Del 10-1-81 Ally Poole

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Received For Record April 17, 1978 at 9:47 o'clock am
corporation liber 27

APR 17 '78 AM 10734 ******3.75

ANTIETAM INVESTORS, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, David L. Resh, whose post office address is 2505 Northvalley Drive, Hagerstown, Maryland 21740; Dwight W. Guyton, whose post office address is 104 Holly Terrace, Hagerstown, Maryland 21740; and Wayne E. Berger, whose post office address is Route 6, Box 310, Hagerstown, Maryland 21740; each being an adult 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

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

2. 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.

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

FOURTH: The post office address of the principal office of the Corporation in this state is 104 Holly Terrace, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this state is Dwight W. Guyton, 104 Holly

APR 5 10 47 AM '78

Terrace, Hagerstown, Maryland 21740. 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 (1,000) shares of the par value of One Hundred Dollars ($100.00) each.

SIXTH: The number of Directors of the Corporation shall be four (4) which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than four and the names of four of the Directors who will serve until additional Directors are chosen and qualify are David L. Resh, Dwight W. Guyton, Wayne E. Berger and James M. Nield.

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 26th day of November, 1977.

WITNESS:

J Russell Robinson

as to all

David L. Resh (SEAL)
David L. Resh

Dwight W. Guyton (SEAL)
Dwight W. Guyton

Wayne E. Berger (SEAL)
Wayne E. Berger

James M. Nield (SEAL)
James M. Nield

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 26th day of November, 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared David L. Resh, Dwight W. Guyton, Wayne E. Berger and James M. Nield, and

severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Doris E. Webb
Notary Public

My Commission Expires:'
July 1, 1978

632

ARTICLES OF INCORPORATION

OF

ANTIETAM INVESTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 9, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2404, folio 000675, 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 47 AM '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 68913

Received Fro Record April 17, 1978 at 9:47 o'clock am liber 27 000789 5

LOCK 44, INC.
ARTICLES OF INCORPORATION

APR 17 '78 A # 19735 ******4.

THIS IS TO CERTIFY:

FIRST: I, Robert E. Kuczynski, whose post office address is Kuczynski Building, 55 N. Jonathan Street, Hagerstown, Maryland, 21740; and being over eighteen (18) 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 "LOCK 44, INC."

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

1. To engage in the on or off sale dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise, acquire restaurants and taverns, and to own, hold, lease, rent or sell such business or businesses.

2. To buy and sell, wholesale or retail, any and every type of beverage, alcoholic or non-alcoholic, in bottle, cans, kegs, or containers of every kind or description.

3. To bottle, package, blend or otherwise process and manufacture beverages of every kind and description.

4. To merchandise , sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions and to generally deal in groceries and grocery products.

5. To subscribe for, acquire, sell, hold, exchange and deal in shares of stock, bonds, obligations or securities of any public or private corporation, government or municipality, and have the express power to hold, purchase, or otherwise acquire, and to sell, assign, transfer, mortgage or otherwise dispose of absolutely or upon condition shares of the capital stock, bonds

LAW OFFICES OF
ROBERT E. KUCZYNSKI
KUCZYNSKI BUILDING
N. JONATHAN STREET
HAGERSTOWN, MD. 21740
301-797-8120

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 8 East Potomac Street, Williamsport, Maryland, 21795. The name and post office address of the Resident Agent of the Cprporation in this State is Robert M. Bugosh, 33 W. Franklin Street, 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 qualify are: Robert M. Bugosh, Kenneth F. Smith and Brian L. Leiter.

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 indmnify 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, I have signed these Articles of Incorporation this 6th day of January, 1978, and I acknowledge the same to be my act.

WITNESS:

Robert E. Kuczynski (SEAL)
Robert E. Kuczynski

Clare A. Schubert

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 6th day of January, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert E. Kuczynski, and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and official Notarial Seal.

Mary Anne McCreary
Notary Public

My Commission Expires:
July 1, 1978

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633

ARTICLES OF INCORPORATION

OF

LOCK 44, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 9, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

8

Recorded in Liber 2404, folio 000779, 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 $ 9.25

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 9 47 AM '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 68932

Received For Record April 17, 1978 at 9:47 o'clock am Corporation liber 27 13

001818

ARTICLES OF AMENDMENT AND RESTATEMENT

APR 17-78 A 19736 ******2.50

THE VESTRY OF St. John's Episcopal Church, Hagerstown, Maryland, a religious corporation of the State of Maryland (the "Church"), hereby certifies to the State Department of Assessments and Taxation of the State of Maryland that:

ARTICLE I. The Church is a religious corporation of the State of Maryland, having been in union with the Convention of the Protestant Episcopal Church of the Diocese of Maryland (the "Diocese") since 1806. The Church was organized as a corporation and body politic prior to the time when written Charters were required for religious corporations affiliated with the Episcopal Churches in this State, and, accordingly, is unable to exhibit any written evidence of its prior incorporation, except the fact of its union with the Diocese which was incorporated by Chapter 67 of the Laws of Maryland of 1840.

ARTICLE II. When received for record by the State Department of Assessments and Taxation of the State of Maryland, these Articles shall represent the restated Charter of the Church in its entirety without reference to any other document, recorded or unrecorded, of prior date.

ARTICLE III. The Charter of the Church as so amended and restated in its entirety is as follows:

(1) The name of the Church shall be "The Vestry of St. John's Episcopal Church, Hagerstown, Maryland."

(2) The Church shall have and may exercise all powers and privileges granted to religious corporations of the State of Maryland under the public general laws thereof.

(3) The Church shall be subject to the organization, government and discipline of The Protestant Episcopal Church in the United States of America and to the Constitution and Canons of said body and of The Convention of the Protestant Episcopal Church of the Diocese of Maryland.

(4) The Church shall be governed by a board of trustees who shall be styled "Vestrymen", consisting of the Rector for the time being and not less than four nor more than twenty-five lay persons elected from among the qualified voting members of the Church. The number of Vestrymen, the manner of their election, the qualification of voting members and other matters pertaining to the corporate and temporal affairs of the Church shall be as provided in its By-Laws which shall be adopted and from time to time altered and amended by a vote of the majority of its qualified members present and voting at any regular or special congregational meeting called for that purpose.

(5) The following persons shall serve as Vestrymen until their successors are elected and qualify:

Rev. Douglass M. Bailey	Madelyn M. Marsden
Alfred S. Bendell, Jr.	John A. Kirby
William C. Burkhardt	William G. Plavcan
William C. Carmichael	John M. McCardell
John D. Cozzoli	Robert L. Saum
Lynn A. Logsdon	Fred C. Wright, Jr.

Richard R. Whisner Rev. Cannon Davis C. Trimble
William P. Young, Jr.

(6) The address of the principal office of the Church in the State of Maryland is 101 South Prospect Street, Washington County, Hagerstown, Maryland 21740.

(7) The Church is organized and operative exclusively for religious and other charitable purposes. In the event of the liquidation, dissolution or winding up of the Church in any manner or for any reason whatever, all of the assets of the Church after the payment of the obligations and liabilities of the Church shall be transferred to The Convention of the Protestant Episcopal Church of the Diocese of Maryland or its successor or designee; provided, however, that if the Convention of the Protestant Episcopal Church of the Diocese of Maryland or its successor or designee does not 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, or is no longer in existence or is unwilling or unable to accept such assets, then the assets of the Church shall be transferred or conveyed to one or more domestic or foreign corporations or associations having a similar or analogous character or purpose; provided further, however, that any transferee corporation 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.

ARTICLE IV. These Articles of Amendment and Restatement were declared advisable by the Vestry of the Church and recommended to the voting members for adoption. At a congregations meeting duly and regularly convened and held on January 1977, these Articles were approved by majority vote of all those attending said meeting and in conformity with the provisions of Corporations and Associations Article, Section 5-308(a), Annotated Code of Maryland (1975).

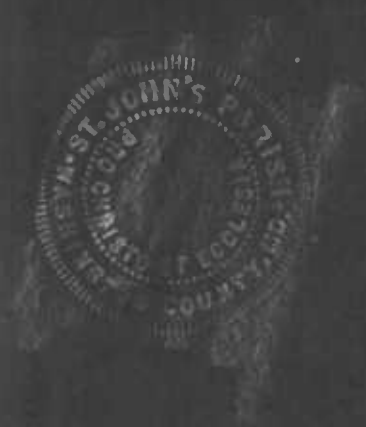
IN WITNESS WHEREOF the Church has caused these Articles to be executed on its behalf by its Vestrymen and its Rector, thereunto duly authorized, and its corporate seal to be hereunto affixed duly attested by its Registrar. And such Vestrymen and officers do hereby acknowledge under the penalties of perjury that to the best of their knowledge, information and belief the matters and facts set forth herein are true in all material respects, all as of this day of January 1977.

ATTEST:

Ellen M. Darosh
Regisrar

By Douglas M. Bailey
Rector

W. L. Carmichael
Richard T. Whisner
John M. Mitchell
William H. Plomer
Alfred S. Benacci, Jr.
Fred C. Wright



001852

John A. Kirby
Bradley M. Marsden
Robert H. Bryan
William J. Young Jr.
[illegible]
Fred Wright Jr.
William C. Bushkardt
David G. Trimble

Vestrymen

18

6445

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

THE VESTRY OF ST. JOHN'S EPISCOPAL CHURCH, HAGERSTOWN, MARYLAND

approved and received for record by the State Department of Assessments and Taxation of Maryland January 9, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2404, folio 6 001817, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Apr 17 9 47 AM '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 69026

002494

Received For Record April 17, 1978 at 9:49 o'clock am liber 27 19

APR 17 '78 AM 10:37 ******

GLOBAL SYSTEMS DESIGN CORPORATION

ARTICLES OF AMENDMENT AND RESTATEMENT

Global Systems Design Corporation, a Maryland corporation, having its principal office at 100 West Washington Street, Hagerstown, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Corporation desires 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: The Charter of the Corporation is hereby amended by striking in their entirety Articles FIRST through EIGHTH, inclusive, and by substituting in lieu thereof the following:

"FIRST: The name of the Corporation is Global Systems Design Corporation.

"SECOND: The purposes for which the Corporation is formed are:

1. To conduct research and development in the fields of electronics and telephonic communications; to design, manufacture, lease and/or sell electronic and telephonic equipment, systems, and services; 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.

"THIRD: The current post office address of the principal office in this State is 3 North Main Street, Walkersville, Maryland 21743. The name and post office address of the current resident agent of the Corporation in this State is Philip Z. Altfeld, 904 Maryland Trust Building, Baltimore, Maryland 21202. Said resident agent is an individual actually residing in this State.

"FOURTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Million (10,000,000) shares of common stock of the par value of Five Cents ($.05) per share (hereinafter referred to as the "Common Stock"), and having an aggregate par value of Five Hundred Thousand Dollars ($500,000).

"FIFTH: 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). The names of the current directors, who shall act until their successors are duly chosen and qualified are:

Glenn W. Angle	Edmund T. Lesher
Reuben Fedderman	Samuel Fradin
Ronald Binks	

"SIXTH: 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 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. 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, merger, share exchange or the sale, lease, exchange or transfer of all or substantially all of the assets of the Corporation.

4. If the By-Laws so provide, the Board of Directors of the Corporation shall have power to hold its meetings, to have an office or offices and, subject to the provisions of the Annotated Code of the State of Maryland, to keep the books of the Corporation, outside of said State at such place or places as may from time to time be designated by it.

5. The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired,

6. The enumeration and definition of a particular power of the Board of Directors included in this Article 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.

7. With respect to:

a. the amendment of the Charter of the Corporation;

b. the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

c. the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

d. the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

e. the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

f. the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation;

such action shall be effective and valid if taken or approved by

a majority of the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SIXTH (7).

"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 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.

"EIGHTH: At every meeting of the stockholders, every stockholder 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 stockholder 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 may 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.

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

THIRD: Prior to the amendments contained herein, the total number of shares which the Corporation had authority to issue was Ten Million (10,000,000) shares divided into Nine Million Two Hundred Fifty Thousand (9,250,000) shares of Class "A" Common Stock of the par value of Five Cents ($.05) per share and Seven Hundred Fifty Thousand (750,000) shares of Class "B" Common Stock of a par value of One Cent ($.01) per share, having an aggregate par value of Four Hundred Seventy Thousand Dollars ($470,000). As a result of the amendments contained herein, the total number of shares of stock which the Corporation will have authority to issue is Ten Million (10,000,000) shares of one (1) class of Common Stock of a par value of Five Cents ($.05) per share, and having an aggregate par value of Five Hundred Thousand Dollars ($500,000). These amendments eliminate the voting preferences heretofore held by the holders of Class "B" Common Stock, but entitle them to share in dividends, stock splits, and distributions

upon liquidation, dissolution, or winding up the same as the other holders of Common Stock.

FOURTH: Immediately following the date on which these Articles of Amendment and Restatement shall be filed and approved by the State Department of Assessments and Taxation of Maryland, the Corporation will tender to each holder of its shares of Class "A" Common Stock or Class "B" Common Stock one (1) share of its Common Stock for each such share of Class "A" Common Stock or Class "B" Common Stock then outstanding. Upon consummation of such exchange, the certificates representing Class "A" Common Stock or Class "B" Common Stock heretofore issued and outstanding shall be null and void. After approval by the stockholders of these Articles of Amendment and Restatement but before such exchange, each outstanding certificate representing Class "A" Common Stock or Class "B" Common Stock shall be deemed to represent an equal number of shares of the Common Stock of the Corporation.

FIFTH: The Board of Directors of the Corporation, at a meeting duly convened and held on November 21, 1977, adopted a resolution setting forth these Articles of Amendment and Restatement, declaring that these Articles of Amendment and Restatement are advisable, and directing that these Articles of Amendment and Restatement be submitted for action thereon at an annual meeting of the stockholders to be held on December 1, 1977.

SIXTH: Notice scheduling an annual meeting of the stockholders, including a copy of these Articles of Amendment and Restatement, and setting forth that a purpose of the meeting would be to act upon these Articles of Amendment and Restatement was given, as required by law, to each and every stockholder of the Corporation.

SEVENTH: These Articles of Amendment and Restatement were approved by the stockholders of the Corporation at said meeting by the affirmative vote of more than two-thirds of all the votes entitled to be cast on the matter.

EIGHTH: These Articles of Amendment and Restatement have been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Global Systems Design Corporation 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 13th day of January 1978, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of Global Systems Design Corporation, 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:

Ronald Binks

Ronald Binks, Secretary

GLOBAL SYSTEMS DESIGN CORPORATION

By: Glenn W. Angle

Glenn W. Angle, President

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6 52

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

GLOBAL SYSTEMS DESIGN CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland January 17, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2404, folio 002493, 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 '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 69112

Received For Record April 17, 1978 at 9:47 o'clock am liber 27

ARTICLES OF INCORPORATION

OF

SKYLAND CLUB, INCORPORATED

a Close Corporation

APR 17 78 A 9 47 19738 ******3.7

THIS IS TO CERTIFY:

FIRST: That I, Richard W. Lauricella, 247 North Potomac Street, Hagerstown, Maryland, 21740, being at least eighteen years of age, do hereby form a corporation under the General Laws of the State of Maryland, which is hereby specifically elected to be a Close Corporation.

SECOND: That the name of the Corporation is "SKYLAND CLUB, INCORPORATED."

THIRD: This Corporation is formed to conduct a business engaged in the following activities: (a) The ownership and maintenance of one or more airplanes; (b) The use of one or more airplanes; (c) Any and all other activities consistent with the aforegoing and authorized by the laws of the State of Maryland.

FOURTH: The Post Office address of the principal office of the Corporation in Maryland is c/o Richard W. Lauricella, 247 North Potomac Street, Hagerstown, Maryland, 21740, and the name and post office address of the resident agent for the Corporation in Maryland is Richard W. Lauricella, 247 North Potomac Street, Hagerstown, Maryland, 21740. The resident agent is a citizen of Maryland and actually resides therein.

FIFTH: There shall be no authorized capital stock for the Corporation.

SIXTH: The Corporation shall have one director until the organizational meeting of shareholders, at which time the Corporation shall have no directors by specific election designated herein. The name of the director who shall act until this election is Richard W. Lauricella. The election to have no Board of Directors automatically becomes effective upon the organizational meeting of shareholders.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 13th day of January, 1978.

WITNESS:

Marian Marshall

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 13th day of January, 1978, 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 aforegoing 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

653

ARTICLES OF INCORPORATION

OF

SKYLAND CLUB, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland January 17, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2404 folio 002598, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Jan 17 9 47 AM '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 69130

Received For Record April 17, 1978 at 9:47 o'clock am liber 27 002697 33

APR 17-78 A 19739 ******375

THE ALICE WEAGLY SHOP, INC.
ARTICLES OF VOLUNTARY DISSOLUTION

The Alice Weagly Shop, Inc., a Maryland corporation, having its principal office in Washington County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 215 Cherry Tree Lane, Williamsport, Maryland 21795.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are John L. Ramacciotti, 215 Cherry Tree Lane, Williamsport, Maryland 21795.

FOURTH: The name and address of each director of the Corporation are as follows:

Mildred I. Ramacciotti
2750 Virginia Avenue
Williamsport, Maryland 21795

John L. Ramacciotti
215 Cherry Tree Lane
Williamsport, Maryland 21795

Sue Ann Miller
35 Danbury Drive
Springfield, Illinois 62704

FIFTH: The name, title and address of each officer of the Corporation are as follows:

President: Mildred I. Ramacciotti
2750 Virginia Avenue
Williamsport, Maryland 21795

Vice President: John L. Ramacciotti
215 Cherry Tree Lane
Williamsport, Maryland 21795

Secretary: Sue Ann Miller
35 Danbury Drive
Springfield, Illinois 62704

Treasurer: Sue Ann Miller
35 Danbury Drive
Springfield, Illinois 62704

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of

KAYLOR & SPENCE
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-408(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, THE ALICE WEAGLY SHOP, INC. has caused these presents to be signed in its name and on its behalf by its President on this 29 day of December, 1977, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of The Alice Weagly Shop, 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 her knowledge, information and belief.

WITNESS: THE ALICE WEAGLY SHOP, INC.

Sue Ann Miller
Secretary

By: Mildred I. Ramacciotti (SEAL)
Mildred I. Ramacciotti,
President

002699 35

CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS

December 12, 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 penalities owing by THE ALICE WEAGLEY SHOP, INC., 4 South Potomac Street, Hagerstown, Maryland 21740 up to and including the Fiscal Tax Year 1976-77. There has been no certification for the 1977-78 tax year as of this date.

Frances E. Couchman
Frances E. Couchman
Acting Tax Collector &
Treasurer

FEC/c

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY
Court House
Hagerstown, Maryland 21740

December 8, 1977

RE: Dissolution - The Alice Weagley Shop 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

The Alice Weagley Shop Inc.

have been paid to and including the fiscal year July 1, 1976 to June 30, 1977. No charge has been received for year 1977-1978.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 8th day of December A.D., 1977.

Harry C Snook SEAL
Harry C. Snook
Treasurer for Washington County, Md.

002701- 37

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 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

THE ALICE WEAGLY SHOP, INC.

have been paid.

WITNESS my hand and official seal this

Fifteenth day of December A.D. 1977.

Jane M. Ruby
Deputy Comptroller

PS-409

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

THE ALICE WEAGLY SHOP, INC.

were received for record on, December 30 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

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ARTICLES OF DISSOLUTION

OF

THE ALICE WEAGLY SHOP, INC.

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

Recorded in Liber 2404, folio 002696, 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

3,75

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 9 47 AM '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 69152

Received For Record April 17, 1978 at 9:47 o'clock am Corporation liber 87 002889 38

APR 17 78 A 9 19740 ******375

ARTICLES OF INCORPORATION

OF

AMERICAN TAX SERVICE, INC.

THIS IS TO CERTIFY:

We, the undersigned, M. Eugene McDonough, whose post office address is 820 Virginia Avenue, Hagerstown, Maryland, 21740, Robert F. Reed, whose post office address is 1004-H Noland Drive, Hagerstown, Maryland, 21740, and Genevieve L. McDonough, whose post office address is 820 Virginia 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.

FIRST: The name of the Corporation (which is hereinafter called the Corporation) is American Tax Service, Inc.

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

To own, operate and maintain a tax consulting and tax preparation service.

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 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.

THIRD: The post office address of the principal office of the Corporation in this State shall be 115 North Potomac Street, Suite 100, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Robert F. Reed, 1004-H Noland Drive, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FOURTH: 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).

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002890

FIFTH: 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 M. Eugene McDonough, Robert F. Reed, and Genevieve L. McDonough.

SIXTH: 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.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on January 12, 1978.

WITNESS:

Joanne Snyder
JOANNE SNYDER

M. Eugene McDonough
M. Eugene McDonough

Joanne Snyder
JOANNE SNYDER

Robert F. Reed
Robert F. Reed

Joanne Snyder
JOANNE SNYDER

Genevieve L. McDonough
Genevieve L. McDonough

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 12 day of JANUARY, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared M. Eugene McDonough, Robert F. Reed, and Genevieve L. McDonough, 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

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ARTICLES OF INCORPORATION

OF

AMERICAN TAX SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 18, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2404 3, folio 002888, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 9 47 AM '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 69170

Received For Record April 17, 1978 at 9:47 o'clock am 000058
Corporation liber 27

APR 17-78 A 12 19741 ******175

ARTICLES OF INCORPORATION

FIRE HISTORICAL PRESERVATION ASSOCIATION
OF CUMBERLAND VALLEY, INC.

FIRST: I, CLARK K. SPITZER, whose post office address is 217 East Baltimore Street, Funkstown, Maryland, 21734, being at least eighteen 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 FIRE HISTORICAL PRESERVATION ASSOCIATION OF CUMBERLAND VALLEY, INC.

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

(a) To acquire and preserve any fire fighting items, artifacts, apparatus, equipment, and history for the education, welfare, and pleasure of the members and the general public.

(b) The Corporation shall have all the powers granted corporations under the laws of the State of Maryland. However, 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 the subsection of Section 501(c) of the Internal Revenue Code of 1954 under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

(c) 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 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).

FOURTH: The post office address of the principal office of the Corporation in this State is P. O. Box 1254, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation is CLARK K. SPITZER, 217 East Baltimore Street, Funkstown, Maryland, 21734. 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 as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: CLARK K. SPITZER, 217 East Baltimore St., Hagerstown; JAMES PLUMMER, 8 East Irvin Avenue, Hagerstown; KYD DIETRICH, 2250 Beverly Drive, Hagerstown; and JOHN MOSER, 526 Washington Sq., Hagerstown.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abondonment 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 to any other chari-

table 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 orgainzed in the United States or in any of its possessions, whether under the laws of 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 Untied States, any state or territory, the District fo Columbia, or any possession of the United State, including, but not limited to, the granting of scholarhsips to young men and women to enable them to attend educational institutions.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of January, 1978, and I acknowledge same to be my act.

WITNESS:

John C. Salvatore

Clark Spitzer

Clark Spitzer

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

I HEREBY CERTIFY, that on this 6th day of January, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Clark Spitzer, and did acknowledge the aforegoing Articles of Incorporation to be his true and lawful act.

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

Laura R. Merchant

NOTARY PUBLIC

My Commission Expires:

July 1, 1978

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ARTICLES OF INCORPORATION

OF

FIRE HISTORICAL PRESERVATION ASSOCIATION OF CUMBERLAND, INC.

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approved and received for record by the State Department of Assessments and Taxation of Maryland January 19, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2405, folio 000057, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Apr 17 9 47 AM '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 69240

Received For Record April 17, 1978 at 9:47 o'clock am 000536 - 47
Corporation liber 27

APR 17 78 A 19742 ******3.75

ARTICLES OF INCORPORATION

OF

SHARPSBURG AREA RESCUE SERVICE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Delores L. McGraw, whose post office address is Sharpsburg, Maryland; Anna L. Jamison, whose post office address is Sharpsburg, Maryland; and Margaret A. Grove, whose post office address is RFD 1, Boonsboro, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the Corporation which is hereinafter called the "Corporation" is: SHARPSBURG AREA RESCUE SERVICE, INC.

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

To operate a rescue service for the purpose of protecting the lives and well-being of people by furnishing ambulance service and emergency first aid to those in need of such care, no part of the net earnings of which is to inure to the benefit of any member, shareholder or other individual.

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

(a) To acquire, purchase or lease ambulances, trucks, automobiles and other equipment of any description necessary to carry out the aforesaid general purposes and to own, operate and maintain such ambulances, trucks, automobiles and equipment as may be necessary.

(b) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or

dispose of real property wherever situated.

(c) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of any and all personal property or equipment of every kind.

(d) To borrow money for any of the purposes of the Corporation.

(e) To raise money for the Corporation by means of dues, contributions or gifts.

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

FOURTH: The post office address of the principal office of the Corporation is West ChaplineStreet, Sharpsburg, Maryland. The resident agent of the Corporation is George W. Knight, Jr., whose post office address is Burnside Schoolhouse Sharpsburg, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein. The ZIP Code is 21782.

