

WITNESS my Hand and Official Notarial Seal.

Carol A. Miller
Notary Public

My Commission Expires:

July 1, 1978

ARTICLES OF AMENDMENT

OF

DOTY & CODER, INC.

changing its name to:

ROB CODER, INC.

620

approved and received for record by the State Department of Assessments and Taxation of Maryland January 28, 1977, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 58007

4

Recorded in Liber 2360, folio 272, 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

375

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.

Richard H Keller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 12 11 07 AM '77

LIBER _____ FOLIO _____

LAND
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION
OF
ALLEN-CLARK EQUIPMENT, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Richard A. Roberts, whose post office address is 867 Dewey Avenue, Hagerstown, Maryland, William B. Czechanski, whose post office address is 867 Dewey Avenue, Hagerstown, Maryland, Howard S. Kaylor, whose post office address is 17 East Washington Street, Hagerstown, Maryland, and Harry D. Van Mater, whose post office address is 170 Donnybrook 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 information 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: Allen-Clark Equipment, Incorporated.

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

(a) To acquire all the property, assets, business, and good will of a going concern of any domestic or foreign corporation, or association, joint stock company or partnership, and engage in and transact any and all business theretofore lawfully engaged in by such corporation, association, joint stock company or partnership.

(b) To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said Company, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, office, stores, warehouses, shops, plants, machinery right easements, privileges, franchise and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company, or any part thereof.

(c) To process, fabricate, manufacture, instal, 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.

(d) To manufacture, construct, process, build, instal, buy, sell, and otherwise handle sheet metal, ornamental iron, bronze, copper, and other kinds of metallic materials; and to engage in the business of blanking, drawing, forming, punching, shearing, and tooling metal of all kinds and types.

(e) To engage in, conduct, and carry on business as metal craftsmen in the casting, spinning, plating, and die-stamping of metal of every kind, nature, or description; and to do business as producers and manufacturers of metal dies and as engravers, skilled artists, originators, and designers of trophies and objects commemorative of events and contests, victory mementos, emblems, metals, and ornaments of all kinds.

(f) To manufacture, experiment, invent, develop, improve, purchase, sell, and generally deal in plumbers' and heaters' supplies, fixtures, tools, appliances, sanitary fixtures, and any and every kind of wares, articles, and merchandise which are or may be used by plumbers, and to carry on the business of inventors, manufacturers, wholesalers, retailers, importers, and exporters in plumbing fixtures and supplies, and any and all kinds of wares and merchandise. To experiment, invent, patent, manufacture, and generally deal in and with chemicals, chemical compounds, chemical preparations, secret processes and mixtures of any and all kinds to be used in the plumbing or any other kind of business.

(g) To manufacture, construct, produce, hire, or otherwise acquire, hold, own, use, sell, rent, license the use of, or otherwise deal in and dispose of motors, engines, boilers, and other instruments for generation, production, and utilization of power; and to deal in and with machinery, tools, apparatus, metals, woods, and articles composed in whole or in part of metal or wood, and goods, wares, and merchandise of every kind and description; to conduct such business either for its own account or as agent, factor, broker, middleman, commission man, or representative of others.

(h) To manufacture machinery, parts of machinery, tools, and similar articles of commerce from iron, steel, other metals, wood, and similar materials; to conduct, manage, and control the business of making and selling small tools, and special parts for machinery; and to engage in the general machinery manufacturing business and to do everything necessary to carry on the general machinery and sales business.

(i) To engage in the manufacturing of automobile truck trailers, automobile truck accessories, and all articles pertaining to the automobile industry, the assembling of the same, and the sale of such manufactured products and for the purpose of conducting the manufacturing business to buy, sell, and hold real and personal property in any state or territory necessary for the proper conduct of its business, and to do such other things and have such other and further powers as are necessary and incidental to carrying out the general manufacturing business of the corporation.

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

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

(1) To buy, sell, and deal in all kinds, forms, and combinations of steel, iron, or other metals, and in the products of steel, iron, or other metals, and to conduct general jobbing, distributing, and sales.

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 Allen-Clark Equipment, Incorporated, 121 Bester Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Mr. Ralph H. France, II, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares which the Corporation has the authority to issue is 10,000 shares with the par value of \$10.00 per share, all of which shares are of one class and are designated common stock.

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 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 10 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 10-day period, the secretary of the Corporation shall, within 5 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 10 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 shareholder 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 Section are strictly observed and followed.

SIXTH: The Corporation shall have no more than seven (7) directors, which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three; and Richard A. Roberts, William B. Czechanski, Howard S. Kaylor and Harry D. Van Mater 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, 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 thereon; 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 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 25th day of January, 1977.

WITNESS:

Dicki d. Grimm
as to Richard A. Roberts

Dicki d. Grimm
as to William B. Czechanski

Dicki d. Grimm
as to Howard S. Kaylor

Dicki d. Grimm
as to Harry D. Van Mater

Richard A. Roberts
Richard A. Roberts

William B. Czechanski
William B. Czechanski

Howard S. Kaylor
Howard S. Kaylor

Harry D. Van Mater
Harry D. Van Mater

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 25th day of January, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard A. Roberts, William B. Czechanski, Howard S. Kaylor and Harry D. Van Mater and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my Hand and Official Notarial Seal.



Dicki d. Grimm
Notary Public

✓ 322

ARTICLES OF INCORPORATION
OF
ALLEN-CLARK EQUIPMENT, INCORPORATED

626

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 31, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 58037

9

Recorded in Liber 2360, folio 498, 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

525

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.

Richard H. Keller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 12 11 07 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

PARTNERSHIP AGREEMENT

MAY 27-77 Bz 15725 *****9.50

Articles of Partnership

THIS CONTRACT, made and entered into on MAY 16, 1977, by and between Lloyd W. Hanlin, party of the first part, and Dale F. Zimmerman, party of the second part, both parties being residents of Hagerstown, Washington County, Maryland.

WITNESSETH: That the said parties have this day formed a partnership for the purpose of investing in rental property and/or unimproved land for the purpose of renting, leasing or selling the real estate or land under the following stipulations which are made a part of this contract:

FIRST: This partnership is to continue until both mutually agree to terminate.

SECOND: The business shall be conducted under the firm name of Z & H Rental Properties, 121 Overhill Drive, Hagerstown, Maryland 21740.

THIRD: Each partner shall invest \$ 367.50 . Any additional funds needed will be contributed equally.

FOURTH: All profits or losses arising from said business are to be shared equally.

FIFTH: A record of all receipts and disbursements shall be kept. On every December 31st hereafter a statement shall be issued showing the gain or loss of the partnership. The gain or loss shall be debited or credited to each partner.

SIXTH: Each partner shall devote equally of his time as needed to attend to the business.

SEVENTH: Each partner is to be paid for the services rendered in item SIXTH above if and when the income can accommodate same.

EIGHTH: Neither partner is to become surety or bondsman for anyone without the written consent of the other.

NINTH: In case of the death, incapacity, or withdrawal of a partner, the surviving partner shall first have the option of acquiring the other partner's interest in the business before disposing of same to outsiders in order to dissolve the partnership. In determining the value the deceased estate or withdrawing partner should receive:

- 1 - The books should be closed as of the date of death or withdrawal and income and expenditures accrued and pro-rated.
- 2 - The real property shall be appraised by a qualified appraiser, the balance of the mortgage deducted and 1/2 of the balance would accrue to the benefit of the deceased or withdrawing partner.

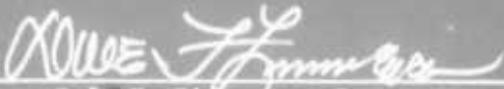
TENTH: In case of mutual dissolution the assets are to be divided equally.

ELEVENTH: A checking account shall be maintained at the Hagerstown Trust Company. The signature of each partner shall be required on every check.

TWELFTH: The provisions of the agreement shall be binding and inure to the benefit of the heirs, personal representatives, successor and assigns of each partner.

IN WITNESS WHEREOF, The parties aforesaid have hereunto set their hands on the day and year above written.


 Lloyd W. Hanlin, Partner


 Dale P. Zimmerman, Partner

"TRINITY CHURCH OF GOD"

ARTICLES OF INCORPORATION

Under Title 5, Subtitle 3, Religious Corporations of "Corporations and Associations Article of "THE ANNOTED CODE OF MARYLAND."

FIRST: We, the Undersigned, DAVID CLEVER, 159 Cumberland St., Clear Spring, Maryland; MARY A. CLEVER, 159 Cumberland St., Clear Spring, Maryland; JEAN I. GLADHILL, Big Pool, Maryland; and LARRY E. YOST, SR., Western Pike, Hagerstown, Maryland, elected by the members of the Congregation of "TRINITY CHURCH OF GOD", 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 "Trinity Church of God."

THIRD: The plan and purpose of the corporation adopted at the meeting of the members of the congregation electing the trustees are as follows, to wit:

1. To adopt a seal, etc.
2. To conduct a church for religious purposes of the Protestant faith, etc.
3. Method of electing trustees, stating time, qualification of trustee, and qualification of persons electing the trustees, etc.
4. Method and dates of succession of trustees.

FOURTH: The church shall be located in Washington County, and the mailing address of the corporation is Box 124, Clear Spring, Maryland 21722. The resident agent of the corporation is Rev. David Clever, whose address is 159 Cumberland Street, Clear Spring, Maryland 21722; who is a citizen of this state and actually resides herein.

IN WITNESS WHEREOF, WE, THE TRUSTEES, HAVE SIGNED THESE ARTICLES OF INCORPORATION ON March 3 1977 and severally acknowledge same to be our act.

WITNESS:

Rev. David Clever
REV. DAVID CLEVER

Mary A. Clever
MARY A. CLEVER

Jean I. Gladhill
JEAN I. GLADHILL

Larry E. Yost, Sr.
LARRY E. YOST, SR.

STATE OF MARYLAND

ss:

COUNTY OF WASHINGTON

I HEREBY CERTIFY THAT ON March 3, 1977 before the subscriber, a notary public of the State of MARYLAND in and for the County of WASHINGTON, personally appeared

Rev. David Clever, Mary A. Clever, Jean I. Gladhill
and Larry E. Yost, Sr.

and severally acknowledged the foregoing ARTICLES OF INCORPORATION to be their act.

WITNESS MY HAND and notarial seal, the day and year last above written.



Ann M. Martin
NOTARY PUBLIC

ARTICLES OF INCORPORATION
OF
TRINITY CHURCH OF GOD

748

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 7, 1977 at 10:50 o'clock A. M. as in conformity
with law and ordered recorded.

A 59167

3

Recorded in Liber 2373, folio 259, one of the Charter Records of the State
2373 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$-----Recording fee paid \$ 10.00
2.50

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.

William J. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Jan 28 10 54 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record June 28th 1977 at 10:54 o'clock am M 28-77A# 19493 *****3.75
 liber26X

C. S. L. YOUTH ^{Athletic} ASSOCIATION, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That the undersigned, Bruce D. Weber, whose post office address is Route 2, Smithsburg, Maryland 21783, Louis J. Tiches, whose post office address is Route 5, Hagerstown, Maryland 21740 and Richard M. Schultz, Jr., whose post office address is Valley Drive Extended, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

Article I - Name

The name of the corporation (which is hereinafter called the "Corporation") is C. S. L. Youth ^{Athletic} Association, Inc.

Article II - Purpose

The purposes for which the Corporation is formed are:

- (1) To equip, instruct, finance and sponsor youth ^{Athletic} in Washington County, Maryland.
- (2) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge, security interest or other lien.
- (3) To carry on any other business or businesses which may be calculated directly or indirectly to effectuate the aforesaid objects or any of them, and to facilitate the transaction by the Corporation of the aforesaid business or any part thereof, or the transaction of any other business which may be conducted either directly or indirectly to enhance the value of its assets and property. It is the intention that the above clause shall in no way be limited or restricted by reference to or interference from any other clauses of this paragraph or any other clauses or paragraphs of these Articles of Incorporation, but that the

objects, purposes and powers specified in this paragraph and in each of the clauses and paragraphs of these Articles shall be independent objects, purposes and powers. And in general to exercise and enjoy all other privileges, rights and powers granted to or conferred upon nonstock corporations by the general laws of the State of Maryland, now or hereafter in force. The enumeration of special powers, as herein specified, is not intended to exclude or to be construed as a waiver or limitation of any such other powers, rights and privileges.

Article III - Nonstock Corporation

The Corporation shall not be authorized to issue capital stock.

Article IV - Directors

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 meeting or until their successors are duly chosen and qualified are: Bruce D. Weber, Louis J. Tiches, and Richard M. Schultz, Jr.

Article V - Address and Resident Agent

The post office address of the principal office of the Corporation in Maryland is Valley Drive Extended, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland are Richard M. Schultz, Jr., Valley Drive Extended, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

Article VI - Duration

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 7 day of MARCH, 1976.

Witness:

Bruce D. Weber (SEAL)
Bruce D. Weber

Louis J. Tiches (SEAL)
Louis J. Tiches

Richard M. Schultz, Jr. (SEAL)
Richard M. Schultz, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 7 day of *March*, 1976, before me, the subscriber, a Notary Public of the State of Maryland, County aforesaid personally appeared Bruce D. Weber, Louis J. Tiches, and Richard M. Schultz, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Edith Ann [Signature]
Notary Public

My commission expires:
7/1/78

ARTICLES OF INCORPORATION

OF

C. S. L. YOUTH ATHLETIC ASSOCIATION, INC.



approved and received for record by the State Department of Assessments and Taxation of Maryland March 8, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

A 59251

Recorded in Liber 2374, folio 4 95, 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
3.75

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Jun 28 10 54 AM '77

LIBER _____ FOLIO _____

LAND
RECORDED BY _____

/r

Received for Record June 28, 1977 at 10:54 O'clock am liber 26

JUN 28 77 A 19491 *****3.75

F. D. CORBIN MOTOR EXPRESS, INC.

ARTICLES OF INCORPORATION

FIRST: I, THOMAS A. WADE, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

F. D. CORBIN MOTOR EXPRESS, INC.

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

(1) To engage in the business of general freight transportation by motor vehicle, general garage business; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agents, solicitors and dispatchers, to purchase, sell or lease motor vehicles, of any design or description, including equipment and supplies; to guarantee the safe delivery of merchandise and commodities; and

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 800 W. Lee Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Joseph Helman, Sr., 1936 Abbey Lane, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is five thousand (5,000) shares, of which four thousand (4,000) shares shall be Class A common stock without par value and one thousand (1,000) shares shall be Class B common stock without par value. There shall be no distinction between the two classes, except that the holders of the Class B common stock shall have no voting power for any purpose whatsoever and the holders of the Class A common stock shall, to the exclusion of the holders of the Class B common stock, have full voting power for all purposes.

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). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Frank D. Corbin, Betty Jean Corbin and Joseph Helman, Sr.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: 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 thereof:

(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, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares 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.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided, however, that in the event that a director or any firm of which a director is a member, or any corporation or associa-

tion of which a director may be an officer or director is so interested, such fact shall be disclosed or shall have been known to the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation or association or not so interested or a member of a firm so interested.

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

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

(5) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of the Corporation, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, if two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened

to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against ex-

penses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraph 1 or 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of March, 1977, and I acknowledge the same to be my act.

WITNESS:

Suzanne S. Siffert

Thomas A. Wade
THOMAS A. WADE

ARTICLES OF INCORPORATION
OF
F. D. CORBIN MOTOR EXPRESS, INC.

786

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 17, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 59570

6
Recorded in Liber 2377, folio 294, 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 -----
3.75

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Jun 28 10 54 AM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

Received For Record June 28, 1977 at 10:54 o'clock am libe 28-77A# 19492 *****375
26

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ARTICLES OF INCORPORATION
OF
THE BREAD OF LIFE CAMP, INC.

THIS IS TO CERTIFY:

We, the undersigned, Carl K. Carbaugh, whose post office address is 38 Center Square, Greencastle, Pennsylvania, 17225, Jane M. Carbaugh, whose post office address is 38 Center Square, Greencastle, Pennsylvania, 17225, and George E. Snyder, Jr., whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, each being at least eighteen years of age, do hereby associate ourselves as incorporators with the intention of forming a nonprofit, non-stock corporation under and by virtue of Subtitle 4, Title 5, of Corporations and Associations Article, Maryland Code, and do hereby certify and state:

FIRST: The name of the Corporation (which is hereinafter called the Corporation) is THE BREAD OF LIFE CAMP, INC.

SECOND: The period of duration is perpetual.

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

A. To spread the Gospel of the Lord Jesus Christ throughout the United States of America and countries through camp programs, through the printed page, television media, radio, through Bible conferences, through the support of missionaries throughout the world, and through any other methods.

B. To support teachers and preachers to go everywhere preaching and teaching the Word, seeking to save child and adult life for the Kingdom of God as the Lord commands.

C. To purchase, lease, own, sell, mortgage real or personal property of any kind or description which may be useful for any of the purposes herein set forth.

D. The purposes of said Corporation are to be conducted without pecuniary profit, and no officer or director may, or employee shall, receive any pecuniary profit from the operation thereof except reasonable compensation for services actually rendered in effecting one or more of the purposes of said Corporation.

FOURTH: The Corporation shall not:

1. Engage in any act of "self-dealing," as defined in Sec. 4941(d) of the Federal Internal Revenue Code, which would cause any tax liability under Sec. 4941(a) of the Federal Internal Revenue Code;
2. Retain any "excess business holdings," as defined in Sec. 4943(c) of the Federal Internal Revenue Code, which would cause any tax liability under Sec. 4943(a) of the Federal Internal Revenue Code;
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes under Sec. 4944 of the Federal Internal Revenue Code and cause any tax liability under Sec. 4944(a) of the Federal Internal Revenue Code; or
4. Make any "taxable expenditures," as defined in Sec. 4945(d) of the Federal Internal Revenue Code, which would cause any tax liability under Sec. 4945(a) of the Federal Internal Revenue Code.

*Both
Wash Co*

FIFTH: The principal office is to be located at Lane's Run Road, Indian Springs, Maryland, the post office address for same being Box 131A, Big Pool, Maryland, 21711; and the resident agent of the Corporation in this State is Gloria Sneckenberger of 924 Rose Hill Avenue, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: The number of directors constituting the Board of Directors of the Corporation is nine (9), and the names and addresses of the persons are:

- (1) Carl K. Carbaugh
38 Center Square
Greencastle, Pennsylvania, 17225
- (2) Jane M. Carbaugh
38 Center Square
Greencastle, Pennsylvania, 17225
- (3) Gloria Sneckenberger
924 Rose Hill Avenue
Hagerstown, Maryland, 21740
- (4) Susan K. Ecton
43 West Baltimore Street
Greencastle, Pennsylvania, 17225

- (5) Frederick R. Carbaugh
Route 1
Harpers Ferry, West Virginia 25425
- (6) Vivian Carbaugh
Route 1
Harpers Ferry, West Virginia 25425
- (7) John A. Ecton, Sr.
43 West Baltimore Street
Greencastle, Pennsylvania 17225
- (8) Donald Sneckenberger
924 Rose Hill Avenue
Hagerstown, Maryland 21740
- (9) Sam Woolcock
Martinsburg, West Virginia 25401

SEVENTH: In the event any of the directors die or resign, the remaining members of the Board of Directors shall elect a person to fill that vacancy. In the event there is a deadlock in the voting, then the vote of the camp director shall be disregarded.

EIGHTH: The corporation is not authorized to issue any capital stock.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 22 day of March, 1977.

WITNESS:

Patricia L. Witmer

Carl K. Carbaugh
Carl K. Carbaugh

Patricia L. Witmer

Jane M. Carbaugh
Jane M. Carbaugh

Patricia L. Witmer

George E. Snyder, Jr.
George E. Snyder, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2nd day of March, 1977, before me, a Notary Public in and for the State and County aforesaid, personally appeared Carl K. Carbaugh, Jane M. Carbaugh and George E. Snyder, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer
Notary Public



My Commission Expires:
PUBLIC JULY 1, 1978

ARTICLES OF INCORPORATION
OF
THE BREAD OF LIFE CAMP, INC.

764

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 10, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 59295

Recorded in Liber 2374, folio 428, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00
3.25

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 28 10 54 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Del. to Rec. 27 June 1977

Received for Record June 28, 1977 at 10:54 o'clock am liber 26

ARTICLES OF INCORPORATION

OF

THE STUFFER GEETING EVANGELISTIC ASSOCIATION, INC.

THIS IS TO CERTIFY:

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Maryland, do hereby certify:

FIRST: The name of the Corporation shall be "THE STUFFER GEETING EVANGELISTIC ASSOCIATION, INC."

SECOND: The place in this State where the principal office of the Corporation is to be located is the Town of Keedysville, Washington County, Maryland. (Post Office address, Box 234, Keedysville, Maryland 21756)

THIRD: Said corporation is organized exclusively for religious purposes and the advancement of religion, including the following objects:

- A. To preserve the home of George Adam Geeting, Pioneer Preacher and Leader in the Church of the United Brethren in Christ.
- B. To conduct religious services on the site.
- C. To provide a place for small religious group retreats.
- D. To provide materials on the Birth of the United Brethren Church and the role of George Adam Geeting.
- E. To establish a museum in honor of the Circuit Riders.
- F. To continue the evangelistic ministry of George Adam Geeting.
- G. The making of distributions to organizations that qualify as exempt 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).

FOURTH: The names and address of the persons who are the initial Board of Directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph C. Filsinger	2324 Jefferson Boulevard Hagerstown, Maryland 21740
Charles Ritchie	Stonemanor Farm Sharpsburg, Maryland 21782

POOLE AND FRANCE
ATTORNEYS AT LAW
HAGERSTOWN TRUST BLDG.
61 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND
21740

Rev. John W. Schildt

P.O. Box 37
Chewsville, Maryland 21721

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).

FIFTH: The Post Office address of the place at which the principal office of the corporation in this State will be Box 234, Keedysville, Maryland 21756. The Resident Agent of the corporation is Rev. John W. Schildt, whose Post Office address is P.O. Box 37, Chewsville, Maryland 21721. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

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

SEVENTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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 religious purposes and the advancement of religion 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 Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 8th day of March, 1977.

WITNESS:

Judith A. Boyer
John W. Schildt
Judith A. Boyer
Joseph C. Filsinger (SEAL)
Charles Ritchie (SEAL)
Rev. John W. Schildt (SEAL)
Rev. John W. Schildt

STATE OF MARYLAND
COUNTY OF WASHINGTON

On this 28th day of February, 1977, before me, the undersigned officer, personally appeared Joseph O. Filsinger, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained. IN WITNESS WHEREOF I hereunto set my hand and official seal.

Judith A. Harshman
Notary Public
My Commission Expires: 7/1/78

STATE OF MARYLAND
COUNTY OF Washington

On this 8th day of March, 1977, before me, the undersigned officer, personally appeared Charles Ritchie, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained. IN WITNESS WHEREOF I hereunto set my hand and official seal.

Elizabeth K. Crampton
Notary Public
My Commission Expires: 7/1/78

STATE OF MARYLAND
COUNTY OF Washington

On this 8th day of March, 1977, before me, the undersigned officer, personally appeared Rev. John W. Schildt, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF I hereunto set my hand and official seal.

Judith A. Harshman
Notary Public
My Commission Expires: 7/1/78

ARTICLES OF INCORPORATION
OF
THE STOFFER GETTING EVANGELISTIC ASSOCIATION, INC.

796

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 17, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 59619

5

Recorded in Liber 2378, folio 232, 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
3.75

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.

William J. Semmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Jan 28 10 54 AM '77

LIBER _____ FOLIO _____

LAND _____
VOLUME / PAGE / SHEET

ARTICLES OF INCORPORATION

OF

SMITHSBURG RENTAL, INC.

THIS IS TO CERTIFY:

FIRST: We, the subscribers, HOMER L. MYERS, whose post office address is Box 297, Smithsburg, Maryland, TERRY L. MYERS, whose post office address is 72 South Main Street, Smithsburg, Maryland, ROBERT M. BUSHEY, whose post office address is Route 1, Smithsburg, Maryland, and MILDRED L. MYERS, whose post office address is 72 South Main Street, Smithsburg, Maryland, all being at least twenty-one years of age, do under and by virtue of the General laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the corporation, which is hereinafter called the "Corporation," is Smithsburg Rental, Inc.

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

- (a) To purchase, build construct or otherwise acquire, lease, hold, mortgage, pledge, sell, transfer, or in any manner encumber, improve, exchange, let or dispose of any type of house, modular house or any other type of building upon any real property wherever situated.
- (b) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (e) To 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 license in respect of, sell and otherwise turn to account, the same.
- (f) To purchase or otherwise acquire, hold, and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or the 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 guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

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

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

(j) 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 purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed under 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 Box 297, Smithsburg, Maryland. The resident agent of the Corporation is Homer L. Myers, whose post office address is Box 297, Smithsburg, Maryland.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) each, all of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have four (4) directors, and HOMER L. MYERS, TERRY L. MYERS, ROBERT M. BUSHEY, AND MILDRED L. MYERS shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for 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.

-3-

(b) No contract or other transaction between this Corporation and any other corporation and no act of the 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 such surplus on net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profit 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 changes of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.

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

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

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 26th day of March, 1977.

Faye E. Eccard
Witness

Homer L. Myers
Homer L. Myers

Faye E. Eccard
Witness

Terry L. Myers
Terry L. Myers

Faye E. Eccard
Witness

Robert M. Bushey
Robert M. Bushey

Faye E. Eccard
Witness

Mildred L. Myers
Mildred L. Myers

STATE OF MARYLAND, COUNTY OF WASHINGTON

THIS IS TO CERTIFY that on the 26th day of March, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Homer L. Myers, Terry L. Myers, Robert M. Bushey, and Mildred L. Myers and acknowledged the foregoing Articles of Incorporation to be their act.

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

Faye E. Eccard

My Commission expires: 1978



ARTICLES OF INCORPORATION
OF
SMITHSBURG RENTAL, INC.

329

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 28, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

A 59955

5

Recorded in Liber 2382, folio 490, 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
3.05

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.

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 2 1977

LAND VAUGHN J. HAYES, CLERK

STATE OF MARYLAND
DEPARTMENT OF ASSESSMENTS AND
TAXATION

ARTICLES OF AMENDMENT AND RESTATEMENT

In compliance with the requirements of Section 2-609 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, desiring to amend and restate its Articles of Incorporation hereby certifies under its corporate seal that:

1. The name of the corporation is SUPER SHOES STORES OF HAGERSTOWN, INC.
2. The location of its principal office is 330 Frederick Street, Hagerstown, Maryland 21740 and the resident agent of the corporation is William D. Smith, Jr., whose post office address is 701 Washington Street, Cumberland, Maryland 21502.
3. The corporation was formed under the General Laws of the State of Maryland on April 19, 1955.
4. The amendment and restatement was approved by the unanimous written consent of the Board of Directors of the corporation and was adopted by all the shareholders of the corporation, which consents are filed with the Secretary of the corporation.

5. As of the date of such consent by the shareholders the authorized capital stock of the corporation consisted of 10,000 shares of Common Stock, par value \$10 per share, of which 600 shares were issued and outstanding. The number of shares entitled to vote on such amendment was 600 shares of Common Stock.

6. The amendment adopted by the shareholders of the corporation is set forth in full as follows:

RESOLVED, that the Articles of Incorporation of SUPER SHOES STORES OF HAGERSTOWN, INC. be and the same hereby are amended and restated in their entirety to read as follows:

1. The name of the corporation is SUPER SHOES STORES OF HAGERSTOWN, INC.

2. The location of its principal office in the State of Maryland is 330 Frederick Street, Hagerstown, Maryland 21740. The resident agent of the corporation is William D. Smith, Jr., whose post office address is 701 Washington Street, Cumberland, Maryland 21502.

3. The purpose or purposes of the corporation are as follows: The corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Corporations and Associations Article of the Annotated Code of Maryland, under which law the corporation is incorporated.

4. The term of its existence is perpetual.

5. The authorized capital stock of the corporation is \$210,000 divided into 20,000 shares of Preferred Stock of the par value of \$10 per share and 10,000 shares of Common Stock of the par value of \$1.00 per share.

The preferences, qualifications, limitations, restrictions and the special or relative rights granted or imposed upon the capital stock of the corporation are as follows:

Preferred Stock

(a) The holders of the Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds legally available for the payment of dividends, cash dividends at the rate of \$7.00 per share per annum and no more. Such dividends shall be non-cumulative.

(b) So long as any of the Preferred Stock remains outstanding, no dividends whatever shall be paid or declared on the Common Stock or on any other class of stock of the corporation hereafter authorized ranking junior to the Preferred Stock as to dividends other than a dividend payable in stock of a class ranking junior to the Preferred Stock as to dividends and assets, unless a dividend on the Preferred Stock for the current year shall have been declared and paid or a sum sufficient for the payment thereof set apart.

(c) The corporation at the option of the Board of Directors may redeem the whole or any part of the outstanding Preferred Stock at any time or from time to time upon notice duly given as hereinafter specified at a price of \$10 per share. In the case of the redemption of less than all of the shares of Preferred Stock at any time outstanding, the shares to be redeemed shall be chosen either pro rata or by lot in such manner as the Board of Directors may prescribe. Notice of any redemption shall be mailed not less than thirty days nor more than sixty days prior to the date fixed for such redemption to the holders of record of the shares to be redeemed at their respective addresses as the same shall appear on the books of the corporation but failure to mail such notices or any defect therein or in the mailing thereof shall not affect the validity of the proceedings for the redemption of any such shares. On or at any time before the redemption date the corporation may deposit in trust for the account of the holders of the shares to be redeemed the money necessary for such redemption with a bank or trust company to be designated in such notice of redemption organized under the laws of the United States of America or the State of Maryland, doing business in the State of Maryland, and having capital, undivided profits and surplus aggregating at least \$5,000,000. In the event such deposit is made, then upon the giving of notice of such redemption as hereinbefore provided, all shares with respect to which the redemption price has been so deposited, whether or not the certificates for such shares shall

have been surrendered for cancellation, shall no longer be deemed outstanding for any purpose and all rights with respect to such shares shall thereupon cease and terminate except the right of the holders of the certificates for such shares to receive out of the moneys so deposited in trust from and after the time of such deposit the amount payable upon the redemption thereof without interest. Any funds so deposited which are unclaimed at the end of the six years from the redemption date shall be repaid to the corporation upon its request, after which the holders of the shares so called for redemption shall look only to the corporation for the payment of the redemption price thereof. All shares so redeemed shall be cancelled and thereupon shall again become authorized but unissued shares of Preferred Stock.

(d) In the event of any voluntary or involuntary liquidation, dissolution, or winding-up of the corporation the holders of the Preferred Stock then outstanding shall be entitled to receive out of the assets of the corporation, before any distribution or payment shall be made to the holders of the Common Stock or any other class of stock of the corporation hereafter authorized ranking junior to the Preferred Stock as to assets, the sum of \$10 per share. For the purpose of determining the liquidation rights of the holders of Preferred Stock, neither a consolidation or merger of the corporation with any other corporation, nor the sale of all or substantially all of the assets of the corporation not followed by a dissolution, shall be deemed to constitute a liquidation, dissolution, or winding-up of the corporation.

(e) The holders of the shares of the Preferred Stock shall be entitled to one vote per share in the election of directors and in all other matters submitted generally to shareholders, except in which the right to vote shall be limited by law to the holders of shares of another class or classes.

(f) Notwithstanding anything contained in paragraph (c) above to the contrary, the right of the corporation to redeem shares of Preferred Stock shall be subject to the following provisions:

(1) The corporation may not redeem any shares of Preferred Stock if, under Section 306 of the Internal Revenue Code or any other provisions of any existing or future laws relating to taxes on income, the holder thereof would realize income or gain as a result of such redemption which would be taxable in the same manner and at the same or higher rates as dividends unless such holder shall have given his prior written consent to such redemption.

(2) For the purposes of selecting the shares of Preferred Stock to be redeemed in a partial redemption, the Board of Directors may designate one or more holders of Preferred

Stock, with their prior written consent, as not eligible to participate in such partial redemption and thereupon the shares of Preferred Stock held by any such consenting holder who has been so designated shall be excluded for the purposes of selecting the shares to be redeemed in accordance with paragraph (c) above.

Common Stock

(a) Subject to the rights of the holders of Preferred Stock as hereinabove provided, the holders of the Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors of the corporation.

(b) After the distribution in full of the amount to be distributed to the holders of the Preferred Stock, in the event of the voluntary or involuntary liquidation, dissolution or winding-up of the corporation, the holders of the Common Stock shall be entitled to receive pro rata all the remaining assets of the corporation of whatever kind available for distribution to its shareholders.

(c) Except as otherwise required by law, each holder of the Common Stock shall have one vote for each share of such stock then outstanding and of record in his name on the books of the corporation on all matters voted upon by the shareholders of the corporation.

7. The number of directors of the corporation are three and those presently in office are William D. Smith, Jr., J. Glenn Beall, Jr. and Thomas J. Donovan.

IN TESTIMONY WHEREOF, Super Shoes Stores of Hagerstown, Inc. has caused these Articles of Amendment and Restatement to be signed by its President and its corporate seal, duly attested by its Secretary, to be hereunto affixed as of the 28th day of February, 1977.

SUPER SHOES STORES OF HAGERSTOWN, INC.

By W.D. Smith, Jr.
President

ATTEST:

Thomas J. Donovan
Secretary

[Corporate Seal]



COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

The undersigned, a Notary Public in and for the state and county aforesaid, hereby certifies that William D. Smith, Jr. and Margaret Lester, personally known to me and known to me to be the President and Assistant Secretary, respectively, of Super Shoes Stores of Hagerstown, Inc., a corporation organized and existing under the laws of the State of Maryland, and who as such officers executed the foregoing Articles of Amendment and Restatement this day, personally appeared before me and acknowledged before me that they executed said Articles of Amendment and Restatement as such officers, in the name of and for and on behalf of said corporation freely and voluntarily for the uses and purposes therein expressed, and with full authority to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26th day of February, 1977.

Helen P. Brvenik
Notary Public



My Commission Expires:

HELEN P. BRVENIK, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES NOV. 21, 1980
Member, Pennsylvania Association of Notaries

775

OF
SUPER SHOES STORES OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 14, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

A 59372

10
Recorded in Liber 2375, folio 575, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 22.00 Recording fee paid \$ 23.00

5.75

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 28 10 54 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. GAKER, CLERK

Received For Record June 28, 1977 at 10:54 o'clock am liber26X

EXTRACT FROM RESOLUTIONS OF BOARD OF DIRECTORS
OF LOWE'S OF HAGERSTOWN, INC.

I, Leonard G. Herring, Secretary of LOWE'S OF HAGERSTOWN, INC., a Maryland Corporation, do hereby certify to the State Department of Assessments and Taxation of Maryland that the following is a true and correct resolution of the Board of Directors of said corporation, which resolution appoints a new resident agent for the same:

...Upon resolution duly made, seconded and carried, it was

RESOLVED: that C. William Gilchrist, being a citizen of the State of Maryland actually residing therein, having an address known as 110 Washington Street, Cumberland, Maryland 21502, be and he hereby is appointed resident agent of the corporation in the place of J. Ross Burgess, the former resident agent thereof.

WITNESS my hand and seal this the 17th day of March, 1977.


LEONARD G. HERRING - SECRETARY
LOWE'S OF HAGERSTOWN, INC.

MAR 21 9 57 AM '77

NOTICE OF CHANGE OF RESIDENT AGENT AND AGENT'S ADDRESS

363

OF

LOWE'S OF HAGERSTOWN, INC.

790

received for record March 21, 1977 2, at 8:30 A.M.
and recorded on Film No. 1377 Frame No. 654 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^o 14415

Special fee paid	\$3.00	50¢
Recording Fee Paid	<u>2.00</u>	
Total	\$5.00	50¢
		1.00

Mr. Clerk - Mail to: Mr. Leonard G. Herring, Secretary
LOWE'S COMPANIES, INC.
North Wilkesboro, N. C.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

rs
JUN 28 10 54 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record June 28, 1977 at 10:54 o'clock am liber
26 JUN 28-77 A# 19485 *****50
JUN 28-77 A# 19484 *****50

EXTRACT FROM RESOLUTIONS OF BOARD OF DIRECTORS
OF HIGHFIELD LIQUOR, INC.

I, Aneita E. Shockey, Secretary of Highfield Liquor, Inc., a Maryland Corporation, do hereby certify to the State Department of Assessments and Taxation of Maryland that the following is a true and correct resolution of the Board of Directors of said corporation, which resolution appoints a new resident agent for the corporation:

...Upon resolution duly made, seconded and carried it was

RESOLVED: that Aneita E. Shockey, being a citizen of the State of Maryland actually residing therein, having an address known as Corner of Military Road and Highfield Road, Highfield, Maryland 21753, be and she hereby is appointed resident agent of the corporation in the place of Carl G. Kipe, Jr., the former resident agent thereof.

Mar 14 9 22 AM '77

Aneita E. Shockey
Aneita E. Shockey, Secretary
Highfield Liquor, Inc.

NOTICE OF CHANGE OF RESIDENT AGENT AND AGENT'S ADDRESS

365

OF

HIGHFIELD LIQUOR, INC.

767

received for record March 14, 1977 2 . at 8:30 A.M.
and recorded on Film No. 2376 Frame No. 351 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^o 14376

Special fee paid	\$3.00	50¢
Recording Fee Paid	<u>2.00</u>	
Total	\$5.00	1.00

Mr. Clerk - Mail to: Ms. Ansita E. Shockey
P. O. Box 41
Highfield, Md. 21753

rs

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Jan 28 10 54 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record June 28, 1977 at 10:54 O'clock am liber26

366

Michael Bowen Inc.
22 Beckley Road
Hagerstown, Maryland 21740

JUN 28-77 A 19483 *****50
JUN 28-77 A 19482 *****50

Mr. Roger Michael

This is to advise you I hereby resign as the Resident Agent of Michael Bowen Inc., effective immediately.

A copy of this letter is being submitted to the State Department of Assessments and Taxation so as to advise them of my resignation. I would suggest that you make appropriate arrangements to obtain a new Resident Agent.

Very truly yours,

Lou Ella Michael

NOTICE OF RESIGNATION OF RESIDENT AGENT

367

MICHAEL HOMES, INCORPORATED

749

received for record March 8, 1977 2, at 8:30 A.M.
and recorded on Film No. 2374 Frame No. 603 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^o 14319

Special fee paid \$3.00 500
Recording Fee Paid 2.00
Total \$5.00 500
100

Mr. Clerk - Mail to: Lou Ellen Michael
Longmeadow Apts., Apt. 9, Bldg. F
Hagerstown, Md. 21740

rs

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Jan 28 10 54 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record June 28, 1977 at 10:54 o'clock am
368 11ber26

JUN 28 77 A 19480 *****50

JUN 28 77 A 19481 *****50

POOLE AND FRANCE

ATTORNEYS AT LAW

HAGERSTOWN TRUST BUILDING

81 WEST WASHINGTON STREET

HAGERSTOWN, MARYLAND 21740

DAVID K. POOLE, JR.
RALPH H. FRANCE, II
R. MARTIN PALMER, JR.

AREA CODE 301
787-0100

February 21, 1977

State Department of Assessments and Taxation
301 West Preston Street
Baltimore, Maryland 21201

Gentlemen:

Please be advised in accordance with Incorporations and Associations, Annotated Code of Maryland, Section 2-108, that I am the resident agent for Impact Graphics, Incorporated, P. O. Box 1871, Hagerstown, Maryland, and my address has changed from 100 West Washington Street, Hagerstown, Maryland, 21740 to the following:

Ralph H. France, II, Esquire
81 West Washington Street
Hagerstown Trust Company Building
Hagerstown, Maryland 21740

The effective date of this change is February 21, 1977.

Very truly yours,



Ralph H. France, II

RHF:vlg

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

369

OF

IMPACT GRAPHICS, INCORPORATED

217

received for record February, 28, 1977 2, at 8:30 A.M.
and recorded on Film No. 2369 Frame No. 418 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^o 14274

Special fee paid	\$3.00	504
Recording Fee Paid	<u>2.00</u>	
Total	\$5.00	504
		<u>1.00</u>

Mr. Clerk - Mail to: Ralph M. France, II, Esquire
POOLE AND FRANCE
Hagerstown Trust Bldg.
81 West Washington St.
Hagerstown, Md. 21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 28 10 54 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

MASSEY'S ENTERPRISES, INC.

Articles of Dissolution

MASSEY'S ENTERPRISES, INC., (hereinafter referred to as the "Corporation"), a Maryland corporation with its principal office in Washington County, Maryland, 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 address of the principal office of the Corporation in the State of Maryland is Massey's Enterprises, Inc., c/o Massey Ford, Inc., 30 East Baltimore Street, Hagerstown, Maryland 21740.

THIRD: The name and 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 Earl S. Wellschlager, 2000 First Maryland Building, 25 South Charles Street, Baltimore, Maryland 21201.

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

<u>Name</u>	<u>Post Office Address</u>
Margaret K. Massey	2501 Virginia Avenue Williamsport, Maryland 21795
Jerry E. Massey	30 East Baltimore Street Hagerstown, Maryland 21740

P. Curtis Massey, III Box 224C - Route 3
Salisbury, Maryland 21801

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

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
Jerry E. Massey	President/Treasurer	30 E. Baltimore Street Hagerstown, Md. 21740
Margaret K. Massey	Vice President/ Secretary	2501 Virginia Ave. Williamsport, Md. 21795

SIXTH: The entire Board of Directors of the Corporation, pursuant to a Consent of Directors dated May 18, 1976, adopted a resolution declaring that dissolution of the Corporation was advisable and directing that the proposed dissolution be submitted for approval to the Stockholders of the Corporation.

SEVENTH: The Stockholders, by a Consent of Stockholders dated May 18, 1976 approved and authorized the dissolution of the Corporation.

EIGHTH: The dissolution of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and authorized by the Stockholders of the Corporation in the manner and by the vote required by the charter of the Corporation and the General Corporation Law of Maryland.

NINTH: Notice of the approved dissolution was mailed to all known creditors of the Corporation on May 18, 1976.