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

SIXTH: The Corporation shall have five Directors. The Directors are: George W. Knight, Jr., Thirman Jamison, Debbie Gay, Lynda Norris and Carol Redman. Members may resign or be removed, vacancies may be filled and additional members may be elected as provided by the By-Laws of the Corporation.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 5th day of January, 1978.

WITNESS:

Dolores L. McGraw

Anna L. Jamison

Margaret A. Grove

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5th day of January, 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Delores L. McGraw, Anna L. Jamison, and Margaret A. Grove, and severally acknowledged the aforegoing Articles of Incorporation to be their respective acts.

WITNESS my hand and Official Notarial Seal.

Elizabeth K. Crampton
Notary Public
My Commission Expires: 7-1-78

6 68

ARTICLES OF INCORPORATION

OF

SHARPSBURG AREA RESCUE SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 20, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2405, folio 000535, 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 47 AM '78
LIBER ____ FOLIO ____
LAND ☐ CHG ☐
JOHN 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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 69295

Received For Record a pril 17, 1978 at 9:47 o'clock am 000582 51
Corporation liber 27

APR 17 78 A 19743 ******375

FUNK ELECTRICAL SERVICES, INC.
ARTICLES OF INCORPORATION

FIRST: I, Larry L. Funk, whose post office address is Box 96, Route 2, Boonsboro, Maryland 21713, 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 Funk Electrical Services, Inc.

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

(1) To engage in the business of electrical contracting and to provide servicing of electrical and other equipment; and to engage in any other lawful purpose and/or business.

(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.

FOURTH: The post office address of the principal office of the Corporation in this State is Box 96, Route 2, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Larry L. Funk, Box 96, Route 2, Boonsboro, Maryland 21713. 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), divided into One Thousand (1,000) shares of Class A common stock, without par value, and Four Thousand (4,000) shares of Class B common stock, without par value.

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class:

1. Except as hereinafter provided with respect to the election of the Board of Directors of the Corporation, the Class A common stock of the Corporation shall be identical in all respects and for all purposes and the holders of Class A common stock and the holders of Class B common stock, voting together and without distinction as to class, shall be entitled to one vote in all proceedings in which actions shall be taken by the stockholders of the Corporation.

2. With respect to the election of the Board of Directors of the Corporation:

(1) the holders of Class A common stock (a) shall nominate and elect two (2) directors who shall be known as the Class A Directors, and (b) in the event of the death, disability, removal, resignation or refusal to act of any or all of the Class A Directors the holders of Class A common stock, to the exclusion of the holders of all other classes of stock of the Corporation, shall nominate and elect one or more directors to fill the vacancy or vacancies so created by such death, disability, removal, resignation or refusal to act; and

(2) the holders of Class B common stock (a) shall nominate and elect one (1) director who shall be known as the Class B Director, and (b) in the event of the death, disability, removal, resignation or refusal to act of the Class B Director, the holders of the Class B common stock, to the exclusion of the holders of all other classes of stock of the Corporation, shall nominate and elect one director to fill the vacancy so created by such death, disability, removal, resignation or refusal to act.

SIXTH: The number of directors of the Corporation shall be three (3). The names of the directors who shall act until the first annual meeting of the stockholders of the Corporation and until their successors are duly chosen and qualified and the class of Common Stock which they represent are:

Class A Directors	Class B Director
Larry L. Funk	Stephen C. Palmer
Donald L. Funk	

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 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 by 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 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, merger, share exchange or transfer of all or substantially all of the assets of the Corporation.

TENTH: 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 extend 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 and 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 con-

sisting 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 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 day of , 1978 and I acknowledge the same to be my act.

WITNESS:

Nicolee F. Coleman

Larry L. Funk (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 10th day of January, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Larry L. Funk who did acknowledge that the aforegoing Articles of Incorporation were his act and deed.

Nicolee F. Coleman
Notary Public

My Commission Expires: 7/1/78

NICOLEE F. COLEMAN
NOTARY
PUBLIC
WASHINGTON CO. MD.

ARTICLES OF INCORPORATION

OF

FUNK ELECTRICAL SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 20, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2405, folio 5 000581, 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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 69302

001422

Received For Record April 17, 1978 at 9:47 o'clock am Corporation Liber 27 APR 17 '78 A 19744 ******3.75

ARTICLES OF INCORPORATION

OF

THE A & H DRILLING CO.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Emmett Abbott, Route #1, Boonsboro, Maryland, 21713, 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: "THE A & H DRILLING CO.".

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 contractor for the drilling of wells of all kinds and descriptions and the installation of appurtenances thereto.

(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 and 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 #1, Boonsboro, Maryland, 21713. The Resident Agent of the corporation is: John A. Hill, 128 Calvert Terrace, 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 four (4) 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: Emmett Abbott, John A. Hill, Harold Shipley and Robert K. Ardinger.

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 25th day of January, 1978.

WITNESS:

Eunice C. Statelmyer

Emmett Abbott (SEAL)
Emmett Abbott

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

I HEREBY CERTIFY, That on this 25th day of January, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Emmett Abbott, and he acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Notarial Seal.

Eunice C. Statelmyer
Notary Public

My Commission Expires:
July 1, 1978

692

ARTICLES OF INCORPORATION

OF

THE A & H DRILLING CO.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 26, 1978, at 12:00 o'clock NOON M. as in conformity with law and ordered recorded.

Recorded in Liber 2405, folio 6 001421, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 9 47 AM '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 69434

000283

Received for record April 17, 1978
at 10:07 a.m.
Liber #27

APR 17 78 B 19746 ******3.

ARTICLES OF INCORPORATION

OF

DONNIE'S PLUMBING AND HEATING, INC.

(a close corporation under Section 4-201)

FIRST: That we, the subscribers, James Edward Jenkins, whose postoffice address is 306 Greendale Drive, Hagerstown, Maryland 21740; and Donald Lee Pryor, whose postoffice address is Route 3, Box 238, Smithsburg, Maryland 21783, 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 Donnie's Plumbing and Heating, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Section 4-201 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 plumbing and heating business including all phases of plumbing work for new construction and for repair of existing plumbing installations.

b) 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.

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 condusive 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 condusive 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 Route 3, Box 238, Smithsburg, Maryland 21783. The name and post office address of the resident agent of the Corporation in Maryland are Donald Lee Pryor, Route 3, Box 238, 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: 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 James Edward Jenkins and Donald Lee Pryor.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation of this 31st day of October, A. D., 1977.

TEST AS TO ALL:

James Edward Jenkins
James Edward Jenkins

Donald Lee Pryor
Donald Lee Pryor

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1st day of November, A. D., 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared James Edward Jenkins and made oath in due form of law that the matters and facts set forth in the aforegoing Articles of Incorporation are true and correct.

WITNESS my hand and Official Notarial Seal.

Cathy A. Wishard
Notary Public

My Commission Expires: 7-1-78

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1st day of November, A. D., 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Donald Lee Pryor and made oath in due form of law that the matters and facts set forth in the aforegoing Articles of Incorporation are true and correct.

WITNESS my hand and Official Notarial Seal.

Cathy A. Wishard
Notary Public

My Commission Expires: 7-1-78

66

490

ARTICLES OF INCORPORATION

OF

DONNIE'S PLUMBING AND HEATING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 28, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2401 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 Special Fee paid $ 3.75

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Nov 7 10 07 AM '78
LIBER ____ FOLIO ____
AND
VAUGHN J. BAKER, CLERK

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with the 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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 67565

0003378

67

Received for record April 17, 1978
at 10:07 a.m.
Liber #27

APR 17 78 B# 19747 ******3.75

Re Dissolution

ARTICLES OF DISSOLUTION

OF

LANCO ENTERPRISES, INC.

1. The name of the Corporation is Lanco Enterprises, Inc. and the post office address of its principal office in this State is 2204 Linden Drive, Hagerstown, Maryland 21740.

2. The name and post office address of the resident agent of the Corporation in this State, who shall serve for one (1) year after dissolution and until the affairs of the Corporation are wound up is Donald Lee Baer, 2204 Linden Drive, Hagerstown, Maryland 21740.

3. The name and post office address of each of the Stockholders of the Corporation is:

Donald Lee Baer
2204 Linden Drive
Hagerstown, Maryland 21740

George C. Harne
Route #1, Box 104
Myersville, Maryland 21773

4. The name, title and post office address of each of the officers of the Corporation is: President and Treasurer - Donald Lee Baer, 2204 Linden Drive, Hagerstown, Maryland 21740; Vice President and Secretary - George C. Harne, Route #1, Box 104, Myersville, Maryland 21773.

5. That the Dissolution of this Corporation was duly advised and authorized by the holders of all the issued and outstanding stock of this Corporation and, thus, was approved by said stockholders in the manner and by the vote required by law and by the Charter of the Corporation.

6. That the Corporation has no known creditors.

7. That the Corporation is hereby dissolved.

Respectfully submitted,

Lanco Enterprises, Inc.

By: Donald L Baer
Donald Lee Baer
President

(CORP. SEAL)
Attest as to
Corporate Seal:

George C. Harne
George C. Harne
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 21st day of December, A.D., 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald Lee Baer, President of Lanco Enterprises, Inc., personally known to me to be the person whose name is subscribed to the aforegoing instrument and who did acknowledge that he executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Pamela A. Mitchell
Notary Public

My Commission Expires:
July 1, 1978

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 21st day of December, A.D., 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George C. Harne, Secretary of the meeting of Stockholders advising and authorizing Dissolution of this Corporation and that the matters and facts set forth in the aforegoing Articles of Dissolution with respect to the authorization for Dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

Pamela S. Mathott
Notary Public

My Commission Expires:
July 1, 1978

70 003381

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

October 5, 1977

RE: Dissolution - Lanco Enterprises, Inc.
Inc. Maryland 1972

This is to certify - That the above corporation has never been applicable to Washington County.

Witness the hand and seal of Harry C. Snook, County Treasurer, for Washington County, this 5th day of October A.D., 1977.

Harry C Snook SEAL
Harry C. Snook
Treasurer for Washington County, Md.

003382 71

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P.O. BOX 466 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

LANCO ENTERPRISES, INC.

have been paid.

WITNESS my hand and official seal this

Thirteenth day of December A.D. 1977.

Jane M. Ruby
Deputy Comptroller

PS-409

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

LANCO ENTERPRISES, INC.

were received for record on, December 23, 19 77,

in accordance with the provisions of Sec. 77 of Art. 23 of the Code (1957 Edition).

William L. Shoemaker
Director

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ARTICLES OF DISSOLUTION

OF

LANCO ENTERPRISES, INC.

584

approved and received for record by the State Department of Assessments and Taxation of Maryland December 23, 1977 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2402, folio 003377 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 $ 15.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Apr 17 10 07 AM '78
LIBER ____ FOLIO ____
LAND
JOHN 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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 68364

TMC

Received for record April 17, 1978
at 10:07 a.m.
Liber #27

ARTICLES OF INCORPORATION

OF

McDADE FARMS DEVELOPMENT CORPORATION

* * * *

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, GEORGE E. KROUSE, of 11501 Georgia Avenue, Wheaton, Maryland 20902, 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 a corporation by the execution and filing of these Articles.

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

McDADE FARMS DEVELOPMENT CORPORATION

THIRD: That the purpose for which the corporation is formed is: To engage in contracting for and providing goods and services of all kinds and descriptions and to contract for and secure goods and services of all kinds and descriptions; to buy and sell, rent, bail and otherwise deal with any goods merchandise or other property. 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 limitations relative to corporations which are contained in the general laws of this State.

GEORGE E. KROUSE
ATTORNEY AT LAW

FOURTH: The principal office in this State of the corporation is: 1919 Blaine Drive, Hagerstown, Maryland 21740. The Resident Agent of the corporation is: ALVIN H. SANTMYER, 12109 Whippoorwill Lane, Rockville, Maryland 20952, said resident agent being a citizen of this State and actually residing herein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is Five Thousand (5,000) shares with a par value of $1.00 per share, all of which shares are of one class and are designated common stock. The subscription for and ownership of all stock in this corporation shall be made and taken upon the condition that no holder of common stock shall have the right or power to pledge, sell, assign or otherwise dispose of, any share or shares of the common stock of this corporation without first offering the said share or shares for sale to the remaining stockholder or stockholders and to the corporation at the price which he has been offered therefor. Such offer shall be made in writing, signed by the stockholder, and mailed to the address of the remaining stockholder or stockholders, and to the corporation, and shall remain open for acceptance for a period of sixty (60) days from the date of mailing. Notice of any such offer shall be considered if mailed to any stockholder's current address as shown on the records of the secretary of the corporation, by first class mail, postage prepaid. This provision shall be binding upon the assigns, executors, administrators, or other legal representatives of every stockholder, in case of the sale, assignment or pledge of any share or shares of such stock, and these provisions shall be binding upon each and every present owner or future owner thereof, whether such stock shall be acquired by will or otherwise.

SIXTH: The corporation shall have such number of directors as designated in the bylaws of the corporation; provided, however, that

GEORGE E. KROUSE
ATTORNEY AT LAW

there shall be at no time less than three (3) directors and until the first annual meeting or until their successors are duly chosen and qualify, EDWARD A. BLAINE, ALVIN H. SANTMYER and GLEN C. EMERICK shall act as directors of the corporation.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have hereunto signed these Articles of Incorporation on this 16th day of December, 1977.

D. Dunnington

George E. Krouse (SEAL)
George E. Krouse, Incorporator

STATE OF MARYLAND, COUNTY OF MONTGOMERY, to wit:

I hereby certify that on this 16th day of December, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared GEORGE E. KROUSE and acknowledged and he executed the aforegoing Articles of Incorporation for the purposes therein contained.

Dorothy Jane Dunnington
Notary Public

My Commission Expires: 7/1/78

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ARTICLES OF INCORPORATION

OF

McDADE FARMS DEVELOPMENT CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland December 20, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2402, folio 092216, 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 $ _____

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Apr 17 10 07 AM '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 68234

Received for record April 17, 1978
at 10:08 a.m.
Liber #27

ARTICLES OF INCORPORATION

OF

KEN'S STAMPS AND ANTIQUES, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Daniel Homer Kendall, whose Post Office address is 26 Winter Street, 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: "Ken's Stamps and Antiques, Inc."

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

(a) To buy, sell, exchange, and otherwise deal in stamps foreign and domestic, and antiques and heirlooms of every kind and description.

(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: 26 Winter Street, Hagerstown, Maryland 21740. The name and Post Office address of the Resident Agent of the Corporation in this State is: Daniel Homer Kendall, 26 Winter 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) 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: Daniel Homer Kendall, Mary Genevieve Kendall, and William Homer Kendall.

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 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 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 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of December, 1977.

Daniel Homer Kendall (SEAL)
Daniel Homer Kendall

Debra K. Danner
Witness

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

I HEREBY CERTIFY, That on this 7th day of December, A.D., 1977, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared Daniel Homer Kendall, 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:
7/1/78

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ARTICLES OF INCORPORATION

OF

KEN'S STAMPS AND ANTIQUES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 19, 1977, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2402, folio 001682, 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

STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD AUG 17 10 00 AM '78 LIBER ___ FOLIO ___ LAND ☐ CHARGE ☐ CLERK

IT IS HEREBY CERTIFIED, that the within instrument, together with the 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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 68177

Received for record April 17, 1978
at 10:08 a.m.
Li #27

APR 17-78 B 2 10/661 ****42

ARTICLES OF INCORPORATION

The Double R Stables, Inc.

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Joseph S. Welty, 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: The Double R Stables, 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, maintain and engage in the general business of conducting a riding stable by boarding horses for compensation and by providing horses and equestrian tack to the general public for hire, and in connection therewith to operate and engage in related activities such as, but not limited to, providing the general public with riding lessons for compensation; providing for the retail sale of clothing, supplies, equestrian tack and general merchandise; and planning and conducting trail rides and other organized equestrian events.

(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,

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 hereinstated objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular 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 Route 1, Box 430, Smithsburg, Washington County, Maryland 21783. The name and post office address of the resident agent of the Corporation in Maryland is Donald R. Currier, Route 1, Box 430, Smithsburg, Washington County, Maryland 21783. 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: Donald R. Currier, David R. Currier, and Helen F. Currier.

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 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 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.

(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, even though such rights are substantially adversely affected, 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.

TENTH: In each case where the Corporations and Associations Article of the Annotated Code of Maryland requires the affirmative vote of two-thirds of the shareholders of the Corporation before a particular action may be taken by the Corporation, that two-thirds affirmative shareholder vote requirement shall be lowered to an affirmative vote of a majority of the shareholders of the Corporation, and/or of a majority of each class of shareholders, as the case may be. This provision in the Articles is meant to reduce the two-third stockholder voting requirement for (but not be limited to) each of the following Corporate actions: Charter amendments, consolidation, merger, transfer of assets, partial liquidation, and dissolution. This provision shall in no way affect the unanimous voting provisions set forth in paragraph EIGHTH (j) of these Articles.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 15th day of December, 1977.

WITNESS:

Anne S. Heavner — Joseph S. Welty (SEAL)
JOSEPH S. WELTY

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 15th day of December, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Joseph S. Welty, who acknowledged the aforegoing Articles of Incorporation to be his act.

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

Anne S. Heavner
Anne L. Heavner NOTARY PUBLIC

My Commission Expires: 7/1/78

90

558

ARTICLES OF INCORPORATION

OF

THE DOUBLE R STABLES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 16, 1977, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2402 Folio 339, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

Bonus tax paid $ 20.00 Recording fee paid $ 17.00 Special Fee paid $

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 10 00 AM '78
LIBER FOLIO
LAND
VOUCHER CLERK

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with the 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

A 68140

Received for record April 17, 1978
at 10:08 a.m.
Liber #27

ARTICLES OF INCORPORATION

Raven Rock Campground, Inc.

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Joseph S. Welty, 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: Raven Rock Campground, 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, maintain, and engage in the general business of a campground facility providing for the rental of camping sites to the general public, and in connection therewith to operate and maintain and engage in related activities such as, but not limited to operating swimming pools; operating water and sewer services and treatment plants therefor; providing for the retail sale of groceries, clothing, camping supplies and general merchandise of every description; and conducting planned sports programs.

(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,

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 hereinstated objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular 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 Route 1, Box 430, Smithsburg, Washington County, Maryland 21783. The name and post office address of the resident agent of the Corporation in Maryland is Donald R. Currier, Route 1, Box 430, Smithsburg, Washington County, Maryland 21783. 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: Donald R. Currier, David R. Currier, and Helen F. Currier.

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 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 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.

(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, even though such rights are substantially adversely affected, 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.

TENTH: In each case where the Corporations and Associations Article of the Annotated Code of Maryland requires the affirmative vote of two-thirds of the shareholders of the Corporation before a particular action may be taken by the Corporation, that two-thirds affirmative shareholder vote requirement shall be lowered to an affirmative vote of a majority of the shareholders of the Corporation, and/or of a majority of each class of shareholders, as the case may be. This provision in the Articles is meant to reduce the two-third stockholder voting requirement for (but not be limited to) each of the following Corporate actions: Charter amendments, consolidation, merger, transfer of assets, partial liquidation, and dissolution. This provision shall in no way affect the unanimous voting provisions set forth in paragraph EIGHTH (j) of these Articles.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 15th day of December, 1977.

WITNESS:

Anne L. Heavner — Joseph S. Welty (SEAL)
JOSEPH S. WELTY

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 15th day of December, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Joseph S. Welty, who acknowledged the aforegoing Articles of Incorporation to be his act.

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

Anne L. Heavner
Anne L. Heavner NOTARY PUBLIC

My Commission Expires: 7/1/78

97

558

ARTICLES OF INCORPORATION

OF

RAVEN ROCK CAMPGROUND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 16, 1977, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2402, folio 001332, 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 $

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Apr 17 10 02 AM '78
LIBER ___ FOLIO ___
AND ☐ ☐
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 68139

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003074

Received for record April 17, 1978
at 10:08 a.m.
Liber #27

APR 17 78 B 2 19752 ******3.75

Band Boosters
of the
Smithsburg Area Schools, Inc.

ARTICLES OF AMENDMENTS

The Band Boosters of the Smithsburg Area Schools, Inc., an association, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

First: The charter of the Band Boosters is hereby amended by inserting the following:

a. Notwithstanding any statement of purposes or powers aforesaid, the corporation shall not be organized or operated for any purposes other than those specified in section 501 (c)(3) of the Internal Revenue Code.

b. In the event of dissolution, ant assets shall be distributed to an organization, namely, Smithsburg High School which has established exempt status as an organization described in section 501(c)(3) of the Internal Revenue Code.

Second: These amendments to the Articles of Incorporation as hereinabove set forth have been advised by the Executive Committee and approved by the members of the Band Boosters.

In witness whereof, the Band Boosters of the Smithsburg Area Schools, Inc. have caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on December 6, 1977.

Attest:

Band Boosters of the
Smithsburg Area Schools, Inc.

Donna M. Rice, Secretary

Paul H. Curvey, President

003075

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The Undersigned, President of the Band Boosters of the Smithsburg Area Schools, Inc. who executed on behalf of the Band Boosters the foregoing Articles of Amendment, hereby acknowledges, in the name and on behalf of said Band Boosters, the foregoing Articles of Amendment to be the corporate act of the Band Boosters, 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 respects, under the penalties of perjury.

Paul H. Curvey, President

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534

ARTICLES OF AMENDMENT

OF

BAND BOOSTERS OF THE SMITHSBURG AREA SCHOOLS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 9, 1977, **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

3

Recorded in Liber 2401 **, folio** 003073 **, 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 $**_____

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
DEC 17 10 08 AM '78
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 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 ·

A 67927

002584

100

Received for record April 17, 1978
at 10:08 a.m.
Liber #27

ARTICLES OF INCORPORATION

APR 17 78 8 ≡ 19753 ******5.7

OF

MICHAEL V. DORAN, JR., D.D.S., P.A.

THIS IS TO CERTIFY:

FIRST: That I, Michael V. Doran, Jr. the subscriber, whose post office address is 408 North Main Street, Boonsboro, Maryland 21713, being at least eighteen (18) years of age and licensed to practice dentistry 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:

Michael V. Doran, Jr., D.D.S., P.A.

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

(a) To engage in the practice of dentistry in the State of Maryland, in conformity with the principles of ethics of the American Dental 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 dental 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 112 North Main Street, Boonsboro, Maryland 21713. The resident agent of the Corporation is Michael V. Doran, Jr. whose post office address as resident agent is 408 North Main Street, Boonsboro, Maryland 21713. 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 one (1) Director (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 person shall act as such until the first annual meeting or until a successor or successors are duly chosen and qualify: Michael V. Doran, Jr.

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 3RD day of DECEMBER, A.D., 1977.

Michael V. Doran, Jr.
Michael V. Doran, Jr.

WITNESS:

Mildred L. Doran

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

I HEREBY CERTIFY, That on this 3rd day of December, A.D., 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Michael V. Doran, Jr. 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.

Diane L. MacCumber
Notary Public

My Commission Expires:
July 1, 1978

526 109

ARTICLES OF INCORPORATION

OF

MICHAEL V. DORAN, JR., D.D.S., P.A.

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

Recorded in Liber 2401, folio 10 002583, 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 $ 5.75

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Apr 17 10 00 AM '78
LIBER ___ FOLIO ___
SAND ☐
VAUGHN J. BAKER, CLERK

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with the 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 ·

A 67861

Received for record April 17, 1978
at 10:08 a.m.
Liber #27

FAHRNEY'S HALLMARK CARDS & GIFTS, INC.

APR 17-78 B 19754 ******42.

ARTICLES OF DISSOLUTION

FAHRNEY'S HALLMARK CARDS & GIFTS, INC., a Maryland corporation, having its principal office in Hagerstown, 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 post office address of the principal office of the Corporation in the State of Maryland is South Hagerstown Shopping Center, Hagerstown, Maryland 21740.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, is Charlotte H. Fahrney, 122 Hampton Road West, Williamsport, Maryland 21795. Said resident agent is an individual actually residing in this State.

FOURTH: The names and post office addresses of each of the directors of the Corporation are as follows:

Name	Post Office Address
Charlotte H. Fahrney	122 Hampton Road West, Williamsport, Md.
Daniel H. Fahrney	122 Hampton Road West, Williamsport, Md.
Linda Fahrney Smith	Route 1, Box 171, Boonsboro, Md. 21713

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

Name	Title	Post Office Address
Charlotte H. Fahrney	President & Treasurer	122 Hampton Road West, Williamsport, Md. 21795
Linda Fahrney Smith	Secretary	Route 1, Box 171, Boonsboro, Md. 21713

SIXTH: By unanimous vote by the Board of Directors at a meeting of the Board of Directors of the Corporation duly convened and held on August 24, 1977, a resolution was adopted declaring

that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on August 24, 1977.

SEVENTH: Notice stating that a purpose of the meeting of the stockholders would be to take action upon the proposed dissolution of the corporation was given, as required by law, to all stockholders entitled to vote thereon.

EIGHTH: The dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the affirmative vote of all stockholders of each class of stock entitled to vote thereon.

NINTH: The dissolution of the Corporation has been duly advised by the board of directors and authorized by the stockholders of the Corporation in the manner and by the vote required by the Corporations and Associations Article, Section 3-403 and 3-406 of the Annotated Code of Maryland, and by the Corporation's Charter.

TENTH: The corporation has no known creditors.

ELEVENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Department of Assessments and Taxation) stating in effect that all taxes levied on assessments made by the said Commission and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:

City of Hagerstown; Washington County, Maryland.

IN WITNESS WHEREOF, Fahrney's Hallmark Cards & Gifts, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on SEPTEMBER 23, 1977.

FAHRNEY'S HALLMARK CARDS & GIFTS, INC.

BY: Charlotte H. Fahrney (SEAL)
Charlotte H. Fahrney, President

ATTEST:

Linda Fahrney Smith (SEAL)
Linda Fahrney Smith, Secretary

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

I HEREBY CERTIFY, That on SEPTEMBER 23, , 1977, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington personally appeared Charlotte H. Fahrney, President of Fahrney's Hallmark Cards & Gifts, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Dissolution to be the corporate act of said corporation; and at the same time personally appeared Linda Fahrney Smith and made oath in due form of law that she was Secretary of the meeting of the stockholders of said corporation at which the dissolution of the corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of her knowledge, information and belief.

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

Paul D. Myers
Notary Public

My Commission Expires:
July 1, 1978

002329

113

CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS

October 21, 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 penalities owing by, Fahrney's Hallmark Cards & Gifts, Inc. , South Hagerstown Shopping Center, Hagerstown, Md. 21740 up to and including the fiscal tax year 1977-78.

Frances E. Couchman

Frances E. Couchman
Acting Tax Collector &
Treasurer

FEC/c

114

002330

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

November 29, 1977

To Whom It May Concern:

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

Fahrney's Hallmark Cards and Gifts Inc.

have been paid to and including the fiscal year July 1, 1977 to June 30, 1978.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 29th day of November A.D., 1977.

Harry C Snook SEAL

Harry C. Snook
Treasurer for Washington County, Md.

002331 115

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 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

FAHRNEY'S HALLMARK CARDS & GIFTS, INC.

have been paid.

WITNESS my hand and official seal this Twenty-eighth day of October A.D. 1977.

Jane M. Ruby
Deputy Comptroller

PS-409

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the FAHRNEY'S HALLMARK CARDS & GIFTS, INC.

were received for record on December 6, 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

116

ARTICLES OF DISSOLUTION

OF

FAHRNEY'S HALLMARK CARDS & GIFTS, INC.

521

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2401, folio 002325, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 10 08 AM '78
LIBER ____ FOLIO ____
JANE 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. Yarmoska

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 67831

002272

217

Received for record April 17, 1978
at 10:08 a.m.
Liber #27

APR 17 1978 19755 ******3.

BREAD OF LIFE CAMP, INC.

ARTICLES OF AMENDMENT

Bread of Life Camp, Inc., a Maryland Corporation, having its principal office in Indian Springs, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland that:

I. The Board of Directors of the Corporation at a meeting duly convened and held on December 1 st , 1977, pursuant to the requirements of Section 2-607, Corporations and Associations Article, Maryland Code, unanimously adopted a resolution declaring that the Articles of the Charter of the Corporation is hereby amended in the following respect to add this Paragraph Nine as follows:

NINTH: 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 Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Jurisdiction 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.

002273

IN WITNESS WHEREOF, Bread of Life Camp, Inc., has these Articles of Amendment to be signed by its President, Carl K. Carbaugh, and its corporate seal to be affixed by its Secretary or one of its Assistant Secretaries on December 2nd, 1977.

BREAD OF LIFE CAMP, INC.

BY: Carl K. Carbaugh
Carl K. Carbaugh, President

ATTEST:

Susan K. Ecton

Title: Secretary

STATE OF Pennsylvania, COUNTY OF Franklin, to-wit:

I HEREBY CERTIFY that on this 2nd day of December, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Carl K. Carbaugh, President of Bread of Life Camp, Inc., a Maryland Corporation, and in the name of and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the act of said Corporation; and at the same time the said Carl K. Carbaugh, as President of Bread of Life Camp, Inc., 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 Carl K. Carbaugh Susan K. Ecton who did acknowledge that he, as President Secretary of the Corporation, did attest the execution of the foregoing Articles of Amendment by Carl K. Carbaugh as President, and that he did affix thereto the seal of said Corporation.

IN WITNESS WHEREOF, my hand and Offical Notarial Seal.

Harold B. Pensinger
Notary Public

My Commission Expires:

HAROLD B. PENSINGER, NOTARY PUBLIC
GREENCASTLE BORO, FRANKLIN COUNTY
MY COMMISSION EXPIRES FEB. 1, 1981
Member, Pennsylvania Association of Notaries

119

ARTICLES OF AMENDMENT

OF

THE BREAD OF LIFE CAMP, INC.

520

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2401, folio 002271, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
AM 17 10 08 AM '78
LIBER ____ FOLIO ____
LAND ____
CHARLES J. BAKER, CLERK

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with the 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 ·

A 67818

120

002255

Received for record April 17, 1978
at 10:08 a.m.
Liber #27

APR 17-78 B 19756 ******3.75

ARTICLES OF DISSOLUTION

OF

FRIDINGER CONTRACTORS, INC.

1. The name of the Corporation is Fridinger Contractors, Inc. and the post office address of its principal office in this State is P. O. Box 769, 132 East Washington Street, Hagerstown, Maryland 21740.

2. The name and post office address of the resident agent of the Corporation, in this State, who shall serve for one (1) year after dissolution and until the affairs of the Corporation are wound up is Robert L. Ritchie, 106-I Hunter Hill Drive, Hagerstown, Maryland 21740.

3. The name and post office address of each of the directors of the Corporation are:

Robert M. Fridinger
2109 Club Road
Hagerstown, Maryland 21740

Harry T. Fridinger
1847 Preston Road
Hagerstown, Maryland 21740

Raymond A. Ritchie, Jr.
1312 The Terrace
Hagerstown, Maryland 21740

Robert L. Ritchie
106-I Hunter Hill Drive
Hagerstown, Maryland 21740

C. Warren Demmitt
55 Mealey Parkway
Hagerstown, Maryland 21740

4. The name, title and post office address of each of the officers of the Corporation are: President - C. Warren

Demmitt, 55 Mealey Parkway, Hagerstown, Maryland 21740; Secretary - Robert L. Ritchie, 106-I Hunter Hill Drive, Hagerstown, Maryland 21740; Treasurer - Raymond A. Ritchie, Jr., 1312 The Terrace, Hagerstown, Maryland 21740.

5. That the Dissolution of this Corporation was duly advised by the Board of Directors of this Corporation and duly authorized by the holders of all the issued and outstanding stock of this Corporation and, thus, was approved by said stockholders in the manner and by the vote required by law and by the Charter of the Corporation.

6. That the Corporation has no known creditors.

7. That the Corporation is hereby dissolved.

Respectfully submitted,

Fridinger Contractors, Inc.

By C. Warren Demmitt
C. Warren Demmitt
President

(CORP. SEAL)
Attest as to corporate seal

Robert L. Ritchie
Robert L. Ritchie
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 29th day of November, A.D., 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared C. Warren Demmitt, President of Fridinger Contractors, Inc., personally known to me to be the person whose name is subscribed to the aforegoing instrument and who did ac-

knowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Pamela A. Matchett
Notary Public

My Commission Expires:
July 1, 1978

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 29th day of November, A.D., 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert L. Ritchie, Secretary of the meeting of the Board of Directors advising Dissolution of this Corporation and that he was likewise Secretary of the meeting of the stockholders held in reference thereto and that the matters and facts set forth in the aforegoing Articles of Dissolution with respect to the authorization for Dissolution are true as therein set forth.

WITNESS my hand and official Notarial Seal.

Pamela A. Matchett
Notary Public

My Commission Expires:
July 1, 1978

002258

123

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

September 13, 1977

RE: Dissolution - Fridinger Contractors Inc.
132 E. Washington St.
Hagerstown, Md. 21740

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

Fridinger Contractors Inc.

have been paid to and including the fiscal year July 1, 1977 to June 30, 1978.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 13th day of September A.D., 1977.

Harry C Snook SEAL
Harry C. Snook
Treasurer for Washington County, Md.

124

002259

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 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

FRIDINGER CONTRACTORS, INC.

have been paid.

WITNESS my hand and official seal this Thirty-first day of October A.D. 1977.

Jane M. Ruby
Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the FRIDINGER CONTRACTORS, INC.

were received for record on, December 7, 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

ARTICLES OF DISSOLUTION

OF

FRIDINGER CONTRACTORS, INC.

520

approved and received for record by the State Department of Assessments and Taxation of Maryland December 7, 1977, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2401, folio 6 002254, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 10 00 AM '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 67815

126

Received for record April 17, 1978
at 10:08 a.m.
Liber #27

002220

APR 17-78 B 19757 ******375

ARTICLES OF INCORPORATION

OF

RBF, 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 RBF, INCORPORATED.

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

(a) To engage in the business of the sale and development of real estate and all other uses 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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 1709 Crest Drive, 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 Robert B. Frank, Janet E. Frank and Joni E. Frank.

(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 5th day of December, 1977.

WITNESS:

Marian Marshall

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5th day of December, 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 aforegoing 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

RBF, INCORPORATED

520

approved and received for record by the State Department of Assessments and Taxation of Maryland December 7, 1977, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2401, folio 002219 6, 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 $

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Apr 17 10 02 AM '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 67807

002091

Received for record April 17, 1978
at 10:09 a.m.
Liber #27

APR 17-78 8 19758 ******3.75

Recorded

SES ENTERPRISES, INC.

ARTICLES OF INCORPORATION

FIRST: I, SANDRA S. TILLOU, whose post office address is 665 Orchard Road, Hagerstown, Washington County, 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 hereafter referred to as the "Corporation") is

SES 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, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is: Sandra S. Tillou, 665 Orchard Road, 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 One Hundred Thousand (100,000) shares of common stock of the par value of One ($1.00) Dollar per share.

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

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 aforegoing 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 threatended, 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 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 attroneys 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 are 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 actions, 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 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 the Article Nineth 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 29th day of November, A. D., 1977, and I acknowledge the same to be my act.

WITNESS: Sharon Kellen

Sandra S. Tillou (SEAL)
Sandra S. Tillou

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 29th day of November A. D., 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Sandra S. Tillou, who did acknowledge the aforegoing Articles of Incorporation to be her act and deed.

WITNESS my hand and Official Notarial Seal.

SHARON E. KELLER NOTARY PUBLIC WASHINGTON CO. MD

My Commission Expires:
July 1, 1978

Sharon E. Keller, Notary Public

136

ARTICLES OF INCORPORATION

OF

SES ENTERPRISES, INC.

516

approved and received for record by the State Department of Assessments and Taxation of Maryland December 5, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2401, folio 002090, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 10 09 AM '78
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. Pimmore

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 67794

bt

001777

137

Received for record April 17, 1978
at 10:09 a.m.
Liber #27

APR 17 78 B.E. 19759 ******37

ARTICLES OF INCORPORATION

OF

CORBETT RACE CARS, 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 CORBETT RACE CARS, INC.

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

(a) To engage in the business of design, manufacture and repair of sports cars and other motor vehicles and the wholesale and retail sale of motor vehicle parts and supplies and all other services 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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 339, 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 Larry T. Corbett, John C. Corbett and Nancy H. Corbett.

(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 2nd day of December, 1977.

WITNESS:

Marian Marshall

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2nd day of December, 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 aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission expires:

Marian Marshall
Notary Public

/ 142

512

ARTICLES OF INCORPORATION

OF

CORBETT RACE CARS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 5, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2401, folio 001776, 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 $ 5.75

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 10 09 AM '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 67761

Received for record April 17, 1978
10:09 a.m.
Liber #27

APR 17 78 B 12 19760 ******3.75

ARTICLES OF INCORPORATION

OF

GLESSNER PROTECTIVE SERVICES, INC.

THIS IS TO CERTIFY:

FIRST: That We, the subscribers, Robert L. Glessner, Jr., whose post office address is 1011 Hamilton Boulevard, Hagerstown, Maryland 21740; Doris B. Glessner, whose post office address is 1011 Hamilton Boulevard, Hagerstown, Maryland 21740; and Robert L. Glessner, whose post office address is 339 West King Street, Chambersburg, Pennsylvania 17201, 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: " GLESSNER PROTECTIVE SERVICES, 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 installing, maintaining repairing and servicing electronic protection, surveillance and firealarm devices, telephone systems, inter-communications systems and music systems.

(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,

FOOLE AND FRANCE
ATTORNEYS AT LAW
HAGERSTOWN TRUST BLDG.
81 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND
21740

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 created in each clause shall, except where otherwise stated, but in nowise limited or restricted by any terms 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 at 1190 Mount Aetna Road, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Robert L. Glessner, Jr., whose post office address is 1011 Hamilton Boulevard, 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 Robert L. Glessner, Jr., Doris B. Glessner and Robert L. Glessner 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 2nd day of December, 1977.

WITNESS:

Susan V. Dorsey

Robert L. Glessner, Jr. (SEAL)

Doris B. Glessner (SEAL)

Susan V. Dorsey

Robert L. Glessner (SEAL)

Marie T. Brining

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

I HEREBY CERTIFY that on this 2nd day of December, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert L. Glessner, Jr. and Doris B. Glessner, 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.

Joyce L. Kramer
Notary Public

My Commission Expires: 7/1/78

STATE OF Maryland
COUNTY OF Washington

I HEREBY CERTIFY that on this 2nd day of December, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert L. Glessner, known to me (or satisfactorily proven) to be one of the persons 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.

Joyce L. Kramer
Notary Public
My Commission Expires: 7/1/78

148

512

ARTICLES OF INCORPORATION

OF

GLESSNER PROTECTIVE SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 5, 1977, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2401, folio 00176, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 10 09 AM '78
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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 67754

Received for record April 17, 1978
at 10:09 a.m.
Liber #27

001723

ARTICLES OF INCORPORATION

APR 17 '78 PM 12 19761 ******5.

OF

JOHN H. M. STULL II, D.D.S., P.A.

THIS IS TO CERTIFY:

FIRST: That I, John H. M. Stull II the subscriber, whose post office address is 1112 Fry Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age and licensed to practice dentistry 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:

JOHN H. M. STULL II, D.D.S., P.A.

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

(a) To engage in the practice of dentistry in the State of Maryland, in conformity with the principles of ethics of the American Dental 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 dental 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 1707 Potomac Avenue, Hagerstown, Maryland 21740. The resident agent of the Corporation is John H. M. Stull II whose post office address as resident agent is 1112 Fry Avenue, 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 two (2) 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 H. M. Stull II and Bonnie G. Stull.

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 25th day of November, A.D., 1977.

John H. M. Stull II

WITNESS:

Bonnie J. Stull

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

I HEREBY CERTIFY, That on this 25th day of November, A.D., 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. M. Stull II 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.

PAMELA A. MATCHETT NOTARY PUBLIC WASHINGTON CO. MD.

Pamela A. Matchett
Notary Public

My Commission Expires:
July 1, 1978

158

512

ARTICLES OF INCORPORATION

OF

JOHN H. M. STULL II, D.D.S., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 5, 1977, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2401, folio 0017722 10, 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 $ _____ 575

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
DEC 17 10 0 AM '77
LIBER ____ FOLIO ____
LAND ☐
JOHN T. HEFFER, CLERK

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with the 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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 67750

Received for record April 17, 1978
at 10:09 a.m.
Liber #27

APR 17-78 8 ☆ 19762 ******3.75

ARTICLES OF INCORPORATION

OF

H. D. GOSSARD MASONRY INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Herbert D. Gossard, Route #2, Kemps Mill 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: "H. D. GOSSARD MASONRY 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.

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, Kemps Mill Road, Williamsport, Maryland, 21795. The Resident Agent of the corporation is: Herbert D. Gossard, Route #2, Kemps Mill 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: Marjorie A. Gossard, John O. Swadley and Herbert D. Gossard.

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 2nd day of December, 1977.

WITNESS:

Eunice C. Stotelmyer

Herbert D. Gossard (SEAL)
Herbert D. Gossard

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

I HEREBY CERTIFY, That on this 2nd day of December, 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Herbert D. Gossard, and he acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Notarial Seal.

EUNICE C. STOTELMYER NOTARY PUBLIC WASHINGTON CO.

Eunice C. Stotelmyer
Notary Public

My Commission Expires:
July 1, 1978

164

ARTICLES OF INCORPORATION

OF

H. D. GOSSARD MASONRY INC.

511

approved and received for record by the State Department of Assessments and Taxation of Maryland December 5, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2401 , folio 001639 6 , 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 $ 375

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 10 0 AM '78
LIBER FOLIO
LAND
MAUGHN PARKER, 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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 67736

000707 165

Received for record April 17, 1978
at 10:09 a.m.
Liber #27

APR 17-78 B 19763 ******25

CHURCH OF THE BRETHREN OF
BROADFORDING, WASHINGTON
COUNTY, MARYLAND,

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ARTICLES OF AMENDMENT

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Church of the Brethren of Broadfording, Washington County, Maryland, a Maryland corporation, having its principal office on the Broadfording Church Road, Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments & Taxation of Maryland (the "Department"), that:

FIRST: The Articles of Incorporation are hereby amended by adding thereto the following new Articles Eleventh and Twelfth.

ELEVENTH: The purposes of the Corporation and the business or objectives to be carried on and promoted by it are as follows:

(a) To conduct Churches for the purpose of Worship, Christian Services, Bible Teaching and Evangelism as commanded by the Great Commission of the Lord Jesus Christ to Evangelize the people of all nations, and to church them and teach them according to the Great Commission, beginning with the locality of Washington County, Maryland.

(b) To send out missionaries for world-wide Evangelism as commanded by the Great Commission of the Lord Jesus Christ.

(c) To establish, maintain and operate schools, colleges and universities where students may obtain upon such terms as may be determined by the Board of Trustees, a general education in the various branches and fields of science, literature, philosophy,

history, languages, mathematics, music, art, manual and vocational training, engineering and liberal, use and fine arts, according to the Commandments of the Great Commission of the Lord Jesus Christ.

(d) The purposes of the Corporation are exclusively religious, educational and charitable and no part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for servies rendered to or for the Corporation effecting 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. Notwithstanding any other provision of these Articles of Incorporation, 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 of 1954 and its Regulations as they now exist or as they may hereafter be amended.

(e) The Corporation shall distribute in each taxable year its entire income in such manner as not to subject the Corporation to the tax under the provisions of the Internal Revenue Code of 1954, and amendments thereto.

(f) The Corporation shall be prohibited from engaging in any act of self-dealing as defined in the Internal Revenue Code of 1954 and amendments thereto, and shall not

retain excess business holdings as defined in said Code, nor shall it make any investments in such manner as to subject the Corporation to a tax under said Code, and amendments thereto, and for making any taxable expenditures in violation thereof.

(g) To make distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as it now exists or may hereafter be amended.

(h) To receive and administer funds for religious, educational and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the By-Laws of the Corporation, or any laws applicable thereto.

(i) To buy, sell, deal in and improve, real estate wheresoever situate and fixtures and personal property incident thereto and connected

therewith; to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein and to improve the same; to sell, lease, mortgage, pledge or otherwise dispose of the lands or other property of the Corporation absolutely or upon condition.

(j) To subscribe for, acquire, sell, hold, exchange and deal in share 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.

(k) To do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Maryland for the purpose of accomplishing any of the purposes of the Corporation.

TWELFTH: 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 correspond-

ing provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

SECOND: The Board of Trustees of the Corporation at a meeting duly convened and held on November 17, 1977, adopted a resolution in which was set forth the foregoing amendments to the Charter, declaring that the said amendments to the Charter were advisable, and directing that they be submitted to the members of the Congregation at a special meeting to be held after ten (10) days' notice, in conformity with the Articles of Incorporation and the provisions of the Code of Public General Laws of Maryland.

THIRD: Notice of the meeting and the amendments to the Charter proposed to be acted upon was thereupon read, and action thereon was postponed at least ten (10) days, and the members were notified to be present at the meeting appointed for action thereon.

FOURTH: The amendment of the Charter of the Corporation as hereinabove set forth was approved by a two-third's vote of the members of the congregation present at the meeting held on the 27th day of November, 1977.

IN WITNESS WHEREOF, the Church of the Brethren of Broadfording, Washington County, Maryland, has caused these presents to be signed in its name and on its behalf by the President of the Board of Trustees, and its corporate seal to be hereto affixed and attested by its Secretary on this 28th day of November, 1977; and the undersigned Trustees constituting the majority of the Board of Trustees, do hereby acknowledge that they voted and declared the resolution in which the said amend-

ments to the Charter were set forth to be advisable; and also the undersigned Chairman of the meeting of the members acknowledges that these Articles of Amendment are the act and deed of the Broadfording Church of the Brethren, Washington County, Maryland, and under the penalties of perjury, that the matters and facts set forth herein are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

CHURCH OF THE BRETHREN OF BROADFORDING, WASHINGTON COUNTY, MARYLAND,

Ronald D. Koontz
Ronald D. Koontz, Secy.

BY: Richard M. Heckman
Richard M. Heckman, Chairman

William H. Freed
William H. Freed, Jr., Trustee

William H. Price
William H. Price, Trustee

Richard M. Heckman
Richard M. Heckman, Trustee

Roy A. Grove
Roy A. Grove, Trustee

Ronald D. Koontz
Ronald D. Koontz, Trustee

Richard A. Mills
Richard A. Mills, Trustee

Perry L. Hendershot
Perry L. Hendershot, Trustee

Henry Hamburger
Chairman of Meeting of Members

Dale E. Martin
Dale E. Martin, Trustee

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 28th day of November 1977, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard M. Heckman, Chairman of the Board of Trustees of the Church of the Brethren of Broadfording, Washington County, Maryland, and in the name and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared
and made affirmation in due form of law that he was Chairman of the meeting of the members of the Corporation at which the Amendments of the Charter of the Corporation set forth in said Articles of Amendment were adopted and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my Hand and Official Notarial Seal.

William Holmes Price
Notary Public

My Commission Expires:
July 1, 1978

500 171

ARTICLES OF AMENDMENT

OF

CHURCH OF THE BRETHREN OF BROADFORDING, WASHINGTON COUNTY, MARYLAND

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

7

Recorded in Liber 2401 folio 706, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 10 09 AM '78
LIBER ____ FOLIO ____
AND
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 67610

172

000703

Received for record April 17, 1978
at 10:10 a m.
Liber #27 THE CHEWSVILLE CIVIC ASSOCIATION, INC APR 17-78 B 19764 ******3.75

ARTICLES OF AMENDMENT

The Chewsville Civic Association, Inc., a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the "Association"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Association is hereby amended by striking out the Tenth Article of the Charter, recorded by the State Department of Assessments and Taxation on the 15th day of January 1965, and inserting in lieu thereof the following:

"TENTH: The Association, upon consent of the members present at a regular publicized membership meeting may enter into contracts or transact business with one or more of its directors or with any firm of which one or more of its directors are members, or with any Corporation or Association in which one or more of its directors are stockholders, directors or officers, and such contract or transaction shall not be invalidated or in anywise affected by the fact."

SECOND: The directors and members of the Association, at a meeting duly convened and held on June 14, 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.

THE UNDERSIGNED, President of The Chewsville Civic Association, Inc., who executed on behalf of said Association the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Association, the

foregoing Articles of Amendment to be the corporate act of said Association 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.

Doris P. Krouse
Doris P. Krouse, Secretary

John Stansberry
John Stansberry, President

STATE OF MARYLAND,
COUNTY OF WASHINGTON, ss:

I HEREBY CERTIFY THAT on Nov 18th 1977, before me the subscriber, a notary public of the State of Maryland, in and for the County of Washington, personally appeared John Stansberry, president of The Chewsville Civic Association, 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 Association 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.

My Commission Expires 7/1/78

Notary Seal

Sherman K. Krouse
Notary Public

STATE OF MARYLAND,
COUNTY OF WASHINGTON, ss:

I HEREBY CERTIFY THAT on Doris P. Krouse, before me the subscriber, a notary public of the State of Maryland, in and for the County of Washington, personally appeared Doris P. Krouse, secretary of The Chewsville Civic Association, 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 Association 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 her knowledge, information and belief.

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

Thurman K. Krouse
Notary Public

Notary Seal
My Commission
Expires 7-1-78
T. Krouse

175

500

ARTICLES OF AMENDMENT

OF

THE CHEWSVILLE CIVIC ASSOCIATION, INC.

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

4

Recorded in Liber 2401 folio 702, 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 $ _____

375

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 10 10 AM '78
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 the 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 ·

A 67609

Received for record April 17, 1978
at 10:10 a.m.
Liber #27

BUD BRUNNER AND SONS
AUTO AND CAMPER SALES, INCORPORATED

A Maryland Close Corporation
Under Title 4

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, JOSEPH F. LENTZ, JR., and RICHARD B. JACOBS, whose post office address is 343 North Calvert Street, Baltimore, Maryland 21202, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intentions 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 BUD BRUNNER AND SONS AUTO AND CAMPER SALES, INCORPORATED.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the General Corporation Law of Maryland.

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

Generally, the purpose is to engage in the business of purchasing and re-selling new and used automobiles, recreational vehicles and campers, and any other endeavor related thereto. Further, the purpose is to engage in the business of maintaining and repairing automobiles, recreational vehicles and campers, and any other endeavor related thereto.