TENTH: These Articles of Dissolution are accompanied by a Certificate 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 Tax-

ation of Maryland) stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid or provided for in a manner satisfactory to the Comptroller of the Treasury and such authorities, respectively, except taxes barred by the statute of limitations or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected: Treasurer for Washington County, Maryland.

IN WITNESS WHEREOF, MASSEY'S 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 May 18 1976.

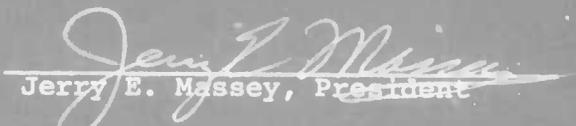
ATTEST:

MASSEY'S ENTERPRISES, INC.


Margaret K. Massey,
Secretary

By: 
Jerry E. Massey,
President

THE UNDERSIGNED, President of MASSEY'S ENTERPRISES, INC., who executed on behalf of said Corporation the foregoing Articles of Dissolution, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, that the foregoing Articles of Dissolution are 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.


Jerry E. Massey, President

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

373

Court House
Hagerstown, Maryland 21740

September 15, 1976

RE: Dissolution - Massey Enterprises

This is to certify - That the books and records of
the County Treasurer for Washington County show that
no taxes have been levied by the Maryland State
Department of Assessments and Taxation to the County
Treasurer for Washington County by

Massey Enterprises

Witness the hand and seal of Harry C. Snook, County
Treasurer for Washington County, this 15th day of
September A.D., 1976.

 **SEAL**
Harry C. Snook
Treasurer for Washington County, Md.

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

September 15, 1976

RE: Dissolution - Massey Ford 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 Assessment Office of Washington County, Maryland and billed by and payable to the County Treasurer for Washington County by

Massey Ford Inc.

have been paid to and including the fiscal year July 1, 1976 to June 30, 1977.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 15th day of September A.D., 1976.

Harry C. Snook SEAL
Harry C. Snook
Treasurer for Washington County, Md.



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 486 PHONE 267-5819
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER
J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

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 MASSEY ENTERPRISES, INC. have been paid.

WITNESS my hand and official seal this Twentieth day of December A.D. 1976.

Mary Ellen Hopkins
Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION hereby gives notice that ARTICLES OF DISSOLUTION of the MASSEY'S ENTERPRISES, INC. were received for record on, April 7, 1977, in accordance with the provisions of Sec. 77 of Art. 23 of the Code (1957 Edition).

William L. Shoemaker
WILLIAM L. SHOEMAKER
Director

859

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Aug 11 11 20 AM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF DISSOLUTION
OF
MASSEY'S ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 7, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

7

Recorded in Liber 2383, folio 1991, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 17.00 Special Fee paid \$ 15.00

4.25

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.

William J. Summons



A 60314

Received for Record August 11, 1977 at 11:10 o'clock am Corporation liber 26

*WBS of
Lauricella Co*

001415

ARTICLES OF INCORPORATION

OF

BARGAIN RENT-A-CAR, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, 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, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation"), is BARGAIN RENT-A-CAR, INCORPORATED.

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

- (a) To rent or lease motor vehicles and all other purposes incident thereto and inherent therein.
- (b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.
- (c) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

LAW OFFICES RICHARD W. LAURICELLA

(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 of 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 of 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.

001417

(g) To carry out all or any part of the aforesaid purpose, and to conduct its business in all or any of its branches in any 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 907 South Potomac Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased 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 Theodore Emerson Diehl, Mary Francis Diehl and John Crawford.

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

(b) No contract or other transactions 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 interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of March, 1977.

WITNESS:

Marian Marshall

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 23rd day of March, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission expires: 7/1/78

Marian Marshall
Notary Public



ARTICLES OF INCORPORATION

OF

BARGAIN RENT-A-CAR, INCORPORATED

832

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
AUG 11 11 20 AM '77
LIBER FOLIO
LAND VAUGHN LEAKER, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 28, 1977 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

A 59961

Recorded in Liber 2384, folio 6, one of the Charter Records of the State Department of Assessments and Taxation of Maryland. 001414

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00
3.75

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.

William J. Sumner



~~003379~~

ARTICLES OF INCORPORATION AUG 11-77 B# 15003 *****3.75
OF
SHENANDOAH VALLEY C.B. CLUB, INC.

This is to certify:

FIRST: That I, the subscriber, Deryle E. Bingaman, whose postoffice address is Route #2 Box 405 Hagerstown, Md. 21740, 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, signify my 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:

SHENANDOAH VALLEY C.B. CLUB, INC.

Third: The purposes for which the Corporation is formed are as follows: To encourage and assist people in acquiring a high standard of skill and judgment in the handling of Citizen Band Radios and allied communication systems; to encourage the study and skill of radio communication; to cooperate with the agencies of the United States and any State or municipal government in any way possible in enforcement of their respective laws by means of radio communication; to assist people in danger or distress generally, and particularly by means of radio communication; to stimulate interest and activities which will lead to the furtherance of the science of communication by radio; to acquire by purchase, lease or otherwise, suitable quarters and other necessary paraphernalia and property to be used in furthering the purposes of the Corporation.

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

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

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

C. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, 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 full or in part any activities 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, businesses, contracts, good will, franchises or other assets in any manner that charitable corporations are authorized so to do under the laws of the State of Maryland.

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

E. To purchase or otherwise acquire, hold, exchange or sell, any shares of stock, or voting trust certificates for any

003381

shares of stock, or any bonds or other securities or evidences of indebtedness issued or created by, corporations or associations having the power to issue the same, organize under the laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned.

F. To borrow or raise money for any of the purposes of the Corporation and to grant such security therefore as may be authorized to charitable corporations under the laws of the State of Maryland, including the securing of 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.

G. To carry out all or any part of the aforesaid purposes, and to conduct its business and 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 or 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 of 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 under the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations (and particularly to the limitations relative to eleemosynary corporations) which are contained in the laws of this State.

Fourth: The postoffice address of the principal office of the Corporation in this State is Old Forge School, Old Forge Road, Smithsburg, Maryland 21783. The resident agent of the Corporation is Deryle E. Bingaman whose postoffice address is Route # 2 Box 405, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

Fifth: The Corporation is not authorized to issue any capital stock.

Sixth: The Corporation shall be governed by a Board of Directors consisting of not less than ~~three~~ nor more than twelve Directors. The Directors shall consist of the President, Vice President, Secretary, Treasurer. The following shall be the first Directors of the Corporation; Deryle E. Bingaman, President; Alice F. Bingaman, Secretary; Sharon Magaw, Treasurer. Directors may resign or be removed, vacancies may be filled and additional Directors elected, as provided in the By-Laws.

003383

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of April, 1977.

WITNESS:

May Pat Kucin

Deryle E. Bingaman
Deryle E. Bingaman

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:-

This is to certify that on the 12th day of April 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Deryle E. Bingaman who acknowledged the foregoing Articles of Incorporation to be his act.

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



Thelma J. Duffer
Notary Public
my commission expires 7/1/78

ARTICLES OF INCORPORATION
OF
SHEANDOAH VALLEY C. B. CLUB, INC.

881A

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Aug 11 11 20 AM '77
LIBER _____ FOLIO _____
VAUGHN J. BAKER, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 14, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2383, folio 6, 003378, 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 Special Fee paid \$ 3.25

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.

William J. Simmons



A 60526

Received For Record August 11, 1977 at 11:10 o'clock am incorporation Liber 26

BW 2000

~~000017~~

THE ROLLING HILLS COMPANY

AUG 11-77 B# 15002 *****3.75

(a close corporation under title 4)

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: The undersigned Robert Julian Daugherty, Kenneth Roland Kerns, George Jeffery Kerns and James Roland Kerns, whose post office addresses are 10 Waters Road, Round Bay, Severna Park, Maryland, 21146; 120 North Main Street, Boonsboro, Maryland; 117 Lakin Avenue, Boonsboro, Maryland; Stouffer Avenue, Boonsboro, Maryland; respectively, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

Second: The name of the corporation (which is herein after called the "corporation"), is The Rolling Hills Company.

THIRD: The corporation shall be a close corporation as authorized by Title 4.

FOURTH: The purpose for which the corporation is formed are as follows:

- (a) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance and purchase, improve, develop, and construction of land and buildings

belonging to or to be acquired by the company, or any other person, firm or corporation.

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

FIFTH: The post office address of the principle office of the corporation in Maryland is 120 North Main Street, Boonsboro, Washington County, Maryland, which is also the address of Kenneth Roland Kerns, who is the resident agent in the State of Maryland.

SIXTH: The total number of shares which the corporation has the authority to issue is ten thousand (10,000) shares of common stock having an aggregate par value of ten thousand dollars (\$10,000.00), each share will therefore have a par value of one dollar, (\$1.00).

SEVENTH: The number of directors of the corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three (3). The names of the directors who shall act until the first

annual meeting or until their successors are duly chosen and qualified are: Robert Julian Daugherty, Kenneth Roland Kerns, George Jeffery Kerns and James Roland Kerns.

EIGHT: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, We Have signed these Articles of Incorporation and severally acknowledged the same to be our act on 4/5/77.

Witness:

Pauline Leitner
(My commission expires July 1, 1978)

Robert Julian Daugherty
(Robert Julian Daugherty)

Kenneth Roland Kerns
(Kenneth Roland Kerns)

George Jeffery Kerns
(George Jeffery Kerns)

James Roland Kerns
(James Roland Kerns)



907

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 11 11 20 AM '77
LIBER _____ FOLIO _____
LAND _____
MURKIN / EAKER, CLERK

ARTICLES OF INCORPORATION
OF
THE ROLLING HILLS COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 21, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2384, folio 4 000946, 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 Special Fee paid \$ _____
3.75

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.

William J. Summers



~~WASHINGTON COUNTY BOARD OF HEALTH, INC.~~
~~RESOLUTION~~

RESOLUTION

AUG 11-77 B# 15001 *****50
AUG 11-77 B# 15000 *****50

I, Laura Hull, do hereby certify that I am Secretary of the Washington County Advisory Board of Health, Inc., a Maryland Corporation, and the keeper of the records and proceedings of the Directors of said Corporation; that on the 31st day of March, A.D., 1977, there was held a meeting of the Board of Directors of said Corporation, which was duly called and held in accordance with the By-Laws of said Corporation and at which a quorum was present in person and that at said meeting there was duly and regularly adopted and passed the following resolution:

WHEREAS, Chairman Rouzer advised that it was necessary to appoint a new resident agent, and

WHEREAS, the Board deemed it appropriate that the person serving as President should henceforth be the resident agent;

NOW THEREFORE BE IT RESOLVED, that the President of the Corporation shall be the resident agent during the term of his office.

RESOLVED FURTHER, that the present President, Charles M. Rouzer, whose post office address is 790 Fountain Head Road, Hagerstown, Maryland, be and he hereby is appointed resident agent.

RESOLVED FURTHER, that upon the election of a new President that the appropriate Officers of the Corporation file with the Department of Assessments and Taxation the name and address of such new resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Washington County Advisory Board of Health, Inc. and have hereunto affixed the official seal of said Corporation this 5th day of April, A.D., 1977.

WITNESS:

Robert W. Ayers

WASHINGTON COUNTY ADVISORY
BOARD OF HEALTH, INC.

Laura Hull
Secretary



NOTICE OF CHANGE OF RESIDENT AGENT AND AGENT'S ADDRESS
OF
WASHINGTON COUNTY ADVISORY BOARD OF HEALTH, INCORPORATED

857

received for record April 7, 1977 2, at 8:30 A.M.
and recorded on Film No. 2383 Frame No. 1638 one of
the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County

AA No 14492

Special fee paid \$3.00
Recording Fee Paid 2.00
Total \$5.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Aug 11 11 20 AM '77
LIBER. FOLIO
LAND VAUGHN J. BAKER, CLERK

Mr. Clerk - Mail to: Mrs. Susan A. Rhodes
MEYERS, WAGAMAN, CORDERMAN & YOUNG, P. A.
Maryland National Bank Bldg.
Hagerstown, Md. 21740

Del. City William W. W. 10/20/70

Received For Record August 25th 1977 at 12:32 o'clock pm liber 26

000133

AUG 25-77 B# 16865 *****3.75

ARTICLES OF INCORPORATION
OF
LEE BUILDERS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Lee U. Michael, 11 Ritchie Road, Williamsport, Maryland, 21795, being over the legal age of eighteen (18) years, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "corporation"), is: "LEE BUILDERS, 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 purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in 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 transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

(c) To act as a general contractor for the construction, repairing and remodeling of buildings and public works of all kinds and for the improvement of real estate and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

(d) To engage in, conduct and carry on the business of manufacturing, purchasing, trading and dealing in at wholesale and retail all kinds of personal property.

(e) 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.

(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.

Washington
20
FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is: 11 Ritchie Road, Williamsport, Maryland, 21795. The Resident Agent of the corporation is: Lee U. Michael whose post office address is: 11 Ritchie Road, Williamsport, Maryland, 21795. 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, which number may be increased by the By-Laws of the corporation. The following persons shall act as Directors of the corporation until the first annual meeting or until their successors are duly chosen and qualify: Lee U. Michael, Frances Lois Michael and JoAnn Michael.

SIXTH: The total number of shares of stock which the corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One (\$1.00) Dollar per share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

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

(a) 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 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 stockholder shall have the right to inspect any account, book or document of the corporation except as conferred by the statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

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

(e) The above granted powers to the corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the directors of the corporation.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of April, 1977.

WITNESS:

Pamela Sue Jones

Lee U. Michael (SEAL)
Lee U. Michael

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

I HEREBY CERTIFY, That on this 27th day of April, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lee U. Michael, and he acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Notarial Seal.

Pamela Sue Jones
Notary Public

My Commission Expires:
July 1, 1978



400

931

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
AUG 25 12 32 PM '77
LIBER _____ FOLIO _____
LAND _____
WAGNER J. BAKER, CLERK

ARTICLES OF INCORPORATION
OF
LEE BUILDERS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 28, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2385, folio 000132, 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 Special Fee paid \$

3.00

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.

William J. Sommers



A 60907

Received For Record August 25, 1977 at 12:32 O8clock pm liber 26
000123
AUG 25-77 8 16866 *****425

ARTICLES OF INCORPORATION

OF

C. L. MILBURN AND SON, INC.

THIS IS TO CERTIFY:

FIRST: That We, the subscribers, Charles L. Milburn, whose post office address is Route No. 1, Box 291 (Dam No. 4 Road), Sharpsburg, Maryland 21782; Shelva J. Milburn, whose post office address is Route No. 1, Box 291 (Dam No. 4 Road), Sharpsburg, Maryland 21782; and David K. Poole, Jr., whose post office address is 81 W. Washington Street, 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 corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: "C. L. MILBURN AND SON, 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 carry on a general earth-moving, 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.

(b) To act as a general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

(c) To engage in the general speculative home building business, including the erection of homes, flats, and apartments; to operate

POOLE AND FRANCE
ATTORNEYS AT LAW
HAGERSTOWN TRUST BLDG.
81 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND
21740

a contracting business; to purchase, own, hold, and sell real property, improved and unimproved, or any interest therein or easement thereon; to purchase lands and subdivide same into subdivisions or lots; to loan money upon real property and to accept secured and unsecured notes as collateral for same; to execute notes, deeds of trust, mortgages, chattel mortgages; to enter into leases as landlord or tenant; to perform or do any act customarily performed or done by a contractor and builder, speculative builder, subdivider, or real property development; to invest in and hold for investment any and all real property, shares of stock, bonds, government, private or corporate; and to exchange and enter into agreements of exchange of one parcel of real property for another parcel of real property.

(d) To carry on and conduct a general construction business including designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work on commercial or industrial structures, using any building materials and techniques now employed or to be developed; to make, execute, and receive contracts or assignments or delations of contracts therefor or relating thereto or connected therewith; to manufacture or otherwise acquire and to furnish all building and other tools and equipment connected therewith or required therefor; to manufacture, produce, adapt, and prepare, and deal in or with any materials, articles, or things incidental to or required for, or useful in connection with any of such activities; and generally to carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

(e) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture,

plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(f) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(g) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(h) To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(i) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the

foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Article 23, Section 9 of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

Windy to
FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route No. 1, Box 291 (Dam No. 4 Road), Sharpsburg, Maryland 21782. The Resident Agent of the Corporation is Charles L. Milburn, whose post office address is Route No. 1, Box 291 (Dam No. 4 Road), Sharpsburg, Maryland 21782. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors and Charles L. Milburn, Shelva J. Milburn, and David K. Poole, Jr. shall act as

000127

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.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of any class of its stock, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

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

(c) The 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.

(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 this 20th day of April, 1977.

WITNESS:

Judith A. Blayser

Judith A. Blayser

Judith A. Blayser

Charles L. Milburn (SEAL)
Charles L. Milburn

Shelva J. Milburn (SEAL)
Shelva J. Milburn

David K. Poole, Jr. (SEAL)
David K. Poole, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 20th day of April, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Charles L. Milburn, Shelva J. Milburn, and David K. Poole, Jr., known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.



My Comm. Expires:
July 1, 1978.

Judith A. Harshman
Notary Public

ARTICLES OF INCORPORATION
OF
C. L. MILBURN AND SON, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 25 12 32 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 27, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

7

Recorded in Liber 2385, 000127, 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 Special Fee paid \$ _____

9.25

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.

William J. Semmons



001067
AUG 25-77 B# 16867 *****3.75

ARTICLES OF INCORPORATION

I, the undersigned, a resident of the State of Maryland, being at least twenty one (21) years of age, do hereby associate myself and sign the within for the purpose of forming a corporation under the statutes of the State of Maryland.

ARTICLE ONE

NAME

The name of the corporation shall be Riverview Cemetery Association, Inc., and its location shall be 104 South Conococheague Street, City of Williamsport, County of Washington, State of Maryland.

ARTICLE TWO

DURATION

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE THREE

PURPOSE CLAUSE

The business and purpose of this corporation shall be to buy, lease and sell real estate for the purpose of grave plots and to provide for the upkeep and maintenance of grave plots owned or sold by the corporation, and any other lawful purpose authorized by the laws of the State of Maryland.

ARTICLE FOUR

NONSTOCK CORPORATION

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE FIVE

DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is four (4), which number may be increased or decreased pursuant to the Bylaws of the corporation, and the names and address of the persons who are

LAW OFFICES
HOVERMALE AND GLASER
ATTORNEYS AT LAW
FIRST FEDERAL BUILDING
65 WEST WASHINGTON ST.
HAGERSTOWN, MD 21740
720-8570

to serve initially are as follows:

Edward L. Shank	104 South Conococheague St. Williamsport, Maryland 21795
Hazel Fridinger	241 East Potomac Street Williamsport, Maryland 21795
Airy Murray	10 North Conococheague St. Williamsport, Maryland 21795
Charles Reichter	2460 Virginia Avenue, Ext. Williamsport, Maryland 21795

ARTICLE SIX

ELECTION OF DIRECTORS

The manner in which the Directors are to be elected by the member is as follows: Each member of the Corporation shall have one (1) vote in the Election of Directors which shall be held annually.

ARTICLE SEVEN

CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be President, Secretary and Treasurer.

The principal duties of the President shall be to preside at all meetings of the members and the Board of Directors and to have a general supervision of the affairs of the corporation.

The principal duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the Treasurer.

The principal duties of the Treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his hands,

and to keep an accurate account of all monies received and disbursed and to render such accounts, statements and inventories of monies disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

Whenever the Board of Directors may so order, any two (2) officers, the duties of which do not conflict, may be held by one (1) person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the bylaws.

ARTICLE EIGHT

ELECTION OF OFFICERS

The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws.

ARTICLE NINE

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed to such nonprofit charitable corporation, municipal corporation, or corporations, as may be selected by the Board of Directors of this corporation so that the business properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying on a similar nonprofit business. In no way shall any of the assets or property of this corporation, or

the proceeds of any of the assets or property, in the event of dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated, or contributed by such members, or for any other such purpose, it being the intent in the event of the dissolution of this corporation, or upon its ceasing to carry out the object and purpose herein set forth, that the property and assets then owned by the corporation shall be devoted to a similar nonprofit charitable purpose.

ARTICLE TEN

AMENDMENTS

These Articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE ELEVEN

RESIDENT AGENT

The name of the Resident Agent of the corporation is Edward L. Shank, who actually resides in the State of Maryland at 104 South Conococheague Street, Williamsport, Maryland.

ARTICLE TWELVE

PRINCIPAL PLACE OF BUSINESS

The principal place of business in the State of Maryland shall be 104 South Conococheague Street, Williamsport, Maryland.

ARTICLE THIRTEEN

INCORPORATORS

The name and residence of the person forming this corporation is Edward L. Shank, 104 South Conococheague Street, Williamsport, Maryland.

Edward L. Shank
EDWARD L. SHANK

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

I HEREBY CERTIFY that on this *21st* day of April, 1977, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared Edward L. Shank, Resident Agent, of the Riverview Cemetery Association, Inc., and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

Betty Lee Carter
Notary Public

My Commission Expires:
July 1, 1978.



943

ARTICLES OF INCORPORATION

RIVERVIEW CEMETERY ASSOCIATION, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Aug 25 12 32 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 28, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2385, folio 001066⁶, 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 Special Fee paid \$ _____

3.75

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.

William J. Simmons



ARTICLES OF INCORPORATIONOFA. R. E. MANUFACTURING CO., INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Mark S. Goldstein and Gary G. Everngam, whose post office address is 8700 Georgia Avenue, Suite 300, Silver Spring, Maryland 20910, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is:

A. R. E. MANUFACTURING CO., INC.

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

To manufacture, service, install, lease, repair, sell, purchase, and otherwise deal in military, marine and special purpose air conditioning equipment, heating equipment, as well as all types of equipment in general.

To engage in research and development of military, marine and special purpose air conditioning, heating equipment and all types of equipment in general.

To manufacture, purchase, sell, lease, warehouse, and otherwise deal in parts and components of military, marine and special purpose air conditioning equipment, heating equipment and all types of equipment in general.

To deal and conduct business with any individual, corporate or otherwise, government, foreign, United States, state, county, city or otherwise.

To buy, sell, exchange, lease and otherwise acquire, hold, own, control, work, develop, improve, alter, operate, manage, let, mortgage, convey, deal in

and otherwise turn to account, real estate and personal property of every class and description.

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

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

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

To purchase or otherwise acquire, and to hold, sell or otherwise dispose of, and to retire and reissue, shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

To borrow or raise money for any of the purposes of the corporation, and to issue bonds, debentures, notes or to issue other obligations of any nature, and in any manner permitted by law, for monies 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 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

LAW OFFICES
EVERNGAM, GOLDSTEIN & BLITZ, P.A.
SUITE 300 PERPETUAL BUILDING
8700 GEORGIA AVENUE
P.O. BOX 272
SILVER SPRING, MARYLAND 20910
(301) 589-8750

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

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

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in any or all of its branches in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of this Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The 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 will be P. O. Box 462, Hagerstown, Maryland 21740.

The Resident Agent of the corporation is Mark S. Goldstein, of full legal age, whose Post Office Address is 8700 Georgia Avenue, Suite 300, Silver Spring, Maryland 20910. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the corporation shall not be less than three (3) nor more than five (5), and the names of the directors who shall act until the first annual meeting of the corporation, or until their successors are duly chosen and qualified are: Norman H. Finkle, Joe E. Underwood, Leroy M. Bissett, and Robert E. Adams.

SIXTH: The total number of authorized shares of stock of the corporation is five thousand (5,000) shares of the class of common voting stock, without nominal or par value, all of one class.

Common Stock shall not be assessable for any purpose. The holders of common stock shall be entitled to one (1) vote for every share recorded on the stock records in the holder's name, and to receive all dividends, whether stock or cash, declared and distributed out of the profits earned by the corporation.

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

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

LAW OFFICES
EVERNGAM, GOLDSTEIN & BLITZ, P.A.
SUITE 300 PERPETUAL BUILDING
8700 GEORGIA AVENUE
P.O. BOX 272
SILVER SPRING, MARYLAND 20910
(301) 588-8760

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

The Board of Directors may cause to be accumulated all or any part of that portion of the net earnings accruing to the benefit of common stockholders for use in the furtherance of the business of the corporation, and the Board of Directors may declare and distribute stock dividends of common stock converting all or any part of said earnings into capital.

The Corporation reserves the right from time to time to make any amendments of its Charter or Articles of Incorporation which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding 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 in the terms thereof shall have been authorized by the holders of seventy-five percent (75%) of the shares of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

The Board of Directors shall be empowered to make, alter, amend and rescind the By-Laws of the corporation, and to fix, determine from time to time and vary the amount to be reserved as working capital; to determine the times for the declaration and payment and the amount of each dividend on stock; to determine and direct the use and disposition of any surplus or net profits and to authorize and cause to be executed mortgages, deeds of trust and loans upon the real and personal property of the corporation, provided always a majority of the whole Board of Directors concur therein.

The Corporation shall be empowered, pursuant to the affirmative vote of the holders of at least seventy-five percent (75%) of the stock issued and outstanding, at a stockholders' meeting duly convened, to sell, assign, transfer or otherwise dispose of the property, including the franchises of the corporation as an entity, provided always that a majority of the whole Board of

Directors concur therein.

EIGHTH: In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firms, association, partnership or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such other corporation, firm, association or partnership.

NINTH: The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts in any matter or extent whatsoever.

TENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Articles of Incorporation on the 27 day of April, 1977.

Witness:

James S. Singer

Mark S. Goldstein

MARK S. GOLDSTEIN

Kevin P. Fay

Gary G. Everngam

GARY G. EVERNGAM

STATE OF MARYLAND
COUNTY OF MONTGOMERY

}
ss:

I HEREBY CERTIFY that on the 27th day of April, 1977, before

LAW OFFICES
EVERNGAM, GOLDSTEIN & BLITZ, P.A.
SUITE 300 PERPETUAL BUILDING
8700 GEORGIA AVENUE
P.O. BOX 272
SILVER SPRING, MARYLAND 20910
(301) 588-8750

me, the subscriber, a Notary Public of the State of Maryland, personally appeared Mark S. Goldstein and Gary G. Everngam, who acknowledged the foregoing Articles of Incorporation to be their act and deed for the purposes therein contained.

AS WITNESS my hand and Notarial Seal.

Jeanne L. Unger
Notary Public

My Commission Expires:

7/1/71

LAW OFFICES
EVERNGAM, GOLDSTEIN & BLITZ, P.A.
SUITE 300 PERPETUAL BUILDING
8700 GEORGIA AVENUE
P.O. BOX 272
SILVER SPRING, MARYLAND 20910
(301) 588-8750

946

ARTICLES OF INCORPORATION
OF
A. R. E. MANUFACTURING CO., INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 25 12 32 PM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 29, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2386 ~~2385~~ 8 003065
~~(104000)~~ 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 Special Fee paid \$ _____

4.75

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.

William J. Simmons



A 61057

WEST END LITTLE LEAGUE 1977

001388

422

BOB BOWARD - PRES.
RUSS AMBROSE - 1ST. V. PRES.
ED. BARR - 2ND. V. PRES.
ROY SHIFFLET - 3RD. V. PRES.

LARRY WEBSTER - SEC.
DON BUTTS - TREAS.
BILL THOMPSON - PLAYER AGENT
WINK SUDER - EQUIP. MGR.

West End Little League Of Hagerstown, Inc.

ARTICLES OF REVIVAL
(TITLE 3, SUBTITLE 508-509-510 OF
"CORPORATIONS AND ASSOCIATIONS ARTICLE" OF THE ANNOTATED
CODE OF MARYLAND

WEST END LITTLE LEAGUE OF HAGERSTOWN, 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:

The Charter Of The Corporation Was Forfeited On The Year Of 1973,
For Failure To File An Annual Report With The State Dept. Of Assessment
And Taxation Of Maryland, And These Articles Of Revival Are For The
Purpose Of Reviving And Reinstating The Charter Of The Corporation.

The Name Of The Corporation At The Time Of The Forfeiture Of Its
Charter Was West End Little League OF HAGERSTOWN, INC..

The Name By Which The Corporation Will Hereafter Be Known Is
WEST END LITTLE LEAGUE OF HAGERSTOWN, INC.

The Post Office Address Of The Principal Office Of The Corporation
In The State Of Maryland Is 212 Rock Willow Ave, Hagerstown, Md., 21740
The Resident Agent of The Corporation shall be Robert P. Boward, at the above address.

Listed Below Are The Names And Addresses Of The Top 4 Officers Of
The League For The Year Of 1977.

- Robert P. Boward-212 Rock Willow Ave-Hagerstown, Md. RESIDENT AGENT
- Russ Ambrose - 136 Winter St.-Hagerstown, Md.
- Larry Webster - 326 McDowell Ave.-Hagerstown, Md.
- Don Butts -225 Rock Willow Ave. Hagerstown, Md.

I Declare The Above To The Best Of My Knowledge To Be True And Correct.

Larry Webster
Larry Webster-Secretary

Robert P. Boward
Robert P. Boward-President

Sworn to before me this 5 day of April 1977.

Zella Diehl
Zella Diehl, Notary Public
My Commission expires July 1, 1978
State of Maryland, County of Washington

946

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Aug 25 12 32 PM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF REVIVAL
OF

WEST END LITTLE LEAGUE OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 21, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 001387
2385, folio _____, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special Fee paid \$ 5.00

38

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.

William J. Summers



A 61067

ARTICLES OF INCORPORATION

OF

DANCING CRAB, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, David W. Byron, whose post office address is 100 West Washington Street, Hagerstown, Maryland, 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, state my intention of forming a corporation by the execution, acknowledgment and filing of these Articles.

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

DANCING CRAB, INC.

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

(a) To engage in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase, acquire and hold equipment of all kinds, including foods and beverages, dispensing equipment in connection with the operating of such restaurant and bar, and to own, hold, lease, rent, or sell such business or businesses.

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

(c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business 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.

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 R.F.D. #5, Hagerstown, Maryland 21740. The resident agent of the Corporation is Patricia Ann Otto, Tollgate Hill, Emmitsburg, Maryland 21727, who 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) per share, all of one class, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00). The Corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferrable only to natural persons who are not non-resident aliens.

SIXTH: The Corporation shall have not more than seven (7) nor less than three (3) directors, and Robert L. Otto, Patricia Ann Otto and Thomas M. Painter 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 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.

(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, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of May, 1977.

WITNESS:

Betty Baker
Betty Baker

David W. Byron (SEAL)
David W. Byron

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5th day of May, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David W. Byron, and acknowledged the foregoing Articles of Incorporation to be his act.

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

Betty Baker
Notary Public

Comm. Exp. July 1, 1978

427

968

ARTICLES OF INCORPORATION
OF
DANCING CRAB, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 25 12 32 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 9, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2385, folio 403134 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 Special Fee paid \$ _____

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.

William J. Simmons



A 61290

MEC-A-NECK PUBLIC SERVANTS, INC.

ARTICLES OF AMENDMENT

Mec-A-Neck Public Servants, Inc., a Maryland Corporation, having its principal office in Washington County, Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out "ARTICLE ONE

NAME

The name of the corporation shall be MEC-A-NECK PUBLIC SERVANTS, INC., and its address shall be Post Office Box 1272, City of Hagerstown, County of Washington, State of Maryland. The resident agent shall be Clifford R. Plotner, Sr., 247 Summit Avenue, Hagerstown, Maryland, a resident of the State of Maryland and actually residing therein."

and inserting in lieu thereof the following:

ARTICLE ONE

NAME

The name of the corporation shall be BLUE-GREY C. B. CLUB, INC., and its address shall be Post Office Box 1272, City of Hagerstown, County of Washington, State of Maryland. The resident agent shall be Charles E. Paul, Jr., 61 Madison Avenue, Hagerstown, Maryland, a resident of the State of Maryland and actually residing therein.

SECOND: The charter of the Corporation is hereby amended by striking out "ARTICLE FIVE

DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is seven (7), and the names and addresses of the persons who are to serve as initial directors are as follows:

- | | |
|--------------------------|---|
| Clifford R. Plotner, Sr. | 247 Summit Avenue,
Hagerstown, Maryland 21740 |
| Terry L. Elliott | 111 East Hillcrest Road
Hagerstown, Maryland 21740 |
| Betty Plotner | 247 Summit Avenue,
Hagerstown, Maryland 21740 |
| Pamela A. Elliott | 111 East Hillcrest Road
Hagerstown, Maryland 21740 |
| Allen Purdham | 565 Jefferson Street
Hagerstown, Maryland 21740 |

James Burdett	656 Summit Avenue, Hagerstown, Maryland 21740
Rodney Purdham	349 Antietam Drive, Hagerstown, Maryland 21740

Clifford R. Plotner, Sr., shall be a member of the board of directors until his death or resignation."

and inserting in lieu thereof the following:

ARTICLE FIVE
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is seven (7), which may be increased or decreased by the By-Laws of this corporation, and the names and addresses of the persons who are to serve as initial directors are as follows:

Clifford R. Plotner, Sr.	247 Summit Avenue, Hagerstown, Maryland 21740
Terry L. Elliott	111 East Hillcrest Road, Hagerstown, Maryland 21740
Betty Plotner	247 Summit Avenue, Hagerstown, Maryland 21740
Pamela A. Elliott	111 East Hillcrest Road, Hagerstown, Maryland 21740
Allen Purdham	565 Jefferson Street, Hagerstown, Maryland 21740
James Burdett	656 Summit Avenue, Hagerstown, Maryland 21740
Rodney Purdham	349 Antietam Drive, Hagerstown, Maryland 2740

THIRD: The charter of the Corporation is hereby amended by striking out

"ARTICLE SIX

ELECTION OF DIRECTORS

The manner in which the directors are to be elected by the members is as follows:

Regular members shall have one vote each.
Associate members shall have one vote each.
Junior members shall have no vote, except in the elections of officers for the Junior Membership and business pertaining thereto."

and inserting in lieu thereof the following:

ARTICLE SIX

ELECTION OF DIRECTORS

The manner in which the directors are to be elected by the members is as follows:

Regular members eighteen years of age and older shall have one vote each.

Associate members eighteen years of age and older shall have one vote each.

FOURTH: The charter of the Corporation is hereby amended by striking out:

"ARTICLE SEVEN

CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be President, Vice-President, Recording Secretary, Communications Officer, Parliamentarian and Treasurer.

The President shall be generally responsible for the effective performance of the activities of the club. He shall make provisions for all meetings, both regular and special and shall be the presiding officer at all such meetings. He shall have the power to call special meetings at any time or upon request to the President by twenty members of the membership. At such meeting, no other business will be transacted except that for which the meeting was called. He shall sign all documents and papers of obligations to be executed for, or in behalf of, the executive board. He shall be responsible for all reports which may be required from the executive board by proper authority and shall approve these and all other correspondence before release from the executive board. He shall encourage good order among members in all club activities and take administrative action when necessary as provided herein. He shall have the responsibility for such monetary funds as may be entrusted to him and shall furnish a report to be presented to the membership at each regular meeting. He shall generally promote the best interest of the organization within the community. He shall have the power to relieve any officer from his office for insubordination, incompetence or failure to perform his duty, providing the following steps are performed: The officer shall be notified in writing of dismissal from his duties, effective date shall be included, he shall have the power to appoint a qualified active member of the membership to fill the vacancy of any officer with the approval of the majority of the voting members present by the next regular monthly meeting.

The Vice-President shall act as the executive officer of the executive board in that he shall be responsible for maintaining of records of the executive board and such other papers as shall come to his attention at the direction of the President. He shall help enforce the orders of the President and generally help in the supervision of the executive board under the President's guidance. In the absence of the President, the Vice-President shall act on all matters pertaining to the membership, but he shall follow the policies of the President. He will be in charge of Junior Membership Committees.

The Recording Secretary will keep a record in the minute book of the proceedings of each monthly meeting and the executive board meeting. He or she will keep on file in such a manner as to be convenient for reference, all resolutions, reports and all papers belonging to the operations section; the same coming into his or her possession for his or her action or care. All members files will be kept confidential.

The Treasurer acts as a banker, merely holding the funds deposited with him or her, and paying them out on the order of the society signed by the recording secretary. All duties outlined in Robert's Rules of Order, Article 10, Section 52, shall apply.

The Communications Officer's responsibility is to plan and supervise all communications pertaining to the clubs authorized activities under the President's authorization.

The Parliamentarian's duties will be to assure all club meetings will be run by the club rules and by-laws. The Parliamentarian should have a copy of the Robert's Rules. He would be seated near the presiding officer.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation. Whenever the board of Directors may so order, any two officers, the duties of which do not conflict, may be held by one person. The Officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the by-laws.

The executive board shall consist of all the appointed officers.

Additional appointed officers shall consist of a Chaplain and Sergeant of Arms and such other officers as may be required. The term of office shall be one (1) year."

and inserting in lieu thereof the following:

ARTICLE SEVEN

CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be President, Vice-President, Recording Secretary-Treasurer, and Parliamentarian.

The President shall be generally responsible for the effective performance of the activities of the club. He shall make provisions for all meetings, both regular and special and shall be the presiding officer at all such meetings. He shall have the power to call special meetings at any time or upon request to the President by a majority of the members. At such meeting, no other business will be transacted except that for which the meeting was called. He shall sign all documents and papers of obligations to be executed for, or in behalf of, the executive board. He shall be responsible for all reports which may be required from the executive board by proper authority and shall approve these and all other correspondence before release from the executive

board. He shall encourage good order among members in all club activities and take administrative action when necessary as provided herein. He shall have the responsibility for such monetary funds as may be entrusted to him and shall furnish a report to be presented to the membership at each regular meeting. He shall generally promote the best interest of the organization within the community. He shall have the power to relieve any officer from his office for insubordination, incompetence or failure to perform his duty, providing the following steps are performed: The officer shall be notified in writing of dismissal from his duties, effective date shall be included, he shall have the power to appoint a qualified active member of the membership to fill the vacancy of any officer with the approval of the majority of the voting members present by the next regular monthly meeting.

The Vice-President shall act as the executive officer of the executive board in that he shall be responsible for the maintaining of records of the executive board and such other papers as shall come to his attention at the direction of the President. He shall help enforce the orders of the President and generally help in the supervision of the executive board under the President's guidance. In the absence of the President, the Vice-President shall act on all matters pertaining to the membership, but he shall follow the policies of the President.

The Recording Secretary-Treasurer will keep a record in the minute book of the proceedings of each monthly meeting and the executive board meeting. He or she will keep on file in such a manner as to be convenient for reference, all resolutions, reports and all papers belonging to the operations section; the same coming into his or her possession for his or her action or care. All members files will be kept confidential. He or she will act as a banker, merely holding the funds deposited with him or her, and paying them out on the order of the President. A financial audit shall be made on or before the end of the fiscal year prior to the appointment of new officers.

The Parliamentarian's duties will be to assure all club meetings will be run by the club rules and by-laws. The Parliamentarian should have a copy of the Robert's Rules. He would be seated near the presiding officer.

The board of directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation. Whenever the board of directors may so order, any two officers, the duties of which do not conflict, may be held by one person. The officers shall perform such additional or different duties as shall from time to time be imposed or required by the board of directors, or as may be prescribed from time to time by the by-laws.

FIFTH: The charter of the Corporation is hereby amended by striking out

"ARTICLE NINE

MEMBERSHIP REQUIREMENTS

The method and conditions on which members shall be accepted and discharged or expelled shall be as follows:

The membership of this club shall be open only to individuals of good character. Any person interested in becoming a member of the corporation shall submit a written and signed application on a form approved by the board of directors to any member or to the Membership Committee. The applicant will then be investigated by the Investigating Officer and a report submitted to the Membership Committee. If approved, the application will be submitted to membership for voting. On approval by membership, payment of initiation fee and dues required, applicant shall become a member. Any applicant not accepted by membership at a voting meeting shall be informed in writing. Any member voting against an applicant must put reason in writing and submit to executive board within five (5) days.

C. B. applicant to this club must prove valid license to membership chairman to be a C. B. member in this club. Associate members of this club will not operate C. B. radio without valid C. B. license in club activities. Junior members will not operate C. B. in club activities unless full authority is given by the parents holding license, President and Communications Officer. Junior members must use parents call letters in club activities. Junior membership age is ten to eighteen. Junior membership with C. B. radio must comply with Federal Communication Commission's Rules and Regulations.

The club dues run from July 1 to June 30. Anyone who joins the later part of the year will pay only half price. He will pay full price the following year.

The board of directors, by an affirmative vote of two-thirds (2/3) of the membership present at any regularly constituted meeting, may suspend or expel any member who shall be in default in the payment of dues for the period hereinafter fixed. If termination is for any other reason, the member shall be submitted to the investigating committee and notified by mail. Anyone delinquent for a thirty day period will be given a letter and assessed a delinquent charge. After sixty days, he will be notified of his or her dismissal from the club.

All members of this corporation shall operate their Citizens Band Radio according to Federal Communications Committee Book, Part 92 (95.85 Page 25): Emergency and assistance to motorist use. All citizens radio stations shall give priority to the emergency communications of other stations which involve the immediate safety of life of individuals or the immediate protection of property. Any station in this service may be utilized during an emergency involving the immediate safety of life of individuals or the immediate protection of property for the transmission of emergency communications. It may also be used to transmit communications necessary to render assistance to a motorist."

and inserting in lieu thereof the following:

ARTICLE NINE

MEMBERSHIP REQUIREMENTS

The method and conditions on which members shall be accepted and discharged or expelled shall be as follows:

The membership of this club shall be open only to individuals of good character. Any person interested in becoming a member of the corporation shall submit a written and signed application on a form approved by the board of directors to any member or to the membership committee. The applicant will then be considered and voted upon by the members. On approval by membership, payment of dues required, applicant shall become a member. Any applicant not accepted by membership at a voting meeting shall be informed in writing. Any member voting against an applicant must put reason in writing and submit to executive board within five (5) days.

C. B. applicant to this club must prove valid license to membership chairman to be a regular member of this club. Associate members of this club will not operate C. B. radio. Minors will not operate C. B. in club activities.

The club dues are to be determined by the board of directors.