In furtherance of this and the Corporation shall have the power;

To own, control, lease, maintain and sell any and all equipment and property, whether real or personal which is necessary to carry on the aforesaid business;

LAW OFFICES
LENTZ & HOOPER
343 NORTH CALVERT ST.
BALTIMORE, MARYLAND
21202

To borrow money or mortgage company property for the purpose of carrying out the general purpose for which the Corporation is formed;

To have perpetual existence;

To sue and be sued, complain and defend in all Courts; and

To have and use a corporate seal and alter the same at pleasure; and

To transact its business, carry on its operations and exercise the powers granted by this Article in any State, Territory, District or possession of the United States, and in any foreign country; and

To make contracts and guarantees, incur liabilities, and borrow money, to sell, mortgage, lease, pledge, exchange, convey, transfer, and otherwise dispose of all or any part of its property or assets; to issue bonds, notes and other obligations and to secure the same by mortgage or deed of trust of all or any part of its property, franchises and income; and

To acquire by purchase or in any other manner, and to take, receive, own, hold, use employ, improve and otherwise deal with any property, real or personal, or any interest therein wherever situated; and

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other corporations of this State, of foreign corporations, and of associations, partnerships and individuals; and

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343 NORTH CALVERT ST.
BALTIMORE, MARYLAND
21202

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

To invest its surplus funds and to lend money from time to time in any manner which may be appropriate to enable it to carry on the operations or to fulfill the purposes named in its charter, and to take and hold real and personal property as security for the payment of funds so invested or loaned; and

To make reasonable gifts or contributions out of profits, when authorized by its board of directors to so do, to or for the use of this State, its institutions and agencies, or any political subdivision of this State, and any corporation, trust, community chest, or fund, foundation, society or other organization for religious, charitable, scientific, civic, literary or educational purposes; and

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

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

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

The aforegoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by

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BALTIMORE, MARYLAND
21202

reference to, or in reference from the terms of any other clause of this or any other article of this certificate of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all 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 Maryland is 1081 Marshall Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation is ROBERT M. BRUNNER, 1081 Marshall Street, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

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

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The initial director shall be Robert M. Brunner

IN WITNESS WHEREOF, We have signed these Articles of Incorporation, this 29th day of November, 1977, and severally acknowledge the same to be our act.

WITNESS:

Paula B. Porter — JOSEPH F. LENTZ, JR. (TEST)

Peter Holt — RICHARD B. JACOBS (TEST)

LAW OFFICES
LENTZ & HOOPER
343 NORTH CALVERT ST.
BALTIMORE, MARYLAND
21202

180

490

ARTICLES OF INCORPORATION

OF

BUD BRUNNER AND SONS AUTO AND CAMPER SALES, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland November 29, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2401 folio 000359, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 10 10 AM '78
LIBER ____ FOLIO ____
AND ____
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 67580

Received for record April 17, 1978
at 10:10 a.m.
Liber #27

APR 17-78 8 ☆ 19766 ******3.75

FREDINGTON, INC.

ARTICLES OF DISSOLUTION

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

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is 128 East Baltimore Street, Hagerstown, Washington County, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, are John B. Wolfkill, 52 North Cannon Avenue, Hagerstown, Washington County, Maryland. Said resident agent is an individual actually residing in this State.

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

Name	Post Office Address
Lee Downey	128 East Baltimore Street Hagerstown, Maryland
Harold Coble	Marsh Pike Hagerstown, Maryland
John B. Wolfkill	52 North Cannon Avenue Hagerstown, Maryland

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

Name	Title	Post Office Address
Lee Downey	President	128 East Baltimore St. Hagerstown, Maryland
John B. Wolfkill	Secretary	52 North Cannon Avenue Hagerstown, Maryland
Harold Coble	Treasurer	Marsh Pike Hagerstown, Maryland

SIXTH: A majority of the entire board of directors of the Corporation, at a meeting duly covened and held on September 22, 1977, adopted a resolution declaring that dissolution of the Corporation was advisable and directing that the proposed dissolution be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on September 22, 1977.

SEVENTH: Notice stating that a purpose of the meeting of stockholders would be to take action upon the proposed dissolution was given, as required by law, to all stockholders of the

Corporation entitled to vote thereon. The dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by unanimous vote.

EIGHTH: The dissolution of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation as required by law and the Charter of the Corporation.

NINTH: The Corporation has no known creditors.

TENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland stating in effect that all taxes levied on assessments made by the said Commission and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely: Comptroller of the Treasury.

IN WITNESS WHEREOF, Fredington, 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 November 28, 1977.

Attest: FREDINGTON, INC.

John B. Wolfkill, Secretary By: Lee Downey, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 28th day of November, A. D., 1977, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Lee Downey, President of Fredington, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation and further made oath in due form of law 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 Official Notarial Seal, the day and year last above written.

My Commission Expires: 7-1-78

Cathy A. Wishard
Notary Public

000334 **183**

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 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

FREDINGTON, INC.

have been paid.

WITNESS my hand and official seal this

Twenty-first day of November A.D. 1977.

Jane M. Ruby
Deputy Comptroller

PS-409

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

FREDINGTON, INC.

were received for record on, November 29, 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

184

490

ARTICLES OF DISSOLUTION

OF

FREDINGTON INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 29, 1977 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2401 Folio 331, 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

3.75

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Apr 17 10 AM '78
STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 17 10 10 AM '78
LAND VAUGHN J. BAKER, CLERK
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 67574

Received For Record May 11, 1978 at 11:27 oIclock am corporation liber 27

RESOLUTION OF TRI-STATE SURGICAL SUPPLY CO.

MAY 11-78 A 14191 *******.50
MAY 11-78 A 14190 *******.50

NOW THEREFORE, BE IT RESOLVED, that the Resident Agent of the Corporation be changed from William C. Chatkin, 901 Rolling Road, Hagerstown, Maryland to Robert L. Westheimer, 10358 Cross Beam Circle, Columbia, Maryland 21044, and .

FURTHER, RESOLVED, that the Secretary is to file the necessary Notice to the Department of Assessments and Taxations notifying them of the change of Resident Agent of the Corporation.

There being no further business this meeting was adjourned.

Dated the 31st day of December, 1977.

Donald L. Anthony
CHAIRMAN

Sandra L. Anthony
SECRETARY

186

754

NOTICE OF CHANGE OF RESIDENT AGENT AND AGENT'S ADDRESS

OF

TRI-STATE SURGICAL SUPPLY COMPANY

received for record February 15, 1978 2 , at 8:30 A.M.

and recorded on Film No. 2407 Frame No. 000693 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 № 15625

Special fee paid $3.00
Recording Fee Paid 2.00

Total $5.00

50¢
50¢

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAY 11 11 27 AM '78
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

Mr. Clerk - Mail to: Robert L. Westheimer, Esq.
10358 Cross Beam Circle
Columbia, Md. 21044

rs

187

001400

MAY 11-78 A# 14193 *******.50
MAY 11-78 A# 14192 *******.50

Received For Record May 11, 1978 at 11:27 o'clock am Corporation liber27

CERTIFICATE OF CORPORATE RESOLUTIONS

February 17, 1978

I hereby certify that on February 16, 1978 the following resolutions were approved by the Board of Directors of the Maryland Chiropractic Association, Inc.:

a. William H. Adolph
8305 Liberty Road
Baltimore, Maryland 21207 (Baltimore County)

is hereby designated Resident Agent of the corporation.

b. Maryland Chiropractic Association, Inc.
306 N. Potomac Street
Hagerstown, Maryland 21740

is hereby designated as the principal office of the corporation.

Reeve Askew, Pres.

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NOTICE OF CHANGE OF RESIDENT AGENT, AGENT'S ADDRESS

AND PRINCIPAL OFFICE

OF

THE MARYLAND CHIROPRACTIC ASSOCIATION, INC.

761

received for record February 22, 1978 2 ; at 8:30 A. M.

and recorded on Film No. 2407 Frame No. 001399 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 № 15655

Special fee paid $3.00
Recording Fee Paid 2.00

Total $5.00

509
509

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAY 11 11 27 AM '78
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J BAKER, CLERK

Mr. Clerk - Mail to: Mr. Reeve Askew, Pres.
Maryland Chiropractic Association, Inc.
306 N. Potomac St.
Hagerstown, Md. 21740

rs

Received for Record May 11,1978 THREE-SIGMA, INCORPORATED
at 11:27 o'clock am MAY 11-78 A 14194 ******3.75
Corporation Liber 27

(A Close Corporation Under Title 4 of Corporation and Association Article)

Articles of Incorporation

1. Incorporators. The undersigned, Joseph B. Binns, whose post office address is 401 S. Alabama Avenue, Martinsburg, West Virginia 25401, Leo C. Hughes, whose post office address is 1740 Blue Ridge Road, Hagerstown, Maryland 21740, and Thomas J. Richards, whose post office address is 1833 Meadowood Drive, 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 Three-Sigma, Incorporated.

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) 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.

b) 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.

c) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 645 Oak Hill Avenue, Box 10, Hagerstown, Maryland 21740, in the County of Washington. The name and post office address of the resident agent of the Corporation in Maryland are Leo C. Hughes, 1740 Blue Ridge Road, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is three thousand (3000) 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 (except one who is a resident of West Virginia) shall serve until the first annual meeting as provided in the By-Laws: Joseph B. Binns, 401 S. Alabama Avenue, Martinsburg, West Virginia 25401; Leo C. Hughes, 1740 Blue Ridge Road, Hagerstown, Maryland 21740; and Thomas J. Richards, 1833 Meadowood Drive, 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: Leo C. Hughes
(2) Vice-President: Joseph B. Binns
(3) Secretary-Treasurer: Thomas J. Richards

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 Twenty-five Thousand ($25,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation

this 18th day of January, 1978.

Joseph B. Binns (SEAL)
Joseph B. Binns

Leo C. Hughes (SEAL)
Leo C. Hughes

Thomas J. Richards (SEAL)
Thomas J. Richards

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

I HEREBY CERTIFY, That on this 18th day of January A.D., 1978, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Joseph B. Binns, Leo C. Hughes, and Thomas J. Richards, known to me to be the persons whose names are subscribed to the aforegoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Robert Byer Stone
Notary Public

My Commission Expires: 7/1/78

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ARTICLES OF INCORPORATION

OF

THREE-SIGMA, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland January 27, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2405, folio 002117, 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 $ 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
A 65508
MAY 11 11 27 AM '78
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

bw

Received For Record May 11, 1978 at 11:27 O'clock am Corporation liber 27

J.W. HARMAND & SONS, LTD.

MAY 11-78 A 14195 ******3.75

ARTICLES OF INCORPORATION

FIRST: I, Arthur M. Frank, whose post office address is 1300 Court Square Building, Calvert and Lexington Streets, Baltimore, Maryland 21202, 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 called the "CORPORATION") is J.W. Harmand & Sons, Ltd.

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

(1) To buy and sell antiques of any kind, including books, prints, all forms of personal property, printed materials of any nature whatsoever; to organize, equip and operate a business for the carrying on thereof; and to engage in any other lawful transaction and/or activity.

(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.

FOURTH: The post office address of the principal office of the CORPORATION in this STATE is 3789 Melody Lane, Hagerstown, Maryland 21740. The name and post office address of the RESIDENT AGENT of the CORPORATION in this STATE is John W. Harmand, 3789 Melody Lane, Hagerstown, Maryland 21740. Said RESIDENT AGENT is an individual actually residing in this STATE.

FIFTH: The total number of shares of captial 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 or decreased pursuant to the BY-LAWS of the CORPORATION, but shall never be less than three (3); however, notwithstanding anything to the contrary contained herein, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

John W. Harmand

Arlene M. Harmand

Arthur M. Frank

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 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) 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, merger, or transfer of substantially all of the assets of the Corporation.

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, 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 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 tobe made 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 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 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 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 29th day of January, 1978 and I acknowledge the same to be my act.

WITNESS:

Karen Hurley

Arthur M. Frank

Arthur M. Frank

197

695

ARTICLES OF INCORPORATION

OF

J.W. HARMAND & SONS, LTD.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 30, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2405, folio 196, 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
MAY 11 11 27 AM '78
LIBER ____ FOLIO ____
LAND ☐ ☐
VAUGHN T. 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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 69519

198

002546

Received For Record May 11, 1978 at 11:27 o8clock am
Corporation liber 27

ARTICLES OF INCORPORATION
OF
AFV FINANCIAL SERVICES, INC.

MAY 11-78 A 14196 ******3.75

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Frank H. Blundell, whose post office address is 136 Key Parkway, Frederick, Maryland 21701, 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 myself 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:

AFV FINANCIAL SERVICES, INC.

THIRD: In furtherance and not in limitation of the general powers conferred by the laws of the State of Maryland, it is expressly provided that the purpose and business for which the Corporation is to be formed are to do any and all of the things hereinafter set forth to the same extent as natural persons might or could do in any part of the world, namely:

(A) To engage in, to own, operate, run, conduct, and manage a business that provides accounting, bookkeeping, tax and financial services, and to do such other things as are incidental, proper, or necessary to the operation of the business or to carrying out of all or any of the purposes, and to also sell wholesale or retail any and all goods, wares, and merchandise of all kind and description that may be incidental to the business.

(B) To purchase or otherwise acquire, own and hold, mortgage, develope, improve, pledge, sell, lease, or otherwise dispose of improved or unimproved real estate necessary for or used in connection with any of the purposes enumerated above.

(C) To do all and anything necessary, suitable, convenient or proper in the accomplishment of any of the purpose or the attainment

of any one or more of the objects herein enumerated or incidental to the powers named or which shall at the time appear conducive to or expedient for the protection or benefit of the Corporation, or otherwise.

Waiver

FOURTH: The post office of the principal office of the Corporation in this state is 74 W. Main Street, P.O. Box 64, Hancock, Maryland 21750. The Resident Agent of the Corporation is Frank H. Blundell, whose post office address is 136 Key Parkway, Frederick, Maryland 21701. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par value of $10.00 each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares is $100,000.00.

SIXTH: The Corporation shall have not less than three or more than seven directors. The following shall act as such until the first annual meeting or until the successors are duly chosen and qualify:

Frank H. Blundell, Charles R. Stiles, Vickie K. Stotler.

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

(A) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock for such considerations as said Board 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 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.

(C) 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 these Articles, to purchase, lease, or otherwise acquire the business, assets or franchise, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: A Director of this Corporation need not be a stockholder.

NINTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 21 day of September, 1977.

Frank H. Blundell

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

I HEREBY CERTIFY THAT ON THIS 21ST DAY OF SEPTEMBER, 1977, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Frank H. Blundell and did acknowledge these Articles of Incorporation to be his act and deed, and true and correct to the best of his knowledge and belief. Witness my Hand and Notarial Seal.

Joan L. Lind Chesser, Notary Public

My Commission Expires July 1, 1978.

697

ARTICLES OF INCORPORATION

OF

AFV FINANCIAL SERVICES, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAY 11 11 27 AM '78
LIBER ____ FOLIO ____
LAND ☐ ____
VAUGHN J. BAKER, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland January 30, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2405 ~~002545~~, folio , 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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 69571

000611

Received For record May11, 1978 at 11:27 o'clock am corporation liber 27

ARTICLES OF AMENDMENT

OF

RAGGEDY ANN & ANDY HOUSE, INC. MAY 11-78 A 14197 ******3.75

RAGGEDY ANN & ANDY HOUSE, INC., a Maryland corporation, having its principal office in Hagerstown, Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended to change the name by striking out paragraph SECOND of the Articles of Incorporation and inserting in lieu thereof the following:

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

FROM HEAVEN TO SEVEN, INC.

The Board of Directors of the Corporation at a special meeting duly convened and held on January 28, 1978 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, RAGGEDY ANN & ANDY HOUSE, 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 28 day of January, 1978.

ATTEST: RAGGEDY ANN & ANDY HOUSE, INC.

Brenda R. Halverson
Secretary

By Brenda R. Halverson
President

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

I HEREBY CERTIFY that on this 28TH day of January, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Brenda R. Halversen, President of Raggedy Ann & Andy House, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said corporation and 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.

Mary M. Buckley
Notary Public

Comm. Exp.:
July 1, 1978

204

722

ARTICLES OF AMENDMENT

OF

RAGGEDY ANN & ANDY HOUSE, INC.

Changing its name to:

FROM HEAVEN TO SEVEN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 3, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2406, folio 000610, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAY 1 11 27 AM '78
LIBER ____ FOLIO ____
LAND ☐
VAUGHN J. BAKER, CLERK

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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 69735

Received For Record May 11, 1978 at 11:28 o'clock am corporation liber

ARTICLES OF INCORPORATION

OF

MAY 11-78 A 14198 ******3.75

FIL - TEC, INC.

THIS IS TO CERTIFY:

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 George E. Snyder, Jr., whose post office address is 100 West Washington Street, 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.

FIRST: The name of the Corporation (which is hereinafter called the Corporation) is FIL - TEC, INC.

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

To own and operate and maintain a marketing service for industrial textiles, textile products and accessories thereto, and to own and operate all of the necessary real and personal property required for the support of the purposes for which the Corporation is formed.

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 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.

THIRD: The post office address of the principal office of the Corporation in this State shall be 1800 Woodburn Drive, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Vincent Edward Schoeck, 1800 Woodburn Drive, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FOURTH: 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).

FIFTH: 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 Vincent Edward Schoeck, Barbara Schoeck, and Vincent Edward Schoeck, Jr.

SIXTH: 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.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on February 1, 1978.

WITNESS:

Joanne Snyder — Kenneth J. Mackley

Joanne Snyder — Howard W. Gilbert, Jr.

Joanne Snyder — George E. Snyder, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 1st day of February, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley 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 Notarial SEal.

Joanne Snyder, Notary Public

My Commission Expires:
July 1, 1978

ARTICLES OF INCORPORATION

OF

FIL - TEC, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 3, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2406, folio 000622, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAY 11 2 28 AM '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 69738

bt

Received for Record May 11, 1978 at 11:28 o'clock am Corporation liber 27

ARTICLES OF INCORPORATION

OF

HORST FENCING SERVICE, 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 HORST FENCING SERVICE, INC.

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

(a) To engage in the sale, service, and installation of fencing equipment and all other activities 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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 15, 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 Norman L. Naylor, Sandra C. Naylor and Robert F. Horst.

(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 8th day of February, 1978.

WITNESS:

Marion Marshall

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 8th day of February, 1978, 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 aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission expires:
7/1/78

Marion Marshall
Notary Public

ARTICLES OF INCORPORATION

OF

HORST FENCING SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 14, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber ~~2406~~ 2407, folio 000199, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAY 11 '78
LIBER ____ FOLIO ____
LAND ☐ ____
VAUGHN J. BAKER, CLERK

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 ·

A 69918

~~000224~~
003150
Received For Record May 10, 1978 at 11:28 o'clock am corporation liber 27
MAY 11-78 A 14200 ******2.50

ARTICLES OF INCORPORATION

OF

FAITH CHAPEL, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Terry L. King, whose post office address is 38 South Locust Street, Hagerstown, Maryland 21740, Richard Daughtridge, whose post office address is 222 Main Street, Maugansville, Maryland 21767, William L. Mellott, whose post office address is Route #9, Box 341, Hagerstown, Maryland 21740, and Richard Twigg, Route #1, Box 117A, Smithsburg, Maryland 21783, all of whom are over eighteen years (18) of age, do hereby certify that under and by virtue of the General Laws of Maryland authorizing the formation of corporations, do associate ourselves for the purpose of forming a corporation.

SECOND: The Plan of the church shall be and include:

1. Purpose: The purpose for which this church is formed is to preach and expound the Gospel of Jesus Christ according to the Holy Scriptures and to educate and lead the people in the ways of Salvation, Goodness, Righteousness, Morality and Temperance as taught in the Bible; and to support any religious, missionary, educational or charitable enterprise.

The church shall also have the power to do all such acts as are necessary and convenient to attain the objectives hereinbefore mentioned, including the power to possess, buy, mortgage, sell, lease, barter and exchange real and personal property, to borrow money, collect funds and receive gifts and legacies and transact any and all other business not forbidden by law.

Furthermore, the church shall have the power to license and ordain and send forth any missionary or preacher who has proven over a reasonable period of time his divine gift and

calling of God, to the satisfaction and approval of the Pastor, Elders and with the sanction of the whole body of the church.

2. Name: The name of the religious corporation shall be FAITH CHAPEL, INC., and the name of the church shall be FAITH CHAPEL.

3. Board of Elders and Board of Deacons:

(a) The spiritual leadership of the church shall rest with the Board of Elders whose membership and succession thereto shall be provided for in the By-Laws of the church.

(b) The Board of Deacons shall hold title to all church property and shall manage business affairs of the church. Membership of the Board of Deacons shall be provided for in the By-Laws of the church.

4. Qualifications of individuals eligible:

(a) To vote at elections:

Any person, seventeen (17) years of age or older, who is a member in good standing of Faith Chapel shall be eligible to vote at elections.

(b) To be elected to office:

Any person, twenty-one (21) years of age or older, who is a member in good standing of Faith Chapel shall be eligible to hold office in said church.

THIRD: The address of the principal place of worship is 14 South Potomac Street, Hagerstown, Maryland 21740.

FOURTH: The name and address of the Resident Agent of Faith Chapel, Inc., is Terry L. King, 38 South Locust Street, Hagerstown, Maryland 21740.

FIFTH: Upon the dissolution of the corporation, the Official Board shall, after paying or making provisions for the payment of all the liabilities of the corporation, dis-

pose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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.

SIXTH: The corporation shall issue no corporate stock.

SEVENTH: The duration of Faith Chapel, Inc., shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 19th day of January, 1978.

WITNESS:

Robert Martz
Robert Martz
Robert Martz
Lucille E. Shifler

FAITH CHAPEL, INC.

Terry L. King (SEAL)
Terry L. King

William L. Mellott (SEAL)
William L. Mellott

Richard A. Twigg (SEAL)
Richard Twigg

Richard Daughtridge (SEAL)
Richard Daughtridge

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 19th day of January, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Terry L. King, who acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my Hand and Official Notarial Seal.

Irene K. Baker
Notary Public

My Commission Expires: July 1, 1978

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

I HEREBY CERTIFY, That on this 19th day of January, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard Daughtridge, who acknowledged the aforegoing Articles

of Incorporation to be his voluntary act and deed.

WITNESS my Hand and Official Notarial Seal.

Lucille E. Shifler
Notary Public

My Commission Expires: July 1, 1978

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

I HEREBY CERTIFY, that on this 10th day of January, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William L. Mellott, who acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my Hand and Official Notarial Seal.

Irene K. Baker
Notary Public

My Commission Expires: July 1, 1978

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

I HEREBY CERTIFY, that on this 10th day of January, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard Twigg, who acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my Hand and Official Notarial Seal.

Irene K. Baker
Notary Public

My Commission Expires: July 1, 1978

ARTICLCES OF INCORPORATION

OF

FAITH CHAPEL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 14, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber ~~2406~~ 2407, folio ~~0010224~~ 0010149, one of the Charter Records of the State Department of Assessments and Taxation of Maryland

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAY 11 11 28 AM '78
LIBER ____ FOLIO ____
LAND ☐ ____
VAUGHN J. BAKER, CLERK

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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 69927

Received for Record May 11, 1978 at 9:28 o'clock am corporation liber 27

ARTICLES OF INCORPORATION

OF

FORTY WEST ENTERPRISES, INC.

MAY 11-78 A 14201 ******3.75

THIS IS TO CERTIFY:

FIRST: That I, John H. Urner, 100 West Washington Street, Hagerstown, Maryland, 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

FORTY WEST ENTERPRISES, INC.

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

(a) To own, lease and operate a general merchandising business both wholesale and retail in ladies apparel and related accessories, to carry on the business of public and private warehousing and all the business necessarily or impliedly incidental thereto, and to further carry on the business of general warehousing in all its several branches; to construct, hire, purchase, operate, and maintain all or any means or conveyances for the transportation to and from storage by land or by water of any and all products, goods, wares, merchandise, or manufactured articles; to issue certificates, warrants, and warehouse receipts, negotiable or otherwise, to persons warehousing goods with the company; to manufacture, sell, lease, rent and trade in all goods and things usually dealt in by warehousemen, 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.

(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 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 or 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 178A, Route 2, Hagerstown, Maryland 21740. The resident agent of the Corporation is Gerald H. Mullenix, whose address is Box 249, Route 2, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 50,000 shares of capital stock of the par value of $1.00 per share, all of one class, having an aggregate par value of $50,000.00.

SIXTH: The Corporation shall have three directors and Gerald H. Mullenix, Irma J. Mullenix and Gerald Ivan Mullenix 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 17th day of February, 1978.

WITNESS:

Mary M Buckley

John H. Urner (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 17TH day of February, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Urner 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.

MARY M. BUCKLEY NOTARY PUBLIC WASHINGTON CO., MD.