The board of directors, by an affirmative vote of two-thirds (2/3) of the membership present at any regularly constituted meeting, may suspend or expel any member who shall be in default in the payment of dues for the period hereinafter fixed. If termination is for any other reason, the member shall be submitted to an investigating committee and notified by mail. Any member who is delinquent for a period of ninety (90) days will have his membership terminated by the board of directors as provided hereinabove.

All regular members of this corporation shall operate their Citizens Band Radio according to Federal Communications Commissions Book, Part 92 (95.85 Page 25).

SIXTH: The charter of the corporation is hereby amended by adding the following:

ARTICLE TWELVE

DISSOLUTION

If for any reason, this corporation should no longer function for the purpose it was formed and Articles of Dissolution

are filed with the State Department of Assessments and Taxation, all funds remaining in any accounts with a bank or trust company shall be donated to Community Rescue Squad, Inc., a charitable corporation located in Washington County, Maryland.

SEVENTH: The board of directors of the corporation by written consent to such action signed by a majority of the members thereof and filed with the minutes of proceedings of the board adopted a resolution in which was set forth the foregoing amendments to the charter declaring that said amendments of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the members of the corporation to be held on April 30, 1977.

EIGHTH: A consent in writing setting forth approval of the amendments of the charter of the corporation hereinabove set forth was signed by a majority of members of the corporation entitled to vote thereon and any other members of the corporation entitled to notice of a meeting of members (but not to vote thereat) have waived in writing any rights they may have to dissent from such amendments; and such consent and waiver are filed with the records of the corporation.

NINTH: The amendments of the charter of the corporation as hereinabove set forth has been duly advised by the board of directors and approved by a majority of the members of the corporation.

IN WITNESS WHEREOF, Mec-A-Neck Public Servants, Inc., caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on April 30, 1977.

ATTEST TO CORP. SEAL:

MEC-A-NECK PUBLIC SERVANTS, INC.

Sandy Stone
Sandy Stone
Secretary-Treasurer

BY: Charles E. Paul, Jr.
Charles E. Paul, Jr.
President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30th day of April, A. D., 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Charles E. Paul, Jr., President of Mec-A-Neck Public Servants, 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 further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof 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.



Pamela A. Elliott
Notary Public

973

Aug 25 12 32 PM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

ARTICLES OF AMENDMENT
OF
MEC-A-NECK PUBLIC SERVANTS, INC.
changing its name to:
BLUE-GREY C. B. CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 9, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2385, folio 10 003346, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$23.00 _____ Special Fee paid \$ _____

5.75

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.

William J. Summers



Received For Record August 25, 1977 at 12:32 o'clock pm liber 26

438

AMENDED ARTICLES OF INCORPORATION
OF
TOWNE & COUNTRY SUPER MARKET, INC.
FORMERLY KNOWN AS
TOWNE & COUNTRY FOODLAND, INC.

003518

AUG 25-77 B 16872 ***4.75

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, J. Franklin Shank, whose post office address is 9 Spring Valley Circle, Hagerstown, Maryland, Elaine Wiebel Shank, whose post office address is 9 Spring Valley Circle, Hagerstown, Maryland, Carolyn Shank Rider, whose post office address is 227 Petmar Circle, Hagerstown, Maryland and Ann Shank Rohrer, whose post office address is 1616 Nottoway Avenue, Richmond, Virginia, 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 Towne & Country Super Market, Inc.

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

(a) To engage in the retail sales and marketing of food and food products.

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

(c) To purchase 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 county; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

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

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business

which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states or districts of the United States of America.

The 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 to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation is 1766 Jefferson Boulevard, Hagerstown, Maryland, 21740. The resident agent of the Corporation is J. Franklin Shank whose post office address is 9 Spring Valley Circle, Hagerstown, Maryland, 21740. 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 Corpo-

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

SIXTH: The Corporation shall have four directors, J. Franklin Shank, 9 Spring Valley Circle, Hagerstown, Maryland, Elaine Wiebel Shank, 9 Spring Valley Circle, Hagerstown, Maryland, Carolyn Shank Rider, 227 Petmar Circle, Hagerstown, Maryland and Ann Shank Rohrer, 1616 Nottoway Avenue, Richmond, Virginia; and those four persons shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

(b) No contract or other transaction between this 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, reclass-

ification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken 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 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 Amended Articles of Incorporation on this *7th* day of *May*, 1977.

Witness:

Francis E. Gumes

J. Franklin Shank (SEAL)
J. Franklin Shank

Francis E. Gumes

Elaine Wiebel Shank (SEAL)
Elaine Wiebel Shank

Francis E. Gumes

Carolyn Shank Rider (SEAL)
Carolyn Shank Rider

Glenda McPhee

Ann Shank Rohrer (SEAL)
Ann Shank Rohrer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this _____ day of _____, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared J. Franklin Shank, Elaine Wiebel Shank and Carolyn Shank Rider and severally acknowledged the foregoing Amended Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Francis E. Gumes
Notary Public

My commission expires:
7/1/78

STATE OF VIRGINIA, _____ COUNTY, to-wit:

I HEREBY CERTIFY, That on this *29th* day of *April*, 1977, before me, the subscriber, a Notary Public of the State of Virginia, in and for *City of Richmond* County, personally appeared Ann Shank Rohrer and acknowledged the foregoing Amended Articles of Incorporation to be her act.

Glenda McPhee
Notary Public

My commission expires: *9/23/77*

I was commissioned by
GLENDA BROWN

Aug 25 12 32 PM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AMENDED ARTICLES OF INCORPORATION
OF
TOWNE & COUNTRY FOODLAND, INC.
changing its name to:
TOWNE & COUNTRY SUPER MARKET, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 10, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2385, folio 8 003517, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 19.00 Special Fee paid \$ _____

4.25

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.

William J. Sumner



ARTICLES OF MERGER

THESE ARTICLES OF MERGER, dated as of the ^{1st} day of *March*, 1977, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, (hereinafter referred to as the "Code") are entered into by and between the corporations named in Article THIRD below, which are referred to herein collectively as the Constituent Corporations.

FIRST: The Constituent Corporations have agreed to effect a merger, and that the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged are and shall be as set forth herein.

SECOND: Hagerstown Leather Goods Company, a Maryland Corporation, shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") under the name Hagerstown Leather Goods Company.

THIRD: The parties to these Articles of Merger are Hagerstown Leather Goods Company (hereinafter referred to as Hagerstown Leather) a corporation organized under the General Corporation Law of the State of Maryland on June 6, 1952 (originally incorporated as Universal Leather Goods Company) and Digby Products, Inc., a Maryland Corporation, (hereinafter referred to as Digby), a corporation organized under the General Corporation Law of the State of Maryland on February 28, 1969.

FOURTH: No amendments to the Charter of the Surviving Corporation are to be affected by this merger.

FIFTH: Hagerstown Leather has an authorized capitalization of fifteen thousand (15,000) shares of common stock or a par value of Ten Dollars (\$10.00) per share of which four hundred thirty (430) shares are now issued and outstanding; the aggregate par value is One Hundred Fifty Thousand (\$150,000.00) Dollars.

Digby has an authorized capitalization of one hundred thousand (100,000) shares of common stock of a par value of One Dollar (\$1.00) per share of which sixty-seven thousand five hundred (67,500) are issued and outstanding; the aggregate par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

(a) Each share of capital stock of Surviving Corporation which is issued and outstanding on the Effective Date (as defined in Article ELEVENTH herein) shall remain outstanding as one share of capital stock of the Surviving Corporation.

(b) Each share of capital stock of Digby Products, Inc., if any, held in its treasury on the Effective Date shall be cancelled.

(c) Each share of Digby with a par value of One Dollar (\$1.00) issued and outstanding on the Effective Date shall be converted into or exchanged by Surviving Corporation for and become .168% of the \$10.00 par value common stock of the Surviving Corporation, Hagerstown Leather, that is, the 67,500 shares of Digby shall be exchanged for 114 shares of Hagerstown Leather.

(d) After the merger transaction described above shall have become effective, except as otherwise provided by the Code with respect to dissenting stockholders, each holder of any outstanding certificate or certificates theretofore representing capital stock of Digby shall surrender the same to Surviving Corporation and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Hagerstown Leather Stock into which the capital stock of Digby represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof. Until such surrender, capital stock of Digby shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of Hagerstown Leather to be delivered with respect to such shares of such capital stock. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of Hagerstown Leather Stock as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon such surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates of Hagerstown Leather Stock delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of Hagerstown Leather Stock. If any holder of an outstanding certificate or certificates representing capital stock of Digby shall deliver to Surviving Corporation such affidavits, indemnity agreements or surety bonds as Hagerstown Leather shall reasonably require in conformity with its customary procedure with respect to lost stock certificates of Hagerstown Leather Stock, Surviving Corporation shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing capital stock of Digby.

SEVENTH: The principal office of the two constituent corporations and of the Surviving Corporation is located in Washington County. Neither of the constituent corporations owns real estate in Washington County, Maryland, title to which would be effected by the recording of instruments among the Land Records.

EIGHTH: The principal office of Surviving Corporation in its state of organization is 838 Willow Circle, Hagerstown, Maryland.

NINTH: The board of directors of Digby on *February 15*, 1977, by majority vote of the entire board of directors, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advisable and directing their submission to a meeting of stockholders. The Articles of Merger were duly submitted to and approved by the affirmative unanimous vote of all of the votes entitled to be cast thereon at the said special meeting of stockholders, notice of which was waived thereon.

TENTH: These Articles of Merger were duly advised, authorized and approved in the manner and by the vote required by the Charter of Surviving Corporation and by the laws of the State of Maryland.

ELEVENTH: Upon the Effective Date:

(a) the assets and liabilities of Digby shall be taken up on the books of the Surviving Corporation at the amount at which they shall at that time be carried on the books of Digby, subject to such adjustments, if any, as may be necessary to conform to the Surviving Corporation's accounting procedures, and

(b) all of the rights, privileges, immunities, powers, purposes and franchises of Digby and all property, real, personal and mixed, and all debts due to Digby on whichever account shall be vested in the Surviving Corporation, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Digby, and all debts, liabilities, obligations and duties of Digby shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

The Constituents Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; provided however, that such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

The merger provided for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of Digby, except insofar as continued by statute, shall cease on the date that an Agreement of Merger, approved, certified, executed and acknowledged by Digby and Surviving Corporation as required by the laws of the State of Maryland are filed for record with the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland.

IN WITNESS WHEREOF, DIGBY, INC. and Hagerstown Leather Goods 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 the respective Presidents and witnessed or attested by their respective Secretaries as of the 1st day of March, 1977.

003559

ATTEST:

DIGBY PRODUCTS, INC.

Selma H. Taylor, Secretary BY Harold N. Taylor
 , Secretary Harold N. Taylor, President

ATTEST:

HAGERSTOWN LEATHER GOODS COMPANY

Selma H. Taylor, Secretary BY Harold N. Taylor
 Selma H. Taylor, Secretary Harold N. Taylor, President

THE UNDERSIGNED, President of Digby Products, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, 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.

Harold N. Taylor

THE UNDERSIGNED, President of Hagerstown Leather Goods Company, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger 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.

Harold N. Taylor

974

Aug 25 12 33 PM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

ARTICLES OF MERGER
MERGING
DIGBY PRODUCTS, INC. (MD. CORP.)
INTO

HAGERSTOWN LEATHER GOODS COMPANY (MD. CORP.)—SURVIVOR

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 10, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2385, folio 3555, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$15.00 Special Fee paid \$ _____

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.

William J. Sumner



A 61368

Received For Record August 25, 1977 at 12:33 o'clock pm liber26

000098

MG 25-77 B E 16874 *****3,75

ARTICLES OF INCORPORATION OF
THE WERENFELS MEMORIAL, INCORPORATED

This is to Certify that:

FIRST: I, Harry T. deMoll, Esquire, whose Post Office address is 120 West Church Street, Frederick, Frederick County, Maryland, 21701, being at least 18 years of age hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

THE WERENFELS MEMORIAL, INCORPORATED.

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

A. To organize and operate a corporation exclusively for educational, charitable and historical purposes, no part of the net earnings of which shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

B. For educational and historical purposes, the Corporation shall own, maintain and preserve the burial plot, known as The Werenfels Memorial, and located approximately one (1) mile north of Ellerton on Harp Hill Road in Frederick County, Maryland on a farm presently owned by Edgar G. Leatherman and Edna H. Leatherman, his wife.

ZIMMERMAN, ALDRIDGE
& DWYER
ATTORNEYS AT LAW
120 WEST CHURCH STREET
FREDERICK, MARYLAND 21701
(301) 663-5191

C. To preserve the Werenfels (now spelled Warrenfeltz) family name, and to conduct genealogical research of the Jacob Werenfels family.

D. To do any and all other things legally permitted to be done by a nonprofit organization under the law of the State of Maryland so long as the same shall not be in violation of the Internal Revenue Code of the United States.

FOURTH: The Post Office address of the principal office of the Corporation in this State is 728 West Washington Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Braden Jacob Warrenfeltz, 728 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be set forth in the By-Laws of the Corporation.

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

John H. Munday, Jr., 848 Jefferson Street, Hagerstown, Maryland

Jacob E. Warrenfeltz, 150 N. Summer Street, York, Pennsylvania

Braden Jacob Warrenfeltz, 728 West Washington Street, Hagerstown, Maryland

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this

or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

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

NINTH: In these Articles of Incorporation,

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

B. The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to

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& DWYER
ATTORNEYS AT LAW
100 WEST BURGON STREET
FREDERICK, MARYLAND 21701
C300 463-8191

young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of May, 1977, and I acknowledge the same to be my act.

WITNESS:

Claudia K. Pearl

Harry T. deMoll
Harry T. deMoll

STATE OF MARYLAND, FREDERICK COUNTY, TO WIT:

I HEREBY CERTIFY that on this 9th day of May, 1977, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harry T. deMoll, and acknowledged the foregoing Articles of Incorporation to be his act.

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



Claudia J. Keller (Pearl)
Claudia J. Keller (Pearl) Notary Public

Expires: July 1, 1978.

ZIMMERMAN, ALORIDGE & OWYER
ATTORNEYS AT LAW
120 WEST CHURCH STREET
FREDERICK, MARYLAND 21701
(301) 443-5141

ARTICLES OF INCORPORATION
OF
THE WERENFELS MEMORIAL, INCORPORATED

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 25 12 33 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 11, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2386, folio 000097, 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 Special Fee paid \$ _____

3.75

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.

William J. Sommers



Received For Record August 25, 1977 at 12:33 o'clock

ARTICLES OF INCORPORATION OF
LINDSAY OF HAGERSTOWN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert L. Horn, whose post-office address is 1553 Dual Highway, Hagerstown, Maryland 21740; Judith A. Shipley, whose postoffice address is Herman Myers Road, Hagerstown, Maryland 21740; and Kathleen D. Stitzel, whose postoffice address is 13715 Adelphi Court, Chantilly, Virginia 22021, all being at least eighteen years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

LINDSAY OF HAGERSTOWN, INC.

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

- (a) To operate retail sales and rentals of water conditioners.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situate.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- (e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

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

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

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

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

(k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependences 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 1553 Dual Highway, Hagerstown, Maryland 21740. The resident agent of the Corporation is Robert L. Horn, whose postoffice address is 1553 Dual Highway, Hagerstown, Maryland 21740. 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 Five Hundred (1,500) shares, without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (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 Robert L. Horn, Judith A. Shipley, and Kathleen D. Stitzel.

IN WITNESS WHEREOF, we, ROBERT L. HORN, JUDITH A. SHIPLEY and KATHLEEN D. STITZEL, being all of the incorporators herein above named have hereunto set our respective hands and seals this 12th day of May, 1977.

Witness:

E. Edwin Stitzel

E. Edwin Stitzel

E. Edwin Stitzel

Robert L. Horn [SEAL]
Robert L. Horn

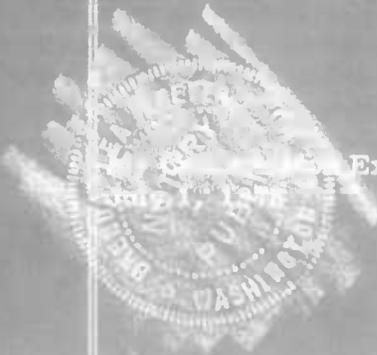
Judith A. Shipley [SEAL]
Judith A. Shipley

Kathleen D. Stitzel [SEAL]
Kathleen D. Stitzel

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 12th day of May, 1977, before me, the subscriber, a Notary Public of the State and County as aforesaid, personally appeared Robert L. Horn, Judith A. Shipley and Kathleen D. Stitzel, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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



Expires:

Brenda Keefer
Notary Public

ARTICLES OF INCORPORATION
OF
LINDSAY OF HAGERSTOWN, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 25 12 33 PM '77
LIBER _____ FOLIO _____
VAUGHN J. BAKER, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 13, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

44

Recorded in Liber 2386, folio 000671, 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 Special Fee paid \$ _____

3.25

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.

William J. Summers



ARTICLES OF INCORPORATION

OF

AUTORAMA of Hagerstown, Inc.

THIS IS TO CERTIFY:

FIRST: That We, the subscribers, Larry A. Rose, whose post office address is 20 Pin Oak Terrace, Hagerstown, Maryland 21740; Donald E. Zombro, whose post office address is 1739 Edgewood Circle, Hagerstown, Maryland 21740; and David K. Poole, Jr., whose post office address is 81 West Washington Street, 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 corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: "AUTORAMA 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 the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in the connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter,

fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(e) To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(f) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Article 23, Section 9 of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, by in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 1045 Virginia Avenue, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Larry A. Hose, whose post office address is 20 Pin Oak Terrace, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors and Larry A. Hose, Donald E. Zombro and David K. Poole, Jr. 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 Two Hundred Fifty Thousand (\$250,000.00) Dollars par value, divided into Two Thousand Five Hundred (2,500) shares of the par value of One Hundred (\$100.00) 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.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of any class of its stock, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Law of the Corporation.

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

(c) The 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.

(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 this 3rd day of May, 1977.

WITNESS:

Judith A. Boyer

Judith A. Boyer

Judith A. Boyer

Larry A. Hose (SEAL)
Larry A. Hose

Donald E. Zombro (SEAL)
Donald E. Zombro

David K. Poole, Jr. (SEAL)
David K. Poole, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3rd day of May, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Larry A. Hose, Donald E. Zombro, and David K. Poole, Jr., known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.



Judith A. Harshman
Notary Public

ARTICLES OF INCORPORATION
OF
AUTORAMA OF HAGERSTOWN, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Aug 25 12 33 PM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN BAKER, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 13, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2386, folio 000805⁶, 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 Special Fee paid \$ _____

3.25

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.

William J. Sumner



A 61478

466

Received For

Record August 25, 1977 at 12:33 O'clockpm liber 26

000968

AUG 25-77 B# 16877 *****3.75

*KL
Walt*

ARTICLES OF INCORPORATION

OF

TABER CONTRACTORS, INC.

(a close corporation under Section 100)

FIRST: That we, the subscribers, Harold W. Taber, Jr., whose post office address is Route 3, Smithsburg, Maryland 21783; Lucile H. Taber, whose post office address is Route 3, Smithsburg, Maryland 21783; and David H. Woodbury, whose post office address is Box 1307, Hagerstown, Maryland 21740, all being at least twenty-one years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Taber Contractors, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Section 100 of the General Corporation Law of Maryland.

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

a) To engage in a general construction or building business including the construction of commercial or residential structures, home improvement and remodeling on a contracted or time and material basis.

b) To engage in a business of buying, selling, leasing, mortgaging or trading in real estate, personal or leasehold property, in the name of the Corporation.

c) To do any and all things that would be involved in conducting or transacting a general contracting and construction business.

d) To purchase or otherwise acquire and undertake all or any of the assets, business, property, privileges, contracts, rights, obligations and liabilities of any other company or any society, firm or person carrying on any business which the

company is authorized to carry on, or possessed of property suitable for the purposes of the corporation.

e) To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trade-marks, formulae, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the corporation or the acquisition of which may seem calculated directly or indirectly to benefit the corporation, and to use, exercise, develop or grant licenses in respect of, or otherwise, turn to account the property, rights, or information so acquired.

f) To carry on any business which may seem to the corporation capable of being conveniently carried on or calculated directly or indirectly to enhance the value or render profitable any of the corporation's property or rights.

g) To enter into any arrangements with any government or authority, municipal, local or otherwise, that may seem conducive to the corporation's objects, or any of them, and to obtain from any such authority any rights, privileges and concessions which the corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

h) To promote any other company or companies for the purpose of acquiring or taking over all or any of the property and liabilities of the corporation, or for any other purpose which may seem directly or indirectly calculated to benefit the corporation.

i) To do all other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the corporation.

j) To purchase shares of its own capital stock, within the limits permitted by law.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 1190 Mt. Aetna Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Harold W. Taber, Jr., Route 3, Smithsburg, Maryland 21783. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is (5000) five thousand shares without par value, all of one class.

SEVENTH: The Incorporators shall serve as the Board of Directors until completion of the organization meeting and the issuance of one or more shares of stock. Thereafter the business of the corporation shall be conducted by the stock holders and the corporation shall not have a Board of Directors.

EIGHT: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 25th day of April, A. D., 1977.

TEST AS TO ALL:

Cathy A. Wishard

Harold W. Taber Jr.
HAROLD W. TABER, JR.

Lucile H. Taber
LUCILE H. TABER

David H. Woodbury
DAVID H. WOODBURY

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 25th day of April, A.D., 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Harold W. Taber, Jr., Lucile H. Taber and David H. Woodbury and each acknowledged that the matters and facts set forth in the foregoing Articles of Incorporation are true and correct.

WITNESS my hand and Official Notarial Seal.



My Commission Expires: 7-1-78

Cathy A. Wishard
Notary Public

ARTICLES OF INCORPORATION

OF

TABER CONTRACTORS, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 25 12 33 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN, J. BAKER, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 12, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2386, folio 4 000967, 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 Special Fee paid \$ _____

3.75

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.

William J. Zimmerman



Received For Record August 25, 1977 at 12:33 o'clock pm 11ber26

002576

AUG 25-77 B# 16878 *****3.75

ARTICLES OF INCORPORATION

DALTON M. WELTY, P.A.

FIRST: THE UNDERSIGNED, DALTON M. WELTY, WHOSE POST OFFICE ADDRESS IS 998 POTOMAC AVENUE, HAGERSTOWN, MARYLAND, 21740, BEING AT LEAST TWENTY-ONE YEARS OF AGE, DOES HEREBY FORM A CORPORATION UNDER THE GENERAL LAWS OF THE STATE OF MARYLAND, INCLUDING PARTICULARLY THE PROFESSIONAL SERVICE CORPORATION ACT AS CONTAINED IN ARTICLE 23, SECTION 430 ET SEQ., CODE OF MARYLAND.

SECOND: THE NAME OF THE CORPORATION, WHICH IS HEREINAFTER CALLED THE CORPORATION, IS:

DALTON M. WELTY, P.A.

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

(1) TO ENGAGE IN GENERAL PRACTICE OF MEDICINE AND TO GENERALLY ENGAGE IN THE BUSINESS AND PROFESSION OF RENDERING MEDICAL SERVICES IN THE PRACTICE OF MEDICINE WITHIN THE PURVIEW OF THE PRINCIPLES OF ETHICS OF THE AMERICAN MEDICAL ASSOCIATION, THE MARYLAND MEDICAL ASSOCIATION, AND THOSE

PRINCIPLES PROPOUNDED BY SIMILAR AND RELATED MEDICAL ASSOCIATIONS.

(2) To INVEST ITS FUNDS IN REAL ESTATE, MORTGAGES, STOCKS, BONDS OR ANY OTHER TYPE OF INVESTMENT OR TO OWN REAL OR PERSONAL PROPERTY NECESSARY FOR THE RENDERING OF THE PROFESSIONAL SERVICES ENUMERATED ABOVE.

(3) To DO SUCH ACTS AND CARRY ON SUCH BUSINESS AS MAY BE PERMITTED BY THE PROFESSIONAL SERVICES CORPORATION ACT OF THE STATE OF MARYLAND, SUBJECT TO THE LIMITATIONS THEREOF.

FOURTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN MARYLAND IS 998 POTOMAC AVENUE, HAGERSTOWN, MARYLAND, 21740. THE NAME AND POST OFFICE ADDRESS OF THE RESIDENT AGENT OF THE CORPORATION IN MARYLAND IS DALTON M. WELTY, 998 POTOMAC AVENUE, HAGERSTOWN, WASHINGTON COUNTY, MARYLAND, 21740. SAID RESIDENT AGENT IS A CITIZEN OF MARYLAND AND ACTUALLY RESIDES THEREIN.

FIFTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS ONE HUNDRED FIFTY THOUSAND (150,000) OF THE PAR VALUE OF ONE DOLLAR (\$1.00) A SHARE, ALL OF ONE CLASS, AND HAVING AN AGGREGATE PAR VALUE OF ONE HUNDRED FIFTY THOUSAND DOLLARS (\$150,000.00).

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 QUALIFIED ARE DALTON M. WELTY, MARY B. WELTY AND JOHN F. SOMERVILLE, JR.

SEVENTH: THIS CORPORATION SHALL HAVE ALL OF THE POWERS AND BE SUBJECT TO ALL OF THE LIMITATIONS GRANTED AND IMPOSED UPON A PROFESSIONAL SERVICE CORPORATION FORMED IN ACCORDANCE WITH THE MARYLAND PROFESSIONAL SERVICE CORPORATION ACT (ARTICLE 23, SECTION 430 ET SEQ.) AND ALL OTHER POWERS CONFERRED ON CORPORATIONS BY THE LAWS OF THE STATE OF MARYLAND SUBJECT TO THE LIMITATIONS OF THE AFOREMENTIONED PROFESSIONAL SERVICE CORPORATION ACT.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION ON MAY 18, 1977.



DALTON M. WELTY



WITNESS

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 18TH DAY OF MAY, 1977,
BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF
MARYLAND, THE COUNTY AFORESAID, PERSONALLY APPEARED DALTON M.
WELTY, AND ACKNOWLEDGED THE WITHIN AND FOREGOING ARTICLES OF
INCORPORATION TO BE HIS ACT.

WITNESS MY HAND AND NOTARIAL SEAL.

John F. Somerville, Jr.

NOTARY PUBLIC

My COMMISSION EXPIRES JULY 1, 1978.



JOHN F. SOMERVILLE, JR.
ATTORNEY AT LAW
KEYSER, WEST VIRGINIA
CUMBERLAND, MARYLAND

474

1016

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
AUG 25 12 33 PM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION
OF
DALTON M. WELTY, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 23, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2386, folio 5 002575, 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 Special Fee paid \$ _____

375

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.

William J. Simmons



A 61730

EAST COAST JESUS CRUSADE, INC.

ARTICLES OF REVIVAL

marker
East Coast Jesus Crusade, Inc., a Maryland corporation having its principal office in Hagerstown, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was "East Coast Jesus Crusade, Inc."

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be East Coast Jesus Crusade, Inc., which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 725 West Oak Ridge, Drive, Hagerstown, Washington County, Maryland, and the said principal office is located in Washington County, Maryland, the same County in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland is Arthur W. Hicks, 725 West Oak Ridge Drive, Hagerstown, Maryland. Said Resident Agent is a citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which would have been required to be filed by the Corporation if its Charter had not been forfeited; and

(b) Paid all State and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 17th day of May, 1977.

ATTEST:

EAST COAST JESUS CRUSADE, INC.

Belle Hicks
Last Secretary

BY: Arthur W. Hicks
Arthur W. Hicks, Last Acting President

THE UNDERSIGNED, the last acting President and Secretary of East Coast Jesus Crusade, Inc., who executed on behalf of said Corporation the foregoing Articles of Revival of which this certificate is made a part, hereby acknowledge the foregoing Articles of Revival to be their act.

Dated: May 17, 1977

Arthur W. Hicks
Last Acting President

Belle Hicks
Last Acting Secretary

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

I HEREBY CERTIFY, That on this 17th day of May, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Arthur W. Hicks, President of East Coast Jesus Crusade, Inc., and he acknowledged the foregoing Articles to be the corporate act of said corporation and further made oath that he is duly authorized to make this affidavit.

WITNESS my hand and Notarial Seal.

Emmie C. Statelinger
Notary Public

My Commission Expires:
July 1, 1978



1025

ARTICLES OF REVIVAL
OF
EAST COAST JESUS CRUSADE, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 25 12 33 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 24, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2386, folio 3 003020, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special Fee paid \$ 5.00

3.25

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.

William J. Simmons



ARTICLES OF AMENDMENT

The Potomac Edison Company, a Maryland and a Virginia corporation having its principal office in the State of Maryland on Downsville Pike, Hagerstown, County of Washington, State of Maryland and having its registered office in the Commonwealth of Virginia at 20 South Cameron Street, Winchester, Virginia (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland and the State Corporation Commission of the Commonwealth of Virginia, that:

First: The charter of the Corporation is hereby amended by striking out Article V, as amended by Articles of Amendment dated April 15, 1976, of the Articles of Incorporation included as part SIXTH of the Agreement and Articles of Merger dated May 31, 1974, and inserting in lieu thereof the following:

V.

The total amount of the authorized capital stock of the Corporation is 12,325,000 shares, of which 5,450,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value, issuable in one or more series as provided in Article VI hereof) and 6,875,000 shares without nominal or par value are Common Stock.

Second: The board of directors of the Corporation on March 3, 1977, at a meeting duly convened and held, 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 by Waiver and Consent in writing dated the 13th day of May, 1977, Allegheny Power System, Inc., the holder of all 5,375,000 outstanding shares of Common Stock of the Corporation, being all of the shares that would have been entitled to vote upon the aforesaid amendment, did waive the holding of a stockholders meeting for the purpose of voting upon said amendment and consented and agreed, by a vote of 5,375,000 shares of said stock, to the adoption of the aforesaid resolution. The holders of all 579,081 outstanding shares of Cumulative Preferred Stock were not entitled to vote on the amendment.

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 11,450,000 shares, of which 5,450,000 of the par value of \$100 each were Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value) and 6,000,000 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 12,325,000 shares, of which 5,450,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value) and 6,875,000 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 Incorporation included as part SIXTH of the Agreement and Articles of Merger dated May 31, 1974.

IN WITNESS WHEREOF, THE POTOMAC EDISON COMPANY has caused these presents to be signed in its name and on its behalf by its President, its Executive Vice President and General Manager, or one of its other Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries on May 16, 1977.

THE POTOMAC EDISON COMPANY

Paul M. Horst, Jr.

By PAUL M. HORST, JR.
Paul M. Horst, Jr.
Vice President



(SEAL)
Attest:

William H. MacMullen

WILLIAM H. MACMULLEN
William H. MacMullen
Secretary

STATE OF MARYLAND)
) ss:
COUNTY OF WASHINGTON)

I HEREBY CERTIFY that on May 16, 1977, before me, the subscriber, a notary public of the state of Maryland in and for the County of Washington, personally appeared Paul M. Horst, Jr., Vice President, of The Potomac Edison Company, a Maryland and a Virginia 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, Secretary, 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.



Margaret L. Potts

Notary Public
My commission expires July 1, 1978

992

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Aug 25 12 33 PM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF AMENDMENT
OF
THE POTOMAC EDISON COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 17, 1977 at 10:00 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2386, folio 4 000914, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ 360.00 Recording fee paid \$ 15.00 Special Fee paid \$ _____

3.75

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.

William J. Sommers



482

RESOLUTION
FROM ANNUAL MEETING OF BOARD OF DIRECTORS

FRANK B. THOMAS, III, M.D., P.A.

An Annual Meeting of the Board of Directors of the abovenamed Corporation was held at the offices of Meyers, Wagaman, Corderman & Young, P.A., 421 Maryland National Bank Building, Hagerstown, Maryland 21740 at 10:15 A.M. on the 9th day of December, A.D., 1976 with the following Directors present:

Frank B. Thomas, III
Nathan Owen Thomas

The following Resolution at said meeting was passed:

RESOLVED, that a change of address of the Principal Office of the Corporation be filed with the State Department of Assessments & Taxation of Maryland as follows: The Principal Office of Frank B. Thomas, III, M.D., P.A., a Maryland Corporation, is 2 Tonoloway Street, Hancock, Maryland 21750.

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the abovenamed Corporation duly adopted at an Annual Meeting duly called and held as above stated.


Secretary

NOTICE OF CHANGE OF PRINCIPAL OFFICE

483

1003

OF

FRANK B. THOMAS, III, M.D., P.A.

received for record

May 18, 1977

2, at 8:30 A.M.
Frame No. 001678 one of

and recorded on Film No. 2386

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

To the clerk of the Circuit court of Washington County

AA No 14665

Special fee paid \$3.00
Recording Fee Paid \$0.00

Aug 25 12:33 PM '77
LIBER FOLIO
AND VAUGHN J. BAKER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Mr. Clerk - Mail to: Lynn F. Meyers, Esq.
Maryland National Bank Bldg.
Hagerstown, Md. 21740

ARTICLES OF MERGER

OF

Received for Record Sept. 23, 1977
at 9:27 AM LIBER 26

NORHAN, INC.

SEP 23-77 Bz 19950 *****3.75

INTO

ROSEN'S DOWNTOWN, INC.

THIS IS TO CERTIFY:

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

SECOND: Rosen's Downtown, Inc., a corporation formed under the laws of the State of Maryland, shall survive the merger.

THIRD: The names of the parties to these Articles of Merger are Norhan, Inc. and Rosen's Downtown, Inc., both of which were incorporated under the laws of the State of Maryland.

FOURTH: The total number of shares of capital stock which Norhan, Inc. has authority to issue is Ten Thousand (10,000) shares with a par value of Ten (\$10.00) Dollars per share. The total number of shares of capital stock which Rosen's Downtown, Inc. has authority to issue is Two Thousand (2,000) shares, of which Three Hundred (300) shares with a par value of One Hundred (\$100.00) per share are Preferred Stock and One Thousand Seven Hundred (1,700) shares with a par value of One Hundred (\$100.00) Dollars per share are Common Stock.

FIFTH: The total number of issued and outstanding shares of capital stock of Norhan, Inc. and Rosen's Downtown, Inc. at the time of execution of these Articles of Merger are as follows:

(a) The issued and outstanding stock of Norhan, Inc.

consists of Three Hundred (300) shares of Common Stock, with a par value of Ten (\$10.00) Dollars per share, all of which are owned by Rosen's Downtown, Inc.

(b) The issued and outstanding stock of Rosen's Downtown, Inc. consists of Five Hundred Sixty (560) shares of Common Stock, with a par value of One Hundred (\$100.00) Dollars per share.

SIXTH: Upon the effective date of the merger:

(a) Rosen's Downtown, Inc. shall deliver and surrender to Norhan, Inc. all of the certificates representing all of the issued and outstanding capital stock of Norhan, Inc., duly endorsed for cancellation.

(b) All of the issued and outstanding capital stock of Norhan, Inc. represented by the certificates so surrendered by Rosen's Downtown, Inc. shall cease to exist and shall be deemed cancelled, retired and eliminated.

(c) Norhan, Inc. shall cease to exist, and all of the assets and liabilities as reflected on its books immediately prior to the effective date of the merger shall devolve upon Rosen's Downtown, Inc.

(d) No new capital stock of Rosen's Downtown, Inc. shall be issued as a result of the merger, so that there will continue to be Five Hundred Sixty (560) shares of Common Stock, with a par value of One Hundred (\$100.00) Dollars per share, issued and outstanding, and no change in the ownership of such shares shall be effected by the merger.

SEVENTH: The principal offices of each of the corporations

a party to these Articles of Merger are located in Washington County, Maryland. Norhan, Inc. owns real property located in Washington County, Maryland.

EIGHTH: These Articles of Merger were duly advised, authorized and approved by the Board of Directors of each of the parties hereto in the manner and by the vote required by the General Corporation Law of the State of Maryland, and especially by Section 3-106 of the Corporations and Associations Article of the Annotated Code of Maryland which provides for the merger of a 90% or more owned subsidiary corporation into its parent corporation without the need for stockholder approval, and by the Charter of each such corporation.

IN WITNESS WHEREOF, the authorized officers of each of the undersigned Corporations, on this 21st day of June, 1977, hereby acknowledge these Articles of Merger to be the respective corporate acts of each of said Corporations, and under the penalties of perjury, state that to the best of their knowledge, information and belief, the matters and facts contained herein are true in all material respects.

ATTEST:

OHR Odell H. Rosen
Odell H. Rosen, Secretary

ROSEN'S DOWNTOWN, INC.

By: NR Norman Rosen (SEAL)
Norman Rosen, President

ATTEST:

OHR Odell H. Rosen
Odell H. Rosen, Secretary

NORHAN, INC.

By: LBR Lois B. Rosen (SEAL)
Lois B. Rosen, Vice-President

1138 482

ARTICLES OF MERGER

MERGING

NORHAN, INC. (MD. CORP.)

INTO

ROSEN'S DOWNTOWN, INC. (MD. CORP.)-SURVIVOR

approved and received for record by the State Department of Assessments and Taxation of Maryland June 24, 1977, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2388, folio 003321, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid \$ Recording fee paid \$15.00 Special Fee paid \$ 2.00 Cert. to Washington County Land Record Office. \$17.00 Total

3.75

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.

William J. Simmons



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

SEP 23 9 27 AM '77

LIBER _____ FOLIO _____

LAND _____ VAUGHN J. BAKER, CLERK

A 62765

Received for Record Sept. 23, 1977 at
9:27 AM LIBER 26

WHITE COFFEE POT RESTAURANTS OF ALLEGANY COUNTY, INC.

ARTICLES OF AMENDMENT

White Coffee Pot Restaurants of Allegany County, Inc., a Maryland Corporation, having its principal office in c/o White Coffee Pot Restaurants, Long Meadow Shopping Center, Hagerstown, Maryland, (hereinafter called Corporation) hereby certifies to the State Department of Assessments & Taxation of Maryland that:

FIRST: That Article SIXTH of the Articles of Incorporation of the above Corporation approved by the State Department of Assessments & Taxation April 16, 1962, authorizing the Corporation to issue Two Hundred Fifty (250) shares of common stock of said Corporation having a par value of One Hundred (\$100.00) Dollars each and Seven Hundred Fifty (750) shares of preferred stock of said Corporation having a par value of One Hundred (\$100.00) Dollars each, the aggregate par value of all shares having par value being One Hundred Thousand (\$100,000.00) Dollars be and the same is hereby amended by the addition of the following provisions to be included in said Article and, as restated, the following Article be and the same is hereby adopted in lieu of and in substitution therefor:

"SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Four Thousand (4,000) shares having an aggregate par value of Four Hundred Thousand (\$400,000.00) Dollars divided into One Thousand (1,000) shares of par value of One Hundred (\$100.00) Dollars a share of common stock having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars and Three Thousand (3,000) shares of par value of One Hundred (\$100.00) Dollars a share of preferred stock having an aggregate par value of

Three Hundred Thousand (\$300,000.00) Dollars.

The preferred shares shall be non-participating but the holders thereof shall be entitled to a non-cumulative dividend thereon at the rate of Six (6%) percent per annum on the par value thereof payable annually, in priority to the payment of dividends on the common shares. Said preferred shares shall be non-voting. 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 any 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 the 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."

SECOND: That the Directors of said Corporation at a meeting duly convened and held on the 17th day of December ,

A.D., 1975, 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 the Stockholders of said Corporation was duly held on the 17th day of December, A.D., 1975 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.

WHITE COFFEE POT RESTAURANTS
OF ALLEGANY COUNTY, INC.

Attest to Signature and
Corporate Seal:

By Arthur Katz
Arthur Katz, President

Stephen P. Lynn
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 15th day of FEBRUARY, A.D., 1976, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Arthur Katz, who did acknowledge that he is and was the

President of the abovenamed Corporation at a 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 acknowledged the matters and facts set forth in the foregoing Articles of Amendment are true to the best of his information, knowledge and belief.

Witness my hand and official Notarial Seal.

Paul A. Kendle
Notary Public



My Commission Expires: July 1, 1978.

1028

ARTICLES OF AMENDMENT

OF

WHITE COFFEE POT RESTAURANTS OF ALLEGANY COUNTY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 26, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2387 5 000001, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid \$ 60.00 Recording fee paid \$ 15.00 Special Fee paid \$

3.75

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 23 9 27 AM '77

A 61853

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record Sept. 23, 1977 at 9:27 AM liber 26
SEP 23 1977 B 2 19952 ***250

W. H. H.

THE BATTLEFIELD BIBLE CHURCH OF FAIRPLAY, MARYLAND.

ARTICLES OF INCORPORATION.

We, the undersigned, Paul C. Hawbaker, R. D. # 6, Box 309, Hagerstown, Maryland, 21740, Harold Ebersole, R. D. # 1, Box 160-A, Boonsboro, Maryland, 21713, Harry Holmes, R. D. # 1, Boonsboro, Maryland, 21713, and George Churchey, R. D. # 1, Millers Saw Mill Road, Sharpsburg, Maryland, 21782, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the General Laws of the State of Maryland.

ARTICLE 1. The name of the corporation, which is hereafter referred to as the "Church", shall be

THE BATTLEFIELD BIBLE CHURCH OF FAIRPLAY, MARYLAND.

ARTICLE 2. The Church or corporation shall be congregationally governed. This is interpreted to mean that final authority over the affairs of the church shall rest in the congregation. It shall be independent of control by any outside person or ecclesiastical body. The general oversight or supervision of the local church shall be in the hands of the Official Board, including the pastor, subject to the approval of the congregation at its semi-annual or other called business meeting.

ARTICLE 3. The Official Board of the Church shall consist of the Pastor, the Elders, the Trustees, the Deacons, the Recording Secretary, the Financial Secretary, the Treasurer, and the Sunday School Superintendent.

ARTICLE 4. The title to church property shall rest in the trustees, a board of at least four (4) men, each being above the age of twenty-one (21) years, and shall be elected each year at a congregational meeting. The Board of Trustees shall control property, both real and personal, now used, occupied or possessed by said church or which may be hereafter given, conveyed, bequeathed, or devised to said body corporate and which it may be lawful under the Constitution and Laws of Maryland for said church to hold, the same to be held for the use and benefit of the corporation. The said church shall have the power through the Board of Trustees 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.

ARTICLE 5: Congregational business meetings shall be held semi-annually, preferably the third Wednesday in January and the third Wednesday in July. Other (special) congregational meetings may be called by majority vote of the Official Board, providing notice is given at least ten (10) days in advance of such meeting. Notice must be given at a Sunday Morning service. Reports of progress and activities will be given at each regular business meeting. Annual election of church officers will be held on the First Sunday in November each year, with new officers being installed January 1st. following.

ARTICLE 6. The presence of twenty per cent (20%) of the membership of this church sixteen (16) years of age and upward shall be deemed sufficient to constitute a quorum for the transaction of business at any regular or special meeting of the congregation.

ARTICLE 7. A Church Constitution and By-laws, outlining in detail the organization of the church, conditions of membership, statement of faith, and the authority and responsibilities of officers, shall be adopted by the congregation, and accepted by two-thirds majority vote of members present at a business meeting. Nothing in the Constitution and By-laws shall conflict with or supersede in any way the basic provisions of these Articles of Incorporation, although the Constitution and By-laws shall of necessity enlarge upon the provisions of the Articles of Incorporation.

ARTICLE 8. Any person who shall have confessed that Jesus Christ is the Son of God and received Him as Saviour and Lord - who shall have been baptized in water by immersion - may formally become a member of the church.

ARTICLE 9. The congregation shall have the right to formulate and adopt rules and regulations for directing and managing its congregational affairs. The adoption of such rules and regulations shall be determined only by a two-thirds majority of the lawful votes cast by the members of the congregation at a regular or special meeting, of which meeting at least two (2) weeks' previous notice shall be given from the pulpit at a regular meeting of the congregation.

ARTICLE 10. This Certificate of Incorporation and the Constitution and By-laws of the congregation may be amended by a two-thirds majority vote of all members eligible to vote and present at any regular meeting, or at a special meeting called for that purpose, provided that in either case at least ten (10) days notice of the proposed amendment shall be given and that the said period of ten (10) days shall include two (2) Sundays. An announcement from the pulpit at regular meetings of the congregation on two (2) successive Sundays shall be deemed a sufficient notice.

ARTICLE 11. The objects and purpose of the corporation are religious and charitable - and its duration shall be perpetual. The corporation holds to the orthodox Biblical position, with the doctrinal position as currently adopted by the Fellowship of Bible Churches.

ARTICLE 12. The church shall reserve the right to license and ordain to the ministry male members of the congregation - upon examination by, and majority recommendation of the Official Board to the congregation.

ARTICLE 13. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation as set forth elsewhere in these articles. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 14. Upon the dissolution of the corporation, the Official Board 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 in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or 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 Official Board shall determine.

ARTICLE 15. That the principal office of the church shall be at R. D. # 6, Box 309, Hagerstown, Maryland, 21740, and that the Resident Agent shall be Paul G. Hawbaker, R. D. # 6, Box 309, Hagerstown, Maryland, 21740.

ARTICLE 16. The corporation shall not be authorized to issue shares of stock in any form or class.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 20th day of April, 1977.

Paul G. Hawbaker (SEAL)
Paul G. Hawbaker

Harold Ebersole (SEAL)
Harold Ebersole

Harry Holmes (SEAL)
Harry Holmes

George Churchey (SEAL)
George Churchey

WITNESS:

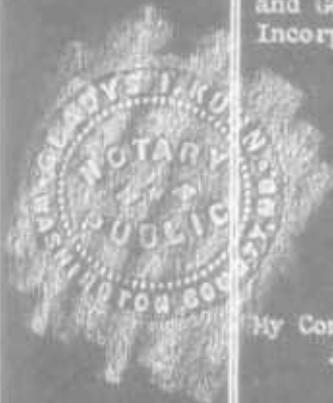
Gladys J. Kubel

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

I HEREBY CERTIFY, that on this 20th day of April, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul G. Hawbaker, Harold Ebersole, Harry Holmes and George Churchey, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Gladys J. Kubel
Notary Public.



My Commission Expires:
July 1, 1978.

125

1027

ARTICLES OF INCORPORATION
OF
THE BATTLEFIELD BIBLE CHURCH OF FAIRPLAY, MARYLAND

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 26, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2387, folio 5 000023, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 10.00 Special Fee paid \$ _____

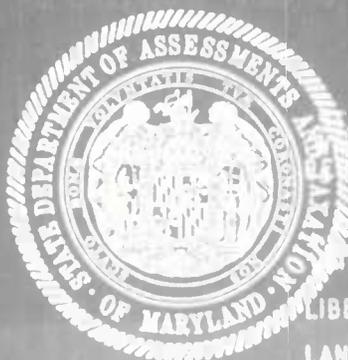
2.50

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.

William J. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

23 9 27 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 61858

Received for Record Sept. 23, 1977 at
9:27 AM LIBER 26

000111
SEP 23 77 8 19953 *****3.75

ARTICLES OF INCORPORATION
OF
BARTON, LTD.

THIS IS TO CERTIFY:

FIRST: That I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, 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, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation"), is BARTON, LTD.

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

- (a) To engage in the business of sewing and the manufacture of clothing materials.
- (b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.
- (c) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(d) To 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 of 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 of 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 purpose, 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.

LAW OFFICES RICHARD W. LAURICELLA

FOURTH: The post office address of the principal office of the Corporation in this State is 655 South Potomac Street (rear), Hagerstown, Maryland, 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased 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 Norton Cooper, Sandra Cooper and Linda Edwards.

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

(b) No contract or other transactions 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 interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of May, 1977.

WITNESS:

Marian Marshall

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 20th day of May, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission expires: 7/1/78

Marian Marshall
Notary Public



LAW OFFICES RICHARD W. LAURICELLA

1028

ARTICLES OF INCORPORATION
OF
BARTON, LTD.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 26, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2387, folio 000110⁶, 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 Special Fee paid \$ _____

3.75

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.

William J. Simmons



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
23 9 27 AM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

A 61870

Received for Record Sept. 23, 1977 at 9:28 AM
LIBER 26

SEP 23 77 Bk 19954 *****3.75

ARTICLES OF INCORPORATION

OF

JOLA International, Ltd.

(A Close Corporation)

This is to Certify:

FIRST: That I, the subscriber, ROBERT E. REIVER, whose post office address is 6000 Executive Blvd., Suite 501, Rockville, Maryland 20852, being of full legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, present these Articles of Incorporation to the State Department of Assessments and Taxation, with the intention of forming a close corporation, as the same is defined by Article 23, §100, Annotated Code of Maryland.

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

JOLA International, Ltd.

(A Close Corporation)

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

(a) To engage in the operation and promotion of restaurants, sandwich shops, sale of beers, wines and liquor and all other related activities usually performed in eating establishments; own property and rights of every name, nature and description pertaining to the corporation's business and do all and everything necessary and related thereto.

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

The foregoing enumeration of the purposes, objectives 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 mention, 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.

W. Christ

FOURTH: The post office address of the principal office of the Corporation in this State is 123 East Potomac Street, Williamsport, Maryland 21795. The resident agent of the Corporation is William Christ, whose post office address is 123 East Potomac Street, Williamsport, Maryland 21795. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par value of \$1.00 each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is \$10,000 Dollars.

SIXTH: After completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time the Corporation shall have one director, whose name is William Christ.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on the 3rd day of June, 1977

Patricia A. Chasen
Witness

Robert E. Reiver
Robert E. Reiver, Incorporator

1060

ARTICLES OF INCORPORATION
OF
JOLA INTERNATIONAL, LTD.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 6, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2387, 002537, 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 Special Fee paid \$ _____

315

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 62161

SEP 23 9 28 AM '77

LIBER _____ FOLIO _____

Received for record Sept. 23, 1977
 at 9:28 a.m.
 Liber #26

SEP 23-77 B E 1995 *****25

RV
WJH
RB

ARTICLES OF INCORPORATION
 OF
 NORTH END AUTO PARTS, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lloyd M. Smith, whose post office address is 1040/302 Brinker Drive, Woodcrest Village, Hagerstown, Maryland 21740; James M. McGarity, whose post office address is P.O. Box 256, Waynesboro, Pennsylvania 17268; and Gregory H. Smith, whose post office address is 135 1/2 South Broad Street, Waynesboro, Pennsylvania 17268, 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: "North End Auto Parts, 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:

(a) To manufacture, produce, purchase or otherwise acquire, own, deal in, sell, pledge or otherwise dispose of it wholesale and retail, all manner of accessories and appliances to be used on motor vehicles of every description, petroleum products and other items and articles useful to or desirable for repair or maintenance of motor vehicles.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invest, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any

of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(e) To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts, and arrangements, of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(f) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing

purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Article 23, Section 9 of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the Laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, by in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 20 Washington Center, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Lloyd M. Smith, whose post office address is 1040/302 Brinker Drive, Woodcrest Village, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors and Lloyd M. Smith, James M. McGarity and Gregory H. Smith 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.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of any class of its stock, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

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

(c) The 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.

(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 this 26th day of May, 1977.

WITNESS:

Norman L. Foose
Norman L. Foose as to James M. McGarity's signature

Lloyd M. Smith (SEAL)
Lloyd M. Smith

+ James M. McGarity (SEAL)
James M. McGarity

Judith A. Bloyer
Judith A. Bloyer as to Lloyd M. Smith's signature

Gregory H. Smith (SEAL)
Gregory H. Smith

Judith A. Bloyer
Judith A. Bloyer as to Gregory H. Smith's signature

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 26th day of May, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Lloyd M. Smith and Gregory H. Smith, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Judith A. Harshman
Notary Public



Commission Expires: July 1, 1978

COMMONWEALTH OF PENNSYLVANIA, FRANKLIN COUNTY, to-wit:

I HEREBY CERTIFY, That on this 24th day of MAY, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared James M. McGarity, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Sha Jan
Notary Public

My Commission Expires: July 1, 1979

1062

ARTICLES OF INCORPORATION
OF
NORTH END AUTO PARTS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 6, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2387, 7 folio 002775, 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 Special Fee paid \$ _____

4.25

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.

William J. Hemmert



A 62205

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Sep 23 9 28 AM '77
LIBER 26 FOLIO 508
LAND INCORPORATION RECORD
VAUGHN J. WATSON, CLERK

Received for record Sept. 23, 1977
at 9:29 a.m.
Liber #26

000830
515

SEP 23-77 B 19956 *****3.75

FLEIGH MOTOR CORPORATION

ARTICLES OF AMENDMENT

FLEIGH MOTOR CORPORATION, a Maryland corporation having its principal office in the City of Hagerstown, County of Washington, 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 changing the name from "FLEIGH MOTOR CORPORATION" to "YOUNGER TOYOTA, INC."

SECOND: The Board of Directors and stockholders of the Corporation at a special meeting, at which all directors and stockholders were present, duly convened and held on May 25, 1977, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment to the charter was advisable, said action having been taken by unanimous written consent of all stockholders and directors of the Corporation.

IN WITNESS WHEREOF, Fleigh Motor Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Assistant Secretary, on June 6, 1977.

FLEIGH MOTOR CORPORATION

By R. Ted Younger
R. Ted Younger, President

ATTEST:

Billie R. Younger
Billie R. Younger, Assistant
Secretary



STATE OF MARYLAND

COUNTY OF WASHINGTON, SS:

I hereby certify that on June 6, 1977, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared R. TED. YOUNGER, President of FLEIGH MOTOR 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 further made oath in due form of law that he acted as Chairman of the Special Meeting of the Stockholders and Directors and that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

[Handwritten Signature]

 Notary Public
 My commission expires: 07/1/78



517
1093

ARTICLES OF AMENDMENT
OF
FLEIGH MOTOR CORPORATION
changing its name to:
YOUNGER TOYOTA, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 13, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2388, folio 000829³, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special Fee paid \$ _____

3.75

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 23 9 29 AM '77

A 62428

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

BU

D & M ENTERPRISES INCORPORATED

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Cecil F. McConiga and Pat McConiga, whose Post Office Address is 1710 The Terrace, Hagerstown, Maryland, each being at least eighteen (18) 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 hereinafter is called the Corporation) is:

D & M ENTERPRISES INCORPORATED.

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

A) To engage in the fast food business, specifically to operate Burger Chef Franchises.

B) To do anything permitted by Section 9 of Article 23 of the Maryland Code as amended from time to time.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is 1710 The Terrace, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Cecil F. McConiga, 1710 The Terrace, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) Shares of the par value of One Hundred (\$100.00) Dollars a share, all of one class, and having an aggregate par value of Ten Thousand (\$10,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Cecil F. McConiga, Pat McConiga, Gary David and Beverly David.

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 authorized to repurchase the stock of any stockholder who desires to withdraw from the Corporation, the purchase price to be established by referring with a book value of said stock in accordance with ordinary accounting means. All stock of this Corporation is hereby restricted from free public sale and limited to purchase by the Corporation itself, with right of resale by the Board of Directors to any person approved by them.

EIGHTH: The Corporation shall provide any indemnification required or permitted by the Laws of Maryland

for directors and officers of the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 2d. day of June, 1977.

WITNESS:

Cecil F. McConiga as to Cecil F. McConiga (SEAL)
Cecil F. McConiga

Pat McConiga as to Pat McConiga (SEAL)
Pat McConiga

STATE OF MARYLAND
to wit:
WASHINGTON COUNTY

I HEREBY CERTIFY that on this 2nd day of June, 1977, before me, the subscriber, a Notary Public in and for the State of Maryland, County of Washington aforesaid, personally appeared CECIL F. McCONIGA and PAT McCONIGA, who did acknowledge that they executed the foregoing Articles of Incorporation.

AS WITNESS my hand and Official Notarial Seal.

Lester B. [Signature]
Notary Public

My Commission Expires:
July 1, 1978

~~2019~~ 521
1109

ARTICLES OF INCORPORATION
OF
D & M ENTERPRISES INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 16, 1977, at 1:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2388, folio 4 001358, 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 Special Fee paid \$

3.75

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.

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 62513

SEP 23 9 29 AM '77
LIBER _____ FOLIO _____
LAND _____

Received for record Sept. 23, 1977
at 9:29 a.m.
Liber #26

SEP 23 77 B 002494 25

WASHINGTON COUNTY COMMISSION ON AGING, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

Washington County Commission on Aging, Inc., a Maryland corporation, having its principal office at 35 West Franklin Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation desires to change its name from Senior Citizens of Washington County, Inc. and to amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Corporation as currently in effect.

SECOND: That the Charter of the Corporation is hereby amended by striking in their entirety Articles First through Nine inclusive, and by substituting in lieu thereof, the following:

"FIRST: The name of the Corporation is Washington County Commission on Aging, Inc.

"SECOND: The purposes for which the Corporation is formed are:

1. To organize and operate a charitable organization exclusively for the purpose of providing services to senior citizens of Washington County, Maryland.
2. Operating without profit and so that no part of its net earnings or assets shall ever be distributed as a dividend or inure to the benefit of any private shareholder, member, or individual, to provide group and individual services for senior

citizens including services directed toward stimulating the development of new interests, pursuits, and hobbies; to relieve the poor and distressed older citizens by providing health and welfare counseling through educational, consultive, and referral services; to provide entertainment and purposeful activities for its members.

3. To lessen the burden of government by giving encouragement and support to less well-motivated citizens through the support and interest of staff members and by establishing a setting in which the expectation of an active, continuing interest in life can be communicated to each person.
4. To educate the community and serve as a force to alter the public attitude toward older people and to motivate the community to create and develop new and appropriate services to meet the needs of older people.
5. To acquire and administer one or more community centers for the elderly whereat educational and social functions may be enjoyed and referral, educational, and other services maintained.
6. To conduct research and provide a center available to educational institutes as a research center to develop better understanding of the aging process and the problems and treatment of older people.
7. To enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the purposes of the Corporation.
8. To engage in and carry on any other business which may conveniently be conducted in conjunction with

any of the business and purpose of the Corporation. To solicit, accept, hold, and administer contributions received by deed, gift, will, ordinance, statute, grant or otherwise, either in trust or otherwise, to own, hold, operate and administer the real and personal property, and generally to do all things necessary and proper to accomplish the purposes hereinabove stated and permitted to like non-profit corporations by law.

9. The Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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 provisions of these Articles, the Corporation shall

not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

10. The Corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
11. The Corporation shall not apply the accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

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, except as otherwise hereinabove provided. 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.

"THIRD: The current Post Office address of the principal office in this State is 35 West Franklin Street, Hagers-

town, Maryland 21740. The name and Post Office address of the Resident Agent of the Corporation in this State is Mr. Rome F. Schwagel, 39 North Main Street, Keedysville, Maryland 21756. Said Resident Agent is a citizen of this State and actually resides herein.

"FOURTH: The Corporation is not authorized to issue any capital stock and shall be a non-stock and non-profit corporation. No officer of the Corporation shall draw nor receive any salary, nor shall any of the funds of the Corporation inure to the personal or individual benefit of any of the officers or members hereof. Members shall be selected, removed, or may resign; vacancies may be filled and additional members elected as provided in the By-Laws.

"FIFTH: The number of directors of the Corporation shall be fifteen (15), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than five (5). The names of the current directors who shall act until their successors are duly chosen and qualified are: Albert A. Allenback, Dorothy Carlisle, Thelma Coffman, Dorothy Dartz, E. W. Ditto, Jr., M.D., Lois M. Fishack, Rev. G. Bartow Harris, Walter Hollins, Elsie M. Horst, Wilbur S. King, William Roney, Rome F. Schwagel, Wilfred T. Tumbusch, M.D., Rev. G. Edward Whetstone, and William J. Dwyer.

"SIXTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all 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

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 Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

"SEVENTH: The duration of the Corporation shall be perpetual."

THIRD: At a regular Board of Directors meeting held on 17 June, 1977 at which a quorum was present, the Board of Directors unanimously approved the foregoing Articles of Amendment and Restatement.

IN WITNESS WHEREOF, Washington County Commission on Aging, Inc. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this day of June 17, A.D., 1977, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of the Washington County Commission on Aging, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

Attest:

Elaine M. Hurst
Secretary

WASHINGTON COUNTY COMMISSION ON
AGING, INC.



Rome F. Schuyler
President

1121

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

SENIOR CITIZENS' OF WASHINGTON COUNTY, INC.

changing its name to:

WASHINGTON COUNTY COMMISSION ON AGING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 21, 1977, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2388, folio 002493, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland

Bonus tax paid \$ Recording fee paid \$17.00 Special Fee paid \$

425

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.

William J. Sommers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 62661

SEP 23 9 29 AM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for record Sept. 23, 1977
at 9:29 a.m.
Liber #26

SEP 23 77 B 19959 *****3.75
002518 529

ARTICLES OF AMENDMENT

DR. F.G. JAPZON, CHARTERED

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Dr. F.G. Japzon, Chartered, a Maryland Professional Service Corporation, having its principal offices at 138 East Antietam Street, Hagerstown, Maryland, at a meeting duly convened and held on February 7, 1977, adopted the following resolutions:

RESOLVED, that it is advisable to amend the Charter of the Corporation by amending and changing the Corporate Name of said Corporation to read as follows:

"SURGICAL ASSOCIATES
DRS. JAPZON & HAWBAKER, P.A.

RESOLVED, that it is advisable to amend the Charter of the Corporation by changing the Corporate address as of July 1, 1977 to 645 East First Street, Hagerstown, Maryland, 21740.

SECOND: That a proper notice was duly given to all stockholders of record, entitled to vote thereon, setting forth the proposed amendment upon which action would be taken at a Special Meeting of Stockholders held on February 7, 1977 at 9:00 A.M.

THIRD: That said Special Meeting of Stockholders was held as aforesaid and said amendment was unanimously approved by all Stockholders entitled to vote thereon.

IN WITNESS WHEREOF, Dr. F. G. Japzon, Chartered, has caused these presents to be signed in its name and on its behalf by its President's signature witnessed by its Secretary this 15th day of JUNE, A.D., 1977.

DR. F. G. JAPZON, CHARTERED

By Francisco G. Japzon
President

Attest:

Beverly S. Suman
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 15th day of JUNE, A.D., 1977, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Francisco G. Japzon, President of Dr. F.G. Japzon, Chartered, a Maryland Professional 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 Beverly Suman, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of her information, knowledge and belief.

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

Paula A. Kendle
Notary Public

My Commission Expires:
July 1, 1978

1121

ARTICLES OF AMENDMENT

OF

DR. F. G. JAPZON, CHARTERED

Changing its name to:

SURGICAL ASSOCIATES DRs. JAPZON & HAWBAKER, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 21, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2388, folio 002517³, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid \$ Recording fee paid \$ 15.00 Special Fee paid \$

3.75

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.

William J. Hemment



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 62666

SEP 23 9 29 AM '77

LIBER FOLIO

LAND VAUGHN J. BAKER, CLERK

Received for record Sept. 23, 1977
 at 9:29 a.m.
 Liber #26

SEP 23-77 B 19961 000457 ***.50
 SEP 23-77 B 19960 ***.50

EXCERPT FROM "WRITTEN CONSENT IN LIEU OF
 SPECIAL MEETING OF THE BOARD OF DIRECTORS
 OF PACKAGING SERVICES OF MARYLAND, INC."
 DATED June 7, 1977

WHEREAS, Articles of Incorporation dated March 26, 1976, for Packaging Services of Maryland, Inc., a Maryland corporation, was processed by the Department of Assessments and Taxation, Domestic Charter Division, Baltimore, Maryland, and a copy of said Articles are recorded in Liber 25, folio 397, in the Articles of Incorporation Index, one of the Records in the Office of the Clerk of the Circuit Court for Washington County, Maryland; and

WHEREAS, Pursuant to the Fourth Item of said Articles, the Resident Agent of the Corporation is listed as The Corporation Trust Incorporated, a Maryland corporation, whose Post Office address is First Maryland Building, 25 South Charles Street, Baltimore, Maryland, 20201; and

WHEREAS, It is the desire of Packaging Services of Maryland, Inc. to change the name of said Resident Agent to Vernon E. Litzinger, whose address is Box 268V, Route #2, Hagerstown, Maryland, 21740.

BE IT THEREFORE RESOLVED, That the name and address of the Resident Agent of Packaging Services of Maryland, Inc. is changed from The Corporation Trust Incorporated, whose Post Office address is First Maryland Building, 25 South Charles Street, Baltimore, Maryland, 20201, to Vernon E. Litzinger, Box 268V, Route #2, Hagerstown, Maryland, 21740.

I HEREBY CERTIFY, That the above resolution is a true and correct excerpt from "WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF PACKAGING SERVICES OF MARYLAND, INC., dated 6-7, 1977, and signed by all Directors of the Corporation.

Vernon E. Litzinger
 Secretary

533

109a

NOTICE OF CHANGE OF RESIDENT AGENT AND AGENT'S ADDRESS
OF
PACKAGING SERVICES OF MARYLAND, INC.

received for record June 14, 1977 2, at 8:30 A.M.
and recorded on Film No. 2388 Frame No. 000456 one of

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

To the clerk of the Circuit court of Washington County

AA No 14743

Special fee paid \$3.00
Recording Fee Paid 2.00
Total \$5.00

Mr. Clerk - Mail to: Richard F. McGrory, Esq.
MCCAULEY, COOY & MCGRORY
152 West Washington St.
Hagerstown, Md. 21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

rs

SEP 23 9 29 AM '77
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

Received for record Sept. 23, 1977
at 9:30 a.m.
Liber #26

SE-23-77B2 19962 *****1.00

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF MERGER

To the Clerk of the CIRCUIT Court for WASHINGTON COUNTY

Pursuant to Article 23, Section 66(g) (1) and (2) of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that an agreement of merger has been filed in its office by

JEROME GERAGHTY, ESQ.

c/o One Charles Center, Suite 1200, Baltimore, MD. 21201

which said agreement of merger was duly approved by said Department on

June 21, 1977, at 8:30 a.m.

and in accordance with said Article and Section of the Code it is further certified:

(a) The names of the merging corporations are

NORHAM, INC. (MD. CORP.)

INTO

ROSEN'S DOWNTOWN, INC. (MD. CORP.)-SURVIVOR

(b) The name of the new corporation is

ROSEN'S DOWNTOWN, INC.

(c) The location of the principal office of the new corporation is

Hagerstown, MD, Washington Co.

(d) The Agreement of Merger is dated June 21, 1977.

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was

June 21, 1977, at 8:30 a.m.

Received for Record Sept. 23, 1977 at 2:49 PM LIBER 26



STATE OF MARYLAND
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE, MARYLAND 21201

AA 15075

SEP 23-77 A 1 072 *****16.00

YOU ARE ADVISED THAT THE ARTICLES OF INCORPORATION
OF
BLUE RIDGE TRUST COMPANY.

HAVE BEEN RECEIVED ~~AND APPROVED~~ BY THE STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION THIS 23rd DAY OF
September, 1977, at 11:15 a.m. AND WILL BE RECORDED.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

BY: *[Signature]*

SEP 10 1977

STATE BANK COMMISSIONER

BLUE RIDGE TRUST COMPANY
Articles of Incorporation

THE UNDERSIGNED, whose names appear in Article FOURTH hereof, each of whom is a citizen of the State of Maryland and the United States, being an adult, acting as incorporators, do hereby form a trust company under the laws of the State of Maryland.

FIRST: The name of the trust company (which is hereinafter called the "Trust Company") is: BLUE RIDGE TRUST COMPANY.

SECOND: The municipal area and county where the Trust Company is to be located are Hancock, Washington County, Maryland.

THIRD: The amount of capital stock of the Trust Company shall be One Hundred Thousand Dollars (\$100,000) divided into Ten Thousand (10,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) each.

FOURTH: The name, addresses, and state of residence of each member of the Trust Company are as follows:

<u>Name</u>	<u>Address and State of Residence</u>
Andre W. Brewster	Butler Road Glyndon, Maryland 21071
Frank R. Goldstein	10319 Wilde Lake Terrace Columbia, Maryland 21044
Decatur H. Miller	26 Whitfield Road Baltimore, Maryland 21210

Larry P. Scriggins

13 East Eager Street
Baltimore, Maryland 21202

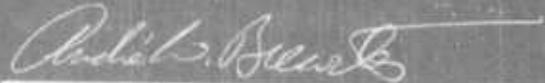
537

James J. Winn, Jr.

4404 Bedford Place
Baltimore, Maryland 21218

FIFTH: Each member of the Trust Company declares that he will accept each responsibility and discharge faithfully every duty of a director therein, if elected to act as such.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, acknowledging the same to be our act on September 15, 1977.



Andre W. Brewster



Frank R. Goldstein



Decatur H. Miller



Larry P. Scriggins

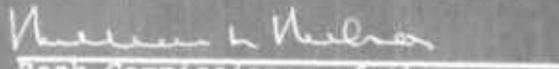


James J. Winn, Jr.

537

CERTIFICATE OF APPROVAL

The foregoing Articles of Incorporation of the BLUE RIDGE TRUST COMPANY, Hancock, Maryland, are hereby approved this 20th day of September, in the year 1977.


Bank Commissioner of the
State of Maryland



STATE OF MARYLAND

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

ARTICLES OF INCORPORATION

OF

BLUE RIDGE TRUST COMPANY

as ~~9/23/77~~ received for record by the State Department of Assessments
and Taxation of Maryland, September 23, 1977,
at 11:15 o'clock a.m.

AS WITNESS my hand and official Seal of the said Department at
Baltimore this 23rd day of September, 1977.




William J. Simmons
Charter Specialist, III

Received for record Nov. 3, 1977
at 10:08 a.m.
Liber #26

539

001829



MANUFACTURERS OF

Fertilizers Agricultural Chemicals

NOV -3-77 B# 14290 *****50
NOV -3-77 B# 14289 *****50

CENTRAL CHEMICAL CORPORATION

GENERAL OFFICES
HAGERSTOWN - MARYLAND 21740

P. O. BOX 918

July 1, 1977

State Department of Assessments
and Taxation
301 West Preston Street
Baltimore, Maryland 21201

Attention: Charter Division

Gentlemen:

Would you please change your record of address for the Resident Agent
of Central Chemical Corporation from:

Mr. Franklin M. Thomas, Jr.
Resident Agent
Central Chemical Corporation
523 Gordon Circle
Hagerstown, Maryland 21740

To:

Mr. Franklin M. Thomas, Jr.
Resident Agent
Central Chemical Corporation
P. O. Box 918
49 North Jonathan Street
Hagerstown, Maryland 21740

Our check covering this is enclosed.

Very truly yours,

Franklin M. Thomas, Jr.
Franklin M. Thomas, Jr.
Resident Agent

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS
OF
CENTRAL CHEMICAL CORPORATION

02

received for record July 5, 1977 at 8:30 A. M.
and recorded on Film No. 2389 Frame No. 001828 one of
the charter records of the State Department of Assessments and Taxation of Maryland.
To the clerk of the Circuit court of Washington County

AA No 14819

Special fee paid \$3.00
Recording Fee Paid 2.00
Total \$5.00

Mr. Clerk - Mail to: Mr. Franklin M. Thomas
Central Chemical Corporation
P. O. Box 918
49 North Jonathan St.
Hagerstown, Md. 21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 3 10 08 AM '77

LIBER FOLIO

LAND VAUGHN J. BAFFER, CLERK

HUNT AUDIO CORPORATION

541

BW

A Maryland Close Corporation
Organized Pursuant to Title Four of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, John P. Hunt, whose post office address is 1513 Potomac Avenue, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is HUNT AUDIO CORPORATION.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

(1) To distribute, sell, manufacture, process, purchase and generally trade and deal in stereophonic and high fidelity equipment and sound systems and equipment; to perform all necessary and proper related services and activities in connection therewith; and

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 1513 Potomac Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is John P. Hunt, 1513 Potomac Avenue, Hagerstown, Maryland 21740.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue of 10,000. These shares of stock shall have a par value of Ten (\$10.00) Dollars, and an aggregate par value of \$100,000.00.

SEVENTH: The number of directors shall be 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 chosen and qualified are: John P. Hunt, Holly J. Hunt and William V. Hunt, Jr.

EIGHTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action,

suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was such director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense of settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of this Article EIGHTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article EIGHTH.

(4) Any indemnification under paragraph (1) and (2) of this Article EIGHTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article EIGHTH. Such determination shall be made: (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation), in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article EIGHTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of *July*, 1977, and I acknowledge the same to be my act.

WITNESS:

William M. New

John P. Hunt
John Hunt

ARTICLES OF INCORPORATION
OF
HUNT AUDIO CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 25, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2391, folio 000556, 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 Special Fee paid \$ _____

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.



William J. ...

A

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RECEIVED FOR RECORD
WASHINGTON COUNTY
STATE OF MARYLAND

NOV 3 10 08 AM '77

ER FOLIO

JOHN J. BAKER, CLERK

Received for record Nov. 3, 1977
at 10:08 a.m.
Liber #26

NOV -3-77 82 14287 *****3.75

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002495

CONTEMPORARY ENGINEERING, INC.

(A Close Corporation Under Title 4 of Corporation and Association Article)

Articles of Incorporation

1. Incorporators. The undersigned, Josef H. Grewe, whose post office address is 110 Greenwood Circle, Hagerstown, Maryland 21740, Galnja D. Gruis, whose post office address is 102 East First Street, Hagerstown, Maryland 21740, and Irene M. Grewe, whose post office address is 110 Greenwood Circle, Hagerstown, Maryland, 21740, all being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.
2. Name. The name of the corporation, hereinafter called the Corporation, is Contemporary Engineering, Inc.
3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.
4. Purposes. The purposes for which the Corporation is formed are as follows:
 - a) Building Contractors. To engage in the business of erecting or altering, under contract or otherwise, houses, churches, school houses, office buildings, manufacturing plants, public buildings, and all other buildings of whatever name or nature; to make estimates on and bid for the construction of such buildings and to do every act and thing commonly done by building contractors; to buy and sell building materials and to enter into contracts for the wrecking of buildings.
 - b) Constructing, Owning, and Operating Buildings. To acquire, by purchase, 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 manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other

structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Corporation.

c) Contracting. To make estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the grading and making of roads, walks, paths, railroads; the construction of bridges, buildings, piers, wharves, fortifications, power plants, and developments, transmission lines, tunnels, subways, drainage and irrigation systems. To do building, structural, construction, erection, surveying, dredging, shoring, wrecking, salvage, and electrical work of every kind in every part of the world. To manufacture or otherwise produce, buy, sell, and deal in building materials, and all kinds of materials, supplies, and equipment for masons, carpenters, builders, electricians, engineers, and contractors. To acquire, use, employ, sell, and deal in all suitable means, apparatus, machinery, contrivances, equipment, and facilities for prosecuting its business.

d) Real Estate Improvement. To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

e) Air Conditioning and Heating. To design, patent, procure patents or licenses to manufacture, and to manufacture, buy, sell at wholesale or retail, import and export, rent and lease, repair and maintain, service, and generally deal in all kinds of air conditioning and heating apparatus, equipment, and appliances, refrigeration apparatus, equipment and appliances, air conditioners and heaters of all kinds, heating equipment and appliances of all kinds, stoves, furnaces of all kinds, gas and electric stoves and heaters and fireplaces, and all the parts and accessories required for complete air conditioning, refrigeration and heating units; to deal in all kinds of fuel saving devices, to repair and overhaul air conditioning, refrigeration and heating apparatus and equipment, and to generally deal in and manufacture all parts necessary or

002497

desirable in connection with such air conditioning units, equipment, and appliances, refrigeration units, equipment, and appliances and heating units, equipment, and appliances, and to generally deal in hardware.

f) Energy Research and Development. To research, study, investigate and develop and to finance or encourage by all reasonable means research and development in the area of energy conservation, including, but not limited to, alternate sources of energy, more practical or economic use of current sources of energy and practical utilization of solar power.

g) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.

5. Registered officer and agent. The post office address of the principal office of the Corporation in Maryland is 110 Greenwood Circle, Hagerstown, Maryland, 21740, in the County of Washington. The name and post office address of the resident agent of the Corporation in Maryland are Josef H. Grewe, 110 Greenwood Circle, Hagerstown, Washington County, Maryland, 21740. Such resident agent is a citizen of Maryland actually resides therein.

6. Capital stock. The total number of shares of stock which the Corporation has authority to issue is 1000 shares without par value.

7. Election of and number of directors. The number of directors of the Corporation shall be fixed from time to time by the By-Laws and may be increased or decreased as therein provided, but the number thereof shall not be less than 3. The following persons, all over the age of 18 and all residents of Maryland shall serve until the first annual meeting as provided in the By-Laws: Josef H. Grewe, 110 Greenwood Circle, Hagerstown, Maryland 21740; Calvin D. Gruis, 102 East First Street, Hagerstown, Maryland 21740; and Irene M. Grewe, 110 Greenwood Circle, Hagerstown, Maryland 21740. Management of the Corporation shall be by the Board of Directors.

8. Officers: The officers of the corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) President: Josef H. Grewe
- (2) Vice-President: Calvin D. Gruis
- (3) Secretary-Treasurer: Irene M. Grewe

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital: The authorized capitalization of the Corporation shall be One Hundred Thousand (\$100,000.00) Dollars. Actual capitalization shall be Fifteen Thousand (\$15,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 29th day of June, 1977.

Josef H. Grewe (SEAL)
Josef H. Grewe

Calvin D. Gruis (SEAL)
Calvin D. Gruis

Irene M. Grewe (SEAL)
Irene M. Grewe

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

I HEREBY CERTIFY, That on this 29th day of June A.D., 1977, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Josef H. Grewe, Calvin D. Gruis, and Irene M. Grewe, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Mary A. Clapper
Notary Public

My Commission Expires: 7/1/78

My commission expires July 1, 1978.

ARTICLES OF INCORPORATION

OF
CONTEMPORARY ENGINEERING, INC.

17

approved and received for record by the State Department of Assessments and Taxation of Maryland July 5, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2384, folio 5 002191, 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 Special Fee paid \$

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.

William J. Simmons



A 63
TE OF MARYLAND
INGTON COUNTY
IVED FOR RECORD
3 10 03 AM '77
R FOLIO
GRN J. BAKER, CLERK

Received for record Nov. 3, 1977
 at 10:08 a.m.
 Liber #26

002580

ARTICLES OF INCORPORATION NOV -3-77 Bz 14286 *****5.75

OF

J & M EQUIPMENT, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Roger L. Georgion, whose post office address is 1830 Fountainhead Road, Hagerstown, Maryland, Sandra C. Georgion, whose post office address is 1830 Fountainhead Road, Hagerstown, Maryland, and Ralph H. France, II, 81 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 information of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: J & M Equipment, Inc.

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

(a) To acquire all the property, assets, business, and good will of a going concern of any domestic or foreign corporation, or association, joint stock company or partnership, and engage in and transact any and all business theretofore lawfully engaged in by such corporation, association, joint stock company or partnership.

(b) To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said Company, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, office, stores, warehouses, shops, plants, machinery right easements, privileges, franchise and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company, or any part thereof.

(c) To process, fabricate, manufacture, instal, 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.

(d) To manufacture, construct, process, build, instal, buy, sell, and otherwise handle sheet metal, ornamental iron, bronze, copper, and other kinds of metallic materials; and to engage in the business of blanking, drawing, forming, punching, shearing, and tooling metal of all kinds and types.

(e) To engage in, conduct, and carry on business as metal craftsmen in the casting, spinning, plating, and die-stamping of metal of every kind, nature, or description; and to do business as producers and manufacturers of metal dies and as engravers, skilled artists, originators, and designers of trophies and objects commemorative of events and contests, victory mementos, emblems, metals, and ornaments of all kinds.

(f) To manufacture, experiment, invent, develop, improve, purchase, sell, and generally deal in plumbers' and heaters' supplies, fixtures, tools, appliances, sanitary fixtures, and any and every kind of wares, articles and merchandise which are or may be used by plumbers, and to carry on the business of inventors, manufacturers, wholesalers, retailers, importers, and exporters in plumbing fixtures and supplies, and any and all kinds of wares and merchandise. To experiment, invent, patent, manufacture, and generally deal in and with chemicals, chemical compounds, chemical preparations, secret processes and mixtures of any and all kinds to be used in the plumbing or any other kind of business.

(g) To manufacture, construct, produce, hire, or otherwise acquire, hold, own, use, sell, rent, license the use of, or otherwise deal in and dispose of motors, engines, boilers, and other instruments for generation, production, and utilization of power; and to deal in and with machinery, tools, apparatus, metals, woods, and articles composed in whole or in part of metal or wood, and goods, wares, and merchandise of every kind and description; to conduct such business either for its own account or as agent, factor, broker, middleman, commission man, or representative of others.

(h) To manufacture machinery, parts of machinery, tools, and similar articles of commerce from iron, steel, other metals, wood, and similar materials; to conduct, manage, and control the business of making and selling small tools, and special parts for machinery; and to engage in the general machinery manufacturing business and to do everything necessary to carry on the general machinery and sales business.

(i) To engage in the manufacturing of automobile truck trailers, automobile truck accessories, and all articles pertaining to the automobile industry, the assembling of the same, and the sale of such manufactured products and for the purpose of conducting the manufacturing business to buy, sell, and hold real and personal property in any state or territory necessary for the proper conduct of its business, and to do such other things and have such other and further powers as are necessary and incidental to carrying out the general manufacturing business of the corporation.

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

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

(l) To buy, sell, and deal in all kinds, forms, and combinations of steel, iron, or other metals, and in the products of steel, iron, or other metals, and to conduct general jobbing, distribution, and sales.

(m) To engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer or otherwise for or on behalf of another; and to engage in the importing and exporting of merchandise and real and personal property of every class and description.

(n) To manufacture, buy, sell, lease and deal in motors, automobiles, trucks, motor buses and airplanes and their appliances, fuels and accessories; to operate and maintain garages and service stations in terminal freight points, and to store, rent, repair and lease motors, automobiles, trucks, motor buses and airplanes and other vehicles; to manufacture, buy, sell, and repair vehicles of every description propelled by electricity, gas, gasoline, compressed air or other mode of power; to organize, maintain and operate for hire transportation service in all parts of the country for the purpose of transporting passengers, luggage, merchandise and freight of every description whatsoever by means of automobiles, motor buses, trucks, airplanes and vehicles of every kind however propelled; to do generally all and every other kind of thing necessary and incident to the business of a trucking or bus company.

(o) To engage in the business of general freight transportation by motor vehicle and to engage and operate for hire as a common carrier or contract carrier of inflammable or combustible liquid in bulk and tank vehicles or other type vehicles designed for said purposes.

(p) To engage in the business of owning, operating, leasing, renting or otherwise maintaining motorized equipment.

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 J & M Equipment, Incorporated, 1830 Fountainhead Road, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Mr. Ralph H. France, II, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares which the Corporation has the authority to issue is 10,000 shares with the par value of \$10.00 per share, all of which shares are of one class and are designated common stock.

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 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 10 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 10-day period, the secretary of the Corporation shall, within 5 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 10 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 shareholder 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 Section are strictly observed and followed.

SIXTH: The Corporation shall have three (3) directors; and Roger L. Georgion, Sandra C. Georgion, and Frances W. Smith 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, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as the 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 thereon; 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 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 30th day of June, 1977.

WITNESS:

Vicki d. Gaimon
as to Roger L. Georgion

Roger L. Georgion
Roger L. Georgion

Vicki d. Gaimon
as to Sandra C. Georgion

Sandra C. Georgion
Sandra C. Georgion

Vicki d. Gaimon
as to Ralph H. France, II

Ralph H. France, II
Ralph H. France, II

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30th day of June, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Roger L. Georgion, Sandra C. Georgion and Ralph H. France, II, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my Hand and Official Notarial Seal.

Vicki d. Gaimon (Gaimon)
Notary Public

My Commission Expires:
July 1, 1978



ARTICLES OF INCORPORATION
OF
J & M EQUIPMENT, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 6, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2389, folio 10 002579, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ 20.00 Recording fee paid \$ 23.00 Special Fee paid \$ _____

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.

William J. Simmons



A 63

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 3 10 08 AM '77

LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

Received for record Nov. 3, 1977
at 10:08 a.m.
Liber #26

0029-10

NOV -3-77 14285 *****375

AC
C. W.