Mary M Buckley
Notary Public

Comm. Exp.
July 1, 1978

472

ARTICLES OF INCORPORATION

OF

FORTY WEST ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 21, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2407, folio 001714, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAY 11 11 28 AM '78
LIBER ___ FOLIO ___
LAND ☐ ☐
VAUGHN J. BAKER, CLERK

To the clerk of the Circuit Court of Washington Co

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 ·

A 70116

Received For Record May 11, 1978 at 11:29 o'clock am liber 27 Corporations
MAY 11-78 A 14202 ******3.75

ARTICLES OF INCORPORATION
OF
THE FELLOWSHIP OF CONTEMPLATIVE PRAYER (AMERICAN BRANCH), LTD.

FIRST: The undersigned, Milo G. Coerper, whose post office address is 7315 Brookville Road, Chevy Chase, Maryland, 20015, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland and pursuant to the provisions of Sections 2-102, 2-104, and Section 5-202, of the Corporations and Associations Article of the Annotated Code of the State of Maryland, 1975 Edition, as Amended.

SECOND: The name of the corporation is THE FELLOWSHIP OF CONTEMPLATIVE PRAYER (AMERICAN BRANCH), LTD.

THIRD: The purposes for which the corporation is formed are exclusively for religious (including religious education) purposes, including for such purposes:

A. 1. To conduct retreats and related events according to the Rule, customs, traditions and usages of the Fellowship of Contemplative Prayer.

2. To promote the study of contemplative prayer through publishing leaflets, books or other literature emphasizing the theology and practice of contemplative prayer as outlined in Robert G. Coulson's The Threefold Reality and other writings of the same author.

3. To carry on in the United States the work and life of the Fellowship in common with the English and Irish foundations of the Fellowship.

B. To acquire, hold, sell, assign, transfer, lease, pledge, mortgage, or otherwise deal in and dispose of property, both real and personal, within or without the State of Maryland, provided that such action is to further directly or indirectly the purposes for which this corporation is organized.

C. To enter into, make and perform contracts for any lawful purposes necessary or advisable to carry out the provisions of subparagraphs A and B hereof.

FOURTH: The post office address of the principal office of the corporation in Maryland is St. James School, St. James, Washington County, Maryland 21781. The name and post office address of the resident agent of the corporation in Maryland are: Milo G. Coerper, 7315 Brookville Road, Chevy Chase, Montgomery County, Maryland 20015. 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, which number may be increased pursuant to the by-laws of the corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

The Rev. Holt M. Jenkins
The Rev. John E. Owens, S.T.D.
The Rev. Richard L. Stinson, D. Min.

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

A. The corporation shall have all powers provided by law for non-stock corporations organized under the Corporations and Associations Article of the Annotated Code of Maryland, consistent with the objects herein set forth.

B. The corporation shall have no members other than the directors as provided for in Section 5-204 of the Corporations and Associations Article of the Annotated Code of Maryland, 1975, as Amended.

C. The directors shall have the power to make by-laws for the corporation and the by-laws may contain any provisions not inconsistent with law or these Articles of Incorporation. The directors shall also have the power to amend or alter the by-laws except as otherwise provided by law or in the by-laws initially adopted.

D. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 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).

E. In the event of dissolution of the corporation, consistent with the requirements of Section 5-208 of the Corporations and Associations Article of Annotated Code of the State of Maryland, 1975 Edition, as amended, all of its assets and property of every nature and description whatsoever remaining after the payment of liabilities and obligations of the Corporation, but not including assets held by the Corporation under condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Corporation, shall be paid over and transferred to a corporation or other entity exempt from tax as an exclusively charitable, educational, religious, literary, or scientific organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision, if any, of any future Internal Revenue Law), and no portion of said assets and property shall inure to the benefit of any member of the Corporation or any enterprise organized for profit.

F. This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law and all rights confirmed upon any persons herein are granted subject to this reservation.

G. Additional provisions regulating the internal affairs of the corporation shall be set forth in the by-laws.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of February, 1978.

Witness:

DISTRICT OF COLUMBIA : ss.

I hereby certify that on the 21st day of February, 1978 before me, the subscriber, a Notary Public in the District of Columbia, personally appeared Milo G. Coerper and acknowledged the foregoing Articles of Incorporation to be his act.

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

Notary Public
My Commission Expires
January 31, 1982

783

227

ARTICLES OF INCORPORATION

OF

THE FELLOWSHIP OF CONTEMPLATIVE PRAYER (AMERICAN BRANCH), LTD.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 22, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2407, folio 002400, 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
MAY 11 11 28 AM '78
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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 70201

228 Received for Record: July 11, 1978 at 10:57 p.m. Liber [redacted] 27
Jul 11 78 Arf 12187 ****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

Turner Development Company, Inc.

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

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

Hagerstown, MD.

(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.

Received for Record July 11, 1978 at 10:57 o'clock am JUL 11-78 A 12188 ******1.00
liber 27

TO: Maryland Department of Assessments and Taxation
301 West Preston Street
Baltimore, Maryland 21202

Pursuant to the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned hereby submits the following statement for the purpose of changing its resident agent in the State of Maryland.

1. The name of the corporation is Apollo-Diana Health Spa of Washington County, Maryland, Inc.

2. The address of its present principal office is 1350 Dual Highway, City of Hagerstown, County of Washington, State of Maryland.

3. The name of its present resident agent is Lawrence G. Rice, whose post office address is Route #8, Box 36, Hagerstown, Maryland. The name of its successor resident agent is John A. DeCola, whose post office address is 115 King Street, Hagerstown, Maryland. Said successor resident agent is a citizen of the State of Maryland and actually resides therein.

This change was authorized by resolution duly adopted on Feb 2, 1978, by the board of directors of the undersigned corporation.

Dated: February 28, 1978

APOLLO-DIANA HEALTH SPA
OF WASHINGTON COUNTY, MARYLAND, INC.

By: John A. DeCola
John A. DeCola, President

Corporate Seal:

230

837

NOTICE OF CHANGE OF RESIDENT AGENT AND AGENT'S ADDRESS

OF

APOLLO-DIANA HEALTH SPA OF WASHINGTON COUNTY, MARYLAND, INC.

received for record March 13, 1978 2, at 8:30 A. M.

and recorded on Film No. 2409 Frame No. 000496 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 № 15715

Special fee paid $3.00
Recording Fee Paid 2.00

Total $5.00

.50
.50

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JUL 11 10 57 AM '78
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

Mr. Clerk - Mail to: Mr. John A. DeCola, President
APOLLO-DIANA HEALTH SPA OF WASHINGTON COUNTY, MARYLAND, INC.
1350 Dual Highway
Hagerstown, Md. 21740

rs

Received For Record July 11, 1978 at10:57 o'clock am 19ber 27 231

000274

ARTICLES OF INCORPORATION
OF
THE POTOMAC VALLEY INSTITUTE OF HEALTH SCIENCES
AND TECHNOLOGY INCORPORATED

JUL 11-78 A 12189 ******3.7

THIS IS TO CERTIFY:

That I, the undersigned, being a resident of the State of Maryland, and being of full legal age, have this day voluntarily formed a corporation under the general laws of the State of Maryland.

FIRST: The name of this corporation (hereinafter called the "Corporation") shall be:

THE POTOMAC VALLEY INSTITUTE OF HEALTH SCIENCES
AND TECHNOLOGY INCORPORATED

SECOND: The purposes for which the corporation is organized are to operate exclusively for charitable, educational, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or corresponding provision of any subsequent tax laws). Consistent therewith the corporation is authorized:

(a) To assume responsibilities for initiating or participating in programs, projects or arrangements to assist private and public entities in establishing methods and systems for assuring high quality health care at reasonable cost. The activities of the corporation shall promote the efficient and sound development of programs and facilities for health care, the health care profession and other health care services in a strictly legal and ethical manner.

(b) To engage in activities with and related to health care facilities, health professions and health services for the encouragement of accessible, available, comprehensive and economical health services.

(c) To foster and promote the establishment and coordination of new technology and methods which result in the improved delivery of health care at a reasonable cost.

(d) To encourage and introduce new resources and innovative use of existing resources for the purpose of promoting efficient delivery of high quality health care.

(e) To conduct research and special studies relating to health facilities, professions and services.

(f) To cooperate with all agencies and entities concerned with the health professions and health facilities.

(g) To cooperate with all other appropriate federal, state and local bodies having health care responsibilities and concerning health related matters.

(h) As the means of carrying out the aforesaid purposes, the corporation shall have the following powers:

1. To receive and administer funds in furtherance of the charitable, educational and scientific objectives and purposes mentioned above, and to that end, in addition to and not in limitation of, the general powers conferred by the laws of the State of Maryland, to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value required for its purposes, to sell, convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal on the income thereof in such manner as in the judgment of the Board of Directors will best promote its purposes, without limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the By-Laws of the corporation, or any laws applicable thereto.

2. To engage in and conduct charitable, educational, and research activities.

3. To act as trustee under any trust or endowment incidental to the principal objects of the corporation, and in connection therewith to receive, hold, administer and expend funds and real and personal property of every kind and character whatsoever subject to such trust or endowment.

4. To acquire by purchase, exchange, subscription or otherwise, and to receive, mortgage, pledge, sell, assign, transfer, exchange or otherwise dispose of shares of the stock of, or voting trust certificates for shares of the stock of, or any bonds or other securities, evidences of indebtedness or obligations created by, any other corporation or corporations organized under the laws of the State of Maryland or of any other state, or of any country, nation, or government, and to pay therefore, in whole or in part, with cash or other property or with bonds or other obligations of this corporation, and while the owner or holder of any such shares, or voting trust certificates for shares or bonds or other securities or evidences of indebtedness or obligations of any such other corporation or corporations, to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including the right to vote thereon and to consent in respect thereof for any and all purposes.

5. To borrow or raise moneys for any of the purposes of this corporation without limit as to amount, and, from time to time, to issue bonds, debentures, notes or other obligations, secured or unsecured, of this corporation for moneys so borrowed, or in payment for property acquired, or for any of the other objects or purposes of this corporation or in connection with its business; to secure such bonds, debentures, notes and other obligations by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of this corporation, wheresoever situated, acquired or to be acquired, and to pledge, sell or otherwise dispose of any or all of such bonds, debentures, notes and other obligations of this corporation for its corporate purposes.

6. To carry on any other lawful business or do anything whatsoever which the corporation may deem proper or convenient or capable of being carried on, in connection with the foregoing, or otherwise, or which may be calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its property; and to have, enjoy and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations by the laws of Maryland, including the right to enter into partnerships, and to do any and all of the things hereinbefore set forth, as principal and as agent, to the same extent as natural persons might or could do, and in any part of the world.

The foregoing clauses shall each be construed as purposes, objects and powers, and the matters expressed in each clause shall, except as otherwise expressly provided, be in no wise limited by reference to, or inference from the terms of any other clause, but shall be regarded as independent purposes, objects and powers; and the enumeration of specific purposes, objects and powers shall not be construed to limit or restrict in any manner the meaning of the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed; provided that all of the foregoing purposes, object, powers and matters set forth in this Article shall be limited to those which are in furtherance of the corporation's tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or may hereafter be amended.

THIRD: The principal office of the transaction of the business of this corporation is to be located at 329 N. Potomac Street, Hagerstown, Maryland 21740. The resident agent of the corporation shall be Charles E. Stevens, 329 N. Potomac Street, Hagerstown, Maryland 21740.

FOURTH: The corporation has no capital stock, is not formed for profit and is a corporation which will not distribute accumulations, gains, profits or dividends to the members thereof and is a corporation organized and operated exclusively for charitable, scientific and educational purposes, no part of the accumulations, gains or profits of which shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of this

corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation.

FIFTH: The management of the affairs of the corporation shall be vested in the Board of Directors. The number of directors may be changed by amendment to the By-Laws adopted by the vote or written consent of the members in accordance with the terms of the By-Laws. The names and addresses of the Directors until the first annual meeting or until their successors are chosen and qualify are as follows:

Dennis P. Daut, M.D.
Route 3, Box 160
Greencastle, PA. 17225

Timothy F. Hickey, M.D.
Parkview Medical Center
Frederick, Maryland 21701

SIXTH: That the members of this corporation, without limitation as to number, shall be such persons, associations, firms or corporations as shall be elected to membership as provided in the By-Laws of the corporation. The By-Laws shall determine whether there shall be one or more classes of membership, the qualification for membership and the different classes of membership, if more than one, and the voting and other rights of members and of each class of membership and the liability of members for fees, dues and assessments and the methods of collection thereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 23rd day of March, 1978.

Charles E. Stevens (Resident Agent)

STATE OF MARYLAND
COUNTY OF WASHINGTON

On this 23rd day of March, 1978, before me, the undersigned, a Notary Public in and for the said county and state, personally appeared Charles E. Stevens known to me to be the person whose name is subscribed to the within and foregoing Articles of Incorporation and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

Jane T. Brexing
Notary Public
My Commission Expires: 7/1/78

234

901

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JUL 11 10 5 AM '78
LIBER ____ FOLIO ____
LAND ☐
VAJC-4 TRANSFER CLERK

ARTICLES OF INCORPORATION

OF

THE POTOMAC VALLEY INSTITUTE OF HEALTH SCIENCES AND TECHNOLOGY INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland March 27, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2411, folio 000273, 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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 71320

Received For Record July 11,1978 at 10:57 o'clock am Liber 27
JL 11-78 A# 12190 ******3.75

ARTICLES OF INCORPORATION

OF

COLONIAL BUILDERS 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 COLONIAL BUILDERS INCORPORATED.

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

(a) To engage in the construction of residential, commercial and miscellaneous projects 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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 3, Box 137, 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 Norman Rook, Connie Rook and Nicholas Hill.

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, 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 21st day of March, 1978.

WITNESS:

Marian Marshall

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21st day of March, 1978, 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 aforegoing 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

90

ARTICLES OF INCORPORATION

OF

COLONIAL BUILDERS INCORPORATED

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JUL 11 10 5 AM '78
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN L. BEKEF, CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 27, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2410, folio 6 003216, 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 ·

A 71271

Received For Record July 11, 1978 at 11:57 o'clock am liber 27

ARTICLES OF INCORPORATION
OF
WEST END BAPTIST CHAPEL, INC.

JUL 11-78 A 12191 ******250

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Emmett Dale Miller, whose post office address is 13 West Long Meadow Road, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, and being a member of the West End Baptist Chapel, a duly constituted church, am hereby forming a religious 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:

WEST END BAPTIST CHAPEL, INC.

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

(a) The Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any

LAW OFFICES OF
ROBERT E. KUCZYNSKI
KUCZYNSKI BUILDING
55 N. JONATHAN STREET
HAGERSTOWN, MD. 21740
301-797-8120

property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended: to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) 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 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).

(c) Included among the educational, religious and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

The purpose of this Religious Body is to preach and teach the Whole Word of God, to seek, to win the lost to faith in the living Christ, and to cooperate with the Baptist Convention of Maryland and the Southern Baptist Convention and the Blue Ridge Association in sending the Gospel to the four corners of the World.

(d) The Corporation shall enjoy and exercise all the powers and rights conveyed by statute upon the Corporation, and the enumeration of specific powers or purposes 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: 101 Buena Vista Avenue, Hagerstown, Maryland, 21740, and the principal place of worship of the Church is 101 Buena Vista Avenue, Hagerstown, Maryland, 21740.

The name and post office address of the Resident Agent of the Corporation in this State is: Leon Swope, 932 Northern Avenue, 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. The number of qualifications for; and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Trustees of the Corporation shall be at least four (4), which number may be increased or decreased pursuant to the By-Laws and Constitution of the Corporation, but shall never be less than four (4). The names of the Trustees, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Leon Swope, 932 Northern Avenue, Hagerstown, Maryland, 21740; Amos Banzhoff, 1706 Virginia Avenue, Hagerstown, Maryland, 21740; Lee Sterling, Sr., Route 2, Box 53, Williamsport, Maryland, 21795; and William Elgin, Route 3, Waynesboro, Pennsylvania, 17268.

The qualification and election of the Trustees shall be as follows:

(a)In order to be eligible and to qualify to serve as a Trustee, an individual must be a duly qualified member in good standing of the West End Baptist Chapel, Inc. Said individual must also be at least twenty-one (21) years of age and a member of the Corporation for six (6) months at least prior to nomination for office as a Trustee. Said individual must also meet any requirements

for eligibility to serve as a Trustee as may from time to time be set forth in the Constitution and By-Laws of the Corporation as they now exist or may be subsequently amended.

(b) Except as may be otherwise required by law, vacancies in the Board of Trustees and newly created Trusteeships resulting from any increase in the authorized number of Trustees may be filled by a majority of the Trustees then in office, though less than a quorum.

(c) The tenure of office for each member of the Board of Trustees shall be as set forth in a Constitution and By-Laws as they now exist or may be from time to time subsequently amended. However, any Trustee may be removed from office by a majority vote of those voters eligible to vote for the election of Trustees at any regular or special session of the Corporation members.

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 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 Cose 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 22 day of March, 1978, and I acknowledge same to be my act.

WITNESS:

H. Joe Womack

Emmett Dale Miller

248

ARTICLES OF INCORPORATION

OF

WEST END BAPTIST CHAPEL, INC.

892

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JUL 11 10 5 AM '78
LIBER ____ FOLIO 10
LAND
CAMORN J BAKER CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland March 23, 1978 at 9:45 o'clock A. M. as in conformity with law and ordered recorded.

8

Recorded in Liber 2410, folio 002785, 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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 71204

Received For Record July 11, 1978 at 10:57 o'clock am liber 27

11-78 A# 12192 *****5.75

ARTICLES OF INCORPORATION

OF

KALSM, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Lyle S. Mitchell, whose post office address is 1740 Preston Road, Hagerstown, Maryland, 21740, and being an adult, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, hereby declare my intention to form a corporation by the execution and filing of these Articles.

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

KALSM, INC.

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

1. To engage in the business of manufacturing, buying, selling, leasing and the distributing of all aircraft equipment and parts thereto, all of the aforegoing within the State of Maryland, or at such other place or places as may be determined upon by the Board of Directors of this Corporation, and to do and transact such other business, subject to the laws of this or any other State or County, that may be calculated to promote the interest of the Corporation.

2. To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber

or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

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

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

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

6. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade-names, rights processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use,

exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

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

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

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

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

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

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended by the mentioning of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purposes, object or business mentioned or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to 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 1740 Preston Road, Hagerstown, Maryland, 21740; the resident agent of the Corporation is Kent A. Mitchell, whose post office address is 1004 Mulberry Avenue, 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 1,000 shares of the par value of $100.00 each, all of which shares are of one class, and are designated common stock. The aggregate par value of all shares having par value is $100,000.

SIXTH: The Corporation shall have three (3) directors, and Lyle S. Mitchell, Kent A. Mitchell and Mary E. Mitchell 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 (3).

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 par value, of any class, and securities convertible into shares of its stock, with par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

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

in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a 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 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, re-classifications or otherwise, but no such amendment which change the terms of any of its outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

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

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

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

redemption of, and the conversion rights of such shares.

8. The Board of Directors shall have power to declare and authorize 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, I have signed these Articles of Incorporation on this 21 day of March 1978.

Lyle S. Mitchell (SEAL)
Lyle S. Mitchell

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 21 day of March, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lyle S. Mitchell and acknowledged the foregoing Articles of Incorporation to be his act.

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

Ruth H. Hensley
Notary Public

My commission expires: 7/1/78

891

ARTICLES OF INCORPORATION

OF

KALSM, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 22, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2410, folio 002335, 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 $ 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. Hammond

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUL 11 10 57 AM '78

LIBER ____ FOLIO ____

LAND ____

VAUGHN J. BAKER, CLERK

A 71163

by

002282

259

Received For Record July 11, 1978 at 10:57 o'clock am liber 27

J & M EQUIPMENT, INC.
ARTICLES OF AMENDMENT

JUL 11-78 A 12193 ******3.75

J & M EQUIPMENT, 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 Corporation is hereby amending the Articles of Incorporation by changing the name of the corporation from J & M Equipment, Inc., to J. M. Industries, Inc.; and the said amendment was approved and advised by the Board of Directors and approved unanimously by the Stockholders at a combined Board of Directors and Stockholders meeting duly convened and held on March 1, 1978, after notice was duly given to them.

IN WITNESS WHEREOF, J. M. Industries, Inc. has caused these presents to be signed in its name and on its behalf by its Vice-President and its Corporate Seal to be hereunto affixed and attested by its Secretary, on March 4, 1978.

MAR 2 10 04 AM '78

ATTEST:

Sandra C. Georgion
Sandra C. Georgion, Secretary

J. M. EQUIPMENT, INC.

BY: Roger L. Georgion
Roger L. Georgion
Vice-President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on March 4, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Roger L. Georgion, Vice President of J. M. Industries, 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 Sandra L. Georgion and made oath in due form of law that she was Secretary of the meeting of the Board of Directors of said corporation at which the amendment of the charter of the Corporation herein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

Vicki L. Garton (Grimm)
Notary Public

My Commission Expires:
July 1, 1978

POOLE AND FRANCE
ATTORNEYS AT LAW
HAGERSTOWN TRUST BLDG.
61 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND
21740

891

ARTICLES OF AMENDMENT

OF

J & M EQUIPMENT, INC.

changing its name to:

J. M. INDUSTRIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 22, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2410, folio 3 002281, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JUN 11 10 57 AM '78
LIBER ____ FOLIO ____
LAND
CLERK OF CIRCUIT COURT

A 71154

Received For Record July 11th, 1978 at10:58 o'clock JUL 11-78 A 12194 ******3.75
am liber 27

WASHINGTON COUNTY FRUIT GROWERS
ASSOCIATION, INC.
ARTICLES OF INCORPORATION

FIRST: I, Thomas J. Bacas, whose post office address is 1250 Connecticut Avenue, N.W., Suite 318, Washington, D.C. 20036, 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 Washington County Fruit Growers Association, Inc.

THIRD: The purposes for which the Corporation is formed are to engage in the activities of a trade association and to do each and everything necessary to the attainment of that end.

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 212, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is Terry Hepburn, Warfordburg Road, Route 523, P.O. Box 212, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit, and no profit shall inure to any individual member of the Corporation. The Corporation shall have no capital stock and shall not be authorized to issue capital stock. The qualifications for membership and other matters relating to its

members shall be as 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 their successors are duly chosen and qualified, are:

Terry Hepburn
P.O. Box 212
Hancock, Maryland 21750

William C. Main
Route 3, Box 211
Hagerstown, Maryland 21740

Joe Beard
P.O. Box 649
Hagerstown, Maryland 21740

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 after the payment and discharge of every liability and obligation of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to its members who shall hold the same as cotenants.

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: The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of March, 1978, and I acknowledge same to be my act.

WITNESS:

Jeannette K Sanderson Thomas J Baca

264

891

ARTICLES OF INCORPORATION

OF

WASHINGTON COUNTY FRUIT GROWERS ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 20, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2410, folio 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 $ 3.25

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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Jul 11 10 50 AM '78
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 71149

Received For Record July 11th at 10:58 o'clock am 001172 265
Liber 27
JUL 11-78 A 12195 ******6.25

ARTICLES OF INCORPORATION

OF

HOWE ENGINEERING, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Richard Bernard Howe, whose post office address is 30 South Main Street, Boonsboro, Maryland 21713, Penny Raye Howe, 30 South Main Street, Boonsboro, Maryland 21713, and Dorothy Ellen Howe, 1616 Farragut Avenue, Rockville, Maryland 20851, each being of full age, do, under, and by virtue of the Annotated Code of Maryland, 1957 authorizing the formation of corporations, do hereby associate ourselves with the intention of forming a corporation.

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

HOWE ENGINEERING, INC.

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

To engage in and conduct any and all phases of the business relating to the construction, design, and building of all types of homes, apartments, townhouses, condominiums and other residential structures.

To engage in and conduct any and all phases of the business relating to the construction, design, and building of all types of commercial buildings, shopping centers, malls, drive-ins, office buildings, garages, medical facilities and other commercial structures.

To engage in and conduct any and all phases of the business relating to the construction, design, and building of

Original CHARTER Returned to
Howe Engineering
30 South Main St.
Boonsboro, MD 21713
August 9, 1978
RLF

all types of agricultural buildings, barns, silos, sheds, greenhouses, garages, livestock shelters, ponds, grain storage and drying bins and other structures intended for agricultural use.

To engage in and conduct any and all phases of the business relating to the construction, design and building of all types of industrial buildings, warehouses, aircraft hangers, production plants, factories, and other structures intended for industrial use.

To engage in and conduct any and all phases of the business relating to the construction, design and building of all types of streets, highways, roads, bridges, overpasses, driveways, parking lots, railroads, subways, runways, terminals, stations, toll booths, docks and other construction related to private and public transportation.

To engage in and conduct any and all phases of the business relating to the construction, design and building of all types of monuments, parks, lakes, ponds, trails, golf courses, piers, docks, campgrounds, picnic areas and other construction intended for private or public recreational use or for preserving historic or natural landmarks.

To operate as a home improvement and remodeling contractor.

To engage in and conduct any and all phases of buying and selling of building equipment, construction equipment, tools, hardware, lumber, appliances, building supplies and other related materials and equipment.

To engage in and conduct any and all phases of engineering and architectural design, drafting, illustrating,

cost analysis, research, development and other functions related to the building and construction industry.