ARTICLES OF INCORPORATION

OF

ANTIETAM MANOR, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Emmett Abbott, whose postoffice address is Route 1, Boonsboro, Maryland, 21713; and David Lee Ruffner, whose postoffice address is Route 1, Boonsboro, Maryland, 21713; and Glondola B. Glenn, whose postoffice address is Route 1, Boonsboro, Maryland, 21713, each being at least eighteen (18) 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 is:

ANTIETAM MANOR, INC.

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

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

(b) To buy or otherwise acquire real estate and to subdivide, plat and sell the same, improved or unimproved, and generally to buy, sell and deal in real and personal property of every kind and description in such manner and upon such terms as the Board of Directors may determine; to act as trustee in every kind of fiduciary capacity, and generally to do all things necessary or convenient which are incident to or connected with the general business above mentioned, which a natural person would or might do.

(c) To develop real estate for both residential, business, commercial and industrial purposes, to construct and build streets, curbing, sidewalks, water and sewer mains, and sewer and water facilities of every nature and description; to grant and convey and acquire real estate and to give and acquire mortgages, notes and other obligations of every nature and description.

(d) 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.

(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, and to engage in any other lawful purpose and business.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Route 1, Boonsboro, Maryland, 21713. The Resident Agent of the Corporation is Emmett Abbott, whose postoffice address is Route 1, Boonsboro, Maryland, 21713. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the Corporation shall be not less than three (3) nor more than five (5); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Emmett Abbott, David Lee Ruffner, and Glondola B. Glenn.

SIXTH: 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 as common stock. The aggregate value of all shares having a par value is One Hundred Thousand (\$100,000.00) Dollars.

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

002913

(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) The Board of Directors of the Corporation may classify or reclassify any unissued shares 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.

(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 corporations; any directors individually, or any firm or 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 a meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

(d) The enumeration and definition of a particular

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

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 30th day of June, 1977, and we acknowledge the same to be our act.

WITNESS:

[Signature]

Emmett Abbott
Emmett Abbott

David Lee Ruffner
David Lee Ruffner

Glondola B. Glenn
Glondola B. Glenn

ARTICLES OF INCORPORATION

OF
ANTIETAM MANOR, INC.

23

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 1, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber ⁶ 2389, folio 002939, 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 Special Fee paid \$

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.

William J. Simms



A 63
STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JUL 3 10 08 AM '77
ER FOLIO
LUCY J. WALKER, CLERK

Received for record Nov. 3, 1977

at 10:08 a.m.

Liber #26

NOV -3-77 B 14284 *****425

ARTICLES OF INCORPORATION

OF

E AND N, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Eunice L. Jacquot, whose post office address is 12404 Village Square Terrace, Rockville, Maryland 20852, Nancy H. Miller, whose post office address is Route 9, Box 166A, Hagerstown, Maryland 21740, and R. Noel Spence, whose post office address is 123 W. Washington Street, Hagerstown, Maryland 21740, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is E AND N, INC.

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

(a) To own, conduct, operate, maintain and carry on a general restaurant and tavern business.

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

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

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

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

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

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

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

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

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

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

Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Funkstown, Maryland, 21734. The resident agent of the Corporation is R. Noel Spence, whose post office address is 123 W. Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

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

SIXTH: The number of directors of the Corporation shall be three, which number may be increased 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 Eunice L. Jacquot, Nancy H. Miller 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 Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(d) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and

valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 5th day of July, 1977.

WITNESS:

Conne Miller

Eunice L. Jacquot
Eunice L. Jacquot

[Signature]

Nancy H. Miller
Nancy H. Miller

Quaith A. Kline

R. Noel Spence
R. Noel Spence

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5th day of July, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Eunice L. Jacquot, Nancy H. Miller and R. Noel Spence, and severally acknowledged the foregoing articles of Incorporation to be her and his respective act.

WITNESS my hand and Official Notarial Seal.



Gloria J. Moore
Notary Public

My commission expires:
7/1/78

ARTICLES OF INCORPORATION
OF
E AND H, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 6, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2389, folio 002968⁷, 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 Special Fee paid \$ _____

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.

William J. Simmons



A

63228

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 3 10 09 AM '77

LIBER _____
FOLIO _____
LAND _____
VAUGHN J. OSKREK, CLERK

Received for record Nov. 3, 1977
at 10:08 a.m.
Liber #26

573

102933
NW -3-77 B* 19283 *****3.75

*pc
initials*

ARTICLES OF INCORPORATION

OF

ABBOTT AND FRY EXCAVATING & TRUCKING CO., INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Emmett Abbott, whose post-office address is Route 1, Boonsboro, Maryland, 21713; and David Lee Ruffner, whose postoffice address is Route 1, Boonsboro, Maryland, 21713; and Glondola B. Glenn, whose postoffice address is Route 1, Boonsboro, Maryland, 21713, each being at least eighteen (18) 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 is:

ABBOTT AND FRY EXCAVATING & TRUCKING CO., INC.

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

(a) To engage generally in the business of excavation of earth or any other material; construction, contracting, and to buy, sell, lease and deal in motors, automobiles and trucks and their appliances, fuels and accessories; and to do generally all and every other thing necessary and incident to the business of an excavating and trucking company; and to engage in any other lawful purpose and business.

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

FOURTH: The postoffice address of the principal office of the Corporation in this State is Route 1, Boonsboro, Maryland, 21713.

The Resident Agent of the Corporation is Emmett Abbott, whose post office address is Route 1, Boonsboro, Maryland, 21713. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the Corporation shall be not less than three (3) nor more than five (5); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Emmett Abbott, David Lee Ruffner, and Glondola B. Glenn.

SIXTH: 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 as common stock. The aggregate value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock 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) The Board of Directors of the Corporation may classify or reclassify any unissued shares 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.

(c) No contract or other transaction between this

002985

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants

or other instruments evidencing rights or options subscribed for, purchased or otherwise acquire such shares.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 30th day of June, 1977, and we acknowledge the same to be our act.

WITNESS:

[Signature]

Emmett Abbott
Emmett Abbott

David Lee Ruffner
David Lee Ruffner

Glondola B. Glenn
Glondola B. Glenn

ARTICLES OF INCORPORATION

OF

ABBOTT AND FRY EXCAVATING & TRUCKING CO., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 1, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2389, folio 5, 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 Special Fee paid \$

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.

William J. Sumner



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63

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 3 10 09 AM '77

LIBER FOLIO

LAND VAUGHN J. BAKER, CLERK

Received for record Nov. 3, 1977
at 10:08 a.m.
Liber #26

000517

NOV -3-77 B& 14282 *****3.75

Handwritten:
R
Wash Co

ARTICLES OF INCORPORATION
OF
ANDERS PLUMBING AND HEATING, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Edward L. Anders, Jr., 46 S. Mulberry Avenue, Hagerstown, Maryland 21740, Edward L. Anders, Sr., 210 E. Lincoln Avenue, Hagerstown, Maryland 21740 and Lawrence Gilbert Rice, Jr., Route #8, Box 36, Hagerstown, Maryland 21740, being over twenty one (21) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (Which is hereinafter called the Corporation) is: "Anders Plumbing and Heating, Inc."

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

(a) To engage in the general business of installation of plumbing and heating, as contractor or subcontractor, in new construction or as repairs or remodelling of existing structures; and to manufacture, buy, sell, and otherwise deal in plumbing fixtures, accessories, and fittings necessary or useful in such occupation.

(b) 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.

(c) To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, or any

interest therein and to grant any rights so acquired either in the United States or in the world.

(d) 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 the 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: 210 East Lincoln Avenue, Hagerstown, Maryland 21740. The name and Post Office address of the Resident Agent of the Corporation in this State is: Edward L. Anders, Jr., 46 E. Mulberry Street, Hagerstown, Maryland 21740. 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) per share, all of one class, and having an aggregate value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be at least three (3), which number may be increased pursuant to the by-laws of the Corporation; and the names of the Directors who shall act until the first annual meeting, or until their successors are duly elected and qualify, are: Edward L. Anders, Jr., Edward L. Anders, Sr., and Lawrence Gilbert Rice, Jr.

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 consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

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

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 8th day of July, A.D., 1977.

WITNESS:

W. J. [Signature]
or to
all three

Edward L. Anders, Jr. (SEAL)
Edward L. Anders, Jr.

Edward L. Anders, Sr. (SEAL)
Edward L. Anders, Sr.

Lawrence Gilbert Rice, Jr. (SEAL)
Lawrence Gilbert Rice, Jr.

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

I HEREBY CERTIFY, That on this 8th day of July, A.D., 1977, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared, Edward L. Anders, Jr., Edward L. Anders, Sr., and Lawrence Gilbert Rice, Jr., and acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Official Notarial Seal.

Commission Expires:
July 1, 1978

Debra H. Danner
Notary Public



ARTICLES OF INCORPORATION
OF
ANDERS PLUMBING AND HEATING, INC.

33

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 11, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2390, folio 000516⁵, 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 Special Fee paid \$ _____

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.

William J. Frazier



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63

STATE OF MARYLAND
WASHINGTON COUNTY
SEIZED FOR RECORD

JUL 3 10 03 AM '77

REC. FOLIO

NO. JOHN J. FRAZER, CLERK

✓ Received for record Nov. 3, 1977
at 10:08 a.m.
Liber #26

583
000076

001516
NOV -3-77 BE 14281 *****3.75

WASHINGTON COUNTY WATER, INC.

ARTICLES OF INCORPORATION

- FIRST: The undersigned, Ernest Edward Richards, Fred Lee Widney, and Lawrence Edward Ernst, whose post office addresses are 316 Donnybrook Drive, 305 Greendale Drive, and 28 Redwood Drive, Hagerstown, Maryland, respectively, each being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.
- SECOND: The name of the corporation is WASHINGTON COUNTY WATER, INC.
- THIRD: The purposes for which the corporation is formed are as follows:
- To assist local governments and individual property owners in the conservation of Washington County's water table, via judicious water management.
 - To oppose any and all attempts by any collective or political entity to drill wells (including test wells) in Washington County.
 - To protect Washington County groundwater from appropriation or depletion by an unnatural means.
- FOURTH: The post office address of the principal office of the Corporation in Maryland is 316 Donnybrook Drive, Washington County, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Ernest Edward Richards, 316 Donnybrook Drive, Hagerstown, Washington County, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.
- FIFTH: The Corporation shall not be authorized to issue Capital Stock.
- SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3) and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Ernest Edward Richards, Fred Lee Widney and Lawrence Edward Ernst.

SEVENTH: A. Membership

Any adult person residing in the Washington County, Allegheny County, or Garrett County, or any organization, who (or which) supports the purpose of this association as outlined in Article III, shall be eligible for membership. Membership fees shall be five dollars (\$5.00) per year. Each paid member shall be entitled to vote for delegates to the Executive Committee, and to vote on any issues presented at the general meetings by the Executive Committee. The delegates shall elect from among their membership (i.e., the Executive Committee, existing Chairmen of standing Committees) the five officers. The officers shall consist of a President, First Vice President, Second Vice President, Treasurer, Recording and Corresponding Secretary.

B. Officers

The President shall conduct all meetings of the association on a regular basis. He shall represent this association on all formal and special occasions, or authorize another duly elected officer to act as his deputy when he cannot be present. He shall appoint chairmen of all standing and special committees. The same procedure shall apply when any vacancies occur among the officers. He shall consult with the First and Second Vice President on matters of importance or when procedures and matters of parliamentary rules may be challenged by a member.

The First Vice President is the coordinator of all technical committees. He shall familiarize himself with matters pertaining to technology, environment, and ecology as they may pertain to the state purposes of this association. He shall be familiar with the duties of the President and be prepared to act in his absence.

The Second Vice President is the coordinator of all administrative committees. He shall familiarize himself with matters pertaining to the administration, finance, and public relations as they may pertain to the stated purpose of this association. He shall be familiar with the duties of the President and be prepared to act in the absence of either of the above officers.

The Treasurer shall be the finance, disbursing, and purchasing officer of this association. He shall receive all monies paid to the association, such as dues, special assessments, gifts, etc., and deposit same in a checking account of WASHINGTON COUNTY WATER, INC. - He shall make all disbursements on behalf of the association by check signed by himself and countersigned by the President. In addition to the check stub record, he shall prepare a separate voucher for each authorized purchase or disbursement. He shall prepare a monthly report of monies received or disbursed, together with necessary vouchers, and indicating the operating balance remaining at the end of the month. He shall be the sole custodian of a petty cash fund not to exceed fifty dollars (\$50.00) for the purchase of stamps, stationery and minor supplies which may be required. A bond in the amount of five thousand dollars (\$5,000.00) shall be provided for the Treasurer. The Treasurer shall not at any time co-mingle his private funds with those of this association. He shall maintain a card file of paid members.

The Recording and Corresponding Secretary shall keep a record of all official and special meetings as may be required. The recordings need not be verbatim. However, all motions, amendments, and general discussions should be concisely reported. The time the meeting convened, any recess, and the time of adjournment must be reported. He shall sign each copy of the minutes, have same approved by the President and keep a suitable file for future reference or historical value. The minutes may be kept in legible longhand or typewritten.

He shall maintain an alphabetical listing of all members of the association, together with a current address and/or telephone number. The Secretary shall confer from time to time with the Treasurer to up-date the paid membership list. He shall arrange, with the advice of the President, for a time and place of each meeting and advise the membership thereof. He shall prepare a news letter from time to time advising the membership of the association's activities. The Corresponding Secretary shall aid in public relations as may be necessary. He shall maintain the correspondence or letter file of the association.

C. Executive Committee

The Executive Committee shall consist of the delegates, the officers, and chairmen of all standing committees. The Executive Committee shall have the power to create or dissolve such standing committees as it deems necessary. The business and property of the association, except as otherwise provided by these By-Laws, shall be conducted and managed by the Executive Committee.

Each member of the Executive Committee shall be furnished a copy of the By-Laws of WASHINGTON COUNTY WATER, INC. Spare copies of the By-Laws, amendment and revisions thereto shall be retained in the possession of the Recording and Corresponding Secretary.

The Executive Committee shall meet regularly on the third Thursday of every month. Special meetings of the Executive Committee may be called by the President provided at least three days' notice is given each member. All members of WASHINGTON COUNTY WATER, INC. and other interested individuals, are invited to attend these meetings and enter into discussion. Only members of the Executive Committee may vote on the issues.

Any member of the Executive Committee who does not attend for three consecutive meetings, and has not sent an alternate, by vote of the Executive Committee, may be removed from that Committee. Any vacancies of the Executive Committee can be filled by the President with the approval of the Executive Committee.

The General Membership shall meet once a year, in the month of March, for the purpose of electing delegates to the Executive Committee. Meetings of the membership shall be called by the direction of the Executive Committee, provided at least two weeks' notice is given all members.

The President will preside at all meetings and will act as parliamentarian in the settlement of disputes or questions of procedure. If there is a challenge, he will step down temporarily and turn the chair over to the next senior officer so that he may speak on the question, or until the matter is settled satisfactorily. He will then resume the chair. This Association will be guided by Robert's Rule of Order.

D. Amendments

These By-Laws may be amended or revised by a three-fourths vote of a quorum of the Executive Committee at any regular or special meeting, provided that notice of the proposed amendment(s) or revision(s) is announced at the previous meeting, and by written notice to the Executive Committee. Any amendment(s) or revision(s) to these By-Laws, approved by the Executive Committee, shall be published in the next news letter to the membership. A quorum shall consist of a minimum of nine members of the Executive Committee of which at least four shall be officers.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on June 23, 1977.

Witness:

Ernest E. Richards
Ernest Edward Richards

Fred Lee Widney
Fred Lee Widney

Lawrence Edward Ernst
Lawrence Edward Ernst

STATE OF MARYLAND)
County of Washington)

ss:

Subscribed and sworn to before me, this 23 day of June, 1977.

Doris de Lureau
Notary Public
My Commission expires July 1, 1978



39

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY WATER, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 13, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber ~~2240~~ ⁵ ~~000078~~ 001515, folio 2391, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

375

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00 Special Fee paid \$ _____

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.

William J. Summary



A 6380
MARYLAND
ON COUNTY
FOR RECORD
0 03 AM '77
-FOLIO -
TAKER, CLERK

Received for record Nov. 3, 1977
at 10:08 a.m.
Liber #26

(44-10000)

001842

NOV -3-77 14280 *****375

ARTICLES OF INCORPORATION

OF

ABBODUST ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Emmett Abbott, whose post-office address is Route 1, Boonsboro, Maryland, 21713; and Jesse Murray Dustin, whose postoffice address is 16500 Magnolia Court, Silver Springs, Maryland, 20904; and Glondola B. Glenn, whose postoffice address is Route 1, Boonsboro, Maryland, 21713, each being at least eighteen (18) 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 is:

ABBODUST ENTERPRISES, INC.

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

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

(b) To buy or otherwise acquire real estate and to subdivide, plat and sell the same, improved or unimproved, and generally to buy, sell and deal in real and personal property of every kind and description in such manner and upon such terms as the Board of Directors may determine; to act as trustee in every kind of fiduciary capacity, and generally to do all things necessary or convenient which have incident to or connected with the general business above mentioned, which a natural person would or might do.

(c) To develop real estate for both residential, business, commercial and industrial purposes, to construct and build streets, curbing, sidewalks, water and sewer mains, and sewer and water facilities of every nature and description; to grant and convey and acquire real estate and to give and acquire mortgages, notes and other obligations of every nature and description.

(d) 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 or in whole or in part any business that the corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

(e) To 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

001844

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, and to engage in any other lawful purpose and business.

W. J. F.
FOURTH: The postoffice address of the principal office of the Corporation in this State is Route 1, Boonsboro, Maryland, 21713. The Resident Agent of the Corporation is Emmett Abbott, whose postoffice address is Route 1, Boonsboro, Maryland, 21713. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the Corporation shall be not less than three (3) nor more than five (5); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Emmett Abbott, Jesse Murray Dustin, and Glondola B. Glenn.

SIXTH: 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 as common stock. The aggregate value of all shares having a par value is One Hundred Thousand (\$100,000.00) Dollars.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock 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) The Board of Directors of the Corporation may classify or reclassify any unissued shares 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.

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

(d) The enumeration and definition of a particular

001816

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

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 11th day of July, 1977, and we acknowledge the same to be our act.

WITNESS:

Henry W. Cook

Emmett Abbott
Emmett Abbott

Jesse Murray Dustin
Jesse Murray Dustin

Glondola B. Glenn
Glondola B. Glenn

47

ARTICLES OF INCORPORATION
OF
ABBODUST ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 15, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber ~~2390~~ ⁶ ~~001507~~, folio 001811, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland ²³⁹¹

5.75

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00 Special Fee paid \$ _____

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.

William J. Simmons



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63

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 3 10 03 AM '77

LIBER - FOLIO

LAND VAUGHN J. BAKER, CLERK

ARTICLES OF AMENDMENT

MEYERS, WAGAMAN, CORDERMAN & YOUNG, P.A.

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Meyers, Wagaman, Corderman & Young, P.A., a Maryland Professional Corporation, having its principal office at the Maryland National Bank Building, Fourth Floor, Hagerstown, Maryland 21740, at a meeting duly convened and held on July 18, 1977, adopted the following resolution:

"RESOLVED, that it is advisable to amend the Charter of the Corporation by amending and changing the Corporate Name of said Corporation to read as follows:

"MEYERS, WAGAMAN & YOUNG, P.A."

SECOND: That a proper notice was duly given to all stockholders of record, entitled to vote thereon, setting forth the proposed amendment to be effective August 1, 1977, upon which action would be taken at a Special Meeting of Stockholders slated for July 18, 1977.

THIRD: That said Special Meeting of Stockholders was held as aforesaid and said amendment was unanimously approved by all stockholders entitled to vote thereon.

IN WITNESS WHEREOF, Meyers, Wagaman, Corderman & Young, P.A. has caused these presents to be signed in its name and on its behalf by its President, and its President's signature witnessed by its Secretary this 20th day of July, A.D., 1977.

MEYERS, WAGAMAN, CORDERMAN & YOUNG, P.A.

Attest:

By

President

Secretary

Wach

[Handwritten signatures of President and Secretary]

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this *20th* day of *July*, A.D., 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lynn F. Meyers, President of Meyers, Wagaman, Corderman & Young, P.A., a Maryland Professional 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 John P. Corderman, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of his information, knowledge and belief.

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

Paul A. Kendle
Notary Public

My Commission Expires:
July 1, 1978

PR

ARTICLES OF AMENDMENT

OF

MEYERS, WAGAMAN, CORDERMAN & YOUNG, P.A.

Changing its name to:

MEYERS, WAGAMAN & YOUNG, P.A.

75

approved and received for record by the State Department of Assessments and Taxation of Maryland July 22, 1977 at 8:30'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2390, folio 003519, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid \$ Recording fee paid \$ 15.00 Special Fee paid \$

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.

William J. Semmons



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63

STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

JUN 3 10 03 AM '77

LIBER FOLIO

AND VAUGHN J. BAKER, CLERK

Received for Record November 28, 1977
at 3:11 P.M. o'clock
Liber 26

000725
597

ARTICLES OF AMENDMENT
DUQUESNE SALES, INC.

NOV 28-77 A# 16805 *****3.75

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Duquesne Sales, Inc., a Maryland Corporation, having its principal offices at Rear 655 South Potomac Street, Hagerstown, Maryland, at a meeting duly convened and held on June 27, 1977, adopted the following resolutions:

RESOLVED, that it is advisable to amend the Charter of the Corporation by amending and changing the Corporate Name of said Corporation to read as follows:

"English Lesky Distributing Company, Inc."

RESOLVED, that it is advisable to amend the Charter of the Corporation by changing the Corporate address as of September 1, 1977, to 840 Bowman Avenue, Hagerstown, Maryland, 21740;

SECOND: That a proper notice was duly given to all stockholders of record, entitled to vote thereon, setting forth the proposed amendment upon which action would be taken at a Special Meeting of Stockholders held on June 27, 1977 at 1:00 P.M.

THIRD: That said Special Meeting of Stockholders was held as aforesaid and said amendment was unanimously approved by all stockholders entitled to vote thereon.

IN WITNESS WHEREOF, Duquesne Sales, Inc., has caused these presents to be signed in its name and on its behalf by its President's signature witnessed by its Secretary this 8th day of August, A.D., 1977.

DUQUESNE SALES, INC.

By Bernard P. Lesky
President



D. Ernest English
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 8th day of AUGUST, A.D., 1977, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Bernard P. Lesky, President of Duquesne Sales, 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 B. Ernest English, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of his information, knowledge and belief.

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

Paul A. Kendle
Notary Public

My Commission Expires:
July 1, 1978



ARTICLES OF AMENDMENT

OF

DUQUESNE SALES, INC.

changing its name to:

ENGLISH LESKY DISTRIBUTING COMPANY, INC.

145

approved and received for record by the State Department of Assessments and Taxation of Maryland August 15, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2393, folio 000724³, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid \$ 3.75 Recording fee paid \$ 15.00 Special Fee paid \$

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.

Richard H Keller



A 64

STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

Nov 20 3 11 PM '77

FOLIO

HW J. BAKER, CLERK

bw 600

Received for Record November 28th, 1977
at 3:11 o'clock P.M.
Liber 26

002214

NOV 28 77 A 2 16804 *****305

ARTICLES OF INCORPORATION
OF
M/L ENTERPRISES, INCORPORATED

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Bernard A. Clark, Jr., whose post office address is 2407 Woodland Drive, Hagerstown, Maryland, 21740, Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, and Howard W. Gilbert, Jr., whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, 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 M/L Enterprises, Incorporated.

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

To purchase and sell, install and manufacture electrical heating equipment and devices and all other components related to the manufacture, installation, purchase and selling of those devices.

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 in care of M/L Electric Co., Inc., 345 East Antietam Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Bernard A. Clark, Jr., 2407 Woodland Drive, Hagerstown, Maryland, 21740. 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 Bernard A. Clark, Jr., Grace French, and Howard W. Gilbert, Jr.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on August 4th, 1977.

WITNESS:

Joanne Snyder
Joanne Snyder

Bernard A. Clark, Jr.
Bernard A. Clark, Jr.

Joanne Snyder
Joanne Snyder

Kenneth J. Mackley
Kenneth J. Mackley

Joanne Snyder
Joanne Snyder

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

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 4th day of August, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Bernard A. Clark, 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.

Joanne Snyder
Notary Public
Joanne Snyder



My Commission Expires:
July 1, 1978

ARTICLES OF INCORPORATION
OF
M/L ENTERPRISES, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 8, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 3 2392, 002213, 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 Special Fee paid \$ _____
3.75

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.

Richard H Keller



A 64

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 28 3 11 PM '77

LEWIS FOLIO

LANE VAL HW J BAKER, CLERK

Received for Record November 28, 1977
at 3:11 o'clock P.M.
Liber 26

002250 603

NOV 28 77 AM 16803 *****3.5

ARTICLES OF INCORPORATION

OF

TURNER'S TAXI, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Thomas Lee Turner, Sr. whose Post Office address is 479 Mitchell Avenue, Hagerstown, Maryland 21740, being over twenty-one (21) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is: "Turner's Taxi, Inc."

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

(a) To own and operate automobile taxies for the transportation of persons and packages for hire; and to acquire by lease or purchase all property, real and personal, necessary in the conduct of such business; and to do such other things that are incident, proper and necessary to the successful operation of the business aforesaid.

(b) 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.

(c) To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, or any

interest therein and to grant any rights so acquired either in the United States or in the world.

(d) 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: 655 West Washington Street, Hagerstown, Maryland 21740. The name and Post Office address of the Resident Agent of the Corporation in this State is: Frances Mae Turner, 479 Mitchell Avenue, Hagerstown, Maryland 21740. 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 per share, all of one class, and having an aggregate value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be at least three (3), which number may be increased pursuant to the by-laws of the Corporation; and the names of the Directors who shall act until the first annual meeting, or until their successors are duly elected and qualified, are : Thomas Lee Turner, Sr., Frances Mae Turner, and George Franklin Turner.

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 consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

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

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of August, A. D., 1977.

WITNESS:

Debra K. Danner Thomas Lee Turner, Sr. (SEAL)

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

I HEREBY CERTIFY, That on this 4th day of August, A.D., 1977, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared Thomas Lee Turner, Sr. and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Debra K. Danner
Notary Public

My Commission Expires:
July 1, 1978



ARTICLES OF INCORPORATION
OF
TURNER'S TAXI, INC.

122

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 5, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2392, folio ⁵0022.19, 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 Special Fee paid \$
3.75

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.

Richard H Keller



A 641

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OW 28 3 11 PM '77

BER FOLIO
AUGUST J. BAKER, CLERK

NOV 28 11 16 1977 16802 *****375

ARTICLES OF INCORPORATION
OF
HRC CORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Carolyn Barnhart, whose post office address is R.R. 7, Box 150DX, Martinsburg, WV 25401.

Harry P. Cullum, whose post office address is 1025-G Noland Drive, Hagerstown, Maryland, 21740, and Robert Cullum, whose post office address is 1025-G Noland Drive, Hagerstown, Maryland, 21740, 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 HRC Corporation.

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

To purchase and resell tire casings, and to sell tires at wholesale and retail.

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 hereinabove 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 shall be 1025-G Noland Drive, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Harry P. Cullum, 1025-G Noland Drive, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on August 11, 1977.

WITNESS:

Karen Palmer

Robert Cullum
Robert Cullum

Karen Palmer

Harry P. Cullum
Harry P. Cullum

Karen Palmer

Carolyn Barnhart
Carolyn Barnhart

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 11 day of August, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert Cullum, Harry P. Cullum and Carolyn Barnhart, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Karen Palmer
Notary Public

My Commission Expires:
July 1, 1978



ARTICLES OF INCORPORATION
OF
HRC CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 15, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2393, folio 000727⁵, 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 Special Fee paid \$
3.75

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.



Richard H. Keller

A 64

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 28 3 11 PM '77

LIBER TULO

LAND VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

COMMUNITY DETOX, INC.

FIRST: We, the undersigned, John J. Mulcahy, whose post office address is 132 Dogwood Drive, Hagerstown, Maryland 21740, David A. MacLeod, whose post office address is 1302 Pennsylvania Avenue, Hagerstown, Maryland 21740, and Edward W. Coeey, whose post office address is 152 West Washington Street, Hagerstown, Maryland 21740, all being over eighteen (18) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form a non-stock charitable corporation by the execution and filing of these Articles.

SECOND: The name of the corporation, hereinafter referred to as the "Corporation", is:

COMMUNITY DETOX, INC.

THIRD: The Corporation is organized and shall be operated exclusively as a non-profit charitable organization with the following specific purposes and powers:

(a) To provide a community-based alternative to medical detoxification for alcoholics in a rural community.

(b) To provide an intensive alcohol education, counseling, and life adjustment program for alcoholics in Washington County.

(c) To accept and receive from Federal, State, County, Municipal and/or other governmental sources grants of monies or other aid and assistance; and to receive from persons,

firms or corporations property, real and personal, monies, securities and other items of value by gift, bequest or otherwise, for the purpose and for the furtherance of the programs for which the Corporation is organized.

(d) To own, hold, manage, invest, sell, convey, mortgage and otherwise dispose of the property of the Corporation, real and personal, and reinvest from time to time the assets of the Corporation and to use and apply the net income and the principal of all of such property in such manner and at such time as the Corporation may deem best for the support and benefit or furtherance of the activities or programs of the Corporation.

(e) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon corporations by the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 201 North Jonathan Street, Hagerstown, Maryland 21740. The resident agent of the Corporation in this State is John J. Mulcahy, whose post office address is 132 Dogwood Drive, Hagerstown, Maryland 21740. 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 nor any membership certificate.

SIXTH: (1) The affairs of the Corporation shall be managed by a Board of Members, the number of which shall initially be thirteen. The following persons shall be Members until the first annual meeting of the Board of Members or until their successors are duly chosen and qualified:

Robert E. Baer,
George L. Clark,
Edward W. Cooley,
William J. Dwyer,
Francis R. Ford,
DeWayne M. Kenner,
David A. MacLeod,
Edward W. Maynard,
John J. Mulcahy,
Donald E. Munson,
Richard A. Young, M.D.,
Robert E. Weaver
Fred C. Wright, III.

The number of Members may be increased or decreased by vote of a majority of the Board of Members but shall never be less than three (3).

(2) The Board of Members, pursuant to the authority conferred upon them by the By-Laws of the Corporation, may elect annually a Board of Directors for the Corporation, which shall never consist of less than three (3) Directors, the qualifications, tenure, powers, duties and responsibilities of said Board to be as established from time to time by the By-Laws of the Corporation.

SEVENTH: Anything herein contained to the contrary notwithstanding, the powers of the Corporation shall be subject

to the following terms, provisions and limitations:

(a) The Corporation is organized and at all times hereafter shall be operated exclusively for charitable purposes in conformity with the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954.

(b) In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic or foreign corporations or associations having a similar or analogous character or purpose; provided however, that any such transferee or transferees shall qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, and its Regulations as they now exist or as they may hereafter be amended.

EIGHTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its Members, any amendments to these Articles which may now or hereafter be authorized by law.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation as of this 15th day of August, A.D. 1977.

WITNESS:

<u>Pearl L. Gehr</u> Pearl L. Gehr	AS TO	<u>John J. Mulcahy</u> John J. Mulcahy
<u>Pearl L. Gehr</u> Pearl L. Gehr	AS TO	<u>David A. MacLeod</u> David A. MacLeod
<u>Pearl L. Gehr</u> Pearl L. Gehr	AS TO	<u>Edward W. Cooney</u> Edward W. Cooney

STATE OF MARYLAND,
WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 15th day of August,
A.D. 1977, before me, the subscriber, a Notary Public in and
for the State and County aforesaid, personally appeared
JOHN J. MULCAHY, DAVID A. MacLEOD, and EDWARD W. COOEY, 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.



Pearl L. Gehr
Notary Public.
Pearl L. Gehr

ARTICLES OF INCORPORATION
OF
COMMUNITY DETOX, INC.

154

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 16, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2393, folio 001294⁶, 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 Special Fee paid \$ _____
3.75

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.



Richard H. Keller

A 64

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 28 3 11 PM '77

LIBER — FOLIO

LAND VAUGHN J. BAKER, CLERK

THREE FARMS, INC.

MV 28-77A 16800 *****3.75

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, John D. Thomson, whose post office address is Route 5, Box 350, Hagerstown, Maryland 21740; Hugh J. Talton, whose post office address is Route 3, Box 345, Smithsburg, Maryland 21783; Lawrence A. Jones whose post office address is RD 1, Box 378A, Boonsboro, Maryland 21713; Gary L. Bitner, Route 1, Box 173C, Boonsboro, Maryland 21713; 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

THREE FARMS, 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 employ personnel as workers in the raising of sheep and the purchasing, shipping, producing, and commerce of sheep and sheep products.
2. To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Maryland.
3. To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform.
4. To manufacture, purchase, or otherwise acquire, own, mortgage, lease, improve, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, 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 Route 1, Box 173C, Boonsboro, Maryland 21713. The name and post office address of the resident agent of the Corporation in this State is Gary L. Bitner, Route 1, Box 173C, Boonsboro, Maryland 21713. Said resident agent is a

*Washington
Co.*

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 (1,000) shares of the par value of One Hundred Dollars (\$100.00).

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 names of the Directors who shall act until the first annual meeting of stockholders or until their successors are fully chosen and qualified are John D. Thomson, Hugh J. Talton, Lawrence A. Jones, and Gary L. Bitner.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 4th day of August, 1977.

WITNESS:

J Russell Robinson
as to all
four

John D. Thomson (SEAL)
Hugh J. Talton (SEAL)
Lawrence A. Jones (SEAL)
Gary L. Bitner (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 4th day of August, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John D. Thomson, Hugh J. Talton, Lawrence A. Jones, and Gary L. Bitner, 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.



Barbara J. Bent
Notary Public

618

155

ARTICLES OF INCORPORATION
OF
THREE FARMS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 17, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2393, folio ⁴ 001686, 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 Special Fee paid \$
3.75

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.



Richard H. Keller

A 64
STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Nov 28 3 11 PM '77
LIBER - FOLIO
LAND VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

RC
Walt

FIRST: The undersigned, William R. Luther, Sr., whose Post Office address is 16 Moller Parkway, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is N and K Corporation.

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

(1) To engage in the business of transporting and hauling fuel and general commodities by purchase, lease, or otherwise of truck, truck lines or trucking equipment and any other means of transportation now or hereinafter in use for the transportation of freight, goods, wears, merchandise, and other property of every kind and nature, and to conduct, engage in, and carry on the business of transportation of property of every class and description and by any means of transportation now or hereafter in use.

(2) To own, operate, maintain, hold, and use, purchase, construct, establish, lease, or otherwise acquire, mortgage, create security interests in, and sell, or otherwise dispose of or deal with terminal properties and depots, freight station houses, storage facilities, machine and repair shops, freight, stock, and repair yards, and all structures, tools, machinery, appliances, and appurtenances and any and all other property, real, personal, or mixed,

and wheresoever situated, whether or not similar to any property above described, which may be necessary or useful in connection with the business of the Corporation.

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

(4) 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.

(5) 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.

(6) To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1219 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are William R. Luther, Sr., 16 Moller Parkway, Hagerstown, Maryland 21740. 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 Ten Thousand (10,000) shares at a par value of Ten (\$10.00) Dollars per 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 five (5), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are: Nancy Lee Luther, Karen Rae Luther, Frank H. Luther, Sr., William R. Luther, Sr., and William R. Luther, 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 such class, whether now or here-

after authorized as it may determine, except that it shall not issue nor have outstanding any securities, (including stock) which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.

(b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested 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 any 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 the 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 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, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change or 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.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class 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 of its stock which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the

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

EIGHTH: The shares of stock shall be non-assessable and shall be entitled to one (1) 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 Stockholders 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 15th day of AUGUST, A.D., 1977.

Witness:

Paula A. Kendle

William R. Luther, Sr.
William R. Luther, Sr.

STATE OF MARYLAND, WASHINGTON COUNTY, TO-Wit:

I HEREBY CERTIFY, That on this 15th day of AUGUST, A.D., 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William R. Luther, Sr., personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge the foregoing Articles of Incorporation to be his act.

Witness my hand and official Notarial Seal.

Paula A. Kendle
Notary Public

My Commission Expires:
July 1, 1978



ARTICLES OF INCORPORATION

OF

N AND K CORPORATION

173

approved and received for record by the State Department of Assessments and Taxation of Maryland August 19, 1977 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2393, folio 002006, 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 Special Fee paid \$ 4.75

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.

Richard H Keller



A

644

STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

Nov 28 3 12 PM '77

LIBER - FOLIO

LAND VAUGHN J. SAUER, CLERK

Received for Record November 28, 1977
at 3:12 o'clock P.M.
Liber 26

002918

~~002334~~

627

NOV 28 77 A E 16708 *****3.75

ARTICLES OF INCORPORATION

OF

HAGERSTOWN CERAMIC ART & SUPPLY, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Joseph K. Shaner and Frances E. Shaner, whose post office address is 329 Devonshire Road, Hagerstown, Maryland, 21740; and Dalton C. Pile and Dorothy L. Pile, whose post office address is 255 Avon Road, Hagerstown, Maryland, 21740, 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 HAGERSTOWN CERAMIC ART & SUPPLY, INC.

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

To own, conduct, operate, maintain and carry on the business of a ceramic art and supply business, both retail and wholesale, and to manufacture any articles of merchandise incidental thereto.

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 406 Mechanic Street, Hagerstown, Washington County, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State is Joseph K. Shaner, 329 Devonshire Road, Hagerstown, Maryland, 21740. Said resident 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 Fifty Dollars (\$50.00) a share, all of one class, and having an aggregate par value of Fifty Thousand Dollars (\$50,000.00).

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 (3); and the names of the Directors who shall act until first annual meeting or until their successors are duly chosen and qualify are Joseph K. Shaner, Frances E. Shaner, Dalton C. Pile and Dorothy L. Pile.

SEVENTH: The following provision is hereby adopted for the purpose of defining, limiting and regulating the power of the Corporation and of the Directors and Stockholders:

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on August 12, 1977

WITNESS:

<u>William J. Dwyer</u>	<u>Joseph K. Shaner</u> (SEAL) Joseph K. Shaner
<u>William J. Dwyer</u>	<u>Frances E. Shaner</u> (SEAL) Frances E. Shaner
<u>William J. Dwyer</u>	<u>Dalton C. Pile</u> (SEAL) Dalton C. Pile
<u>William J. Dwyer</u>	<u>Dorothy L. Pile</u> (SEAL) Dorothy L. Pile

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 12th day of August, A.D., 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph K. Shaner, Frances E. Shaner, Dalton C. Pile and Dorothy L. Pile and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

William J. Dwyer
Notary Public



Commission Expires:
July 1, 1978

ARTICLES OF INCORPORATION

OF

HAGERSTOWN CERAMIC ART & SUPPLY, INC.

168

approved and received for record by the State Department of Assessments and Taxation of Maryland August 19, 1977 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

3

Recorded in Liber ~~7373~~ 2395, folio ~~6158~~ 002947 of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid \$ 20.00 Recording fee paid \$ 15.00 Special Fee paid \$ 3.75

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.

Richard H Keller



A 64

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 28 3 12 PM '77

R FOLIO

LAND CLERK
W. JOHN J. BAKER, CLERK

Received for Record November 28th, 1977 002363
 at 3:12 o'clock P.M.
 Liber 26

NOV 28-77 A 16797 ***** 3.75

ARTICLES OF INCORPORATION

OF

HAGERSTOWN INSULATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert D. Vink, whose post office address is 68 Lakeside Drive, Hagerstown, Maryland, 21740; Edward W. Cooley, whose post office address is 152 West Washington Street, Hagerstown, Maryland, 21740; and Richard F. McGrory, whose post office address is 152 West Washington Street, Hagerstown, Maryland, 21740, all being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

Hagerstown Insulation, Inc.

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

(a) To mix, assemble, sell and distribute insulation materials for climatic insulating uses in residential dwellings and commercial and industrial buildings and to purchase the raw materials for same.

(b) To invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, convey, mortgage, exchange, improve, sub-divide and otherwise deal in and dispose of real and personal property of every kind and description.

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

(d) To 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, partnership 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, partnership or association.

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

(g) To enter into any kind of activity and perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the purpose of the Corporation.

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: That the post office address of the principal office of the Corporation in this State is 68 Lakeside Drive, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Robert D. Vink, whose post office address is 68 Lakeside Drive, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is one thousand (1,000) shares of Common Stock of the par value of One Hundred Dollars (\$100.00) each, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00). Each share of Common Stock shall be entitled to one vote.

SIXTH: That 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 Wayne B. Ruck, Vernon E. Litzinger, and Robert D. Vink.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock, 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: That no contract or other transaction between the Corporation and any other corporation or corporations, partnership or individuals and no act of this Corporation shall be deemed to be affected or invalidated by the fact that any one or more or all of the directors or officers of this Corporation is or are interested in or is or are directors or officers or partners of such other corporation or corporations or partnership; and any director or officer, or directors or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, partnership, firm or corporation shall be affected or invalidated by the fact that any director or officer, or directors or officers, of this Corporation is or are a party or parties to or interested in such contract, act or transaction or in any way connected with such person or persons, partnership, firm or corporation, and each and every person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any partnership, firm, association or corporation in which he may be in anywise interested.

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

IN WITNESS WHEREOF, We have signed these Articles of Incorporation as of this 19th day of August, A.D. 1977.

WITNESS:

Deborah S. Chausse AS TO Robert D. Vink
 Robert D. Vink

Deborah S. Chausse AS TO Edward W. Cooley
 Edward W. Cooley

Deborah S. Chausse AS TO Richard F. McGrory
 Richard F. McGrory

STATE OF MARYLAND,
WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 19th day of August, A.D. 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ROBERT D. VINK, EDWARD W. COOEY, and RICHARD F. McGRORY, 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.

Deborah J. Wynn
Notary Public.

ARTICLES OF INCORPORATION
OF
HAGERSTOWN INSULATION, INC.

168

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 22, 1977 at 12:00 o'clock Noon M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2393 002362, 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 Special Fee paid \$ 3.75

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.



Richard J. Baker
STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Nov 28 3 12 PM '77
LIBER
LAND
VAUGHN J. BAKER, CLERK

A 6455

*RC
Doubler*ARTICLES OF INCORPORATION

OF

THE WASHINGTON COUNTY LOAN CLOSET ASSOCIATION, INCORPORATED

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation adopt the following Articles of Incorporation for such corporation pursuant to the State of Maryland laws for formation of charitable corporations.

FIRST: The name of the corporation is *the* Washington County Loan Closet Association, incorporated.

*RC
Doubler*

SECOND: The period of duration is perpetual.

THIRD: The Corporation is organized exclusively for charitable purposes in the public interest within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, and any subsequent amendments thereto; and in furtherance of, and not in limitation to the following purposes and powers:

a. To house and/or administer patient aids and equipment to lend in Washington County.

b. To supplement available aids and equipment so that community needs can be met.

c. To operate and maintain such facilities and services which may seem, directly or indirectly to facilitate the above objectives.

d. To operate exclusively for charitable purposes for those persons authorized by physicians, the Washington County Hospital Association, the Western Maryland Hospital Association, the Washington County Health Department or the Department of Social Services to receive equipment or aids without discrimination as to race, color, sex or religious status.

e. To accept donations of both funds and equipment and to solicit same for the purpose of its operation.

f. To acquire by purchase from donated funds so designated such aids and equipment as are needed to meet requests.

g. To do any and all things necessary, suitable, convenient, incidental, appurtenant or proper for the accomplishment of any or all of the purposes, objects and powers of this Corporation or the attainment or the furtherance thereof, provided the same not be inconsistent with the laws of Maryland. Furthermore, 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 any 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.

h. No substantial part of the activities of the Corporation shall be 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.

1. In the event of the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to scientific, educational and/or charitable 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.

FOURTH: This Corporation is not organized for profit, and neither it, nor its members shall have authority to issue capital stock. No members of this Corporation shall, as such, receive or derive any profit from the operation of the Corporation, and no part of the net earnings of this Corporation shall now or hereafter inure to the benefit of any member as such. The members of this Corporation shall consist of the undersigned and their successors as may be appointed and/or elected in accordance with the By-Laws of this Corporation. In the exercise of all powers of the Corporation the members may act as such, or they may constitute themselves in whole or in part as a Board of Directors to exercise such powers.

FIFTH: The Post Office address of the principle office of the Corporation of this State is the Washington County Loan Closet Association, Inc., 131 West North Street, Hagerstown, Washington County, Maryland, 21740.

SIXTH: The resident agent of the Corporation is Mary M. Stoner, whose Post Office address is 1052-F Noland Drive, Hagerstown, Washington County, Maryland, 21740, and said resident agent is a citizen of the State of Maryland and actually resides therein.

SEVENTH: The Corporation shall have not more than twenty-five (25) members of the Board of Directors and the present incorporators shall serve as Board Members of the Corporation until their successors are duly chosen and qualified as prescribed in the By-Laws of the Corporation.

EIGHTH: The members of the Corporation shall consist of such persons selected under the rules and regulations and in such classes as may be prescribed in the By-Laws of the Corporation.

NINTH: The territory in which the operations of the Corporation are principally to be conducted is the State of Maryland of the United States of America, but the operations of the Corporation shall not be limited to such territory.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation
and severally acknowledged the same to be our act on August 2nd, 1977.

Kerry W. Kissinger

Kerry W. Kissinger, President
2244 Bonnie Briar Lane
Hagerstown, Md. 21740

George Kalin

George Kalin, Vice-President
363 S. Cleveland Ave.,
Hagerstown, Md. 21740

Marlo Barnhart

Marlo Barnhart, Sec-Treas.
25 Summit Avenue
Hagerstown, Md. 21740

Henrietta M. Lyle

Henrietta M. Lyle
Apt. 4, 4 E. Antietam St.
Hagerstown, Md. 21740

Arthur L. Haines

Arthur L. Haines
P.O. Box 756
Boonsboro, Md. 21713

Robin L. Spald

Robin L. Spald
Suits 411
Professional Arts Bldg.
Hagerstown, Md. 21740

Edith S. Karsay

Edith Karsay
P.O. Box 311
Maugansville, Md. 21767

Russell Frey

Russell Frey
1609 Marvin Ave.
Hagerstown, Md. 21740

Beatrice Rodriguez

Beatrice Rodriguez
458 Suman Ave.
Hagerstown, Md. 21740

David M. Stewart

David M. Stewart
223 N. Prospect St.
Hagerstown, Md. 21740

Charlotte R. Horst R.N.

Charlotte R. Horst, R.N.
103 Windsor Circle
Hagerstown, Md. 21740

Lawrence B. Izer

Lawrence B. Izer
Rt. 1, Box 290A1
Williamsport, Md. 21795

Barbara O. Pennington

Barbara O. Pennington, (WITNESS)
Program Consultant
American Lung Association of Maryland
23 N. Locust Street
Hagerstown, Md. 21740

August 2nd, 1977
Date

LMS

ARTICLES OF INCORPORATION
OF
THE WASHINGTON COUNTY LOAN CLOSET ASSOCIATION, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 22, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2393, folio 002378⁴, 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 Special Fee paid \$ 3.75

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.

Richard H. Keller



A 64

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 28 3 12 PM '77

LIBER FOLIO

LAND VAUGHN J. BAKER, CLERK

Articles of IncorporationOfBiway CorporationThis Is To Certify:

First: That I, the subscriber, Harold E. Bertrand, whose post office address is 6812 Old Chesterbrook Road, McLean, Virginia, 22101; being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate myself with the intention of forming of a corporation by the execution and filing of these articles.

Second: That the name of the corporation, which is hereinafter called the Corporation, is: Biway Corporation.

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

(a) To own, operate and maintain a public food service and dining business in Hagerstown, Maryland known as Submarine Supreme.

(b) to engage for profit in any lawful act, activity, or business for which corporations may be organized under the General Laws of the State of Maryland.

Fourth: The post office address of the principal office of the Corporation in the State of Maryland is 447 Jefferson Street, Hagerstown, Maryland 21740. The resident agent of

the Corporation is Ruby M. Hauver, whose post office address is 800 Woodland Way, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

Fifth: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares without par value, all of one class and designated common stock.

Sixth: The number of directors of the Corporation shall be as defined in the Corporation by-laws and shall not be less than three. Directors need not be stockholders unless so provided in 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 selected and qualified are:

Harold E. Bertrand
Barbara J. Bertrand
Ruby M. Hauver
David P. Jones
Delores Jones

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to the 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 effected or invalidated by the fact

that any of the directors of this Corporation are pecunarily or otherwise interested in, or are directors or officers of, such other corporation, any directors individually, or any firm of which any directors may be a member, may be a party to, or may be pecunarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that director or such firm is 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 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 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 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 Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of 51 per cent of all such stock outstanding at that time, by vote at a meeting or in writing with or without a meeting.

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

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

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

(h) The Board of Directors shall have authority to exercise without a vote of stockholders all powers of the Corporation, whether conferred by law or by these articles except those powers expressly reserved by law to the stockholders.

(i) Each director and officer (and his heirs, executors and administrators) shall be indemnified by the Corporation against reasonable costs and expenses incurred by him in connection with any act, action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation, except in relation to any action, suit or proceeding in which he has been adjudged liable because of wilful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. In the absence of an adjudication which expressly absolves the director or officer of liability to the Corporation or its stockholders for wilful misfeasance, bad faith, gross negligence and reckless disregard of the duties involved in the conduct of his office or in the event of a settlement, each director and officer (and his heirs, executors and administrators) may be indemnified by the Corporation against payments made, including reasonable costs and expenses, provided, however, that such indemnification shall

be conditioned upon the prior determination by resolution of two-thirds of those members of the Board of Directors of the Corporation who were not involved in the action, suit or proceeding, that the director or officer has no liability by reason of wilful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office, and provided, further, that if a majority of the members of the Board of Directors of the Corporation are involved in the action, suit or proceeding, such determination shall have been made by a written opinion of independent counsel. Payments in settlement, including reasonable costs and expenses incident to settlement, shall not exceed costs and expenses which would have been reasonably incurred if the action, suit or proceeding had been litigated and concluded. Such determination by the Board of Directors or by independent counsel, and the payment of amounts by the Corporation on the basis thereof, shall not prevent a stockholder from challenging such indemnification by appropriate legal proceedings.

The foregoing right of indemnification shall not be exclusive of any right to which the officer or director may be entitled to according to law.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledged the same to be my act on 19 August 1977.

Harold E. Bertrand
(Harold E. Bertrand)

WITNESS:

Margaret M. McDermott
(Margaret M. McDermott)

ARTICLES OF INCORPORATION
OF
BIWAY CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 22, 1977 at 2:00 o'clock P.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2393, folio 7 002585, 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 Special Fee paid \$ 4.25

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.

Richard H Keller



A 64

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 20 3 12 PM '77

LIBER FOLIO

LAND VADON J. SAUER, CLERK

Received for Record November 28th, 1977
at 3:12 o'clock P.M.
Liber 26

002019 647

NOV 28 1977 16794 *****375

ARTICLES OF INCORPORATION

OF

THE CASCO CORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, Howard W. Gilbert, Jr., whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, and John M. Cascioli, Jr., whose post office address is Apartment T-6, 1400 Haven Road, Hagerstown, Maryland, 21740, each being at least eighteen years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is THE CASCO CORPORATION.

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

To publish a newsletter for professional photographers.

To restore classic cars.

To conduct a retail and wholesale florist business.

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

To conduct an advertising agency business.

To conduct a wholesale and retail picture framing business.

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 Apartment T-6, 1400 Haven Road, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are John M. Cascioli, Jr., Apartment T-6, 1400 Haven Road, Hagerstown, Maryland, 21740. 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 ten thousand (10,000) shares

of the par value of Ten Dollars (\$10.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be 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 John M. Cascioli, Jr., Diane E. Cascioli and John M. Cascioli, Sr.

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

The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock 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 August 1, 1977.

WITNESS:

Karen Palmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

Karen Palmer

Howard W. Gilbert, Jr. (SEAL)
Howard W. Gilbert, Jr.

Karen Palmer

John M. Cascioli, Jr. (SEAL)
John M. Cascioli, Jr.

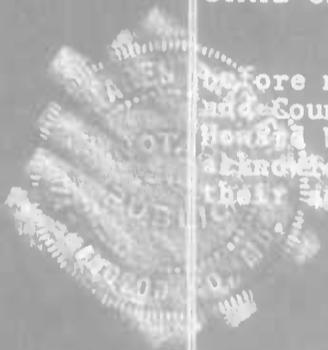
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1st day of August, 1977, 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 John M. Cascioli and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Karen Palmer
Notary Public

My Commission Expires:
July 1, 1978



ARTICLES OF INCORPORATION
OF
THE CASCO CORPORATION

114

approved and received for record by the State Department of Assessments and Taxation
of Maryland: August 5, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2392, folio 002018³, 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 Special Fee paid \$ 3.75

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.

Richard H Keller



A 64

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

NOV 28 3 12 PM '77

CLERK
LAND VAUGHN J. BAKER, CLERK

Received for record December 20, 1977
at 12:25 p.m.
Liber #26

DEC 20-77 B 19205 *****375

PC
1/1/78

ARTICLES OF INCORPORATION
BOW LIGHTING AND SUPPLY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles M. Bowers, whose post office address is 108 Wilcox Drive, Williamsport, Maryland 21795, Joyce F. Bowers, whose post office address is 108 Wilcox Drive, Williamsport, Maryland 21795, all being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, associate themselves with the intention of forming a corporation by the execution and filing of these Articles.

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

BOW LIGHTING AND SUPPLY, INC.

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

- (a) To engage in a general merchandising business.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of any 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, insurance and real estate, wares and merchandise of every description.

2.

(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 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 of, in accordance with the laws of the State of Maryland, stocks, bonds, or other securities of the Corporation or otherwise.

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

(g) To purchase, or otherwise acquire, hold and re-issue shares of its capital stock of any class and to purchase, hold, sell, assign, transfer, exchange, lease mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidence of indebtedness issued or created by any other corporation or association organized under the Laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner and 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 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 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 any mortgage upon, or pledge, or conveyance, or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for any 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 any 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 limitations of the powers conferred upon the Corporation by the law, and is not intended by the mention of the 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 806 Frederick Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Charles M. Bowers whose post office address is 108 Wilcox Drive, Williamsport, Maryland 21795. 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 the authority to issue is fifteen hundred (1,500) 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 fifty thousand dollars (\$150,000.00).

SIXTH: The Corporation shall have three (3) directors and Charles M. Bowers, Joyce F. Bowers and Jack B. Weloh 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 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

4.

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 any 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 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 the power from time to time to fix and determine and to vary the amount of working capital of the Corporation, to determine whether any, if any, what part, of the surplus of the Corporation, or of the net profits arising from its business, shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and supply 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, 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 be authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting, or in writing with or without a meeting.

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

(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 majority of the total

5.

number of votes entitled to be cast thereon, except as otherwise provided in this charter.

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 20th day of September, 1977.

Charles M. Bowers (SEAL)
Charles M. Bowers

Joyce F. Bowers (SEAL)
Joyce F. Bowers

TEST:

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 20th day of September, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Charles M. Bowers, and Joyce F. Bowers, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the same to be their respective act.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Annita M. Baker
NOTARY PUBLIC

MY COMMISSION EXPIRES

July 1, 1998

288

ARTICLES OF INCORPORATION
OF
BOW LIGHTING AND SUPPLY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 27, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2396, folio 001717⁶, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

375

Bonus tax paid \$ 30.00 Recording fee paid \$ 15.00 Special Fee paid \$ _____

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.

William J. Semmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 65685

DEC 20 12 25 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for record December 20, 1977
 at 12:25 p.m.
 Liber #26

001653

DEC 20-77 B 19204 *****3.75

ARTICLES OF INCORPORATION
 OF
 HOLIDAY ACRES PHARMACY, INC.

THIS IS TO CERTIFY:

FIRST: That I, Richard W. Lauricella, whose post office address is 247 north Potomac Street, Hagerstown, Maryland, 21740, 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, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation"), is HOLIDAY ACRES PHARMACY, INC.

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

- (a) To engage in the business of and the retail sales of pharmaceutical products and sundries and all other services related thereto and inherent therein.
- (b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.
- (c) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(d) To 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 of 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 of 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 purpose, 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 Holiday Acres Shopping Center, Smithsburg, Maryland, 21783. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased 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 Samuel O. Weisbecker, Shirley A. Weisbecker and Edwin Kenney.

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

(b) No contract or other transactions 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 interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of September, 1977.

WITNESS:

Marian Marshall

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 26th day of September, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission expires:
7/1/78

Marian Marshall
Notary Public

LAW OFFICES RICHARD W. LAURICELLA



287

ARTICLES OF INCORPORATION
OF
HOLIDAY ACRES PHARMACY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 28, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2396, folio 6 001652, 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 Special Fee paid \$ _____

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.

William J. Simms



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 65673

DEC 20 12 25 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for record December 20, 1977
at 12:25 p.m.
Liber #26

DEC 20-77 (96 1025);*****3.75

ARTICLES OF INCORPORATION

OF

A. M. FIRE AND SECURITY SYSTEMS, INC.

THIS IS TO CERTIFY:

FIRST: That William P. Nairn, 100 West Washington Street, Hagerstown, Maryland, 21740, the subscriber, as Incorporator, 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, state my intention of forming a corporation by the execution, acknowledgement and filing of these Articles.

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

A. M. FIRE AND SECURITY SYSTEMS, INC.

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

(a) To engage in the direct sale, at wholesale and retail, and distribution of fire protection equipment and burglary protection equipment. To offer all repair and maintenance services connected therewith.

(b) To engage in the negotiations and sale of franchises for businesses engaging in the activities enumerated herein.

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

(d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets or 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 business 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.

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 of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 1610 Oak Hill Avenue, Hagerstown, Maryland. The Resident Agent of the Corporation is Wayne Alter, Jr., 1610 Oak Hill Avenue, Hagerstown, Maryland, 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock that this Corporation has authority to issue is 10,000 shares of capital stock of a par value of Ten (\$10.00) Dollars per share, all of one class, having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The Corporation shall have four (4) Directors and Wayne Alter, Jr., Shelby J. Alter, Gerald Messenger and Bernadine Messenger shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, William P. Nairn, have signed these Articles of Incorporation this *26* day of *September*, 1977.


 _____ (SEAL)
 William P. Nairn

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *26th* day of *September*, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William P. Nairn and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.



 Notary Public

My commission expires:
 July 1, 1978



592

ARTICLES OF INCORPORATION
OF
A. M. FIRE AND SECURITY SYSTEMS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 27, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2396, folio 101255, 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 Special Fee paid \$ _____

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.

William J. Hemmert



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 65615

Dec 20 12 25 PM '77

LIBER _____ FOLIO _____

CLERK

Received for record December 20, 1977
at 12:25 p.m.
Liber #26

002288 665

DEC 20-77B# 19202 *****1.25

DENIS H. WOODWARD, INC.

(A CLOSE CORPORATION, ORGANIZED PURSUANT
to TITLE FOUR of the CORPORATIONS and
ASSOCIATIONS ARTICLE of the ANNOTATED
CODE OF MARYLAND)

KE
Woodward

FIRST: I, Denis H. Woodward, whose Post Office address is Route 3, Box 319, Smithsburg, Maryland, 21783, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called "Corporation") is DENIS H. WOODWARD, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporation and Associations Article of the Annotated Code of Maryland, as amended.

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

- (1) To engage in the business of well drilling; installation and servicing of "water well pumping systems"; installation and servicing of septic systems; excavation and grading; and to engage in any other lawful purpose and/or business; and
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FIFTH: The Post Office address of the principal office of the Corporation in this state is Route 3, Box 319, Smithsburg, Maryland 21783. The name and Post Office address of the resident agent of the Corporation in this state is Denis H. Woodward, Route 3, Box 319, Smithsburg, Maryland 21783. Said resident agent is an individual actually residing in this state.

SIXTH: The total number of shares of capital stock which Corporation has authority to issue is Ten Thousand (10,000) shares of common stock without par value.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one Director, whose name is Denis H. Woodward.

EIGHTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents, and employees as follows:

(1.) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(2.) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no

indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnify for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of this Article EIGHTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article EIGHTH.

(4) Any indemnification under paragraph (1) or (2) of this Article EIGHTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article EIGHTH. Such determination shall be made: (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article EIGHTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

(8) In the event that said Corporation shall not have a Board of Directors at the time any action directed or authorized by Article EIGHTH herein, such action shall be authorized to be taken by the Shareholders of the Corporation.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the Directors (if applicable) and stockholders.

(a) 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 stockholders of this Corporation are pecuniarily or otherwise interested in or are Directors or officers of such other corporations; any Directors individually or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the majority of the stockholders thereof; and any stockholder of this Corporation is also a Director or

officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the stockholders of this corporation, which shall authorize any such contract or transaction and revoke 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 stockholders shall have power from time to time to fix and determine and 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 the net profits arising from the businesses' shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to the Director and determine the use and disposition of such surplus or net profits.

(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, but no such amendment which changes the terms of any of the outstanding stocks shall be valid unless such change or terms shall have been authorized by the holders of a majority of all of such stock at the time outstanding by a vote at a meeting or in writing with or without a meeting.

TENTH: The shares of stock shall be non-assessable and shall be entitled to one (1) 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 stockholders 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 according to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 8th day of September, 1977.

Witness:

[Handwritten signature]

Denis H. Woodward (SEAL)
Denis H. Woodward

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 8th day of September, 1977,
before me, the subscriber, a Notary Public in and for the State
and County aforesaid, personally appeared Denis H. Woodward,
personally known to me to be the person whose name is subscribed
to the foregoing instrument and who did acknowledge the foregoing
Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal,

Christine D. Lowe
Notary Public

My commission expires:

July 1, 1978

L 251

ARTICLES OF INCORPORATION
OF
DENIS H. WOODWARD, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 16, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

7

Recorded in Liber 2395 (102282), one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ 40.00 Recording fee paid \$ 17.00 Special Fee paid \$ _____

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.

William J. Simms



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 65342

DEC 20 12 25 PM '77

LIBER _____ FOLIO _____

LAND
VAUGHN J. BAKER, CLERK

Received for record December 20, 1977
at 12:25 p.m.
Liber #26

DEC 20-77Bz 19201 *****375

GLASS SHOP, INC.

(Election to be a Close Corporation under Section 100)

ARTICLES OF AMENDMENT

GLASS SHOP, INC., a Maryland Corporation, having its principal office at 167 South Potomac Street, Hagerstown, 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 the SECOND and FOURTH paragraphs of the Articles of Incorporation and inserting in lieu thereof the following:

"FIRST: A. The name of the Corporation which is hereinafter called the Corporation) is: GLASS SHOP, INC.

B. The Corporation shall be a close corporation as authorized by Section 100 of the General Corporation Laws of Maryland."

"FOURTH: The post office address of the principal office of the Corporation in this State is 167 South Potomac Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is ROBERT M. WALSH, 3901 Benson Avenue, Baltimore County, Maryland, 21227. Said Resident Agent is a citizen of this State and actually resides therein."

SECOND: The Board of Directors of the Corporation by written consent to such action, signed by all the members thereof and filed with the Minutes of the proceedings of the Board, adopted a Resolution in which was set forth the foregoing Amendments to the Charter, declaring that said Amendment to 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 immediately thereafter.

THIRD: The Amendment to the Charter of the Corporation, as hereinabove set forth, was duly approved by the Stockholders of the Corporation by consent in writing signed by all of the Stockholders of the Corporation and filed with the records of the Corporation.

FOURTH: The Amendment of the Charter of the Corporation as hereinabove set forth, has been duly advised by the Board of Directors and approved by all Stockholders of the Corporation.

IN WITNESS WHEREOF, GLASS SHOP, 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 31 day of August, 1977.

ATTEST:

GLASS SHOP, INC.

Eileen Smith
EILEEN SMITH,
Secretary

By: Robert M. Walsh
ROBERT M. WALSH,
President

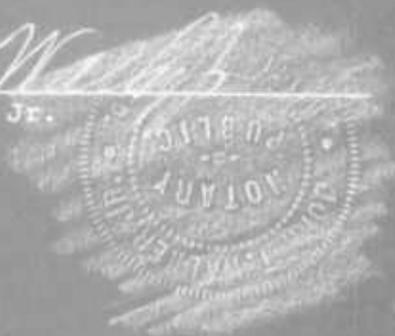
STATE OF MARYLAND: COUNTY OF BALTIMORE: TO WIT:

I HEREBY CERTIFY that on this 31ST day of August, 1977, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared ROBERT M. WALSH, President of GLASS SHOP, 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 further at the same time personally appeared EILEEN SMITH, Secretary and made oath in due form of law that she was Secretary of the meeting of the Stockholders and directors of said Corporation at which the amendment to the Charter of said Corporation herein 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.

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

John T. Walker, Jr.
John T. Walker, Jr.
Notary Public

A circular notary seal for John T. Walker, Jr., Notary Public. The seal features a central emblem with a scale of justice and a sword, surrounded by the text "NOTARY PUBLIC" and "STATE OF NEW YORK".

ARTICLES OF AMENDMENT

OF

GLASS SHOP, INC.

L 246

approved and received for record by the State Department of Assessments and Taxation of Maryland September 13, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2395 (Vol. 785), one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special Fee paid \$ _____

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 65267

Dec 20 12 25 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for record December 20, 1977
at 12:25 p.m.
Liber #26

001726
DEC 20-77 B&E 19200 *****375

C B S HEATING AND AIRCONDITIONING CO., INC.

ARTICLES OF AMENDMENT

C B S Heating and Airconditioning Co., Inc., a corporation under the general laws of the State of Maryland, 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 "2" (two) of the Articles of Incorporation and inserting in lieu thereof, the following:

2.

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

"C B S INSULATING CO., INC."

SECOND: The amendment of the Charter of the Corporation herein made consists only of a change in the name of the Corporation.

THIRD: The amendment to the Charter of the Corporation as hereinabove set forth was duly approved by the Board of Directors of the Corporation and recommended to the Shareholders for approval.

FOURTH: The amendment to the Charter of the Corporation as hereinabove set forth was duly approved on the 27 day of JUNE, 1977, by a two-thirds (2/3) vote of all of the outstanding shares of the Corporation on said date.

IN WITNESS WHEREOF, C B S Heating and Airconditioning Co., Inc., has caused these presents to be signed in its name and on its behalf by its President, and its Corporation Seal to be hereto affixed and attested by its Secretary this 12 day of SEPTEMBER, 1977.

TEST AS TO CORP. SEAL:



C B S HEATING AND AIR
CONDITIONING CO., INC.

BY: *[Signature]*
President

STATE OF MARYLAND:

COUNTY OF WASHINGTON: to-wit:

I HEREBY CERTIFY, that on this 12 day of SEPTEMBER, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Carl B. Spessard, Jr., President of C B S Heating and Airconditioning Co., Inc., a Maryland corporation, and in the name and on behalf of said Corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Gladys I. Spessard, and made oath in due form of law that she was Secretary of the meeting of the Shareholders of said Corporation at which the Amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts as set forth in said Articles of Amendment are true and correct to the best of her knowledge, information and belief.

WITNESS my Hand and Official Notarial Seal.

NOTARY PUBLIC

NANCY DANE JACOB



My Commission Expires: JULY 1, 1978

July 1, 1978

245

ARTICLES OF AMENDMENT
 OF
 C B S HEATING AND AIRCONDITIONING CO., INC.
 changing its name to:
 C B S INSULATING CO., INC.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland September 15, 1977, at 8:30 o'clock A. M. as in conformity
 with law and ordered recorded.

3

Recorded in Liber 2395, folio 1725, one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland

375

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special Fee paid \$ _____

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.

William J. Semmes



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 65255

DEC 20 12 25 PM '77

LIBER _____ FOLIO _____

LAND _____
 VAUGHN J. BAKER, CLERK

Received for record December 20, 1977
at 12:25 p.m.
Liber #26

001311

679

DEC 20 77 8 19199 ***** 75

ARTICLES OF INCORPORATION
OF
WEST END MARKET, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Brinton E. Keeseman, whose postoffice address is 806 West Washington Street, Hagerstown, Maryland, 21740, P. James Fahey, whose postoffice address is 200 Mealey Parkway, Hagerstown, Maryland, 21740 and W. Robert Oates, whose postoffice address is 650 Sunset Avenue, Hagerstown, Maryland, 21740, 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 WEST END MARKET, INC.

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

- (a) To engage in the sale of food and food products.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
- (c) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other

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

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

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business

which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states or districts of the United States of America.

The 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 to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation is 806 West Washington Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Brinton E. Keeseman, whose address is 806 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 Corp-

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

SIXTH: The Corporation shall have three directors, Brenton E. Keesman, 806 West Washington Street, Hagerstown, Maryland, 21740, P. James Fahey, 200 Mealey Parkway, Hagerstown, Maryland, 21740 and W. Robert Oates, 650 Sunset Avenue, Hagerstown, Maryland, 21740; and those three persons shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily

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

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and, if any, what part of 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, reclass-

ification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be 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 8th day of Sept., 1977.

Witness:

Lucille E. Sheffer

Brinton D. Keesman (SEAL)
Brinton E. Keesman
~~Brinton D. Keesman~~

Lucille E. Sheffer

P. James Fahey (SEAL)
P. James Fahey

Lucille E. Sheffer

W. Robert Oates (SEAL)
W. Robert Oates

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 8th day of Sept., 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Brenton E. Keesman, P. James Fahey and W. Robert Oates and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Lucille E. Sheffer
Notary Public



My commission expires: 7/1/78

ARTICLES OF INCORPORATION
OF
WEST END MARKET, INC.

L 241

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 13, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2395, folio 1310, 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 Special Fee paid \$ _____

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 65222

DEC 20 12 25 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J BAKER, CLERK

Received for record December 20, 1977
at 12:26 p.m.,
Liber #26

DEC 20-77 B E 19192 (7) *****3.75

JACS, INC.

ARTICLES OF REVIVAL

JACS, 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 April 16 1973 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 JACS, INC.

THIRD: The name by which the Corporation will hereafter be known is JACS, INC.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Route 2, Box 165, 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 forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Jacqueline M. Rowe, Route 2, Box 165, 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 to 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 August 29, 1977.

Jacqueline M. Rowe
Last Acting President
JACQUELINE M. ROWE

Stanley E. Bryson
Last Acting Secretary
STANLEY E. BRYSON

STATE OF MARYLAND
COUNTY OF WASHINGTON, ss:

I HEREBY CERTIFY that on August 29, 1977, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Jacqueline M. Rowe, the last acting President and Stanley E. Bryson, the last acting Secretary of JACS, 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.



Wm. R. Desist
Commission Expires July 1, 1978

235

ARTICLES OF REVIVAL

OF

JACS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 13, 1977 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2395 (441) 066, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special 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.

William J. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 20 12 25 PM '77 A 65180

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF DISSOLUTION
 OF
REGIONAL BROADCASTING COMPANY

FIRST: The name of the corporation is REGIONAL BROADCASTING COMPANY, and the post-office address of its principal office is 1250 Downsville Pike, Hagerstown, Maryland.

SECOND: The name and post-office address of the resident agent of the corporation is John L. Miller, 2709 Virginia Avenue, Williamsport, Maryland.

THIRD: The names and post-office address of the Directors of the corporation are as follows:

Warren Adler:	3301 New Mexico Avenue, N.W. Washington, D. C. 20016
John L. Bozza:	3301 New Mexico Avenue, N.W. Washington, D. C. 20016
Fred Ward:	7106 Saunders Court Bethesda, Maryland 20014

FOURTH: The names, titles and post-office addresses of the officers of the corporation are as follows:

Warren Adler, President:	3301 New Mexico Avenue, N.W. Washington, D. C. 20016
John L. Bozza, Secretary- Treasurer:	3301 New Mexico Avenue, N.W. Washington, D. C. 20016

FIFTH: The dissolution of the corporation was approved by the holder of 100% of the stock outstanding and subscribed for and entitled to be cast on the matter of the corporation's dissolution on October 27, 1976, and by the entire Board of Directors at a meeting held October 8, 1976, at the offices of the corporation, the stockholder and directors having waived notice of said meetings.

SIXTH: That the corporation has no known creditors.

SEVENTH: In view of the above, REGIONAL BROADCASTING COMPANY is hereby dissolved.

IN WITNESS WHEREOF, Regional Broadcasting Company has caused these Articles to be executed on this 19 day of April, 1977.

ATTEST:

REGIONAL BROADCASTING COMPANY

John L. Bozza
John L. Bozza, Secretary

By Warren Adler
Warren Adler, President

VERIFICATION

This is to certify that the foregoing Articles of Dissolution were approved at a special meeting of the sole stockholder and board of directors, whereby 100% of the outstanding and subscribed shares of stock of the corporation approved and adopted these Articles.

Warren Adler
Warren Adler, Chairman of the Special Meetings of the Stockholder and Board of Directors

District of Columbia : ss

I HEREBY CERTIFY that on April 19, 1977, before me, the subscriber, a Notary Public in and for the District of Columbia, personally appeared Warren Adler, President of Regional Broadcasting Company, 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 further made oath in due form that the matters and facts set forth in said Articles of Dissolution with respect to the approval thereof are true to the best of his knowledge, information and belief.

Witness my hand and seal.

Marian C. Neenan
Notary Public
My Commission Expires: Mar 30, 1979



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
 STATE TREASURY BUILDING
 P. O. BOX 466 PHONE 259-3819
 ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
 COMPTROLLER
 J. BASIL WISNER
 CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
 ARNOLD G. HOLZ, C.P.A.
 DIVISION CHIEF

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

REGIONAL BROADCASTING COMPANY

have been paid.

WITNESS my hand and official seal this
 Seventeenth day of August A.D. 19 77

Mary Ellen Hopkins
 Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 hereby gives notice that ARTICLES OF DISSOLUTION of the
 REGIONAL BROADCASTING COMPANY

were received for record on, September 13, 19 77,
 in accordance with the provisions of Sec. 77 of Art. 23 of the
 Code (1957 Edition).

William L. Shoemaker
 WILLIAM L. SHOEMAKER

Director



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

April 26, 1977

TO WHOM IT MAY CONCERN:

I, Frances E. Couchman, Acting Tax Collector and Treasurer for THE CITY OF HAGERSTOWN, do hereby certify that the records of our office do not show any unpaid MUNICIPAL TAXES, interest or penalties owing by, REGIONAL BROADCASTING COMPANY, c/o Adler Communications Corporation, New Mexico Ave., N. W. Washington, D. C. 20016, up to and including the fiscal tax year 1976-77.

Frances E. Couchman
Frances E. Couchman
Acting Tax Collector &
Treasurer

FEC/c

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

April 26, 1977

RE: DISSOLUTION - Regional Broadcasting Company

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 State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Regional Broadcasting Company

have been paid to and including the fiscal year July 1, 1976 to June 30, 1977.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 26th day of April A.D., 1977.

Harry C. Snook SEAL

Harry C. Snook
Treasurer for Washington County, Md.

234

ARTICLES OF DISSOLUTION
OF
REGIONAL BROADCASTING COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 13, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2395 101023, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special 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.

William J. Simmons



A 65172

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 20 12 25 PM '77

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. PAKER, CLERK

Received for record December 20, 1977
 at 12:26 p.m.
 Liber #26

000535

DEC 20-77 B 19196 *****125

ARTICLES OF INCORPORATION
 OF
 VALLEY TRADERS, INC.

THIS IS TO CERTIFY:

FIRST: The undersigned, Jean E. Tyson and Jesse M. Tyson, the post office address of each being 10 F Milestone Garden Apartments, Williamsport, Washington County, Maryland 21795, each being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation, (hereinafter called the Corporation) is Valley Traders, Inc.

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

(a) To engage in the purchase and sale of antique furniture, furnishings, ornaments, books and other items, new and used, at wholesale or retail.

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

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

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

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

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

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

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states or districts of the United States of America.

The 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 to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Box 97 Valley Mall, Hagerstown, Washington County, MD 21740. The name and post office address of the resident agent of the Corporation in Maryland are: Jean E. Tyson, 10 F Milestone Garden Apartments, Williamsport, Washington County, MD 21795. 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 1,000 shares of the par value of \$100.00 a share, all of one class, and having an aggregate par value of \$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. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Jean E. Tyson, Jesse M. Tyson and Wayne M. Tyson.

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 there at 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, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) 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 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 7th day of Sept., 1977.
WITNESS:

[Signature] Jean E. Tyson (SEAL)

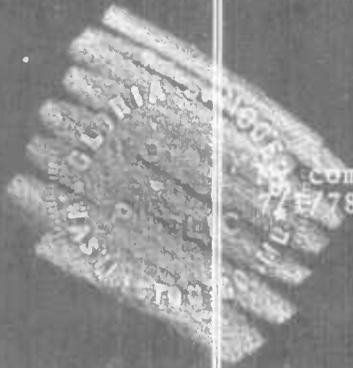
[Signature] Jesse M. Tyson (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 7th day of September 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Jean E. Tyson and Jesse M. Tyson and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Gloria J. Moore
Notary Public



commission expires:

ARTICLES OF INCORPORATION
OF
VALLEY TRADERS, INC.

228

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 9, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2395, folio 534, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ 20.00 Recording fee paid \$ 17.00 Special Fee paid \$ _____

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.

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 20 12 26 PM '77

A 65117

LIBER _____ FOLIO _____

LAND VAUGHN J. BAKER, CLERK

Received for record December 20, 1977
at 12:26 p.m.
Liber #26

000523

703

DEC 20-77 B# 19195 *****3.75

ok same
RC
Wash Co

FLEMING OIL SERVICE, INC.
ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Daniel R. Fleming, whose post office address is 1 Tonoloway Street, Hancock, Maryland; Daniel R. Fleming, II, whose post office address is Route 1, P. O. Box 86, Clear Spring, Maryland 21722; and Maxine F. Fleming, whose post office address is Route 1, P. O. Box 86, Clear Spring, Maryland 21722; being each at least eighteen 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 hereinafter is called the Corporation) is

FLEMING OIL SERVICE, INC.

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

(a) To engage in and carry on the business of buying and selling, at retail or wholesale, any and all petroleum products, including liquefied petroleum gas.

(b) To engage in the leasing of lands believed to contain petroleum, oils, and gas; the improving, mortgaging, leasing, assigning, and otherwise disposing of the same, the prospecting, drilling, pumping, piping, storing, refining, and selling, both at wholesale and retail, of oils and gas; the buying, otherwise acquiring, selling, and otherwise disposing of any and all real estate and personal property for use in the business of the company; the construction of any and all buildings, pipe lines, pumping stations, and storage tanks, and any and all other buildings required in carrying on the business of the company; the acting as trustee for holders of oil lands in the receiving and disbursement of funds to be used in drilling for the common benefit of the land holders; the doing of any and every act or thing, proper, necessary, and incidental to the general purpose of this company.

(c) To make, sell, distribute, and supply gas and residual products, including liquefied petroleum gas, for lighting, heating,

manufacturing, or mechanical purposes, in the State of Maryland and adjoining States, or for either or any of such purposes, with all the rights and privileges and powers, and subject to all the restrictions and liabilities, by law incident to corporations of a similar nature.

(d) To engage in or carry on by retail or wholesale the business of importing, exporting, manufacturing, producing, buying, selling and otherwise dealing in and with goods, wares and merchandise of every class and description.

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

(f) To provide buildings suitable for the manufacturing, compounding, selling and exhibiting of products or merchandise manufactured, sold or bought by the Corporation.

(g) To purchase, sell, mortgage, lease, improve, invest and deal in real estate, wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description; to borrow money in furtherance of the business of the Corporation and to execute necessary documents to secure obligations of the Corporation.

(h) 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.

(i) 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, trademarks,

and trade names relating to or useful in connection with any business carried on by the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, P. O. Box 96, Clear Spring, Maryland 21722. The name and post office address of the resident agent of the Corporation in this State is Daniel R. Fleming, II, Route 1, P. O. Box 86, Clear Spring, Maryland 21722. 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 Daniel R. Fleming, II, Daniel R. Fleming, and Maxine F. Fleming.

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 6th day of September, 1977.

WITNESS:

<u>Beatrice J. Fleming</u>	<u>Samuel R. Fleming</u> (SEAL) Daniel R. Fleming,
<u>Beatrice J. Fleming</u>	<u>Daniel R. Fleming, II</u> (SEAL) Daniel R. Fleming, II
<u>Beatrice J. Fleming</u>	<u>Maxine F. Fleming</u> (SEAL) Maxine F. Fleming

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 6th day of September, 1977, before me, the subscriber, a Notary Public of the State of

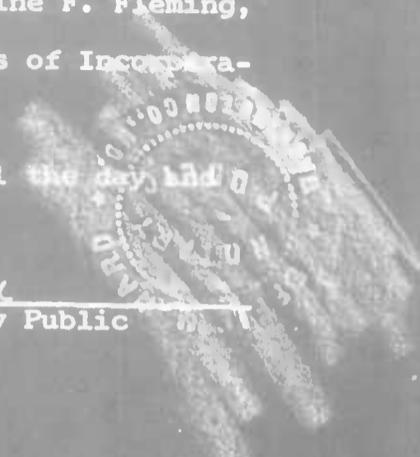
Maryland, in and for Washington County, personally appeared Daniel R. Fleming, Daniel R. Fleming, II, and Maxine F. Fleming, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

My Commission Expires:
July 1, 1978

Effer M. Ward

Notary Public



ARTICLES OF INCORPORATION
OF
FLEMING OIL SERVICE, INC.

228

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 9, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 5 2395,000522, 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 Special Fee paid \$ _____

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 65115

Dec 20 12 26 PM '77

LIBER _____ FOLIO _____

LAND
VAUGHN J. BAKER, CLERK

708

RECEIVED

AUG 15 1977

Received for record December 20, 1977
at 12:26 p.m.
Liber #26 LAR MAN, INC.

000138

ARTICLES OF REVIVAL*

DEC 20 1977 1979 *****3.75

(UNDER SECTION 85)

Lar Man, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited on October 30, 1969, 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 Lar Man, Inc.

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

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is c/o Roy E. Pittman, Box F, 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 Roy E. Pittman, Box F, Hancock, Washington County, Maryland. Said resident agent is a citizen actually residing in this State (or a corporation of this State).

*Under L. 1951, ch. 135, effective June 1, 1951, only the executed original is to be filed, and no copy is required. Recording and special fees are \$40, plus additional \$2 for each page in excess of five, for corporations with authorized capital stock and \$20 for corporations without authorized capital stock.

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 report that 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 the 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 to 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 (or Vice-President) and Secretary (or Treasurer) of the Corporation, have signed these Articles of Revival on August 12, 1977

Last Acting President (or Vice-President)

Roy E. Pittman
Roy E. Pittman

Last Acting Secretary (or Treasurer)

Doris Fauss
Doris Fauss

(Note: Name must be typed or printed under each signature)

STATE OF Maryland ,
County of Washington , as:

I HEREBY CERTIFY that on *August 12*, 1977, before me, the subscriber, a notary public of the State of *Maryland* in and for the County of *Washington*, personally appeared *Ray E. Pittman*, the last acting President (or Vice-President) and *Louis Fouca*, the last acting Secretary (or Treasurer) of *Lav Man, 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.

Eleanor A. Tink
Notary Public*

my commission expires 7/1/78

RECEIVED

AUG 15 1977
SMITH, LUCITT & COMPANY

000111 711

The Town of Hancock

MAYOR AND COUNCIL
HANCOCK, MARYLAND 21750

116 WEST HIGH STREET

PHONE 676-8820

Lar Man, Inc.
c/o Roy E. Pittman
Hancock, Maryland 21750

This is to certify that the records of the Town of Hancock show that all taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the Mayor and Council of Hancock by LAR MAN, INC., Hancock, Maryland have been paid to and including fiscal year 1976-77.

Witness the hand and seal of Effie M. Ward, clerk-treasurer for the Town of Hancock this 26th day of July, 1977.