To engage in and conduct any and all phases of the business of repairing tools, equipment, appliances, and systems on and off premises. To design, patent and develop tools, equipment, appliances and systems, to sell and install all developed equipment.

To develop, erect, construct, maintain, improve, rebuild, enlarge, alter, operate, rent, lease, manage, and control, directly or through ownership of stock in any corporation, or membership in any syndicate, partnership, or otherwise, and any and all kinds of homes, housing projects, improvements, and real estate and personal property generally.

As principal, agent, investor, partner, or otherwise, to buy, sell, manage and deal in and with real and personal property of every description, including homes, housing projects, community developments, apartment buildings, hotels, factories, plants, warehouses, stores, offices, restaurants and public, private, commercial and industrial buildings, tenements and structures of every description, and any facilities and services related thereto, and any interest or right therein.

To enter into, make and perform any and all lawful contracts, agreements and undertakings of every kind and description with any domestic, foreign and/or alien person, firm, subcontractor, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to

account or deal with all or any part of the property of the Corporation and from time to time to vary and investment or employment of capital of the Corporation, and to lend money.

To incure liabilities and borrow money; to make and issue bonds, notes, debentures, obligations and evidences of indebtedness of all kinds and to secure the same by mortgage of deed of trust of all or any part of its property, franchises and income.

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

To adopt, apply for, obtain, register, purchase, lease or otherwise accuire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate and introduce, and to sell and grant licenses or other rights in respect of, assign or otherwise dispose of, turn to account, or in any manner deal with and contract with reference to, any trade-marks, trade names, patents, patent rights, concessions, franchises, designs, copy-rights and distinctive marks and rights analogous thereto, and inventions, devices, improvements, processes, recipes, formulae and the like, including such thereof as may be covered by, used in connection with, or secured or received under, Letters Patent of the United States of America or elsewhere or otherwise, and

any licenses in respect thereof and any or all rights connected therewith or appertaining thereto.

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

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

The business or purpose of the Corporation is from time to time to do any one or more of the acts and things here-

inabove set forth, and it shall have power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise any or all of its corporate powers and rights, in the State of Maryland, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

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

FOURTH: The post office address of the principal office of the corporation in the State of Maryland is 32 South Main Street, Boonsboro, Maryland 21713.

The name of the resident agent of the corporation in the State of Maryland is Richard Bernard Howe and the post office address thereof is 30 South Main Street, Boonsboro, Maryland 21713. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: (A) The total number of authorized capitol stock of this corporation is 100,000 shares with a par value of 10 cents per share.

(B) To the extent that the authorized capital of the corporation created by these Articles of Incorporation, or from time to time created by any amendment thereto, shall then include shares with par value and/or shares without par value, and

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

(C) It is hereby affirmed that the stockholders of the Corporation shall have the preemptive right to acquire additional shares of stock of the Corporation as provided by Article 23 of the Annotated Code of Maryland, 1957, and as amended.

SIXTH: The corporation shall have at least three and not more than seven directors, Richard B. Howe, Penny R. Howe, and Dorothy E. Howe shall act as such until the first annual

meeting or until their successors are duly chosen and qualified. The number of directors may be changed in such lawful manner as the by-laws may from time to time provide.

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

(1) Pursuant to Section 42 (c) of Article 23 of the Annotated Code of Maryland, as amended, it is hereby provided that the concurrence of a majority of the aggregate number of votes of all classes, or of any class of stock of this Corporation, shall be sufficient to take or authorize any action entitled to be taken or authorized by such class or classes of stock, notwithstanding any provisions of the said Article requiring a proportion greater than a majority.

(2) The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: The Corporation is to have perpetual existance.

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

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 of the amount of each dividend on the

stock; to determine and direct the use and disposition of any surplus net profits.

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

ELEVENTH: This Corporation shall endemnify any person who is serving or has served as a director or officer of this Corporation, or at its request, as a director or officer of another corporation in which this Corporation owns shares of stock, or in relation to which this Corporation is a creditor, against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a director or officer of this Corporation, or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which any person may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 14th day of March, 1978.

Richard B. Howe
Richard Bernard Howe

Penny R. Howe
Penny Raye Howe

Dorothy E. Howe
Dorothy Ellen Howe

STATE OF MARYLAND)
)ss
COUNTY OF MONTGOMERY)

THIS IS TO CERTIFY that on this 14th day of March, 1978, before the subscriber, a Notary Public in and for the said State and County, personally appeared Richard Bernard Howe, Penny Raye Howe and Dorothy Ellen Howe, and severally acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above written.

Audrey P. Hunter
Notary Public

My commission expires: 7/1/78

AUDREY P. HUNTER NOTARY PUBLIC MONTGOMERY CO. MD.

868

275

ARTICLES OF INCORPORATION

OF

HOWE ENGINEERING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 14, 1978, at 12:00 o'clock NOON M. as in conformity with law and ordered recorded.

Recorded in Liber 2410, folio 001171, 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

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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUL 11 10 53 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 70990

Received For Record July 11, 1978 at 10:58 o'clock am liber 27

BIBLE BRETHREN CHURCH

JUL 11-78 A# 12197 ******2.50

ARTICLES OF INCORPORATION

We, the undersigned, Pastor J. Paul Reno of 1625 Woodcrest Road, Hagerstown, Maryland, Gary Wayne Gossard of 1648 Woodcrest Road, Hagerstown, Maryland, Samuel Hewitt Young of 635 Pin Oak Road, Hagerstown, Maryland, and Paul E. Hawbaker of 120 East Baltimore Street, Hagerstown, Maryland, each being at least twenty-one (21) years of age, do hereby associate themselves 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

BIBLE BRETHREN CHURCH

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. Until the first duly authorized congregational meeting the following persons shall be the members of the Board: Pastor J. Paul Reno, Gary Wayne Gossard, Samuel Hewitt Young and Paul E. Hawbaker.

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. Until the first duly authorized congregational meeting, the Board of Trustees shall consist of: Pastor J. Paul Reno, Gary Wayne Gossard, Samuel Hewitt Young, and Paul E. Hawbaker. 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, improve, develop, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

ARTICLE 5. Congregational business meetings shall be held at least semi-annually, preferably the third Wednesday in April and the third Wednesday in October. Other (special) congregational meetings may be called by majority vote of the Official Board, or at the request of the Pastor, 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 Wednesday in November each year, with new officers being installed January 1st following.

ARTICLE 6. The presence of twenty (20%) per cent 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 Lord and Saviour - who shall have been baptized in water by trine immersion and who is in agreement with the provisions of the Constitution and By-Laws of this church - 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, educational, and charitable - and its duration shall be perpetual. The corporation holds to the orthodox Biblical position, with the doctrinal position as stated in the Constitution and By-Laws.

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 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.

ARTICLE 14. Upon the dissolution of the corporation, the Official Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of the remaining assets to the Russian Bible Society, Inc., Ashville, North Carolina, providing said organization qualifies as an exempt organization under Section 501(c)(3) of the Internal

Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law). In the event the Russian Bible Society, Inc., shall not be an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, the Official Board shall dispose of all the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 1625 Woodcrest Road, Hagerstown, Maryland 21740, and that the Resident Agent shall be Pastor J. Paul Reno, 1625 Woodcrest Road, 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 7th day of February, 1978.

WITNESS:

Paul E. Hawbaker

Carolyn S. Reno

Deana C. Woodring

Charlene C. Unger

J. Paul Reno (SEAL)
PASTOR J. PAUL RENO

Gary Wayne Gossard (SEAL)
GARY WAYNE GOSSARD

Samuel Hewitt Young (SEAL)
SAMUEL HEWITT YOUNG

Paul E. Hawbaker (SEAL)
PAUL E. HAWBAKER

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 7th day of February, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared PASTOR J. PAUL RENO, GARY WAYNE GOSSARD, SAMUEL HEWITT YOUNG, and PAUL E. HAWBAKER, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

Susan M. Suffread
NOTARY PUBLIC

My Commission Expires: 7/1/78

282

820

ARTICLES OF INCORPORATION

OF

BIBLE BRETHREN CHURCH

approved and received for record by the State Department of Assessments and Taxation of Maryland March 3, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2408 , folio 001518, 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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Jul 11 10 58 AM '78

LIBER_____FOLIO_____

A 70508

Recieved For Record July 11, 1978 BREWER'S SAAB, INC. JUL 11-78 A 12196 ******375
at 10:58 o'clock am liber 27 ARTICLES OF INCORPORATION

FIRST: I, Edward William Brewer, whose post office address is 161 Greenberry Road, 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 hereafter referred to as the "Corporation") is BREWER'S SAAB, INC.

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

(1) To engage in the sale, rental, maintenance and repair of new and used automobiles, accessories and parts; and to engage in any other lawful purpose and/or business.

(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.

FOURTH: The post office address of the principal office of the Corporation in this State is P.O.Box 248, Maugansville, Maryland 21767.
The name and post office address of the Resident Agent of the Corporation in this State is Edward William Brewer, 161 Greenberry Road, 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 one (1), which number shall be never less than the number of stockholders of the Corporation. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is Edward William Brewer.

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 orreclassify 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.

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

clause of this or any 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), judgements, 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 judgement 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 the 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 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 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 1928, and I acknowledge the same to be my act.

WITNESS:

Allen Langgardner

Edward W Brewer (SEAL)
Edward William Brewer

862

ARTICLES OF INCORPORATION

OF

BREWER'S SAAB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 17, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2410, folio 000920, 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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Jul 11 10 5 AM '78 A 70973

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

Received for Record July 11, 1978 at 10:58 o'clock am liber 27
JUL 11-78 A 12198 ******3.75

ARTICLES OF INCORPORATION

OF

IRVIN PHOTOGRAPHERS, 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 IRVIN PHOTOGRAPHERS, Incorporated.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 816 Pope Avenue, 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 Les Irvin, Linda Irvin and Ruth Eavey.

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, 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 February, 1978.

WITNESS:

Marian Marshall

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 27th day of February, 1978, 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 aforegoing 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

814

ARTICLES OF INCORPORATION

OF

IRVIN PHOTOGRAPHERS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland March 1, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2408, folio 001214, 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 Wshington 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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUL 11 10 50 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 70482

001126 293

Received For Record July 11, 1978 at 10:58 o'clock am liber 27
MICHAEL ICE, INC.

JL 11-78 A 12199 ******3.75

ARTICLES OF REVIVAL

MICHAEL ICE, INC., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on November 18, 1970, 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 MICHAEL ICE, INC.

THIRD: The name by which the Corporation will hereafter be known is MICHAEL ICE, INC.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 2550 Paradise Drive, 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 of the resident agent of the Corporation in the State of Maryland is HAZEL E. BAER, 2550 Paradise Drive, Hagerstown, Washington County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

(a) Paid all fees required by Law;
(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;
(c) Paid all State and local taxes (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.

IN WITNESS WHEREOF, The undersigned, who were respectively the last acting Vice-President and Secretary of the Corporation, have signed these Articles of Revival this 28th of December, 1977.

Last Acting Vice-President

John M. Baer
JOHN M. BAER

Last Acting Secretary

Geo. Lambillotte
GEORGE LAMBILLOTTE

STATE OF MARYLAND
COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on this 28th day of December, 1977, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared JOHN M. BAER, the last acting Vice-President and GEORGE LAMBILLOTTE, the last acting Secretary of MICHAEL ICE, 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.

Eunice C. Statelmyer
Notary Public

My commission expires July 1, 1978.

ARTICLES OF REVIVAL

OF

MICHAEL ICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 2, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2408, folio 001125, 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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUL 11 10 59 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN E. BAKER, CLERK

A 70462

Received for record Sept. 27, 1978
at 11:00 a.m.
Liber #27

ARTICLES OF INCORPORATION

OF

D. J. CORPORATION

FIRST: We, the undersigned, RICHARD B. JACOBS, whose post office address is 343 North Calvert Street, Baltimore, Maryland 21202; and JOSEPH F. LENTZ, JR., whose post office address is 343 North Calvert Street, Baltimore, Maryland 21202; each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intentions 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:

D. J. CORPORATION

THIRD: The purpose of and for which the Corporation is formed is as follows:

a. To purchase, rent, lease, design, patent, manufacture, produce, and otherwise acquire, own, hold, deal in, prepare for market, sell, exchange, lease or assign, and otherwise dispose of, operate, provide service for, and deal with, either as principal or agent, and upon commission or otherwise, any and all types of vending machines or vending devices, whether operated manually, mechanically, electrically, or otherwise, now in use or which may be hereafter invented or created.

b. To do any other matter or thing which may seem to the Corporation, directly or indirectly proper to effectuate the aforesaid objects of the Corporation or its purposes or any of them.

LAW OFFICES
LENTZ & HOOPER, P.A.
343 NORTH CHARLES ST.
BALTIMORE, MARYLAND
21202

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

FOURTH: The post office address of the place at which the principal office of the Corporation will be located at 120 Knotty Pine Drive, Hagerstown, Maryland 21740. The name and post office of the Resident Agent of the Corporation in this State is Richard B. Jacobs, 343 North Calvert Street, Baltimore, Maryland 21202. The said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares which the Corporation has authorized to issue shall be Five Thousand (5,000) shares stock having no par value, all of one class and designated as common stock. The holder of each share of stock shall be entitled to one vote for each share of stock which he or she may own. Said stock shall be non-transferrable and is restricted in the following way:

a. The Corporation and only the Corporation shall have the right to purchase said stock and the stockholders may not transfer or sell or assign said stock to anyone other than to the Corporation.

LAW OFFICES
LENTZ & HOOPER, P.A.
343 NORTH CHARLES ST.
BALTIMORE, MARYLAND
21202

b. No fraction or share or stock shall be counted or allowed.

SIXTH: The Corporation shall be a close corporation. Richard W. Schaff, Joan C. Schaff and Myra M. Ringer shall constitute the Board of Directors.

SEVENTH: The Corporation and its stockholders shall be empowered and authorized to exercise all the rights and privileges conferred upon a close corporation under the Subtitle (Close Corporations) of Title 4, Corporations and Associations, of the Annotated Code of Maryland as existing on the effective date of these Articles or as the same may be amended from time to time, including without limitations the authority to enter into one or more stockholders agreements as authorized by Title 4 under such Subtitle; but not provisions of the Charter or By-Laws of the Corporation shall as such constitute a stockholders agreement specially authorized by Title 4 under said Subtitle unless such provisions specifically states that it shall be deemed to be such a stockholders agreement.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 28th day of March, 1978, and severally acknowledge the same to be our act.

Richard B. Jacobs
RICHARD B. JACOBS

Witness as to all

Joseph F. Lentz, Jr.
JOSEPH F. LENTZ, JR.

LAW OFFICES
LENTZ & HOOPER, P.A.
343 NORTH CHARLES ST.
BALTIMORE, MARYLAND
21202

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

I HEREBY CERTIFY that on this 28th day of March, 1978, before me, the subscriber, a Notary Public of the State and City aforesaid, personally appeared RICHARD B. JACOBS and JOSEPH F. LENTZ, JR., and they severally acknowledge the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Gail Ellen Luntz, Notary Public

My Commission Expires: 07/01/78

03:28:78
RBJ : BJC

LAW OFFICES
LENTZ & HOOPER, P.A.
343 NORTH CHARLES ST.
BALTIMORE, MARYLAND
21202

300

ARTICLES OF INCORPORATION

OF

D. J. CORPORATION

906

approved and received for record by the State Department of Assessments and Taxation of Maryland March 28, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2411, folio 000650, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 11 00 AM '78

LIBER FOLIO

LAND

A 71361

Received for record Sept. 27, 1978
at 11:00 a.m.
Liber #27

000966

SEP 27-78 B 1 643 ******3.75

PAUL HENRY AIR FREIGHT, INC.

Making Election To Be A Close Corporation
Under Section 100

ARTICLES OF AMENDMENT

PAUL HENRY AIR FREIGHT, 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:

(a) Adding an ARTICLE VII to read as follows:

"The Corporation shall be a close corporation as authorized by Section 100 of the General Corporation Law of Maryland."

(b) Striking out ARTICLE V and inserting in lieu thereof the following:

"The Corporation shall have no Board of Directors."

SECOND: The Board of Directors of the Corporation, by written consent to such action signed by all members thereof and filed with the minutes of proceedings of the board, adopted a resolution in which was set forth the foregoing amendment to the charter declaring that said amendment of the charter was advisable and directing that it be submitted for action thereon by unanimous written consent of all stockholders.

THIRD: The amendment of 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 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 the stockholders of the Corporation.

IN WITNESS WHEREOF, PAUL HENRY AIR FREIGHT, 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 March 28, 1978.

Attest: PAUL HENRY AIR FREIGHT, INC.

Russell S. Bernhard, Secretary

By: W. Paul Henry, President

State of Maryland)
County of Washington) ss

I HEREBY CERTIFY that on March 28, 1978, before me the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared W. Paul Henry, President of Paul Henry Air Freight, 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.

Notary Public

303

303

ARTICLES OF AMENDMENT

OF

PAUL HENRY AIR FREIGHT, INC.

914

approved and received for record by the State Department of Assessments and Taxation of Maryland March 30, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2411, folio 0009965, 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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Sep 27 11 on AM '78

LIBER ____ FOLIO ____

LAND ☐ ☐

VAUGHN J. BAKER, CLERK

A 71382

Received for record Sept. 27, 1978
at 11:00 a.m.
Liber #27

001055

SEP 27-78 B 1 644 ******5.25

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY HUMAN DEVELOPMENT COUNCIL, INC.

THIS IS TO CERTIFY:

FIRST: I, Robert E. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a non-stock, non-profit corporation, under and by virtue of the General Laws of the State of Maryland.

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

WASHINGTON COUNTY HUMAN DEVELOPMENT COUNCIL, INC.

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

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any

LAW OFFICES OF
ROBERT E. KUCZYNSKI
KUCZYNSKI BUILDING
55 N. JONATHAN STREET
HAGERSTOWN, MD. 21740
301-797-9120

property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) 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 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).

(c) Included among the educational, and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

(1) to provide community based programs for the development, education and promotion of the skills of mentally retarded and/or handicapped persons of all ages and to assist and to promote community based programs for all persons with physical or mental handicaps or deficiencies.

(2) to conduct, on a non-profit basis, programs to promote the purposes of the Corporation, either in the form of day care centers, or residential training and to carry on and perform whatever type of program is deemed necessary or advisable to further purposes of this Corporation.

(3) To conduct on a non-profit basis, community sponsored day care centers and training and educational facilities

of all kinds for the purpose of furthering the education and skills and training of all persons who are handicapped, either emotionally or physically or mentally retarded.

(4) To provide opportunities and facilities for the maximum development of the capabilities of persons suffering from any of the aforementioned, and to provide means for educating and counseling parents, siblings, guardians, or any persons connected with persons having any of the problems mentioned herein.

(5) To provide these opportunities and facilities for persons who are not eligible for any special training in the local public school system.

(6) To provide all of the services of this Corporation to persons who may be eligible for special training in the local public school system if within the discretion of the Board of Directors, proper facilities, or adequate services are available for such persons.

(7) To perform all acts necessary to effectuate the purposes of this Corporation.

(8) To perform such services on a non-discriminatory basis without regard to race, color, creed, sex, age or country of national origin.

(9) To basically provide the services set forth herein for persons eighteen (18) years of age or older, however, said services shall not be restricted to such persons falling within said definition.

(10) To receive gifts, grants and donations from any source whatsoever and to apply the income and principal thereof, if any, to promoting the above set forth purposes and any other purposes of the Corporation.

(11) To assist and cooperate with all governmental agencies or other charitable agencies in pursuance of and in

connection with their endeavors to aid persons who fall within the definitions set forth of the purposes of this Corporation.

(11) The enumeration of the specific purposes and powers in these Articles of Incorporation are in furtherance of and not in limitation or derogation of the general powers of this Corporation conferred upon it by law.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be 25 Roessner Avenue, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Mary Virginia Schnurr, whose Post Office address is 25 Roessner Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is benevolent in its nature and is not authorized to issue capital stock. The management and control of the Corporation shall be vested in a Board of Directors, who shall be elected from time to time and in such manner as the By-Laws of the Corporation may provide.

SIXTH: 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 three (3); the names of the directors who will act until others qualify are George Richard Schnurr, 25 Roessner Avenue, Hagerstown, Maryland 21740; Mary Virginia Schnurr, 25 Roessner Avenue, Hagerstown, Maryland 21740; and Richard J. Kropka, Steven Avenue, Smithsburg, Maryland 21783.

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 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 494 (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 23rd day of March, 1978, and I acknowledge same to be my act.

WITNESS:

Marylanne McAnany

Robert E. Kuczynski (SEAL)
Robert E. Kuczynski

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 23rd day of March, 1978, before

001062

me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ROBERT E. KUCZYNSKI, who acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and official Notarial Seal.

MARY ANNE McANANY NOTARY PUBLIC WASHINGTON, D.C.

Mary Anne McAnany
Notary Public

My Commission Expires:
July 1, 1978

312

9 14

ARTICLES OF INCORPORATION

OF

WASHINGTON COUNTY HUMAN DEVELOPMENT COUNCIL, INC.

5.25

approved and received for record by the State Department of Assessments and Taxation of Maryland March 30, 1978, at 11:15 o'clock A. M. as in conformity with law and ordered recorded.

9

Recorded in Liber 2411, folio 001054, 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 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Sep 27 11 00 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 71401

Received for record Sept. 27, 1978
at 11:00 a.m.
Liber #27

313
002004

SEP 27-78 B 1 645 ******3.75

HUB LABELS, INC.
TITLE FOUR CORPORATION

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: I, Abbud S. Dahbura, whose post office address is 12 Spring Creek Road, 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:

HUB LABELS, 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, design, prepare, print, distribute and otherwise deal in labels and label 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 12 Spring Creek Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is ABBUD S. DAHBURA, 12 Spring Creek Road, 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 Abbud S. Dahbura.

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) and/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 31st day of March, A.D., 1978 and I acknowledge the same to be my act.

WITNESS:

Brenda Keefer

Abbud S. Dahbura (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 31 day of March, A.D., 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Abbud S. Dahbura, who did acknowledge the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Brenda Keefer

Brenda Keefer, Notary Public

My Commission Expires:
July 1, 1978

318

928

ARTICLES OF INCORPORATION

OF

HUB LABELS, INC.

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland April 3, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2411 6, folio 002003, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 11 00 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J BAKER, CLERK

A 71518

Received for record Sept. 27, 1978
at 11:00 a.m.
Liber #27

SEP 27-78 B# 1 646 ******3.75

ARTICLES OF SALE OF ALL OR SUBSTANTIALLY ALL OF THE PROPERTY AND ASSETS OF MICHAEL ICE, INC., A MARYLAND CORPORATION TO B/M/B/ ASSOCIATES, INC., A MARYLAND CORPORATION

Pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland (1975 Edition)

FIRST: Michael Ice, Inc., hereinafter referred to as "Transferor" agrees to sell all or substantially all of its property and assets, the terms and conditions thereof and the mode of carrying the same into effect are as set forth in these Articles of Sale.

SECOND: The name of the purchaser of such property and assets is B/M/B/ Associates, Inc., hereinafter referred to as "Transferee", and the post office address of the principal place of business of the Transferee is No. 61 West Lee Street, Hagerstown, Washington County, Maryland.

THIRD: The parties to these Articles of Sale are said Michael Ice, Inc., Transferor, and said B/M/B/ Associates, Inc., Transferee, both being corporations organized and existing under the Laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by the Transferee corporation to the Transferor corporation is the sum of Forty One Thousand Eight Hundred Ninety ($41,890.00) Dollars in cash.

FIFTH: The principal office of the Transferor is located in Hagerstown, Washington County, Maryland and the principal office of the Transferee is located in Hagerstown, Washington County, Maryland; the Transferor owns one parcel of real estate in Washington County, Maryland which is the asset being transferred and described below; the Transferee owns real estate located in Washington County, Maryland.

SIXTH: The assets forming the subject matter of the sale hereby made consist of the following: All that land situate on the North side of West Lee Street in the City of Hagerstown, Washington County, Maryland and more particularly described as follows:

> Two separately described but contiguous parcels of land together with the improvements thereon containing in the aggregate approximately one and one third (1 1/3) acres, situate along and fronting a distance of approximately twenty-two (22) feet along the northern boundary of said West Lee Street and being more particularly described in a deed from Thomas S. Michael, Jr. and wife, to Michael Ice, Inc. dated September 1, 1960 and of record in Liber 360, folio 774, one of the Land Records of Washington County, Maryland.

SEVENTH: These Articles of Sale were (a) duly advised by the adoption by the Board of Directors on the 21st day of March, 1978 of a resolution declaring said sale there in proposed advisable, substantially upon the terms and conditions as set forth in these Articles of Sale and directing that said proposed Articles of Sale be submitted for action thereon at a special meeting of the stockholders of the Transferor; and (b) duly approved by the stockholders of the Transferor in the manner and by the vote required by the Laws of the State of Maryland at a meeting of said stockholders held on the 21st day of March, A.D., 1978 by the affirmative vote of the holders of all of the outstanding stock of said Transferor all of which stock was present and represented at said meeting.

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

IN WITNESS WHEREOF, Michael Ice, Inc., Transferor, and B.M.B. Associates, Inc., Transferee, have caused these Articles of Sale to be signed in their respective corporate names and on their behalf by their respective Presidents or Vice Presidents and their corporate seals to be hereunto affixed attested by their respective Secretaries or Assistant Secretaries

all as of this 21st day of March, A.D., 1978.

Michael Ice Seal

MICHAEL ICE, INC.

By Hazel E. Baer
HAZEL E. BAER, PRESIDENT
Transferor

(CORP. SEAL)

ATTEST: William C. Baer
WILLIAM C. BAER, SECRETARY

B.M.B. ASSOCIATES, INC.

By Le Roy E. Myers
LEROY E. MYERS, PRESIDENT
Transferee

(CORP. SEAL)

ATTEST: James C. Bryan
JAMES C. BRYAN, SECRETARY

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 21st day of March, A.D., 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared HAZEL E. BAER, President of Michael Ice, Inc., a corporation organized and existing under the Laws of Maryland, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Sale to be the corporate act of said corporation; and at the same time personally appeared WILLIAM C. BAER and made oath in due form of law that he was Secretary of the meeting of the stockholders of the said corporation attended by the holders of all its capital stock outstanding and entitled to vote at which meeting said Articles were approved and that said Articles were duly advised by the Board of Directors and approved by the stockholders of said corporation in the manner and by the vote stated in said Articles of Sale.

WITNESS my hand and Official Notarial Seal.

My commission expires July 1, 1978.

Michael J. Schafer
Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 21st day of March, A.D., 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared LEROY E. MYERS, President of B.M.B. Associates, Inc., a corporation organized and existing under the Laws of the State of Maryland, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Sale to be the corporate act of said corporation and made oath in due form of law that said Articles of Sale were duly advised, authorized and approved by the Board of Directors of said corporation in accordance with the provisions of its Charter.

WITNESS my hand and Official Notarial Seal.

Sandra S. Ridenour
Notary Public

My commission expires July 1, 1978.

322

ARTICLES OF SALE

BETWEEN

MICHAEL ICE, INC. (MD. CORP.)-TRANSFEROR

AND

BMB ASSOCIATES, INC. (MD. CORP.)-TRANSFEREE

9 15

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland March 27, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2411, folio 001107, 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 Co. Land Record Office.
$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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 27 11 00 AM '78

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

A 71412

Received for record Sept. 27, 1978
at 11:01 a.m.
Liber #27

002031
SEP 27-78 BE 1 647 ******3.75

Received for Record
at o'clock M.
Receipt No. Liber

ARTICLES OF TRANSFER

Articles of Transfer entered into in duplicate this 28th day of March, A.D. 1978, by and between Cohen Brothers, Incorporated, a Maryland Corporation, having its principal place of business and office at 12 West Franklin Street, in Hagerstown, Maryland, hereinafter referred to as the "Transferor", and Dale E. Martin and Clarence E. Myers, Trading As Ed Ellis Properties, with address at 28 Hoffman Drive, Williamsport, Maryland, 21795, hereinafter referred to as the "Transferees", do hereby certify to the Department of Assessments and Taxation of Maryland, as follows:

FIRST: Transferor does hereby agree to sell, grant and convey unto Transferees, their heirs and assigns, all or substantially all of its real property owned by the Transferor, pursuant to the provisions of a Contract & Agreement of Sale and Purchase dated February 27, 1978 between the Transferor and Transferees, hereinafter referred to as "Contract of Sale", which is hereby incorporated herein by reference in these Articles of Transfer, a copy of which Contract of Sale is on file in the office of Transferor and in possession of Transferees, said real property is more particularly described as follows:

All that lot or parcel of land, together with the improvements thereon, in Hagerstown, Washington County, Maryland, situate at the corner formed by the intersection of the West marginal line of North Potomac Street with the North marginal line of West Franklin Street, and more particularly described as follows: Beginning for the lot or parcel of land hereby conveyed at a point on the West marginal line of said North Potomac Street, the said point being the Southeast corner of the lot now or formerly owned by the Independent Jr. Fire Company, presently known as Jr. Fire Company #3, and running thence in a Southerly direction along said West marginal line of North Potomac Street 41 feet, more or less, to a point where said West marginal line of said North Potomac Street intersects the North marginal line of said West Franklin Street, running thence in a Westerly direction along the North marginal line of said West Franklin Street a distance of 129 feet to a point 3 feet 4 inches distant from the East marginal line of the property formerly owned by the Knights of Phythias Lodge, now owned by Amalgamated Local No. 842, U.A.W.C.I.O. of Hagerstown,Md., running thence in a Northerly direction with the width of 3 feet 4 inches from the said East marginal line of the lot presently

owned by Amalgamated Local No. 842, U.A.W.C.I.O. of Hagerstown, Md. a distance of 41 feet, more or less, to the lot designated as Parcel #2 as the same was purchased by the said Independent Jr. Fire Company in the matter of the sale of the real estate of the said S. Martin Bloom, deceased, running thence in an Easterly direction along the South marginal line of the property owned by the said Independent Jr. Fire Company a distance of 129 feet, more or less, to the point or place of beginning, together with the right and easement to the Grantees herein, their heirs, grantees and assigns, to use forever an alleyway or open space 3 feet 4 inches in width, extending along the West marginal line of the land and property hereinabove described and conveyed, and being situate between said property and the property now owned by Amalgamated Local No. 842, U.A.W.C.I.O. of Hagerstown, Md., said open space or alleyway to be used by the Grantees herein for the purpose of ingress to and egress from the lot hereinabove described and being conveyed, with the further right to place flush windows on such alleyway or open space in any building that may hereafter be erected on said lot, which said alleyway or open space shall be kept forever free, unobstructed and shall not be built upon by the Independent Jr. Fire Company, its successors, grantees or assigns; the hereinabove described property being known and designated as Nos. 101-103 North Potomac Street; and being the same property conveyed to Cohen Brothers, Incorporated, by two deeds, the first deed being dated June 10, 1929, by B. Louis Cohen and Saretha Cohen, his wife, and recorded in Liber 183, folio 191, one of the Land Records of Washington County, Maryland, and the other deed being dated December 20, 1929, by Abbe B. Cohen, widower, and recorded in Liber 184, folio 463, another of said Land Records, to all of which deeds reference is hereby made and are all made a part hereof.

SECOND: The Transferees are individuals trading as Ed Ellis Properties, post office address and principal place of business of Transferees is 28 Hoffman Drive, Williamsport, Maryland 21795.

THIRD: The Transferor, Cohen Brothers, Incorporated, is a Maryland Corporation, and its Articles of Incorporation were duly received and approved by the State Tax Commission of Maryland on May 14, 1929, and its principal office is in Washington County, Maryland, and all interests of said corporation in land are located in Washington County, Maryland.

FOURTH: The total consideration paid and to be paid for said property above described as being transferred is the sum of SIXTY-SIX THOUSAND ($66,000.00) DOLLARS, which is to be paid to the Transferor by the Transferees in the following manner: FIVE THOUSAND ($5,000.00) DOLLARS paid by check to Cohen Brothers, Incorporated, on February 17, 1978 when they signed said Contract of Sale, and the balance to be paid in the amount of SIXTY-ONE THOUSAND ($61,000.00) DOLLARS at the time of final settlement for

said property which is to be on or before April 1, 1978, as provided in said Contract of Sale.

FIFTH: The Transferees are all residents of Washington County, State of Maryland.

SIXTH: The terms, provisions and conditions of the transaction set forth in these Articles of Transfer were advised, approved and authorized by the Transferor in the manner and by the vote required by its Charter and the laws of the State of Maryland. The terms, provisions 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 members of the Board 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 the stockholders of the Transferor and filed with the minutes of proceedings of the stockholders.

SEVENTH: The Transferor agrees to execute, acknowledge, seal and deliver in proper form the necessary deed in recordable form confirming the transfer of the real property effected hereby, and will covenant that it has not done, nor suffered to be done anything to encumber the property hereby transferred and that it will warrant specially the property hereby conveyed and covenants to execute such other and further assurances as may be required.

IN WITNESS WHEREOF, Cohen Brothers, Incorporated, Transferor, and Dale E. Martin and Clarence E. Myers, Trading as Ed Ellis Properties, Transferees, have caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of said corporation by its President and attested to by the Secretary, and all Transferees have duly signed the same this 28th day of March, A.D. 1978.

COHEN BROTHERS, INCORPORATED

BY: Mary E. Cohen
Mary E. Cohen, President
Transferor

COHEN BROTHERS, INCORPORATED CORPORATE SEAL

ATTEST AS TO SIGNATURE
AND CORPORATE SEAL:

Frances G. Anderson
Frances G. Anderson
Secretary

002034

Witness:

Dale E. Martin (SEAL)
Dale E. Martin

Nancy L. Zimmerman

Clarence E. Myers (SEAL)
Clarence E. Myers
Trading As Ed Ellis Properties
Transferees

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 17th day of March A.D. 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Mary E. Cohen, President of Cohen Brothers, Incorporated, the Transferor, and acknowledged the aforegoing Articles of Transfer to be the corporate act of said Transferor, and also made oath in due form of law that the matters and facts set forth in said Articles of Transfer are true and correct to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1978.

Paul M. Miller
Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 28th day of MARCH, A.D. 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Dale E. Martin and Clarence E. Myers, Trading as Ed Ellis Properties, Transferees, and did each acknowledge that they did execute and sign said Articles of Transfer for the purposes therein contained, and that the matters and facts therein set forth with respect to the approval thereof are true and correct to the best of their knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1978.

Nancy L. Zimmerman
Notary Public

928

ARTICLES OF TRANSFER

BETWEEN

COHEN BROTHERS, INCORPORATED (MD. CORP.) Transferor

AND

DALE E. MARTIN AND CLARENCE E. MYERS (INDIVIDUALS) Transferees

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland April 3, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2411, folio 002030, 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 Certif. among Land Record Office Washington Co.
$17.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 11 01 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 71523

Received for record Sept. 27, 1978
at 11:01 a.m.
Liber #27

002980

SEP 27-78 B 1 648 ******3.75

ARTICLES OF INCORPORATION

OF

HARBAUGH AMUSEMENTS 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 HARBAUGH AMUSEMENTS INCORPORATED.

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

(a) To engage in the development, design, maintenance and service of various electronic and miscellaneous machines for amusement and service.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1 Van Lear Drive, Williamsport, Maryland, 21795. 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 Robert Harbaugh, Diana Burger and Donald Myers.

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, 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 4th day of April, 1978.

WITNESS:

Marian Marshall

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 4th day of April, 1978, 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 aforegoing 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

9 47

ARTICLES OF INCORPORATION

OF

HARBAUGH AMUSEMENTS INCORPORATED

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland April 7, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2411, folio 002979, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Sep 27 11 01 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J BAKER, CLERK

A 71672

Received for record Sept. 27, 1978
at 11:01 a.m.
Liber #27

000276

SEP 27-78 B 1 649 ******6.25

ARTICLES OF INCORPORATION

OF

COASTAL EQUIPMENT CO.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Roger L. Georgion, whose post office address is 1830 Fountainhead Road, Hagerstown, Maryland, Patsy Stanley, whose post office address is Route #1, Middletown, Maryland 21769, and Harry Erwin Bender, Jr., whose post office address is 9 Lincoln Heights, 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 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: Coastal Equipment Co.

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, install, store, handle, transport, or otherwise work in or with building materials of all kinds, including lumber, roofing, insulating materials, plaster, wall, tile, ornamental and other boards, brick, concrete, structural steel, re-enforcing steel, glass, stone, pottery, tile, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cements and plasters, stucco, stone and gravel, resinous waxes, textiles, 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, install, 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 cumbustible 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 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.

FOURTH: The post office address of the principal office of the Corporation in this State is Coastal Equipment Co., 301 South Cleveland Avenue, 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 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, Patsy Stanley, and Harry Erwin Bender, Jr. shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or withour 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 determin 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 franchised, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 7 day of April, 1978.

WITNESS:

Vicki L. Grimm	Roger L. Georgion
AS TO Roger L. Georgion	Roger L. Georgion
Vicki L. Grimm	Patsy Stanley
As to Patsy Stanley	Patsy Stanley
Vicki L. Grimm	Harry Erwin Bender Jr.
As to Harry Erwin Bender, Jr.	Harry Erwin Bender, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 7 day of April, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Rogert L. Georgion, Patsy Stanley and Harry Erwin Bender, Jr., and each acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my Hand and Official Notarial Seal.

Vicki L. Garton (Grimm)
Notary Public

My Commission Expires:
July 1, 1978

344

951

ARTICLES OF INCORPORATION

OF

COASTAL EQUIPMENT CO.

6.25

approved and received for record by the State Department of Assessments and Taxation of Maryland April 10, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2412, folio 0275, 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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 11 01 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J BAKER, CLERK

A 71737

Received for record Sept. 27, 1978
at 11:02 a.m.
Liber #27

0009999

SEP 27-78 B# 1 650 ******3.75

THE JAYCEES OF HAGERSTOWN, INC.

ARTICLES OF AMENDMENT

The Jaycees of Hagerstown, Inc., a Maryland corporation, having its principal office at Post Office Box 465, Hagerstown, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in their entirety Articles THIRD and FOURTH and by substituting in lieu thereof the following:

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

(a) To provide the young men of the City of Hagerstown and vacinity a medium for training in leadership and citizenship; to promote the civic, industrial and educational development of this community; to secure and disseminate accurate information relating thereto; to oppose legislation unfavorable to the general public interest and promote legislation favorable thereto; and to cooperate with other organizations in advancing their programs of usefulness to this City, County, State and Nation.

(b) To acquire by purchase, exchange, lease, hire, gift or otherwise and to hold, own, improve, manage, sell, mortgage, pledge, convey, transfer or otherwise deal in, utilize or dispose of real and personal property of every kind and description which may be appropriate, useful or necessary to the Corporation for the purposes for which it is organized.

(c) To perform or contract for the performance by others of any work or service deemed necessary or desirable in carrying on or furthering the purpose of the Corporation, and in the upkeep, improvement or preservation of the Corporation's property interests.

(d) The Corporation shall have all the powers granted corporations under the laws of the State of Maryland. However, 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 the subsection of Section 501(c) of the Internal Revenue Code of 1954 under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

(e) In the event of the dissolution of the Corporation, 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 the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within the intendment of Section 501(c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

FOURTH: The post office address of the place at which the principal office of the Corporation is located is Post Office Box 465, Hagerstown, Maryland 21740. The resident agent of the Corporation is William J. Fennel, whose address is 1427 Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SECOND: By written, formal action, unanimously taken by the Board of Directors of the Corporation, pursuant to the Corporation and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advise the foregoing amendments and that a duly authorized meeting of the members of the Corporation were unanimously approved.

IN WITNESS WHEREOF, we have signed these Articles of Amendment on this 10th day of April, 1978, A.D.

ATTEST: THE JAYCEES OF HAGERSTOWN, INC.

Dennis A. Finfrock, Secretary

By: William J. Fennel, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 10th day of April, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared DENNIS A. FINFROCK and WILLIAM J. FENNEL, and acknowledged the aforegoing Articles of Amendment 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.

Joan L. Finfrock
Notary Public

My Commission Expires: 7/1/79

964

ARTICLES OF AMENDMENT

OF

THE JAYCEES OF HAGERSTOWN, INC.

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland April 12, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2412, folio 000998, 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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Sep 27 11 02 AM '78

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

A 71840

Received for record Sept. 27, 1978
at 11:02 a.m.
Liber #27

001260
SEP 27-78 8 1 651 ******3.75

PONDEROSA KENNELS, INC.

A MARYLAND CLOSE CORPORATION

ARTICLES OF INCORPORATION

FIRST: WE, THE UNDERSIGNED, William P. Nolan, Rt. 2, Box 113, Smithsburg, Maryland 21783, and Edna M. Nolan, Rt. 2, Box 113, Smithsburg, Maryland 21783, and Patrick L. Nolan, Rt. 2, Box 113, Smithsburg, Maryland 21783, and Mariet F. Nolan, Rt. 2, Box 113, Smithsburg, Maryland 21783, being at least twenty-one (21) 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.

SECOND: The name of the Corporation (which hereinafter shall be called the Corporation) is PONDEROSA KENNELS, INC., said Corporation electing to be formed as a "Close Corporation" under the laws of the State of Maryland.

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

A. To buy, sell, and breed dogs and other animals; to buy, sell, and deal generally in kennel supplies and equipment of all kinds; to conduct boarding kennels and all matters incidental thereto; and to buy, sell, and manufacture food for dogs and other animals.

B. To lend its uninvested funds from time to time to such extent, to such persons, firms, associations, corporations, governments or subdivisions thereof, and on such terms and on such security, if any, as the Stockholders may determine.

C. To borrow money or raise monies for any of the purposes of the Corporation, from time to time, and without limit as to amount, as the Corporation may determine; and to secure such securities by mortgage or deed of trust, upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets, business and good will of the Corporation, then owned or thereafter acquired.

D. To acquire, by purchase, lease or otherwise, and sell, exchange, rent, hold, own, control, maintain, work, develop, improve, alter, operate, promote,

BELL AND CORNELIUS
ATTORNEYS AT LAW

BELL BUILDING
108 S. WASHINGTON ST.
ROCKVILLE, MARYLAND
762-3535 ..762-0768

BELL TOWER BUILDING
101 W. JEFFERSON ST.
ROCKVILLE, MARYLAND
762-3535 762-0768

DELIVERED TO WILLIAM P. NOLAN ON JANUARY 30, 1979

mortgage, convey, deal in and otherwise turn to account real estate, insurance chattels and personal property of every class and description.

E. To acquire and undertake the good will, property rights, franchises, contracts and assets of every manner and kind and the liabilities of any person, firm, association or corporation, either wholly or in part and to pay for the same in cash, stock, bonds of the Corporation or otherwise.

F. To apply for, purchase, register, or in any manner to acquire and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use, or in any manner dispose of any and all inventions, improvements, and processes, labels, designs, brands, or other rights, and to work, operate, or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

G. To do any and all such further acts and things and to exercise any and all such further powers as may be necessary, appropriate or desirable for the accomplishment, carrying out or attainment of all or any of the foregoing purposes of objects.

H. To purchase, hold and re-issue the shares of capital stock, its bonds or other securities.

I. The aforegoing objects or purposes shall, except as otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation, or any of the amendments thereto, and shall each be regarded as independent and construed as powers as well as objects and purposes.

J. It is distinctly understood that the above powers granted to the Corporation are in furtherance, and not in limitation, of the general powers conferred by law upon corporations, and it 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 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

BELL AND CORNELIUS
ATTORNEYS AT LAW

BELL BUILDING
108 S. WASHINGTON ST.
ROCKVILLE, MARYLAND
762-3535 762-0766

BELL TOWER BUILDING
101 W. JEFFERSON ST.
ROCKVILLE, MARYLAND
762-3535 762-0766

Corporation in this State is Route 2, Box 113, Smithsburg, Maryland 21783. The name and address of the Resident Agent of the Corporation is Patrick L. Nolan, Route 2, Box 113, Smithsburg, Maryalnd 21783, said Resident Agent being an individual actually residing in this State.

FIFTH: We do hereby further certify that the Corporation shall be authorized to issue no more than One Hundred (100) shares of common stock at no par value.

SIXTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the power of the Corporation and stockholders:

A. The stock of the Corporation may not at anytime be modified without the unanimous vote of all stockholders, and at no time may more than one class of stock be permitted.

B. The maximum number of stockholders, whether individuals or estates, may not exceed then (10), nor may any non-resident alien be a stockholder, or control at stockholder of the Corporation.

C. No transfer of stock may be valid unless consented to by all existing stockholders. Provided that should a proposed bona fide transfer, or a transfer occasioned by a stockholder's death, fail to receive a unanimous stockholder approval as required herein, the stockholder requesting said approval may offer said stock to the dissenting stockholders at the proposed selling price, and should the dissenting stockholders refuse to purchase, the proposed transferring stockholder may seek dissolution of the Corporation as provided by law.

D. The Corporation shall operate without a Board of Directors.

E. That the Corporation shall schedule an annual stockholders meeting for the first Monday of June of each and every year. Provided, that no stockholder meeting need be held unless a stockholder desiring said meeting impart notice of said desire, in writing, to the other stockholders, not less than thirty (30) days, nor more than sixty (60) days prior to the scheduled meeting date.

F. No contract or other transaction between this Corporation shall be effected in any way or invalidated by the fact that any of the stockholders, individually or as members of a firm, corporation or partnership of which said stockholder may be a member, may be a party to said transaction, or may be

BELL AND CORNELIUS
ATTORNEYS AT LAW

BELL BUILDING
108 S. WASHINGTON ST.
ROCKVILLE, MARYLAND
762-3835 762-0788

BELL TOWER BUILDING
101 W. JEFFERSON ST.
ROCKVILLE, MARYLAND
762-3835 762-0788

pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such partnerhsip, corporation or firm being so interested, shall disclose said interest to the stockholders.

SEVENTH: The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is William P. Nolan, Route 2, Box 113, Smithsburg, Maryland 21783.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of April, 1978.

Karen Palmer
Witness:

William P. Nolan
WILLIAM P. NOLAN

Karen Palmer
Witness:

Edna M. Nolan
EDNA M. NOLAN

Karen Palmer
Witness:

Patrick L. Nolan
PATRICK L. NOLAN

Karen Palmer
Witness:

Mariet Francesca Nolan
MARIET F. NOLAN

STATE OF MARYLAND, COUNTY OF ~~MONTGOMERY~~ WASHINGTON, SS:

I HEREBY CERTIFY that on this 5 day of April, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared WILLIAM P. NOLAN, EDNA M. NOLAN, PATRICK L. NOLAN, and MARIET F. NOLAN, and made oath in due form of law that the matters and facts contained herein are true and correct, and that the said Articles of Incorporation are their act and deed.

Karen Palmer
Notary Public
My Comm. Expires: 7/1/78

BELL AND CORNELIUS
ATTORNEYS AT LAW

BELL BUILDING
108 S. WASHINGTON ST.
ROCKVILLE, MARYLAND
762-3535 762-0788

BELL TOWER BUILDING
101 W. JEFFERSON ST.
ROCKVILLE, MARYLAND
762-3535 762-0788

352

ARTICLES OF INCORPORATION

OF

PONDEROSA KENNELS, INC.

969

375

approved and received for record by the State Department of Assessments and Taxation of Maryland April 12, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2412, folio 001259, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 71864

SEP 27 11 02 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

Received for record Sept. 27, 1978
at 11:02 a.m.
Liber #27

THE POTOMAC EDISON COMPANY

SEP 27-78 B 1 652 003370 3.75

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 May 16, 1977, 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 13,575,000 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 8,125,000 shares without nominal or par value are Common Stock.

Second: The board of directors of the Corporation on February 2, 1978, 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 17th day of April, 1978, Allegheny Power System, Inc., the holder of all 6,625,000 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 6,625,000 shares of said stock, to the adoption of the aforesaid resolution. The holders of all 578,672 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 12,325,000 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 6,875,000 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 13,575,000 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 8,125,000 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 April 17, 1978.

THE POTOMAC EDISON COMPANY

By Paul M. Horst Jr.
Vice President

(SEAL)

Attest:

William MacMullen
Secretary

STATE OF MARYLAND)
) ss:
COUNTY OF WASHINGTON)

I HEREBY CERTIFY that on April 17, 1978, 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., 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 W. H. MacMullen and made oath in due form of law that he is Secretary of said corporation and that the amendment of the Charter of the corporation therein set forth was approved and adopted by a consent in writing signed by all the stockholders entitled to vote on the subject matter thereof, that there are no stockholders entitled to a notice of meeting of stockholders who are not entitled to vote thereat, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

(NOTARIAL SEAL)

Margaret L. Potts
Notary Public
My commission expires July 1, 1978

991

ARTICLES OF AMENDMENT

OF

THE POTOMAC EDISON COMPANY

9.75

approved and received for record by the State Department of Assessments and Taxation of Maryland April 18, 1978, at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

4

002378

Recorded in Liber 2412, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 500.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 72009

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Sep 27 11 02 AM '78

LIBER FOLIO

LAND

RECORD TAXES

356

Received for record Sept. 27, 1978
at 11:02 a.m.
Liber #27

SEP 27-78 B 1 653 ******3.75

002954

E & M TRUCKING COMPANY

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Guy Conrad McMullan, whose post office address is 304 Maple Avenue, Boonsboro, Maryland 21713; Evelyn May McMullan, whose post office address is 304 Maple Avenue, Boonsboro, Maryland 21713; and Julia Nelson, whose post office address is 1029 Springhill Way, Gambrills, Maryland 21054; 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 is hereinafter called the Corporation) is

E & M TRUCKING COMPANY

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

1. To engage in the business of hauling and transporting property for hire by trucks, trailers and other forms of automotive or other equipment, and to acquire, own, operate, lease, and dispose of like businesses.

2. 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.

3. 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.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 304 Maple Avenue, Boonsboro,

Washington Co.

Maryland 21713. The name and post office address of the resident agent of the Corporation in this State is Guy Conrad McMullan, 304 Maple Avenue, Boonsboro, Maryland 21713. 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 (1,000) shares of the par value of One Hundred Dollars ($100.00) each.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting of stockholders or until their successors are fully chosen and qualified are Guy Conrad McMullan, Evelyn May McMullan and Julia Nelson.