Effie M. Ward

Effie M. Ward

Clerk-treasurer

Title

712

000142

RECEIVED

AUG 15 1977

SMITH, ELLIOTT & COMPANY

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

July 27, 1977

RE: Dissolution - Lar Man 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 State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Lar Man Inc.

have been paid to and including the fiscal year July 1, 1976 to June 30, 1977

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County this 27th day of July A.D., 1977.

Harry C. Snook SEAL

Harry C. Snook
Treasurer for Washington County, Md.

ARTICLES OF REVIVAL
OF
LAR MAN, INC.

221

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 6, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2395-000137⁶, folio 6, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special 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.

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 20 12 26 PM '77 A 65072

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. HAKER, CLERK

ARTICLES OF TRANSFER

THESE ARTICLES OF TRANSFER, Made this 26TH day of August, 1977, by and between FAHRNEY'S HALLMARK CARDS & GIFTS, INC., a body corporate of the State of Maryland, hereinafter called "TRANSFEROR", and PAUL W. ABER, JR., of LaVale, Allegany County, Maryland, hereinafter called "TRANSFeree",
WITNESSETH:

FIRST: The Transferor hereby agrees to sell all, or substantially all, of its property and assets.

SECOND: The name of the Transferor is FAHRNEY'S, HALLMARK CARDS & GIFTS, INC., and its place of incorporation was the State of Maryland.

THIRD: The Transferee is PAUL W. ABER, JR., his address is Eleanor Street Extended, LaVale, Maryland 21502, and his principal place of business is located in Cumberland, Maryland.

FOURTH: The principal office of the Transferor is located in Washington County, Maryland. The Transferor does not own any interest in land.

FIFTH: The nature and amount of the consideration to be paid by or on behalf of the Transferee for the property and assets of the Transferor corporation is: Cash - \$50,000.00.

SIXTH: These Articles are duly advised by the Board of Directors and approved by the stockholders of the Transferor corporation in the manner and by the vote required by Title 3, Sections 101-115 (as revised) of the Annotated Code of Maryland and of the Charter of the said corporation.

SEVENTH: These Articles shall take effect on September 1, 1977.

IN WITNESS WHEREOF, these Articles of Transfer are hereby signed in the name and on behalf of the Transferor corporation hereto by its President and attested to by its Secretary under its corporate seal, and these Articles of Transfer are hereby signed by the Transferee individually, this 26TH day of August, 1977.

ATTEST:

FAHRNEY'S HALLMARK CARDS & GIFTS, INC.

Linda L. Smith
LINDA L. SMITH
Secretary

By Charlotte H. Fahrney (SEAL)
CHARLOTTE H. FAHRNEY
President

James Bocky

Paul W. Aber, Jr. (SEAL)
PAUL W. ABER, JR.

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

I HEREBY CERTIFY, That on this 26TH day of August, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared CHARLOTTE H. FAHRNEY, President of FAHRNEY'S HALLMARK CARDS & GIFTS, INC., and she acknowledged the foregoing Articles of Transfer to be the act and deed of the said Corporation, and at the same time personally appeared LINDA L. SMITH, and made oath in due form of law that she was the Secretary of the meeting of the stockholders of FAHRNEY'S HALLMARK CARDS & GIFTS, INC., at which the sale set forth in the said Articles

of Transfer was approved, and that the said Articles of Transfer were duly advised by the Board of Directors and approved by the stockholders of the said Corporation in the manner and by the vote required by Title 3, Sections 101-115 (as revised) of the Annotated Code of Maryland and of the Charter of the said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and

Notarial Seal the day and year last above-written.

My Commission Expires
July 1, 1978

Paul D. Myers
Notary Public

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

I HEREBY CERTIFY, That on this 31st day of August, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared PAUL W. ABER, JR., of LaVale, Maryland, and he acknowledged the foregoing Articles of Transfer to be his act and deed.

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

My Commission Expires
July 1, 1978

James B. Beck
Notary Public

ARTICLES OF TRANSFER

OF

192

FAHRNEY'S HALLMARK CARDS & GIFTS, INC. (MD. CORP.) Transferor

TO

PAUL W. ABER, JR. (INDIVIDUAL) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland August 30, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded. EFFECTIVE DATE: September 1, 1977

Recorded in Liber 4 2394000958, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special Fee paid \$ _____

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.

William J. Simons



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

DEC 20 12 26 PM '77 A 64828 LIBER 36 FOLIO 714 INCORPORATION RECORD VAUGHN J. BAKER, CLERK

DEC 20 77 8 19192 *****375

GLOBAL SYSTEMS DESIGN CORPORATION

ARTICLES OF REVIVAL

(TITLE 3, SUBTITLE 508-509-510 OF
"CORPORATIONS AND ASSOCIATIONS ARTICLE" OF THE ANNOTATED CODE
OF MARYLAND)

Global Systems Design 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 was forfeited on December 20, 1976, 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 Global Systems Design Corporation.

THIRD: The name by which the Corporation will hereafter be known is Global Systems Design Corporation.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 100 West Washington Street, Hagerstown, Washington County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Philip Z. Altfeld, 904 Maryland Trust Building, Baltimore City, 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 to the Corporation if its charter had not been forfeited.

For Execution by Officers

IN WITNESS WHEREOF, the undersigned, who are respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on *August 23*, 1977.

Glenn W. Angle

GLENN W. ANGLE
Last Acting President

Ronald Binks

RONALD BINKS
Last Acting Secretary



STATE OF *Penna.*)
COUNTY OF *Franklin*) ss:

I HEREBY CERTIFY that on *August 25*, 1977, before me, the subscriber, a Notary Public of the State of *Penna.* in and for the County of *Adams Gettysburg boro*, personally appeared Glenn W. Angle, the last acting President and Ronald Binks, the last acting Secretary of Global Systems Design 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.

DIANA M. MILLER
Notary Public, Gettysburg Boro, Adams Co.
My Commission Expires July 16, 1979

[Handwritten Signature]
NOTARY PUBLIC

Commission Expires: _____



192

ARTICLES OF REVIVAL
OF
GLOBAL SYSTEMS DESIGN CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 30, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 4 2394, 610935, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special Fee paid \$ 25.00

3.75

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.

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 20 12 25 PM '77 A 64823

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF TRANSFER

To the Clerk of the Circuit Court for Washington County

Pursuant to Article 23, Section 66(g) (1) and (2) of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of TRANSFER has been filed in its office by

FRANK, BERNSTEIN, CONAWAY & GOLDMAN

1300 MERCANTILE BANK & TRUST BLDG., BALTIMORE, MARYLAND 21201

which said Articles of TRANSFER were duly approved by said Department on October 7, 1977, at 10:45 AM and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is

PARK PLANNING, INC. (MD. CORP.) Transferor

the name of the transferee is

THE LAKESIDE PARTNERSHIP (MD. GENERAL PARTNERSHIP) Transferee

(b) The location of the principal office of the transferee is

(c) The Articles of TRANSFER are dated May 31, 1977

(d) The time of receipt for record of the Articles of TRANSFER in the office of the State Department of Assessments and Taxation was

October 7, 1977, at 10:45 AM

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF TRANSFER

To the Clerk of the CIRCUIT Court for WASHINGTON COUNTY

Pursuant to Article 23, Section 66(g) (1) and (2) of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of TRANSFER has been filed in its office by

WILLIAM YOUNG, ESQ.

82 W. WASHINGTON ST., P.O. BOX 1267, HAGERSTOWN, MD. 21740

which said Articles of TRANSFER were duly approved by said Department on September 29, 1977, at 8:30 a.m. and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is _____

HOME OWNERS MANAGEMENT ENTERPRISES, INC. (MD. CORP.)

the name of the transferee is _____

FOUNTAINHEAD PLAZA ASSOCIATES (MD. limited partnership)

(b) The location of the principal office of the transferee is _____

656 Quince Orchard Rd., Gaithersburg, MD. 20760

(c) The Articles of TRANSFER are dated September 28, 1976.

(d) The time of receipt for record of the Articles of TRANSFER in the office of the State Department of Assessments and Taxation was _____

September 29, 1977, at 8:30 a.m.

Received for record January 25, 1978
at 11:03 a.m.
Liber #26 SHOWALTER'S IMPLEMENT SERVICE, INC.

(A close Corporation under Title 4, Section
4-101 et seq., Corporations and Associations
Article, Annotated Code of Public General
Laws of Maryland)

ARTICLES OF INCORPORATION

FIRST: The undersigned, Lynn F. Meyers, whose Post Office address is 745 Mt. Vernon Drive, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Showalter's Implement Service, Inc.

THIRD: The Corporation shall be a close Corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland.

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

(1) To manufacture, construct, buy, sell, license, lease, deal in and deal with machinery of every kind and description, and articles of every nature, and more particularly, agricultural machinery, farm machinery, dairy machinery, elevating and conveying machinery, automotive machinery, transmission machinery, and all parts thereof, and to acquire, hold, possess and own letters of patent of

the United States and of any foreign country now or hereafter issued or to acquire licenses under such patents for the manufacture and sale of machinery or improvements thereon or articles of any nature and to carry on a general wholesale and/or retail merchandise business in such articles and for the better attainment for the general purposes thus indicated, to purchase, lease, hold and convey all necessary property, real or personal, wheresoever the same may be situated.

(2) To buy, sell and trade in all supplies and equipment necessary for the cultivation of a lawn and garden including any such tools, machinery, fertilizers, seeds and other materials used in the maintenance of ground.

(3) To operate and maintain a parts and service business for the purpose of supplying any and all components and parts for the above mentioned machinery, equipment, or articles of every nature and to repair and service the same.

(4) To manufacture wagons and other agricultural, industrial and mechanical implements and appliances, and to sell the articles so manufactured, and to do anything properly incident to or necessarily connected with such manufacturing business.

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

(6) 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.

(7) 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.

(8) To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Box 338, Maugansville, Maryland 21767. The name and post office address of the resident agent of the Corporation in Maryland are Preston M. Showalter, 319 N. North Street, Maugansville, Maryland 21767. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Thirty Thousand (30,000) shares at a par value of Ten (\$10.00) Dollars per share, all

of one class, and having an aggregate par value of Three Hundred Thousand (\$300,000.00) Dollars.

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are: Preston M. Showalter, Glenn D. Showalter and Nathan Strite.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities (including stock), which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.

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

which changes the terms of any of the outstanding stock shall be valid unless such change or 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.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class 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 of its stock 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.

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) 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 Stockholders 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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of October, A.D., 1977.

Witness:

Samuel A. Matchett *Lynn F. Meyers*
Lynn F. Meyers

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 14th day of October, A.D., 1977, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared Lynn F. Meyers, personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge the foregoing Articles of Incorporation to be his act.

Witness my hand and official Notarial Seal.

Samuel A. Matchett
Notary Public

My Commission Expires:
July 1, 1978

358

ARTICLES OF INCORPORATION
OF
SHOWALTER'S IMPLEMENT SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 19, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2398, folio 000872, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ 60.00 Recording fee paid \$ 19.00 Special Fee paid \$ _____

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.

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 66395

JAN 25 11 03 AM '78

LIBER _____ FOLIO _____

LAND _____
VAUGHN J BAKER, CLERK

Received for record January 25, 1978
at 11:03 a.m.
Liber #26 ARTICLES OF INCORPORATION

OF

DONALD G. CARSON, INC.

THIS IS TO CERTIFY:

FIRST: The undersigned, Donald G. Carson and Dolores H. Carson, the post office address of each being 10 Stonehaven Lane, Frederick, Frederick County, Maryland 21701, each being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation, (hereinafter called the Corporation) is Donald G. Carson, Inc.

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

(a) To engage in the sale of furniture, furnishings and related products and services.

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

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

any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

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

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

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

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in any or any of its branches in any or all states or districts of the United States of America.

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 to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 5, Box 8, Leitersburg Pike, Hagerstown, Washington County, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are: Donald G. Carson, 10 Stonehaven Lane, Frederick, Frederick County, Maryland 21701. 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 of 10,000 shares of the par value of \$10.00 a share, all of one class, and having an aggregate par value of \$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. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Donald G. Carson, Dolores H. Carson and Judith J. Carson.

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

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote 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 6 day of October, 1977.

WITNESS:

[Signature]

Donald G. Carson
Donald G. Carson (SEAL)

[Signature]

Dolores H. Carson
Dolores H. Carson (SEAL)

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

I HEREBY CERTIFY, That on this 6th day of October, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Donald G. Carson and Dolores H. Carson, his wife, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Gloria J. Moers
Notary Public

My commission expires:
7/1/78

ARTICLES OF INCORPORATION
OF
DONALD G. CARSON, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 13, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 239 2002896, 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 Special Fee paid \$ _____

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 66211

JAN 25 11 03 AM '78

LIBER _____ FOLIO _____

LAND _____

bw

Received for record January 25, 1978
at 11:03 a.m. ARTICLES OF INCORPORATION
Liber #26

OF

HAGERSTOWN UROLOGICAL CENTER, P.A.,
DRS. DONOGHUE, PLAVCAN, JONES & TALTON

THIS IS TO CERTIFY:

FIRST: That I, John J. Donoghue the subscriber, whose post office address is 939 The Terrace, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age and licensed to practice medicine in the State of Maryland, do, under and by virtue of Sections 5-101 et seq. of the Maryland Professional Service Corporation Act of the General Laws of the State of Maryland authorizing the formation of Professional Corporations, form a Professional Corporation by the execution and filing of these Articles.

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

HAGERSTOWN UROLOGICAL CENTER, P.A.,
DRS. DONOGHUE, PLAVCAN, JONES & TALTON

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

(a) To engage in the practice of medicine, with the specialty of urology, in the State of Maryland, in conformity with the principles of ethics of the American Medical Association, through its employees and agents who are duly licensed or otherwise legally authorized to render

such professional services within the State of Maryland; provided, however, that the term "employees" as used herein, shall not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually or ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

(b) To enter into and perform contracts and agreements for the purpose of rendering medical services, with any person, firm, association, corporation, hospital, municipality, county, state, nation, or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(c) To purchase, lease or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of personal property or equipment of every kind, necessary for the rendering of its professional services.

(d) To purchase, lease, or otherwise acquire, hold, maintain, develop, improve, let, convey, mortgage, sell, transfer, exchange, or in any manner encumber or dispose of real property, wherever situate, necessary for the rendering of its professional services.

(e) To invest its funds in real estate, mortgages, stocks, bonds, and other types of investments.

(f) To purchase or otherwise acquire, hold and reissue, as permitted by law, shares of its capital stock of any class.

(g) To loan or advance money, with or without adequate 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 consolidate or merge with another domestic professional corporation organized under the Professional Service Corporation Act of this State to render the same specific professional services.

(i) To carry on the purposes, objectives and services of the Corporation through others for its own account, or for the account of others, or through others for its own account, or with others in a partnership or joint venture or other entity, whether as a limited or general partner, or otherwise; provided, however, that the professional services of the Corporation may only be carried on through, for or with others, authorized to render the same professional services as that of the Corporation.

The foregoing enumeration of the purposes, objects and services of the Corporation is not intended, by mention of any particular purpose, object or service, in any manner to limit or restrict the powers conferred upon the Corporation by the general laws of the State of Maryland. The Corporation is formed upon these articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relating to corporations formed under the Maryland Professional Service Corporation Act of the General Laws of this State; provided, however, that if the Corporation, at any time and for any reason, ceases to be, or is disqualified from operating as a Professional Service Corporation under and by virtue of the Maryland Professional Service Corporation Act it shall thereupon be converted into, and shall operate thereafter solely as a corporation under the General Laws of the State of Maryland, exclusive of the Maryland Professional Service Corporation Act.

FOURTH: That the post office address of the principal office of the Corporation in the State of Maryland is 363 South Cleveland Avenue, Hagerstown, Maryland 21740. The resident agent of the Corporation is John J. Donoghue whose post office address as resident agent is 939 The Terrace, Hagerstown, Maryland 21740. 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 common stock of the par value of Ten (\$10.00) Dollars per share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have four (4) Directors (which number may be increased or decreased, but not to be less than one (1), pursuant to the By-Laws of the Corporation) and the following named persons shall act as such until the first annual meeting or until a successor or successors are duly chosen and qualify: John J. Donoghue, William G. Plavcan, Lawrence A. Jones and Hugh J. Talton.

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

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

(b) The Board of Directors shall have the 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) 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 the 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.

(d) Except as otherwise provided, herein, 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 vote of Stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business or assets, in whole or in part, of other corporations or unincorporated business entities organized to render the same specific professional service provided for this Corporation.

(e) The Board of Directors shall have the 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 on any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(f) No Stockholder of this Corporation shall enter into any voting trust agreement or any other type of agreement vesting in another person or entity the authority to execute the voting power of any or all of his shares of Corporation's stock.

(g) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or

authorized by vote of the Stockholders, which is more than a majority of the total number of votes entitled to be cast thereon, 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.

(h) 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 a majority of all of such stock, the terms of which are being changed, at the time outstanding by vote at a meeting or in writing with or without a meeting.

(i) The Corporation shall have such officers, as may from time to time be provided in the By-Laws, subject to the limitations and restrictions therein; and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

(j) No contract or other transaction between this Corporation and any other firm, association or corporation shall in any way be affected or invalidated by the fact that

any one or more of the directors of this Corporation are pecuniarily or otherwise interested in or is a member, director or officer or are members, directors or officers of such firm, association or corporation; any director or directors individually or jointly or any firm, association, or corporation of which any director may be a member, may be a party or parties 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, association or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

EIGHTH: This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation on the 12th day of October, A.D., 1977.

WITNESS:

Agnes Meyers

John J. Donoghue

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

I HEREBY CERTIFY, That on this *12th* day of *October*,
A.D., 1977, before me, the subscriber, a Notary Public in
and for the State and County aforesaid, personally appeared
John J. Donoghue and made oath in due form of law that the
aforegoing Articles of Incorporation are his act and deed.

Witness my hand and official Notarial Seal.



My Commission Expires:
July 1, 1978

Lawrence A. Mitchell
Notary Public

340

ARTICLES OF INCORPORATION
OF
HAGERSTOWN UROLOGICAL CENTER, P.A.,
DRS. DONOGHUE, PLAVCAN, JONES & TALTON

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 14, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2397, folio 2821, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ 20.00 Recording fee paid \$ 25.00 Special Fee paid \$ _____

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.

William J. Sullivan



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JAN 25 11 03 AM '78

A 66197

LIBER _____ FOLIO _____

LAND _____
VAUGHN HAYES, CLERK

Received for record January 25, 1978
at 11:03 a.m. LIBER #26

JAN 25-78 B 12004 *****375

ARTICLES OF AMENDMENTS

OF

CLEARSPRING VOLUNTEER FIRE COMPANY

INCORPORATED

THIS IS TO CERTIFY:

1. That the Charter of the Clearspring Volunteer Fire Company, Incorporated, Clear Spring, Maryland, a Maryland corporation, having its principal office in Washington County, Maryland, is hereby revised and amended as follows:

SIXTH: That Article Six is hereby amended by certain deletions and further amended to read as follows:

a. That said Corporation is formed without capital stock and any person eligible under the Constitution and By-Laws of the Corporation shall become a member thereof, upon payment of such sum, at such time, as may be set forth in the said Constitution and By-Laws.

b. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

2. A new paragraph shall be added to the Charter of said Corporation and designated as Paragraph Seventh of said Corporation to read as follows:

SEVENTH: Upon the 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, 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), as the Board of Directors shall determine. Any 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.

3. The Board of Directors of the Corporation at a special meeting duly convened and held adopted a resolution in which was set forth the foregoing Amendments to the Charter, declaring that the said deletions and amendments of the Charter were advisable and directing that they be submitted for action thereon at a special meeting of the members of the Corporation to be held on the 5th day of October 1977.

4. Notice setting forth a summary of the changes to be effected by said Amendments of the Charter and stating that the purpose of the meeting of the members would be to take action thereon was given to all members entitled to vote thereon.

5. That the Amendments of the Charter of the Corporation as hereinabove set forth was approved by a majority of the members of the Corporation present at said meeting.

WITNESS the name of the Clearspring Volunteer Fire Company, Incorporated, by its President and its Corporate Seal affixed and duly attested by its Secretary this 5th day of October 1977.



Karl P. Weber
Secretary

CLEAR SPRING VOLUNTEER FIRE
COMPANY, INCORPORATED

BY Jack E. Haines
Jack E. Haines, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *11th* day of *October* 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Jack E. Haines President of the Clearspring Volunteer Fire Company, Incorporated, and in the name of, and on behalf of said Corporation acknowledged the foregoing Articles of Amendments to be the corporate act of said Corporation and at the same time also appeared Peter K. Weber and made oath in due form of law that he was Secretary of the meeting of the members of the Corporation at which the Amendments of the Charter of the Corporation herein set forth were approved and that the matters and facts set forth in said Articles of Amendments are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Margaret A. Lindsey
Notary Public
My Comm. Expires: 7/1/78

ARTICLES OF AMENDMENT
OF
CLEARSPRING VOLUNTEER FIRE COMPANY, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 13, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 4397 4 002508, folio 4, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 15.00 Special Fee paid \$ _____

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.

William J. Semmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JAN 25 11 03 AM '78

A 66169

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for record January 25, 1978
at 11:03 a.m.
Liber #26

JAN 25 78 8 12005 *****3.75

ARTICLES OF INCORPORATION
OF
TORTOISE HOMES, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, David H. Woodbury, whose post office address is Post Office Box 1307, Hagerstown, Maryland, 21740, being of full legal age, do, and under and by virtue of the General Laws of Maryland authorizing the formation of corporations, associate myself with the intention of forming a corporation.

SECOND: The name of the Corporation is
TORTOISE HOMES, INC.

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

(a) The general nature of its business shall be the manufacturing, warehousing, shipping, and marketing of fabricated products for industrial, commercial, and private use.

(b) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and other evidences of indebtedness of any corporation, of common law trust, now or hereafter existing, and whether created by or under the laws of the State of Maryland, or otherwise, and while owners of any of said shares of capital stock or bonds or other property to exercise all rights, powers,

and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do; and also to purchase, hold and sell any of its obligations, including investment trust certificates and to make credit advances thereon as may be determined from time to time.

(c) To purchase, hold, sell, and reissue the shares of its own capital stock.

(d) To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, and evidences of indebtedness, and also to guarantee and secure the payment or satisfaction of interest on obligation and of dividends on shares of the capital stock of the other corporations, also to assume the whole or any part of the liabilities, existing or prospective of any person, corporation, firm, or association, and to aid in any manner any other person or corporation with which it has business dealings, or whose stock, bonds, or other obligations are held or, are in any manner guaranteed by the corporation, and to do any other acts and things for the preservation, protection, improvement, or enhancement of the value of such stocks, bonds, or other obligations, but not in any way exercising the power of a surety company.

(e) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, motels, restaurants, breweries, stores, offices, warehouses, mills, shops, factories, machinery, and plants, and any and all kinds of other structures and erections which may at any time be necessary, useful, or advantageous in the judgement of the Board of Directors and which can lawfully be done under the General Corporation Law.

(f) To purchase, sell, and manufacture, and deal in building materials and goods, wares, and merchandice, and to carry on any other lawful trade or business incident to or proper or useful in connection with the purchase, sale, ownership, construction, maintenance, and management of real property.

(g) To purchase, or otherwise acquire, undertake, carry, improve, and develop all or any of the business, goodwill, rights, assets, or liabilities of any person, firm, association, or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on pursuant to the provisions of this certificate.

(h) The objects and purposes in the foregoing clauses shall, except therein otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The post office address of the principal office within this State is 1190 Mt. Aetna Road, Hagerstown, Maryland, 21740.

FIFTH: The name of the resident agent in the State of Maryland is David H. Woodbury, whose address is 1190 Mt. Aetna Road, Hagerstown, Maryland, 21740.

SIXTH: The total amount of authorized capital stock of the Corporation is:

One Hundred Thousand (100,000) shares common,
voting stock, one dollar (\$1.00) par value.

SEVENTH: In the absence of fraud, no contract of other transaction between this Corporation and any other company or person and no act of this Corporation shall be in any way affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers in such company. Any Director,

individually, or any firm of which any Director may be a member, may, in the absence of fraud, be a party to or pecuniarily or otherwise interested in any contract of transaction of this Corporation, provided the fact that such firm so interested shall be disclosed and known to the Directors or a majority of a quorum of the stockholders, having voting power, at the annual meeting, or at any special meeting, or at any special meeting of this Corporation called for such purpose or where such contract is under consideration.

EIGHTH: This Corporation reserves the right to amend, alter, change or repeal any provision, contained in this Certificate of Incorporation, to the manner now and hereafter provided by law.

NINTH: The said Corporation shall have three(3) Directors and may increase the number by its By-laws, but at all times the number of Directors shall be at least three (3) in number and shall be an uneven number. David H. Woodbury, Robert E. Rutan, and Philip J. Woodbury, shall act as Directors until the first annual meeting of the Corporation or until their successors are duly elected and qualified.

TENTH: The powers enumerated in these Articles shall not in any way limit or restrict the powers and authorities vested in the Corporation under and by virtue of the General Laws of Maryland and amendments thereto, relating to corporations, all powers and authorities vested in this Corporation under and by virtue of said General Laws and amendments are hereby expressly reserved to the Corporation.

IN WITNESS WHEREOF, I, the subscriber, have hereunto set my hand and seal this 30th day of September, 1977.

WITNESS:

Nancy L. Keller

David H. Woodbury
David H Woodbury (SEAL)

STATE OF MARYLAND)
)ss.
COUNTY OF WASHINGTON)

I HEREBY CERTIFY that on this 30th day of September 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David H. Woodbury, and acknowledged the foregoing Articles of Incorporation to be his act.

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

Pauline Litner

Notary Public

My commission expires:

My commission expires July 1, 1978



338

ARTICLES OF INCORPORATION
OF
TORTOISE HOMES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 13, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2397, folio 002392, 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 Special Fee paid \$ _____

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.

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 66145

JAN 25 11 03 AM '78

LIBER _____ FOLIO _____

LAND _____
VAUGHN & PAKER, CLERK

Received for record January 25, 1978
at 11:03 a.m.
Liber #26

MM 25-78 B 2 12006 *****250

MT. CALVARY FULL GOSPEL CHAPEL

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, James E. Jones, Route 3, Box 495B, Boonsboro, Maryland 21713; James F. Mueller, Route 2, Box 32A, Boonsboro, Maryland 21713; Herman E. Jones, Route 3, Box 495, Boonsboro, Maryland 21713; Richard M. Wolf, Route 1, Middletown, Maryland 21769; David K. Reese, 229 South Locust Street, Hagerstown, Maryland 21740; and Robert L. Whetsel, Route 2, Boonsboro, Maryland 21713, elected by the members of the congregation of the Mt. Calvary Full Gospel Chapel, 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 (21) 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 the Mt. Calvary Full Gospel Chapel.

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

1. To adopt a seal.
2. To conduct a church for religious purposes and to worship the Lord in spirit and in truth and to see souls born into the kingdom of God, believing in the Father, the Son, and the Holy Ghost, and that Jesus died on the cross and rose again for the remission of our sins and that we may have eternal life.

3. (a) The qualifications for the office of Trustee shall be that he be faithful in attendance of the services of the Mt. Calvary Full Gospel Chapel of which he shall be a member. He shall attend the meetings of this board. He must be a sound Christian in faith and practice, apt for the office, and in full accord with and support the entire program of the church. He must be born again and believe in the Father, the Son, and the Holy Ghost. He must be a sober, upright person, faithful to the church and the work of God, and twenty-one (21) years of age or over.

(b) The board of trustees shall be elected by the members of the church at the annual meeting of the church which shall take place the third Saturday in January of each calendar year. The Trustees shall hold office for periods of three (3) years and they may be reelected for successive terms. The board of trustees shall be the legal custodians of the property and finances of the church and shall discharge their duties as their office allows. The chairman and secretary of the board shall have the authority to sign all legal documents for the church. At no time will the church have less than four (4) Trustees.

FOURTH: The church shall be located in Washington County, Maryland, and the mailing address of the corporation is Mt. Calvary Full Gospel Chapel, Route 3, Box 495B, Boonsboro, Maryland 21713. The Resident Agent of the corporation shall be Rev. James E. Jones, whose address is Route 3, Box 495B, Boonsboro, Maryland 21713, who is a citizen of this State and actually resides herein.

IN WITNESS WHEREOF, We, the Trustees, have signed these Articles of Incorporation on the 7th day of October, 1977.

WITNESS:

James M. Stinger
Boonsboro, Md 21713

James E. Jones
James E. Jones

James M. Stuyvesant

James F. Mueller
James F. Mueller

James M. Stuyvesant

Herman E. Jones
Herman E. Jones

James M. Stuyvesant

Richard M. Wolf
Richard M. Wolf

James M. Stuyvesant

David K. Reese
David K. Reese

James M. Stuyvesant

Robert L. Whetzel
Robert L. Whetzel

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 7th day of October, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James E. Jones, James F. Mueller, Herman E. Jones, Richard M. Wolf, David K. Reese, and Robert L. Whetzel, who did each acknowledge the foregoing Articles of Incorporation to be their act.

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



James M. Stuyvesant
Notary Public

My Commission Expires:
July 1, 1978.

ARTICLES OF INCORPORATION
OF
MT. CALVARY FULL GOSPEL CHAPEL

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 13, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2397, folio 002302⁴, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ _____ Recording fee paid \$ 10.00 Special Fee paid \$ _____

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.

William J. Sommers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JAN 25 11 03 AM '78

A 66127

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for record January 25, 1978
at 11:03 a.m.
Liber #26

JAN 25-78 8 12007 *****6.75

ARTICLES OF INCORPORATION

OF

BBK, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Terry F. Hall, whose post office address is 1800 Mercantile Bank and Trust Building, 2 Hopkins Plaza, Baltimore, Maryland 21201, being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, set forth and execute these articles with the intention of forming a corporation.

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

BBK, INC.

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

(a) To take, lease, purchase or otherwise acquire and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide and otherwise deal in and dispose of real estate, real property, and any interest or right therein.

(b) 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.

(c) To make, enter into, perform and carry out contracts for constructing, building, altering, improving, repairing, decorating, maintaining, furnishing and fitting up buildings, tenements and structures of every description, and to advance money to and enter into agreements of all kinds with builders, contractors, property owners and others, for said purposes.

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

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

(f) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind of any corporation, copartnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in any part the aforesaid businesses or any other businesses that the CORPORATION may be authorized to carry on, and to

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

(g) To organize and cause to be organized a corporation or corporations for the purpose of accomplishing any or all of the objects for which the CORPORATION is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged, or consolidated;

(h) 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.

(i) To enter into and perform contracts of every sort and description with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

(j) 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, possession 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.

(k) To enter into and carry out agreements in the form of options, rights of first refusal, buy and sell agreements, or otherwise, with all or some of the holders of its shares of capital stock, evidences of indebtedness, bonds or securities, or others, providing in whole or in part for the acquisition, purchase, redemption or disposal (or relating to the control or restricting the transfer) of shares of its capital stock, evidences of indebtedness,

bonds or securities by this CORPORATION and/or by others, and this provision shall also authorize any such agreements to which the CORPORATION is not a party.

(l) To guarantee the payment of dividends upon any shares or stock of, or the performance of any contract by, any other corporation, association or other venture, entity or enterprise in which the CORPORATION has an interest, or any other corporation, association, or other venture, entity, or enterprise whatsoever, 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, association or other venture, entity or enterprise.

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

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

(n) To carry on any of the business hereinbefore enumerated for itself or for account of others, or through others for its own account or with others in a partnership or joint venture or other entity, whether as a limited or general partner, or otherwise; and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them or any part thereof, or to enhance the value of its property, business or rights.

(o) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, possessions 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, possessions 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 the laws of the State of Maryland and is not

intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purposes, objects or businesses 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 in this State is 473 North Potomac Street, Hagerstown, Maryland 21740. The resident agent of the CORPORATION in this State is GEORGE W. BUSHEY, whose post office address is 473 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the CORPORATION has authority to issue is Fifty Thousand (50,000) shares of the par value of One Dollar (\$1.00) each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is Fifty Thousand Dollars (\$50,000.00).

SIXTH: The CORPORATION shall have three (3) Directors (which number may be increased or decreased, but to not less than three (3), pursuant to the By-Laws of the CORPORATION), and GEORGE W. BUSHEY, JOHN C. BURREY and RICHARD L. KINDSVATTER, 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 stockholders:

(a) The Board of Directors of the CORPORATION is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class (and securities convertible into shares of its stock, with or without par value, of any class) for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, 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 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 entire Board of Directors; and any director of this CORPORATION who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a

quorum at any meeting of the Board of Directors of this CORPORATION which shall authorize any such contract or transaction, 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; and 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 other provisions set forth in this charter; and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any 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 and class of its stock by classification, reclassification or otherwise.

(e) Except as otherwise provided in this charter or the By-Laws of the CORPORATION, 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 authority to exercise, without a vote of stockholders, all powers of the CORPORATION, whether conferred by law or by this charter, to purchase, lease or otherwise acquire the business assets or franchises, in whole or in part, or other corporations or unincorporated business entities.

(f) The Board of Directors shall have the power 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 dividends on and the preferences, rights, voting powers, restrictions and qualifications, times and prices of redemption and conversion rights of such shares.

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

(h) No holder of stock of any class shall be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of stock of any class or securities convertible into stock of any class, whether issued for money, for a consideration other than money or by way of dividend.

EIGHTH: The duration of the CORPORATION shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 3^d day of October, 1977.

TEST:

Debra J. Shuck Terry F. Hall

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

I HEREBY CERTIFY that on this 3rd day of October, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared Terry F. Hall, and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.



Marcelle E. Miller
 Notary Public
 My Commission Expires: 7/1/78

29302

ARTICLES OF INCORPORATION
OF
BBK, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 4, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 12 2397000088, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

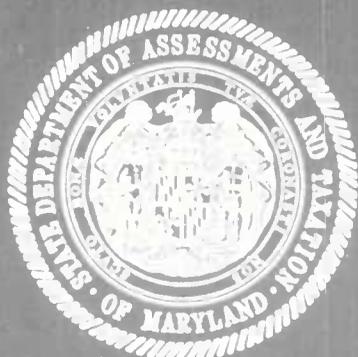
Bonus tax paid \$ 20.00 Recording fee paid \$ 27.00 Special Fee paid \$ _____

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 MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 65855

JAN 25 11 03 AM '78

LIBER _____ FOLIO _____

LAND _____ VAUGHN HANER, CLERK

Received for record January 25, 1978
at 11:03 a.m.
Liber #26'

JAN 25-78 B 12009 *****.50
JAN 25-78 B 12008 *****.50

RESOLUTION OF THE BOARD OF DIRECTORS
OF THE WASHINGTON COUNTY TEACHERS ASSOCIATION, INC.

BE IT RESOLVED, that the resident agent of the Washington County Teachers Association, Inc., in the State of Maryland be and is hereby changed from Claude H. Sasse, whose post office address is 123 Donnybrook Drive, Hagerstown, Maryland 21740, to Richard E. Roulette whose post office address is Route 9, Box 408, Hagerstown, Maryland 21740 and who is a resident of the State of Maryland.

5 OCT 77
Date

Richard E. Roulette
Signature of President

STATE OF MARYLAND)
City) to wit:
COUNTY OF Balto.)

On this 5th day of October, 1977, before me, the undersigned, personally appeared Richard E. Roulette of the Washington County Teachers Association, Inc., and he, as President of the Washington County Teachers Association, Inc., being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Corporation by himself as President.

In Witness Whereof, I hereunto affix my hand and official seal.



Margaret M. Pollock
Signature of Notary

My Commission Expires 7/1/78

NOTICE OF CHANGE OF RESIDENT AGENT AND AGENT'S ADDRESS

OF

WASHINGTON COUNTY TEACHERS ASSOCIATION, INC.

777
321

received for record October 11, 1977 2, at 8:30 A. M.
and recorded on Film No. 2397 Frame 801.123 one of
the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County

AA No 15170

Special fee paid \$3.00 .50
Recording Fee Paid 2.00 .50
Total \$5.00

Mr. Clerk - Mail to: Robert B. Mercer
SAUERWEIN, BOYD & DECKER
9 West Mulberry St.
Balto., Md. 21201

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JAN 25 11 03 AM '78

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

778

JAN 25-78 Bz 12010 ***** 50
JAN 25-78 Bz 12010 ***** 50

Received for record January 25, 1978
at 11:04 a.m.
Liber #26

CHANGE OF RESIDENT AGENT
FOR
YOST MOTOR COMPANY, INC.

Resolved, by the Directors and Officers of Yost Motor Company, Inc., a corporation, that Ralph H. France, II, Esquire, 81 West Washington Street, Hagerstown, Maryland 21740, be and he hereby is appointed resident agent of Yost Motor Company, Inc., in compliance with ^{Corporations and Associations, Sec. 2-108} ~~Article 23, Section 8~~ of the Annotated Code of Maryland, and that the three Directors execute on behalf of the corporation, and under its corporate seal, the requisite and proper certificate of appointment and cause the same to be filed in the Office of the State Department of Assessments and Taxation, Baltimore, Maryland.

Be it further resolved, that the appointment of the present resident agent of this Corporation, namely, Lynn F. Meyers, is hereby revoked as of this date.

We, Timothy W. Campbell, Dean P. Stickel and Betty Jane Grove, Directors of the Yost Motor Company, Inc., a corporation duly organized and existing under the laws of the State of Maryland, hereby certify that the foregoing is a true and correct copy of the resolution duly and legally adopted by the Directors of said corporation at a meeting held on

Witness our hands and seals this 3rd day of October, 1977.



Timothy W. Campbell
Timothy W. Campbell

Dean P. Stickel
Dean P. Stickel

Betty Jane Grove
Betty Jane Grove

I, Ralph H. France, II, Esquire, 81 West Washington Street, Hagerstown, Maryland, do hereby certify that I have accepted appointment as resident agent of Yost Motor Company, Inc., a corporation, and have agreed to comply with ^{Corporations} ~~Article 23~~ of the Annotated Code of Maryland.

000087

778

and Associations, Sec. 2-108
~~Section 8~~ of the Annotated Code of Maryland.

WITNESS:

Vicki A. Grimm

Ralph H. France II
Ralph H. France, II
81 West Washington Street
Hagerstown, Maryland 21740
Telephone: 797-0100

POOLE AND FRANCE
ATTORNEYS AT LAW
HAGERSTOWN TRUST BLDG.
81 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND

Received for record January 25, 1978
at 11:04 a.m.
Liber #26

ARTICLES OF INCORPORATION OF
SOUTH MOUNTAIN PRESS, INC.

MA 25-78 B 2 12012 *****3.75

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert W. Edwards, whose Post Office address is 4 Park Drive, Boonsboro, Maryland, and Lynda E. Edwards, whose Post Office address is 4 Park Drive, 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

SOUTH MOUNTAIN PRESS, INC.

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

(1) To engage in the business of publishing, to include the production of books, periodicals, stationary, forms, prints, photographs, monographs, theses, dissertations, and all other material which it may be convenient for the Corporation to produce.

To sell, let or grant any copyrights, patent rights, concessions, licenses, inventions, rights or privileges belonging to the Corporation, or which it may acquire, or any interest in the same; and,

To register any copyright or copyrights for any published material, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use, or otherwise deal with or turn to account any copyrights, patent rights, concessions, monopolies, or other rights or privileges, either in the United States or in any other part of the world.

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

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

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

(5) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trade-marks, trade-names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop and grant licenses in respect of,

-2-

sell and otherwise turn to account, the same.

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

(7) To issue shares of its stock of any class, in any manner permitted by law, to raise money for any of the purposes of the Corporation or in payment for property purchased or for any other lawful consideration.

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

(9) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise; either alone or through or in conjunction with any person, firm partnership, association or corporation, and in any part of the world, and, in carrying on its business and for the purposes of attaining or furthering any of its objects and purposes, to make and perform any contracts, and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such purposes.

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

It is the intention that the objects and purposes specified in the afore-

going clauses of this Article Third shall not, unless otherwise specified herein be in anywise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this Charter, but the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, rights 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, or privileges granted or conferred by the Laws of said State now or hereafter in force.

Washington Co.
FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is Box 38, Boonsboro, Maryland 21713. The name and Post Office address of the resident agent of the Corporation in this State is Robert W. Edwards, 4 Park Drive, Boonsboro, Maryland 21713. 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 two thousand (2000) shares without par value, all of which shares are of one class and are designated Common Stock.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, 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 Robert W. Edwards, Lynda E. Edwards, and Larry E. Zecher.

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

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of 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 17th day of October, 1977.

WITNESS:

Rebecca A. Crawford

Robert W. Edwards (SEAL)
Lynda E. Edwards (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I hereby certify that on this 17th day of October, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert W. Edwards and Lynda E. Edwards, who did each and severally acknowledge the foregoing Articles of Incorporation to be their act.

WITNESS my Hand and Notarial Seal

Rebecca C. Edwards
Notary Public

Comm. Expires 7-2-1980



358

ARTICLES OF INCORPORATION
OF
SOUTH MOUNTAIN PRESS, INC.

375

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 19, 1977 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2398, folio 000880, 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 Special Fee paid \$ _____

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.

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 66396
JAN 25 11 04 AM '78

LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAER, CLERK

Received for record January 25, 1978
at 11:04 a.m.
Liber #26

JAN 25-78 Bz 12013 *****3.75

ARTICLES OF INCORPORATION
OF
PRE-CASTE, Incorporated

THIS IS TO CERTIFY:

FIRST: That I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, 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, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation"), is PRE-CASTE, Incorporated.

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

(a) To engage in the manufacture and design of septic tanks and other products from concrete and other miscellaneous materials.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

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

(d) To 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 of 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 of 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 purpose, 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.

with
LAW OFFICES RICHARD W. LAURICELLA

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Williamsport, Maryland, 21795. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 123 West Washington Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased 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 Gerald R. Taylor, Donald L. Myers and Michael M. Driesbach.

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

(b) No contract or other transactions 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 interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of September, 1977.

WITNESS:

Marian Marshall

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 28th day of September, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Commission expires:

7/1/78

Marian Marshall
Notary Public



LAW OFFICES RICHARD W. LAURICELLA

296

ARTICLES OF INCORPORATION
OF
PRE-CASTE, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 30, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2396, folio 102484, 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 Special Fee paid \$ _____

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.

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 65756

JAN 25 11 04 AM '78

LIBER _____ FOLIO _____

LAND _____
VAUGHN / BAKER, CLERK

Redeived for record January 25, 1978
at 11:04 a.m.
Liber #26

ARTICLES OF TRANSFER

JAN 25 78 8 12014 *****3.75

(Home Owners Management Enterprises, Inc.)

THIS IS TO CERTIFY:

FIRST: The parties to these Articles of Transfer are HOME OWNERS MANAGEMENT ENTERPRISES, INC., a Maryland corporation (hereinafter referred to as the "Transferor"), and FOUNTAINHEAD PLAZA ASSOCIATES, a Maryland limited partnership (hereinafter referred to as the "Transferee").

SECOND: The Transferor agrees to sell, and the Transferee agrees to purchase, certain real property in Hagerstown, Washington County, Maryland, being substantially all of the Transferor's assets and property pursuant to the provisions of a Contract and Agreement of Purchase and Sale dated September 28, 1976, between the Transferor and the Transferee (hereinafter referred to as the "Purchase Agreement"), which is hereby incorporated by reference in these Articles of Transfer. A copy of the Purchase Agreement is on file at the office of the Transferor.

THIRD: The name of the Transferee is FOUNTAINHEAD PLAZA ASSOCIATES, a Maryland limited partnership, whose post office address of its principal place of business is 656 Quince Orchard Road, Gaithersburg, Maryland 20760.

FOURTH: The principal office of the Transferor, a corporation organized under the laws of the State of Maryland, is located in the County of Washington, State of Maryland. The Transferor owns an interest in land in Washington County, Maryland. The Transferee, prior to the effective date of these Articles, owns no interests in land in Maryland.

FIFTH: The consideration to be paid by the Transferee for the above assets of the Transferor is \$167,813.98. Such consideration is to be paid by the Transferee to the Transferor at the time and in the manner set forth in the Purchase Agreement. The Transferee shall not be liable for any of the debts or obligations of the Transferor except to the extent specifically provided for in the Purchase Agreement.

SIXTH: The terms and conditions of the transaction set forth in these Articles of Transfer were advised, authorized and approved by the Transferor in the manner and by the vote required by its charter and the laws of the State of Maryland. The terms and conditions of the transaction herein set forth were duly approved by the Board of Directors of the Transferor by written consent to such action signed by all of the members thereof and filed with the minutes of proceedings of the Board, and were approved by the stockholders of the Transferor by written consent to such action signed by all of the stockholders of the Transferor and filed with the minutes of proceedings of the stockholders.

SEVENTH: The transfer provided for in these Articles of Transfer shall become effective on the date on which these Articles of Transfer shall become effective on the date on which these Articles of Transfer shall be filed in the office of the Department of Assessments and Taxation of the State of Maryland.

IN WITNESS WHEREOF, the Transferor has caused these Articles of Transfer to be executed in its corporate name and behalf by its President, and its corporate seal to be affixed hereunto and attested by its Secretary, and the Transferee has caused these Articles of Transfer to be executed in its name by Gene E. Ruggles, its sole general partner, all as of the 29th day of September, 1977.

ATTEST:

HOME OWNERS MANAGEMENT
ENTERPRISES, INC.

Margaret J. Greene
Secretary

By Carl F. Rosenberry
Carl Rosenberry, President

ATTEST:

FOUNTAINHEAD PLAZA ASSOCIATES

Gene E. Ruggles
WITNES

By Gene E. Ruggles
Gene E. Ruggles, General Partner

~~001937~~ 793
002347

CERTIFICATION

The undersigned, President of HOME OWNERS MANAGEMENT ENTERPRISES, INC., who executed on behalf of said corporation the foregoing Articles of Transfer of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Transfer to be the corporate act of said corporation and further certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the approval thereof by said corporation, its directors and stockholders, are true in all material respects under the penalties of perjury.

Carl F. Rosenberry
Carl Rosenberry

~~001938~~ 193
002348

)
) ss: MONTGOMERY CO.
)

I, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Gene E. Ruggles, personally well known to me, personally appeared before me in said jurisdiction, and being by me first duly sworn, did depose and say that he is a party to the foregoing and annexed instrument; and he acknowledged to me that he executed the said instrument as his free act and deed as general partner of Fountainhead Plaza Associates.

Subscribed and sworn to before me the 29th day of SEPTEMBER, 1977.

[Signature]
Notary Public

[Notarial Seal]

My commission expires: _____

My commission expires July 1, 1978.



ARTICLES OF TRANSFER

OF

HOME OWNERS MANAGEMENT ENTERPRISES, INC. (MD. CORP.)-TRANSFEROR

TO

FOUNTAINHEAD PLAZA ASSOCIATES (MD. limited partnership)-TRANSFeree

approved and received for record by the State Department of Assessments and Taxation of Maryland September 29, 1977 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber ~~2396~~ 2400, folio ~~111~~ 00231, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid \$ Recording fee paid \$ 15.00 Special Fee paid \$ 2.00 Cert. among Land Records Washington County. \$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.

William J. Summers



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

JAN 25 11 04 AM '78 A 65703

LIBER FOLIO LAND VAUGHN J. BAKER, CLERK

Received for record Feb. 17, 1978
at 10:59 o'clock A.M. in Inc. Rec. Liber #26

003131 795

FEB 17 1978 14050 *****4.75

CLUB CORDOVA, INC.
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, Donald F. Becker, whose post office address is 301 Peacock Trail, Hagerstown, Maryland 21740; Kenneth P. Troxell, whose post office address is Building 15F, Milestone Gardens, Williamsport, Maryland 21795; and Yvonne A. Hart, whose post office address is Building 15 F, Milestone Gardens, Williamsport, Maryland 21795, each being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is CLUB CORDOVA, INC.

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

1. To engage in the on or off sale dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise, acquire restaurants and taverns, and to own, hold, lease, rent or sell such business or businesses.
2. To buy and sell, wholesale or retail, any and every type of beverage, alcoholic or non-alcoholic, in bottle, cans, kegs, or containers of every kind or description.
3. To bottle, package, blend or otherwise process and manufacture beverages of every kind and description.
4. To 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 other interest therein and to improve the same; to sell, lease, mortgage, pledge or otherwise dispose of the lands or other property of the Corporation absolutely or upon condition.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 136 North Jonathan Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Donald F. Becker, 301 Peacock Trail, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares at 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). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Donald F. Becker, Kenneth P. Troxell and Yvonne A. Hart.

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 may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before the 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.

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase,

subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

1. The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

2. The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a

director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expense which such court shall deem proper.

3. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

4. Any indemnification under paragraphs 1 or 2 of this Article NINTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the

Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceedings, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

5. Expense incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

6. Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

7. Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this *26th* day of *October*, 1977, and we acknowledge the same to be our act.

WITNESS:

Donald F. Becker (SEAL)
Donald F. Becker

Kenneth P. Troxell (SEAL)
Kenneth P. Troxell

Clare A. Schilbert

Yvonne A. Hart (SEAL)
Yvonne A. Hart

ARTICLES OF INCORPORATION
OF
CLUB CORDOVA, INC.

389

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 28, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

8

Recorded in Liber 2398, folio 003130, 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 Special Fee paid \$ _____
4.75

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.

William J. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 66686

FEB 17 10 59 AM '78

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

SMEGS ENTERPRISES, INC.

ARTICLES OF INCORPORATION

FIRST: I, SANDRA S. TILLOU, whose post office address is 665 Orchard Road, Hagerstown, Washington County, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is SMEGS ENTERPRISES, INC.

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

(1) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, and to establish, purchase or otherwise acquire, to own and operate and maintain business enterprises which may be advantageous, to the Corporation, and to engage in any other lawful purpose and/or business.

FOURTH: The post office address of the principal office of the Corporation in this State is 665 Orchard Road, Hagerstown. The name and post office address of the Resident Agent of the Corporation in this State is Sandra S. Tillou, 665 Orchard Road, Hagerstown. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of common stock, with \$1.00 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 (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Sandra S. Tillou
Samuel C. Strite
Sharon E. Keller

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 may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preference, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any directors or officers of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraphs 1 or 2 of this Article NINTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to the Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of November, 1977 and I acknowledge the same to be my act.

WITNESS:

Katelyn Lee Cook

Sandra S. Tillou (SEAL)
Sandra S. Tillou

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

I HEREBY CERTIFY, this 9th day of November, A.D., 1977, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Sandra S. Tillou and acknowledged the foregoing Articles of Incorporation to be her act and deed.

WITNESS my hand and Official Notarial Seal.



Kathryn Lee Cook
Notary Public

My Commission Expires:
July 1, 1978

ARTICLES OF INCORPORATION
OF
SMEGS ENTERPRISES, INC.

420

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 7, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 5 2399, folio 001969, 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 Special Fee paid \$ _____
3.75

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.

William J. Emmert



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

FEB 17 10 59 AM '78

A 66959

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

808

Received for record Feb. 17, 1978
at 10:59 o'clock A.M. in Enc. Rec. Ledger #26

~~000402~~

000024

FEB 17-78 B2 14052 *****3.75

H.C.

SUBURBAN INSULATION, INC.
TITLE FOUR CORPORATION

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: I, Silas S. Martin, whose post office address is 1115-A Maugans Avenue, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

SUBURBAN INSULATION, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Articles of the Annotated Code of Maryland, as amended.

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

- (1) To manufacture, compound, market, sell, distribute and otherwise in insulation and insulating materials; to perform all necessary and proper related services and activity in connection therewith; and to engage in any other lawful purpose and/or business; and,
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 1115-A Maugans Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is SILAS S. MARTIN, 1115-A Maugans Avenue, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of common stock of the par value of One (\$1.00) Dollar per share.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one director whose name is Silas S. Martin.

EIGHTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a part to any threatened, pending

or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on its merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of this Article EIGHTH or in defense of any claim, issue or matter

therein, he shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article EIGHTH.

(4) Any indemnification under paragraph (1) and (2) of this Article EIGHTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article EIGHTH. Such determination shall be made: (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agent and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article EIGHTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of November, A. D., 1977, and I acknowledge the same to be my act.

WITNESS:

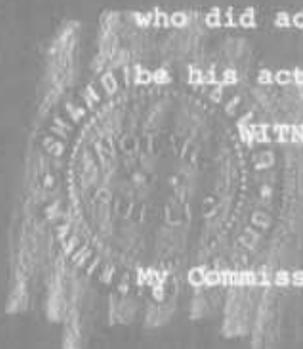
Sharon E. Keller
Sharon E. Keller

Silas S. Martin (SEAL)
Silas S. Martin

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 9th day of November, A. D., 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Silas S. Martin, who did acknowledge the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.



My Commission Expires: 1-1-78

Sharon E. Keller
Sharon E. Keller, Notary Public

ARTICLES OF INCORPORATION
OF
SUBURBAN INSULATION, INC.

445

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 14, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber ~~2399~~ ⁶ 000023, folio ~~000131~~ 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 Special Fee paid \$
3.75

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.

William J. Simmons



A 67109

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

FEB 17 10 59 AM '78

LIBER _____ FOLIO _____

LAND
VAUGHN J. BAKER, CLERK

EDUSENT, INC.

ARTICLES OF INCORPORATION

FIRST: I, Edward N. Button, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

EDUSENT, INC.

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

(1) To engage in the business of designing, developing, manufacturing, selling and distributing educational and recreational products of any design or description; and

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed; both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1817 Crest Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Thomas J. Harclerode, 1817 Crest Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

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 (4). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Thomas J. Harclerode, William A. Harclerode, Nadine M. Harclerode, and Linda C. Aleshire.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: 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 thereof:

(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, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares 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.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided, however, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director is so interested, such fact shall be disclosed or shall have been known to the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract

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

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

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

(5) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of the Corporation, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, if two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against

expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraph 1 or 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination

that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of November, 1977, and I acknowledge the same to be my act.

WITNESS:

Suzanne M. Sufferel

Edward N. Button
EDWARD N. BUTTON

ARTICLES OF INCORPORATION
OF
EDUSENT, INC.

446

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 15, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2400 6 000325, 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 Special Fee paid \$ 3.75

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

William J. Semment



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

NOV 17 11 00 AM '78

LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

A 67166

Received for record Feb. 17, 1978 at 11:00 A.M. in Inc. Rec. Liber 26

FEB 17-78 B# 14055 *****50

FEB 17-78 B# 14054 *****50

161 Donnybrook Dr.
Hagerstown, Md. 21740
October 28, 1977

Dairy Supply and Equipment Corporation of Maryland
R F D #8, Box 283 E
Frederick, Md. 21701

Gentlemen:

I relinquished all my interest in Dairy Supply and Equipment Corporation of Maryland on December 6th, 1975, and at that time resigned as president and director, and assigned all my stock to Mr. Henry E. Forsythe and his wife, Mrs. Ruth M. Forsythe.

I hereby resign as Resident Agent in the State of Maryland for Dairy Supply and Equipment Corporation of Maryland.

Yours very truly,

Martin J. Bambrick, Jr.

Martin J. Bambrick, Jr.

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

DAIRY SUPPLY AND EQUIPMENT CORPORATION OF MARYLAND

388

received for record

October 31, 1977

2, at 8:30 A. M.

and recorded on Film No. 2398

Frame 102877 one of

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

To the clerk of the Circuit court of Washington County

AA No 15239

Special fee paid	\$3.00	.50
Recording Fee Paid	<u>2.00</u>	.50
Total	\$5.00	

Mr. Clerk - Mail to: Mr. Martin J. Bambrick, Jr.
161 Donnybrook Dr.
Hagerstown, Md. 21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

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822

AGREEMENT OF MERGER

AGREEMENT OF MERGER made by and between The Peoples National Bank of Hancock, a national banking association ("Peoples"), and Blue Ridge Trust Company, a Maryland trust company ("Blue Ridge"), and joined in by Suburban Bancorporation, a Maryland corporation ("Bancorporation").

In consideration of the mutual covenants and agreements herein contained and the mutual benefits to be derived herefrom, the parties hereto do hereby agree as follows:

1. The Merger. As of the effective date set forth in paragraph 7, Peoples shall be merged into Blue Ridge under the charter of Blue Ridge, and Blue Ridge shall be the resulting trust company under the name "The Peoples Bank of Hancock". The By-Laws of Blue Ridge shall be the By-Laws of the resulting trust company.

2. Location of the National Bank and the Trust Company.

(a) The location of each office of Peoples is set forth on Schedule A attached hereto.

(b) The location of each office of Blue Ridge is set forth on Schedule A attached hereto.

3. The Resulting Trust Company.

(a) The name and location of each office of the resulting trust company is set forth on Schedule A attached hereto.

(b) The names and residences of the directors of the resulting trust company to serve until the next annual meeting of the stockholders of the resulting trust company are set forth on Schedule B attached hereto.

(c) The names and residences of the officers of the resulting trust company are set forth on Schedule C attached hereto.

(d) Upon the effective date of the merger the capital of the resulting trust company shall be \$300,000 consisting of 30,000 shares of Common Stock of the par value of \$10.00 per share.

(e) No preferred stock shall be issued by the resulting trust company pursuant to this agreement or in connection with the merger provided for herein.

(f) Article FIRST and Article THIRD of the charter of the resulting trust company are hereby amended (as of the effective date set forth in paragraph 7 hereof) to read as follows:

"FIRST: The name of the trust company (which is hereinafter called the 'Trust Company') is: THE PEOPLES BANK OF HANCOCK."

"THIRD: The amount of capital stock of the Trust Company shall be Three Hundred Thousand Dollars (\$300,000) divided into Thirty Thousand (30,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) each."

No amendments to the By-Laws of the resulting trust company shall be made pursuant to this agreement or in connection with the merger provided for herein.

(g) The objects and purposes of the resulting trust company shall be to carry on the business of a trust company, and the resulting trust company shall have all rights and powers conferred upon trust companies under the laws of the State of Maryland.

4. Terms of the Exchange. The terms of the exchange of shares of capital stock of the constituent national bank and trust company shall be as follows:

(a) Each share of Common Stock of Peoples issued and outstanding when this merger becomes effective (other than shares of dissenting stockholders referred to in paragraph 5 hereof) shall, without any action on the part of the holders thereof, be converted into 3.5 shares of Common Stock of Bancorporation. Certificates representing shares of the Common Stock of Peoples (other than shares of dissenting stockholders) shall thereafter represent shares of Common Stock of Bancorporation in the aforementioned proportions. Such certificates may at any time thereafter be exchanged by the holders thereof for new certificates for the appropriate number of shares of Common Stock of Bancorporation, and the payment of dividends or other distributions on said stock may be withheld until the Peoples certificates have been surrendered for exchange. When the new certificates are issued, the holders thereof shall be entitled to be paid the amount (without any interest thereon) of all withheld dividends or other distributions which have theretofore become payable with respect to such shares of Common Stock of Bancorporation.

(b) In lieu of issuing fractional shares of Bancorporation Common Stock to which the stockholders of

Peoples will be entitled and only as a mechanical device for rounding shares to whole shares, Bancorporation will pay cash to stockholders of Peoples at the fair market value of their fractional interests, as of the close of business on the effective date of the merger; however, a stockholder of Peoples may not receive payment for fractional shares until all Peoples stock certificates held by him are surrendered for exchange.

(c) Each share of Common Stock of Blue Ridge issued and outstanding when this merger becomes effective shall remain issued and outstanding as one share of Common Stock of the resulting trust company, without any action on the part of the holder thereof.

(d) For every share of Common Stock of Peoples issued and outstanding as of the effective date of the merger (other than shares of dissenting stockholders referred to in paragraph 5 hereof), the resulting trust company shall issue one share of its Common Stock to Bancorporation.

5. Rights of Dissenting Stockholders.

(a) This Agreement of Merger has been unanimously approved by the stockholders of Blue Ridge and accordingly there are no dissenting stockholders of Blue Ridge.

(b) Any stockholder of Peoples who has voted against the merger at the meeting of stockholders of Peoples called to consider the matter or who has given notice in writing to Peoples at or prior to such meeting that he dissents from the Plan of Affiliation and Merger of which this Agreement forms a part, shall be entitled to receive in cash the value of the shares held by him if and when the merger is consummated upon written request made to the resulting trust company at any time before thirty days after the date of consummation of the merger, accompanied by the surrender of his stock certificates. The value of the shares of any dissenting stockholder shall be determined as of the date on which the stockholders meeting was held authorizing the merger by a committee of three persons, one to be selected by unanimous vote of the dissenting stockholders entitled to receive the value of their shares, one by the directors of the resulting trust company, and the third by the two so chosen. The valuation agreed upon by any two of three appraisers shall govern; if the value so fixed shall not be satisfactory to any dissenting stockholder who has requested payment as provided herein, such stockholder may within five days after being notified of the appraised value of his shares appeal to the Comptroller of the Currency of the United States (the "Comptroller"), who shall cause a reappraisal

to be made which shall be final and binding as to the value of the shares of the appellant. If, within ninety days from the date of consummation of the merger, for any reason one or more of the appraisers is not selected as herein provided, or the appraisers fail to determine the value of such shares, the Comptroller shall upon written request of any interested party, cause an appraisal to be made, which shall be final and binding on all parties. The expenses of the Comptroller in making the reappraisal, or the appraisal as the case may be, shall be paid by the resulting trust company. The value of the shares ascertained shall be promptly paid to the dissenting stockholders by the resulting trust company. The shares of Common Stock of Bancorporation which would have been delivered to such dissenting stockholders had they not requested payment shall not be issued; however, Bancorporation shall make a contribution to the capital of the resulting trust company equal to the amount paid to dissenting stockholders.

6. Approval of Agreement. This Agreement of Merger is subject to the approval of the Bank Commissioner of Maryland and of the holders of at least two-thirds of the issued and outstanding Common Stock of Peoples and of Blue Ridge, respectively.

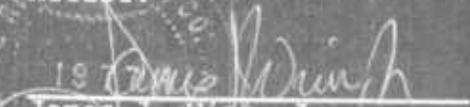
7. Effective Date. The merger provided for herein shall be effective on April 1, 1978.

IN WITNESS WHEREOF, Peoples and Blue Ridge, have caused this Agreement of Merger to be duly executed on their respective behalfs by their respective proper officers and their respective corporate seals to be hereunto affixed and attested as of September 23, 1977.

ATTEST:


Connie D. Winebrenner
Cashier

ATTEST:


James J. Winn, Jr.
Secretary

THE PEOPLES NATIONAL BANK OF HANCOCK

By 
A. Hart McKinley, Sr.
President

BLUE RIDGE TRUST COMPANY

By 
Decatur H. Miller
President

Suburban Bancorporation hereby joins in the foregoing Agreement of Merger, and undertakes that it will be bound thereby, that it will issue shares of Common Stock pursuant to the provisions of paragraph 4(a) thereof, and that it will make the contributions to capital contemplated by paragraph 5(b) hereof.

IN WITNESS WHEREOF, Suburban Bancorporation has caused this undertaking to be executed on its behalf by its proper officers and its corporate seal to be hereunto affixed as of September 22, 1977.

ATTEST:

SUBURBAN BANCORPORATION



William G. Norris
William G. Norris
Secretary

By Robert F. Tardio
Robert F. Tardio
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on this 23 day of September, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared A. Hart McKinley, Sr., President, and Connie D. Winebrenner, Cashier, of The Peoples National Bank of Hancock, and each in said capacity acknowledged the foregoing to be the act and deed of said body corporate and the seal affixed thereto to be its seal.

John E. Mills
Notary Public

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

I HEREBY CERTIFY, that on this 30th day of September, 1977, before me, the subscriber, a Notary Public in and for the State aforesaid, personally appeared Decatur H. Miller, President, and James J. Winn, Jr., Secretary, of Blue Ridge Trust Company, and each in said capacity acknowledged the foregoing to be the act and deed of said body corporate and the seal affixed thereto to be its seal.



Joanna M. Krojack
Notary Public

STATE OF MARYLAND, COUNTY OF MONTGOMERY, to wit:

I HEREBY CERTIFY that on this 23^d day of September, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert F. Tardio, President, and William G. Norris, Secretary, of Suburban Bancorporation, and each in said capacity acknowledged the foregoing to be the act and deed of said body corporate and the seal affixed thereto to be its seal.



Elizabeth P. Smith
Notary Public

SCHEDULE A

Location of existing offices of The Peoples National Bank of Hancock which will become offices of the resulting trust company on the effective date:

- 1) Main Office -- 6 East Main Street, Hancock, Maryland
21750
- 2) Branch Office -- 24 West Main Street, Hancock, Maryland
21750

Location of the existing office of Blue Ridge Trust Company, which will cease existence on the effective date:

- 1) Main Office -- 6 East Main Street, Hancock, Maryland
21750

SCHEDULE B

Names and residence addresses of the persons who will become directors of the resulting trust company on the effective date:

<u>name</u>	<u>address</u>
1) Ralph E. Jones	Route 2 Hancock, Maryland 21750
2) A. Hart McKinley, Sr.	117 Pennsylvania Avenue Hancock, Maryland 21750
3) A. Hart McKinley, Jr.	Route 1 Hancock, Maryland 21750
4) Roy A. Plessinger	Route 2 Warfordsburg, Pennsylvania 17267
5) Benjamin C. Shaw	21 Shaw Avenue Silver Spring, Maryland 20904
6) Levearl E. Schriever	Route 2 Warfordsburg, Pennsylvania 17267
7) Thomas E. Stotler	Route 1 Berkley Springs, West Virginia 25411

SCHEDULE C

Names and residence addresses of persons who will become officers of the resulting trust company on the effective date:

<u>name and position</u>	<u>address</u>
1) Roy A. Plessinger, Chairman of the Board	Route 2 Warfordsburg, Pennsylvania 17267
2) A. Hart McKinley, Sr., President	117 Pennsylvania Avenue Hancock, Maryland 21750
3) Glenn E. Miller, Executive Vice President	6 West Magnolia Avenue Hagerstown, Maryland 21740
4) Ralph E. Jones, Vice President	Route 2 Hancock, Maryland 21750
5) Connie D. Winnebrenner, Cashier	1 Grove Circle Hancock, Maryland 21750
6) John E. Keefer, Assistant Cashier	Route 2 Hancock, Maryland 21750
7) Lois A. Myers, Assistant Cashier	Route 2 Hancock, Maryland 21750
8) Sharon L. Davis, Assistant Cashier	246 Pennsylvania Avenue Hancock, Maryland 21750
9) Beverly F. Bard, Assistant Cashier	Star Route 2 Warfordsburg, Pennsylvania 17267

CERTIFICATE OF MERGER

THE UNDERSIGNED, Charles A. Knott, Jr., Deputy Bank Commissioner of the State of Maryland, does hereby certify that pursuant to and with the effect prescribed by Sections 109-115, inclusive, of Article 11 of the Annotated Code of Maryland and effective on Saturday, April 1, 1978, The Peoples National Bank of Hancock, a national banking association with its principal office located at Hancock, Maryland, will be and is merged into Blue Ridge Trust Company, a Maryland trust company with its principal office located in Hancock, Maryland. The resulting trust company is Blue Ridge Trust Company with its principal office located in Hancock, Maryland but its name shall be "The Peoples Bank of Hancock".

WITNESS my hand and the official seal of the Bank Commissioner of the State of Maryland this 27th day of March, 1978.




Charles A. Knott, Jr.
Deputy Bank Commissioner of the
State of Maryland

Received For Record April 17, 1978 at 9:46 o'clock am liber 26

APR 17 78 A 19731 *****375

ARTICLES OF INCORPORATION
OF

VALLEY WINE AND SPIRITS, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: We, the undersigned, James M. Wilson, whose post office address is 108 Redoak Drive, Hagerstown, Maryland, 21740, Bernard M. Schmalzer, whose post office address is 2327 East Ridge Road, Timonium, Maryland, 21093, and Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a close corporation under and by virtue of the General Laws of the State of Maryland and more specifically Corporations and Associations Article, Section 4-101 et. seq.

SECOND: The name of the Close Corporation (which is hereinafter called the Corporation) is VALLEY WINE AND SPIRITS, INC. (A close Corporation).

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

To operate a retail store for the off-sale of beer, wine, and liquor of all types.

To operate a soft frozen ice cream business.

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 Box 75, Valley Mall, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are James M. Wilson, 108 Redoak Drive, Hagerstown, Maryland, 21740. 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). Common stock of the Corporation shall be issued as small business corporation stock in accordance with a plan under the provisions of Section 1244 of the Internal Revenue Code of 1954.

SIXTH: The number of Directors of the Corporation shall be two(2); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are James M. Wilson and Bernard M. Schmalzer.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on December 22, 1977.

WITNESS:

Karen Palmer

James M. Wilson (SEAL)
James M. Wilson

Karen Palmer

Bernard M. Schmalzer (SEAL)
Bernard M. Schmalzer

Karen Palmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22 day of December 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James M. Wilson, Bernard M. Schmalzer, and Kenneth J. Mackley, who did each acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.



My Commission Expires:
July 1, 1978

Karen Palmer
Notary Public

ARTICLES OF INCORPORATION
OF
VALLEY WINE AND SPIRITS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 27, 1977, at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2403, folio 000014 ³, 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 Special Fee paid \$ 3.25

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 9 46 AM '78
LIBER 2403 FOLIO 000014
VAUGHN J. BAKER, CLERK

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.

William J. Summers



Received for Record April 17, 1978 at 9:46 o'clock am Corporation Liber 26

ARTICLES OF INCORPORATION

APR 17-78 A 2 19732 *****4.25

Valley Adjustment Company, inc.

JS

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Joseph S. Weity, whose Post Office Address is 100 West Church Street, Frederick, Frederick County, Maryland 21701; being at least eighteen (18) years of age, do hereby form a Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: The name of the Corporation is: Valley Adjustment Company, inc.

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

(1) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real, intangible, and personal property of every nature and description, wherever situated.

(2) To operate and engage in the general business of insurance adjusting in all of its various aspects; and to operate and engage in the general business of submitting estimates for hire to the general public in such areas including, but not limited to the repair and/or replacement of motor vehicles, buildings and other real property improvements.

(3) To apply for, obtain, purchase, or otherwise acquire, any licenses, permissions, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, and develop said licenses, and to sell and otherwise deal with said licenses.

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

(5) To carry on any of the businesses herein enumerated for itself, or for account of others, or through others for its own account,

Witness My Hand and Seal

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 herein stated objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

The Corporation is hereby authorized to engage in any other lawful activity for which Corporations may be organized under the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and under any successor and/or replacement to said Law.

FOURTH: The Post Office address of the principal office of the Corporation in Maryland is P.O. Box 447, 316 Sunrise Drive, Maugansville, Washington County, Maryland 21767. The name and post office address of the resident agent of the Corporation in Maryland is Wayne E. Berger 316 Sunrise Drive, Maugansville, Washington County, Maryland 21767. 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 FIVE THOUSAND (5,000) shares, having no par value, all of one class, that being voting Common Stock. After the original issuance of stock, the stockholders of the Corporation shall have preemptive rights with respect to the sale by the Corporation of any additional shares of stock, whether treasury stock or authorized but unissued stock, regardless of the purpose for sale. This preemptive right may be waived in any particular instance by a majority vote of the stockholders.

SIXTH: The total number of directors of the Corporation may be fixed and thereafter increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number required by law from time to time, and the names of the directors who shall act until the First Annual Meeting of Shareholders, or until their successors are duly chosen and qualified are: Wayne E. Berger, Nancy Y. Berger, and A. Thomas McLellan.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: (a) Any holder of Common Stock if desirous of selling or transferring all or any of his shares of Common Stock, and the executor or personal representative of any deceased holder of Common Stock, if desirous of selling or transferring all or any of such shares

belonging to the estate of such deceased holder, and the purchaser of any share or shares of Common Stock, including any purchaser at any judicial sale, if desirous of selling or transferring any or all of such shares, and the donee of the holder of any of such shares if desiring to transfer any of such shares, and any pledgee of any share or shares of Common Stock before bringing any suit, action or proceeding or doing any act to foreclose his pledge, and any holder of any of the Common Stock of the Corporation desiring to dispose of the same shall first deliver to the President or Treasurer of the Corporation, and to every other holder of Common Stock, written notice by certified mail, postage prepaid, return receipt requested, of such desire to sell, transfer, or of intention to foreclose, as the case may be, designating the number of such share or shares to be sold, transferred or foreclosed, and the number of the certificate or certificates therefor, and the name and address of a person experienced in the fields of finance and appraisal who shall act as an appraiser.

(b) The President under the direction of the Board of Directors shall, within twelve (12) business days of delivery of such written notice, select another individual with like experience to act as an appraiser and give like written notice of his name and address to the person wishing to make such sale, transfer or foreclosure and to the appraiser appointed by him; the two appraisers so selected shall, within ten (10) business days of the giving of said last named notice, select a third appraiser who shall be experienced in the fields of finance and appraisal, such as an individual employed as a stockbroker or engaged in the business of loaning money or in banking and who shall reside or be engaged in business in Frederick or Washington County, Maryland, and they shall at once notify both parties in writing of the name and address of said third party.

(c) If the two appraisers so selected shall not, within ten (10) business days, select the third appraiser, either party may apply after three (3) days written notice to the other, to any judge of any Circuit Court in the State of Maryland having proper jurisdiction, for appointment of a third appraiser.

(d) The three appraisers so selected shall, within fifteen (15) days after selection of the third appraiser appraise the share or shares proposed to be sold, transferred, or foreclosed, and the majority of them shall determine their value as of the time of such appraisal and shall forthwith give written notice of their determination to the Corporation and to the party wishing to sell, transfer or foreclose. In determining value, goodwill shall not be considered. Also, notice of their determination will be sent to every other holder of shares of Common Stock by the Corporation, within three (3) days of the Corporation's receipt of the value determination.

(e) Each party shall pay the expenses and fees of the appraiser selected by him or it and one-half of the expenses and fees of the third appraiser.

(f) The Board of Directors shall thereupon have the option, for the period of fifteen (15) days after receipt of the notice of value

determination by the appraisers, of purchasing said share or shares for the Corporation at the appraised value. Payment shall be made by the Board of Directors by depositing the appraised value to the credit of the shareholder, personal representative, grantee, donee, assignee, pledgee, or holder, as the case may be, in any bank in Frederick or Washington Counties that said individual shall designate, to be held in escrow by an individual selected by the Board of Directors of the Corporation, and paid to such person only upon surrender of the certificate or certificates for said shares of Common Stock properly endorsed, and the Board shall give written notice to the Seller of this deposit.

(g) At expiration of said fifteen (15) day period, notice of which shall immediately be given in writing by certified mail, return receipt requested, postage prepaid, to every other holder of Common Stock by the selling party, the other holders of Common Stock shall have the option for the period of seven (7) days after receipt of the immediately aforementioned notice to buy the shares of Common Stock at the appraised value. The right of purchase in such case shall be ratable to respective holders of Common Stock, according to the number of shares held by each shareholder as compared with the issued and outstanding stock of the Corporation adjusted for the shares being offered for sale. If any of the shareholders entitled to purchase fails to accept the shares at the appraised value, then the other shareholders entitled to buy may purchase those shares not accepted, ratably, according to the number of shares held, at the appraised value.

(h) The Board of Directors are not obliged to purchase any share or shares of Common Stock at appraised value aforesaid, unless it shall believe advisable, or unless it shall enter a buy-sell agreement or like contract to the contrary. But if the Board of Directors or the other Common shareholders do not purchase the shares involved within the specified times, such shareholder, personal representative, grantee, donee, assignee, pledgee, or other holder shall be at the liberty to sell said share or shares to any person allowed to purchase under Federal and State securities laws in such a way as not to destroy any exemption under which the shares of stock in the Corporation were issued and previously transferred.

(i) Any of the shareholders may transfer all or part of his or her shares of Common Stock by gift or bequest to or for the benefit of himself, his wife, her husband or other members of his or her direct family without regard to the above restrictions on transfer, but, in case of any such transfer, the transferees or legatees shall receive and hold the shares subject to all of the restrictions contained in these Articles of Incorporation.

(j) The provisions contained herein paragraph EIGHTH may be amended and/or deleted from the Articles of Incorporation of the Corporation only by a unanimous vote of the shareholders of the Corporation in an annual meeting or in a special meeting called for that purpose; PROVIDED, HOWEVER, any buy-sell agreement or like

contract for the purchase and sale of shares of stock in the Corporation which has been executed by all of the shareholders of the Corporation, as well as the Corporation, and which is binding upon all of the shareholders existing at the time of said agreement's execution, and which is prospective in nature (binding upon all future shareholders), and the existence of which is noted on the outstanding share certificates of the Corporation, shall be legally enforceable as executed, in spite of any provision in this paragraph EIGHTH which might be contrary to any provision contained in said agreement; FURTHER, PROVIDED, HOWEVER, the provisions in this paragraph EIGHTH shall in all other events control any transfer of the shares of stock in the Corporation.

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

(1) The Board of Directors of the Corporation is hereby empowered to direct issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized by the stockholders, for such consideration as may be deemed advisable by the Board of Directors and without any further authorization other than initial authorization in the Articles of Incorporation of the Corporation and without any further action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares 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, and the conversion rights, of such shares, but no such action will affect the preemptive rights provided for in these Articles.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided, however, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director is so interested, such fact shall be disclosed to or shall have been known by the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation or association or not so interested or a member of a firm so interested.

594

ARTICLES OF INCORPORATION
OF
VALLEY ADJUSTMENT COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 28, 1977 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2403, folio 7 001010, 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 Special Fee paid \$

4.25

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Apr 17 9 45 AM '79

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

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.

William J. Simmons



ARTICLES OF INCORPORATION

APR 17-78 A# 19733 *****62

OF

BROOKE EQUIPMENT CO., INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Roger L. Georgion, whose post office address is 1830 Fountainhead Road, Hagerstown, Maryland, Sandra C. Georgion, whose post office address is 1830 Fountainhead Road, Hagerstown, Maryland, and Frances W. Smith, whose post office address is 304 Irish Road, Berwyn, Pa., 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 information 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: Brooke Equipment Co., Inc.

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

(a) To acquire all the property, assets, business, and good will of a going concern of any domestic or foreign corporation, or association, joint stock company or partnership, and engage in and transact any and all business theretofore lawfully engaged in by such corporation, association, joint stock company or partnership.

(b) To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description and to sell, dispose of, lease, convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease manage, operate, develop, control, build, erect, maintain for the purposes of said Company, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, office, stores, warehouses, shops, plants, machinery right easements, privileges, franchise and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company, or any part thereof.

(c) To process, fabricate, manufacture, instal, 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, incenerators, 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.

(d) To manufacture, construct, process, build, instal, buy, sell, and otherwise handle sheet metal, ornamental iron, bronze, copper, and other kinds of metallic materials; and to engage in the business of blanking, drawing, forming, punching, shearing, and tooling metal of all kinds and types.

(e) To engage in, conduct, and carry on business as metal craftsmen in the casting, spinning, plating, and die-stamping of metal of every kind, nature, or description; and to do business as producers and manufacturers of metal dies and as engravers, skilled artists, originators, and designers of trophies and objects commemorative of events and contests, victory mementos, emblems, metals, and ornaments of all kinds.

(f) To manufacture, experiment, invent, develop, improve, purchase, sell, and generally deal in plumbers' and heaters' supplies, fixtures, tools, appliances, sanitary fixtures, and any and every kind of wares, articles and merchandise which are or may be used by plumbers, and to carry on the business of inventors, manufacturers, wholesalers, retailers, importers, and exporters in plumbing fixtures and supplies, and any and all kinds of wares and merchandise. To experiment, invent, patent, manufacture, and generally deal in and with chemicals, chemical compounds, chemical preparations, secret processes and mixtures of any and all kinds to be used in the plumbing or any other kind of business.

(g) To manufacture, construct, produce, hire, or otherwise acquire, hold, own, use, sell, rent, license the use of, or otherwise deal in and dispose of motors, engines, boilers, and other instruments for generation, production, and utilization of power; and to deal in and with machinery, tools, apparatus, metals, woods, and articles composed in whole or in part of metal or wood, and goods, wares, and merchandise of every kind and description; to conduct such business either for its own account or as agent, factor, broker, middleman, commission man, or representative of others.

(h) To manufacture machinery, parts of machinery, tools, and similar articles of commerce from iron, steel, other metals, wood, and similar materials; to conduct, manage, and control the business of making and selling small tools, and special parts for machinery; and to engage in the general machinery manufacturing business and to do everything necessary to carry on the general machinery and sales business.

(i) To engage in the manufacturing of automobile truck trailers, automobile truck accessories, and all articles pertaining to the automobile industry, the assembling of the same, and the sale of such manufactured products and for the purpose of conducting the manufacturing business to buy, sell, and hold real and personal property in any state or territory necessary for the proper conduct of its business, and to do such other things and have such other and further powers as are necessary and incidental to carrying out the general manufacturing business of the corporation.

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

(k) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and

other motor vehicles and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

(l) To buy, sell, and deal in all kinds, forms and combinations of steel, iron, or other metals, and in the products of steel, iron, or other metals, and to conduct general jobbing, distribution, and sales.

(m) To engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer or otherwise for or on behalf of another; and to engage in the importing and exporting of merchandise and real and personal property of every class and description.

(n) To manufacture, buy, sell, lease and deal in motors, automobiles, trucks, motor buses and airplanes and their appliances, fuels and accessories; to operate and maintain garages and service stations in terminal freight points, and to store, rent, repair and lease motors, automobiles, trucks, motor buses and airplanes and other vehicles; to manufacture, buy, sell and repair vehicles of every description propelled by electricity, gas, gasoline, compressed air or other mode of power; to organize, maintain and operate for hire transportation service in all parts of the country for the purpose of transporting passengers, luggage, merchandise and freight of every description whatsoever by means of automobiles, motor buses, trucks, airplanes and vehicles of every kind however propelled; to do generally all and every other kind of thing necessary and incident to the business of a trucking or bus company.

(o) To engage in the business of general freight transportation by motor vehicle and to engage and operate for hire as a common carrier or contract carrier of inflammable or combustible liquid in bulk and tank vehicles or other type vehicles designed for said purposes.

(p) To engage in the business of owning, operating, leasing, renting or otherwise maintaining motorized equipment.

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 Brooke Equipment Company, Incorporated, 1830 Fountainhead Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is Mr. Ralph H. France, II, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares which the Corporation has the authority to issue is 10,000 shares with the par value of \$10.00 per share, all of which shares are of one class and are designated common stock.

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 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 10 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 10-day period, the secretary of the Corporation shall,

within 5 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 10 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 shareholder 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 Section are strictly observed and followed.

SIXTH: The Corporation shall have three (3) directors; and
Roger L. Georgion, Sandra C. Georgion, and Frances W. Smith

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, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as the 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 thereon; 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 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 20th day of December, 1977.

WITNESS:

Vicki L. Georgan
as to Roger L. Georgan

Vicki L. Georgan
as to Sandra C. Georgan

Frances W. Smith
as to Frances W. Smith

Roger L. Georgan
Roger L. Georgan

Sandra C. Georgan
Sandra C. Georgan

Frances W. Smith
Frances W. Smith

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 20th day of December, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Roger L. Georgion and Sandra C. Georgion, and each acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my Hand and Official Notarial Seal.

Cliff A. Gaston (Business)
Notary Public

My Commission Expires:
July 1, 1978



COMMONWEALTH OF PENNSYLVANIA, LANCASTER COUNTY, to-wit:

I HEREBY CERTIFY, that on this 20th day of December, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Frances W. Smith and acknowledged the foregoing Articles of Incorporation to be her act.

WITNESS my Hand and Official Notarial Seal.

Joe H. Peratz
Notary Public

My Commission Expires:

JOE H. PERATZ
My Commission Expires December 31, 1977
East Lampeter Twp., Pa. Lancaster County



525

ARTICLES OF INCORPORATION
OF
BROOKE EQUIPMENT CO., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 28, 1977, at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2403, folio 001107, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland

Bonus tax paid \$ 20.00 Recording fee paid \$ 25.00 Special Fee paid \$ 6.25

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 17 9 47 AM '79

LIBER FOLIO

VAUGHN J. BAKER, CLERK

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.

William J. Simmons