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 15th day of April, 1978.

WITNESS:

J Russell Robinson — Guy Conrad McMullan (SEAL)
Guy Conrad McMullan

as to all — Evelyn May McMullan (SEAL)
Evelyn May McMullan

Julia Nelson (SEAL)
Julia Nelson

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

I HEREBY CERTIFY, That on this 15th day of April, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Guy Conrad McMullan, Evelyn May McMullan and Julia Nelson, and severally

002956

acknowledged the aforegoing Articles of Incorporation to be their act.

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

David B. Van Kuyk
Notary Public

My Commission Expires:
July 1, 1978

999

ARTICLES OF INCORPORATION

OF

E & M TRUCKING COMPANY

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland April 19, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

4

00029.53

Recorded in Liber 2412, folio , 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 11 02 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 72074

Received for record Sept. 27, 1978
at 11:02 a.m.
Liber #27

SEP 27-78 B 1 654 ******2.50 000331

HEBRON MENNONITE CHURCH

ARTICLES OF INCORPORATION

We, the undersigned, Roy W. Harnish of 317 Woodhaven Drive, Hagerstown, Maryland, Kenneth C. Peifer of Route 3, Box 315, Hagerstown, Maryland, Ellen P. Martin of 315 Woodhaven Drive, Hagerstown, Maryland, and Merle E. Harnish of 2605 Lebeck Drive, Hagerstown, Maryland, each being at least twenty-one (21) years of age, do hereby associate themselves 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

HEBRON MENNONITE CHURCH

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 Church Council, including the pastor, subject to the approval of the congregation at its quarterly or other called business meeting.

ARTICLE 3. The Church Council shall consist of the Chairperson, Pastor, Executive Director, Secretary and one

person from each of the following committees: Worship, Education, Pastoral, Trustees, Finance, Hospitality, Constitution, Small Group and Outreach.

ARTICLE 4. The title to Church property shall rest in the Church Council, a board of at least four (4) persons, each being above the age of twenty-one (21) years, and shall be elected each year at a congregational meeting. The Church Council 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 Church Council to purchase, lease, or otherwise acquire, hold, improve, develop, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

ARTICLE 5. Congregational business meetings shall be held at each calendar quarter on the second Friday of the quarter. If that falls on a holiday weekend, the congregational meeting shall be held on the third Friday. Any person may request an additional congregational meeting at any time by presenting the issue for discussion in writing to the Chairperson of the congregational meeting. Within two weeks, the Chairperson will ask for a congregational vote; if the majority of those voting approve, a congregational meeting will be held within three weeks. Two weeks'

notice shall be given for all congregational meetings. Reports of progress and activities will be given at each regular business meeting. Annual election of Church officers will be held at the April congregational meeting of each year, with new officers being installed June 1st following.

ARTICLE 6. The quorum for congregational meetings shall be the members present.

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 a seventy-five (75%) percent vote of members voting. 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. All persons attending the activities of the Church and indicating a desire to be registered as voting members shall be considered eligible to vote until such time as any other criteria for eligibility shall be passed by a seventy-five (75%) percent vote of the voting members.

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 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 seventy-five (75%) percent vote of all members eligible to vote. All amendments shall first be reviewed by the Church Council and shall be given in writing to all voting members at least two weeks in advance of voting.

ARTICLE 11. The objects and purpose of the corporation are religious, educational, and charitable. Its duration shall be perpetual. The corporation holds to a Biblical position, with the doctrinal position as stated in the Constitution and By-Laws.

ARTICLE 12. 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 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.

ARTICLE 13. Upon the dissolution of the corporation, the Church Council shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of the remaining assets to the Eastern Section of the Ohio and Eastern Conference of the Mennonite Church providing said organization qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law). In the event the above shall not be an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, the Church Council shall dispose of all the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 Church Council shall determine.

ARTICLE 14. That the principal office of the Church shall be at P.O. Box 2112, Hagerstown, Maryland 21740, and that the Resident Agent shall be Ellen Martin, 315 Woodhaven Drive, Hagerstown, Maryland 21740.

ARTICLE 15. The corporation shall not be authorized to issue shares of stock in any form or class.

IN WITNESS THEREOF, we have signed these Articles of Incorporation this 19th day of April, 1978.

WITNESSES:

Roy M Shewalter — Roy W Harnish (SEAL)

Roy M Shewalter — Kenneth C Peifer (SEAL)

Roy M Shewalter
Ellen P. Martin — Ellen P. Martin (SEAL)

Roy M Shewalter — Merle D. Harnish (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 19th day of April, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Roy W. Harnish, Kenneth C. Peifer, Ellen P. Martin and Merle E. Harnish and severally acknowledged the aforegoing Articles of Incorporation to be their act.

IN WITNESS THEREOF, I have hereunto subscribed my name and affixed my Official Notarial Seal the day and year last abovementioned.

Roy M Shewalter
Notary Public

My Commission Expires: July 1, 1978

1008

ARTICLES OF INCORPORATION

OF

HEBRON MENNONITE CHURCH

2.50

approved and received for record by the State Department of Assessments and Taxation of Maryland April 21, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2413, folio 000330, 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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 11 02 AM '78

LIBER____ FOLIO____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

A 72162

Received for record Sept. 27, 1978
at 11:02 a.m.
Liber #27

367

000846

SEP 27-78 B 1 655 ******3.75

ARTICLES OF INCORPORATION

OF

REMAVEGE 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 REMAVEGE INCORPORATED.

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

(a) To engage in the business of the preparation of food products and the merchandising of food products and miscellaneous items and all other activities 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.

RICHARD W. LAURICELLA

APR 24 11 02 AM '79

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

FOURTH: The post office address of the principal office of the Corporation in this State is RD #1, Box 239-A, Harpers Ferry, West Virginia, 25425, (actual address is in Maryland, although local Post Office is located in West Virginia). 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

Washington Co. per RL

until the first annual meeting or until their successors are duly chosen and qualify are Edward J. Remavege, Torrence M. Remavege and Michael J. Callari.

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, 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 April, 1978.

WITNESS:

Marian Marshall

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 20th day of April, 1978, 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 aforegoing 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

372

ARTICLES OF INCORPORATION

OF

REMAVEGE INCORPORATED

101

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland April 24, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2413, folio 000815, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 11 02 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 72224

001434

Received for record Sept. 27, 1978
at 11:02 a.m.
Liber #27

SEP 27-78 B# 1 659 *******.50
SEP 27-78 B# 1 658 *******.50

MAR 27 9 51 AM '79

Resolution

A special meeting was held on Tuesday, March 14, 1978 to elect a new resident agent.

A motion was duly made and carried, Mr. John Talley, c/o Lynn Fabricators, Inc., Earley Industrial Park, Route 65, Hagerstown, Maryland 21740, was elected to be the new resident agent for Lynn Fabricators, Inc., replacing former resident agent, Mr. Arthur V. King, 22 West Jefferson St., Rockville, Maryland 20850.

Our principal office address also is Lynn Fabricators, Inc., P.O. Box 648, Earley Industrial Park, Route 65, Hagerstown, Maryland 21740.

John E. Talley, Pres.

Rodney V. Cox, V. Pres.

Carolyn C. Talley
Secretary-Treasurer

374

NOTICE OF CHANGE OF RESIDENT AGENT, AGENT'S ADDRESS

AND PRINCIPAL OFFICE

OF

LYNN FABRICATORS, INC.

921

received for record March 27, 1978 2 , at 8:30 A. M.

and recorded on Film No. 2411 Frame No. 001433 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 № 15801

.50
.50

Special fee paid $3.00
Recording Fee Paid 2.00

Total $5.00

Mr. Clerk - Mail to: Ms. Carolyn C. Talley
LYNN FABRICATORS, INC.
P. O. Box 648, Earley Industrial Park
Route 65
Hagerstown, Md. 21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 11 02 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

rs

Received for record Sept. 27, 1978 Sep 27-78 Brf 1657*****1.00
at 11:02 a.m.
Liber #27

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

T. AUBREY, KEMP, ESQ.
GRICE BLDG., HAGERSTOWN, MARYLAND

which said Articles of TRANSFER were duly approved by said Department on April 3, 1978, at 8:30 AM and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is

COHEN BROTHERS, INCORPORATED, (MD. CORP.)

the name of the transferee is

DALE E. MARTIN AND CLARENCE E. MYERS (INDIVIDUALS)

(b) The location of the principal office of the transferee is

WASHINGTON COUNTY

(c) The Articles of TRANSFER are dated March 28, 1978

(d) The time of receipt for record of the Articles of TRANSFER in the office of the State Department of Assessments and Taxation was

April 3, 1978, at 8:30 AM

Sep 27-78B rf 1656****1.00

Received for record Sept. 27, 1978
at 11:02 a.m.
Liber #27

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF SALE

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 SALE has been filed in its office by McCauley, Cooey & McGrory 152 West Washington Street, Hagerstown, MD. 21740 which said Articles of SALE were duly approved by said Department on March 27, 1978, 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 MICHAEL ICE, INC. (MD. CORP)

the name of the transferee is BMB ASSOCIATES, INC. (MD. CORP.)

(b) The location of the principal office of the transferee is Washington County, 61 West Lee Street, Hagerstown, MD.

(c) The Articles of SALE are dated March 21, 1978.

(d) The time of receipt for record of the Articles of SALE in the office of the State Department of Assessments and Taxation was March 27, 1978, at 8:30 a.m.

1050

377

Received for record Oct. 13, 1978
at 3:48 p.m.
Liber #27

OCT 13-78 A 12351 ******1.00

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

CHARLES F. WAGAMAN, JR.

82 WEST WASHINGTON STREET, HAGERSTOWN, MARYLAND 21740

which said Articles of TRANSFER were duly approved by said Department on April 24, 1978, at 8:30 AM and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is

HAGERSTOWN CHRISTIAN YOUTH CENTER, INCORPORATED (MD. CORP.)

the name of the transferee is

EASTERN DISTRICT OF THE MISSIONARY CHURCH (PA. CORP.)

(b) The location of the principal office of the transferee is

(c) The Articles of Transfer are dated March 30, 1978

(d) The time of receipt for record of the Articles of TRANSFER in the office of the State Department of Assessments and Taxation was

April 24, 1978, at 8:30 AM

Received for record Oct. 13, 1978
at 3:49 p.m.
Liber #27

OCT 13-78 A 12552 *****5.75

ARTICLES OF INCORPORATION

OF

WOODPOINT BAR & GRILL, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Ned K. South, whose post office address is 218 Donnybrook Drive, Hagerstown, Maryland, 21740, and being an adult, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, hereby declare my intention to form a corporation by the execution and filing of these Articles.

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

WOODPOINT BAR & GRILL, INC.

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

1. To engage in the business of operating restaurants, taverns, motels, hotels and allied forms of business, all of the aforegoing within the State of Maryland, or at such other place or places as may be determined upon by the Board of Directors of this Corporation, and to do and transact such other business, subject to the laws of this or any other State or County, that may be calculated to promote the interest of the Corporation.

2. To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or

dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

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

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

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

6. To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use,

exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

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

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

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

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

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

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

FOURTH: The post office addresss of the principal office of the Corporation in this State is 1437 Salem Avenue, Hagerstown, Maryland 21740; the resident agent of the Corporation is Douglas R. Mitchell whose post office address is 340 Woodpoint Avenue, 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 1,500 shares of the par value of $100.00 each, all of which shares are of one class, and are designated common stock. The aggregate par value of all shares having par value is $150,000.

SIXTH: The corporation shall have five (5) directors, and Ned K. South, Jeffrey N. South, Douglas R. South, Keith E. South and Hilda G. South 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 five (5).

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 par value, of any class, and securities convertible into shares of its stock, with par value of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

2. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a 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 a 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 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, re-classifications or otherwise, but no such amendment which change the terms of any of its outstanding stock shall be valid unless such changes of terms shall have been authorized by the

holders of four-fifths of all such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

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

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

7. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of stocks, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of

such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

8. The Board of Directors shall have power to declare and authorize 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, I have signed these Articles of Incorporation on this 17th day of May, 1978.

Ned K. South (SEAL)
Ned K. South

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 17th day of May, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ned K. South and acknowledged the foregoing Articles of Incorporation to be his act.

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

Ruth H. Hensley
Notary Public

My Commission expires: July 1, 1978

387

ARTICLES OF INCORPORATION

OF

WOODPOINT BAR & GRILL, INC.

1130

approved and received for record by the State Department of Assessments and Taxation of Maryland May 19, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

10

575

Recorded in Liber 2415, folio 0028, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 30.00 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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 13 3 49 PM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 73138

Received for record Oct. 13, 1978
at 3:49 p.m.
Liber #27

OCT 13-78 A 12553 ******4.75
002392

ARTICLES OF INCORPORATION

OF

COUNTRY MARKET, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Douglas Chapman, whose postoffice address if 1856 Stone Valley Drive, Hagerstown, Maryland, 21740, Joseph Weaver, whose postoffice address is 453 Clarendon Avenue, Hagerstown, Maryland 21740, and Richard J. Grove, whose postoffice address if 920 Corbett 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 of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is COUNTRY 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 privilges 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 theis 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, mortage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states or districts of the United States of America.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject 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 1520 Virginia Avenue, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Douglas Chapman, whose postoffice address is 1856 Stone Valley Drive, Hagerstown, MD. 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, Douglas Chapman, 1856 Stone Valley Drive, Hagerstown, Maryland 21740; Joseph Weaver, 453 Clarendon Avenue, Hagerstown, Maryland 21740; and Richard J. Grove, 920 Corbett Street, 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.

002398

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 15th day of MAY, 1978.

Witness:

Douglas Chapman (SEAL)
Douglas Chapman

Joseph Weaver (SEAL)
Joseph Weaver

Gloria S. Moores Richard J. Grove (SEAL)
Richard J. Grove

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 15th day of May, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Douglas Chapman, Joseph Weaver and Richard J. Grove and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Gloria S. Moores
Notary Public

My commission expires:

7/1/78

KAYLOR & SPENCE
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

ARTICLES OF INCORPORATION

OF

COUNTRY MARKET, INC.

1117

approved and received for record by the State Department of Assessments and Taxation of Maryland May 18, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2415, folio 002391, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 13 3 49 PM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 73082

Received for record Oct. 13, 1978
at 3:49 p.m.
Liber #27

OCT 13-78 A 12554 ******3.75
002289

ARTICLES OF INCORPORATION

OF

SAM THE POOL MAN, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Samuel Kaufman, whose Post Office address is 273 Harbinger Circle, Hagerstown, Maryland, 21740, being more than 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, 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: SAM THE POOL MAN, INC.

THIRD: The period of existence and duration of this corporation shall be perpetual.

FOURTH: The purposes for which the Corporation is formed are to do any and all things hereinafter mentioned as fully and to the same extent as a natural person might or could do and in any part of the world, viz:

(1) To manufacture, market, whether wholesale or retail, and install swimming pools and to manufacture and market, whether wholesale or retail, all matter of goods, wares, merchandise, and materials connected with the use of swimming pools and to do any and all services in connection therewith.

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

(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 and 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) in addition thereto.

FIFTH: The Post Office address of the principal office of the Corporation is 860 Pennsylvania Avenue, Hagerstown, Washington County, Maryland, 21740. The name and Post Office address of the Regident Agent of the Corporation inMMaryland is Samuel Kaufman, 860 Pennsylvania Avenue, Hagerstown, Washington County, Maryland, 21740. 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 Two Thousand Five Hundred (2,500) shares at a par value of One ($1.00) Dollar per share, all of one class, and having an aggregate par value of Two Thousand Five Hundred ($2,500) Dollars.

SEVENTH: The Corporation shall have three (3) directors, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) nor more than seven (7). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Name	Address
Eleanor Kaufman	273 Harbinger Circle Hagerstown, Maryland 21740
Samuel Kaufman	273 Harbinger Circle Hagerstown, Maryland 21740
Richard N. Kaufman	273 Harbinger Circle Hagerstown, Maryland 21740

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:

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

(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 Corporations; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or to a majority thereof; and any Director of this Corporation who is also a director or officer of such other Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other Corporation and 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 as 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) Any stockholder desiring to dispose of all or any of his stock shall give written notice of such desire to the President and Secretary of the Corporation and all other shareholders of the Corporation unless there be more than ten (10) other shareholders, in which case notice shall be given to all the Corporation's directors. The Corporation shall have thirty (30) days after receipt of such notice to elect to purchase all or part of such shares at the same price as any bona fide offer the shareholder has received. If the Corporation does not elect to purchase all or part of the stock in the thirty (30) day period, then the shareholder may dispose of such shares as he shall see fit. This condition shall continue to apply to any subsequent stockholder who shall acquire the shares from the former stockholder.

(5) 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of April, A. D., 1978.

Witness:

Lucille E. Shifler

Samuel Kaufman (SEAL)
Samuel Kaufman

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

I HEREBY CERTIFY, That on this 24th day of April, A.D.,1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Samuel Kaufman who did acknowledge the aforegoing Articles of Incorporation to be his act.

Witness my hand and official Notarial Seal.

Lucille E. Shifler
Notary Public

My Commission Expires: 7-1-78

401

ARTICLES OF INCORPORATION

OF

SAM THE POOL MAN, INC.

1116

approved and received for record by the State Department of Assessments and Taxation of Maryland May 17, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

6

3.75

Recorded in Liber 2415, folio 002288, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
OCT 13 3 49 PM '78
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 73064

Received for record Oct. 13, 1978
at 3:49 p.m.
Liber #27

OCT 13-78 A 12555 ******4.75
002260

E & G IMPORT EXPORT CORPORATION

(A close Corporation under Title 4, Section 4-101 et seq., Corporation 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 E & G Import Export Corporation.

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 export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell, and deal in and with, at wholesale and retail, merchandise of every kind and nature for exportation from, and importation

into, the United States, and to and from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic and foreign merchandise in domestic markets and domestic and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

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

(3) 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.

(4) 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.

(5) To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Mary-

land 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 201 Heth Road, Williamsport, Maryland 21795. The name and post office address of the resident agent of the Corporation in Maryland are Mansoor Emral Shaool, 201 Heth Road, 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 four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2); 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: Mansoor Emral Shaool, Janet Emral Shaool, Houshmand Ghadirian, and Farnad Ghadirian.

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 16th day of May, A.D., 1978.

Witness:

Roberta Pottenberger

Lynn F. Meyers

Lynn F. Meyers

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 16th day of May, A.D., 19 , 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 aforegoing instrument and who did acknowledge the aforegoing Articles of Incorporation to be his act.

Witness my hand and official Notarial Seal.

Roberta Pottenberger
Notary Public

My Commission Expires:
July 1, 1978

ARTICLES OF INCORPORATION

OF

E & G IMPORT EXPORT CORPORATION

1116

approved and received for record by the State Department of Assessments and Taxation of Maryland May 17, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

8

002259

4.75

Recorded in Liber 2415, folio , 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Oct 13 3 49 PM '70 73059

LIBER FOLIO

LAND

VAUGHN J. BAKER, CLERK

Received for record Oct. 13, 1978
at 3:50 p.m.
Liber #27

OCT 13-78 A 12556 ******5.25

062237

CERTIFICATE OF INCORPORATION

OF

ALEXANDER HOUSE, INC.

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of Maryland, and further certify that:

ARTICLE I

A. The name of the Corporation is Alexander House, Inc., (hereinafter referred to as "the Corporation").

B. The existence of the Corporation will be perpetual.

C. The principal office of the Corporation will be located at 11 Nine Public Square, Hagerstown, Maryland.

D. The resident agent of the Corporation is Dennis Miller, whose post office address is c/o Potomac Edison Company, Downsville Pike, Hagerstown, Maryland, 21740, and actually resides in Maryland.

ARTICLE II

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

A. To provide elderly persons and handicapped persons with housing facilities and services designed to meet their physical, social and psychological needs, and to promote their health, security, happiness, and usefullness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit

basis, where a housing need exists for such groups, to rehabilitate, own, and operate a building known as Alexander House, primarily for providing housing facilities and services as set forth aforesaid, which may also include commercial and general tenant rental space.

B. The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

C. The Corporation shall have no members and shall issue no stock.

ARTICLE III

The Corporation is empowered:

A. To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.

B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objectives of its business and to secure the same by mortgage, pledge or other lien on the Corporation's property.

C. To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Maryland Department of Economic and Community Development, Community Development Administration, acting by and through the Secretary of the Department, and such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing from the Maryland Department of Economic and Community Development and housing assistance payments from the U.S. Department of Housing and Urban Development. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the

Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of the Department of Economic and Community Development.

D. In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation or public bodies: PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of the Department of Economic and Community Development.

ARTICLE IV

A. First Board of Directors. The first Board of Directors who shall serve as such until the first annual meeting of Directors or until their successors are duly chosen and qualify, shall consist of the following named persons:

Names	Addresses
Jack B. Byers	242 Potomac Heights Hagerstown, Maryland 21740
Rome F. Schwagel	39 North Main Street Keedysville, Maryland 21756
Max C. Fiery	211 May Avenue Hagerstown, Maryland 21740
Dennis C. Miller	1428 Hamilton Avenue Hagerstown, Maryland 21740
J. Paul Gruver	113 Knotty Pine Drive Hagerstown, Maryland 21740
Harvey H. Heyser, Jr.	1118 Oak Hill Avenue Hagerstown, Maryland 21740
Wilbur S. King	27 St. James Circle Hagerstown, Maryland 21740

Edward L. Miller Route #9, Box 375
Hagerstown, Maryland 21740

B. Number of Directors. The Corporation shall be governed by the Board of Directors. The number of Directors of the Corporation shall be not less than five (5) nor more than twelve (12) as prescribed from time to time in the By-Laws of the corporation; but in no event shall the minimum number of Directors be less than five (5).

C. Composition of Board of Directors. The Board of Directors shall, after the first annual meeting of Directors, and at all times thereafter, be composed of the following five (5) classes of Directors:

1. Eight (8) Directors to be named by the Home Owner's Foundation.

2. One Director to be named by the Mayor of the City of Hagerstown.

3. One Director to be named by the President of the Board of County Commissioners of Washington County.

4. One Director to be named by the residents of said Alexander House.

5. One Director from the Washington County Commission on Aging.

D. Four (4) members of the Board of Directors shall be necessary to constitute a quorum thereof, except for the filling of the vacancies, which shall require a majority of the remaining Directors for a quorum, and the act of the majority of Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors.

ARTICLE V

The names and addresses (including street and number, if any) of all the incorporators are:

Names	Address
Jack B. Byers	242 Potomac Heights Hagerstown, Maryland 21740
Rome F. Schwagel	39 North Main Street Keedysville, Maryland 21756
Max C. Fiery	211 May Avenue Hagerstown, Maryland 21740
Dennis C. Miller	1428 Hamilton Avenue Hagerstown, Maryland 21740
J. Paul Gruver	113 Knotty Pine Drive Hagerstown, Maryland 21740
Harvey H. Heyser, Jr.	1118 Oak Hill Avenue Hagerstown, Maryland 21740
Wilbur S. King	27 St. James Circle Hagerstown, Maryland 21740
Edward L. Miller	Route #9, Box 375 Hagerstown, Maryland 21740

ARTICLE VI

In addition to the powers granted Corporations under the laws of the State of Maryland, the Corporation shall have full power and authority to:

A. Take, accept, hold and acquire by bequest, devise, gift, purchase, loan or lease any property, real, personal or mixed, whether tangible or intangible, without limitation as to kind, amount or value.

B. Sell, convey, lease, or make loans, grants or pledges of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any.

C. Borrow money upon and pledge or mortgage any such property for any purpose for which it is organized, and to issue notes, bonds or other forms of indebtedness to secure any of its obligations.

D. Hold, improve by construction or otherwise, develop, clear, prepare and dispose of real property.

E. Carry on any of the aforesaid activities or purposes either directly, or as agent for or with other persons, associations or corporations.

F. Carry on any activity and to deal with and expend any such property or income therefrom for any of the aforesaid purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, the By-Laws of the Corporation, or any other limitations as are prescribed by law, provided that no such activity shall be such as is not permitted by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or any corresponding future provision of said Code, and that the corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for public office, and provided further that no part of the net earnings of this Corporation shall inure to the benefit of any member or private individual and no member, director, or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

G. Do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Department of Economic and Community Development and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing from the Maryland Department of Economic and Community Development, and housing assistance payments under the provisions of Section 8, United States Housing Act of 1937, as amended. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors

and assigns, so long as a mortgage on the Corporation's property is held by the Maryland Department of Economic and Community Development.

H. In the event of the dissolution of the Corporation or the winding up of its affairs, the Corporation's property shall not be conveyed or distributed to any individual, or organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation; PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Department of Economic and Community Development, or its nominee.

ARTICLE VII

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of law, shall be distributed as directed by the members of the Corporation among one or more corporations, trusts, community chests, funds or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit or any private shareholder, member or individual, and no substantial part of whose activities consist of carrying on propaganda, or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate or public office, or to other entities of the type which qualify for Federal Income Tax

exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954; or public bodies.

IN TESTIMONY WHEREOF, we have hereunto set our hands this the 16th day of May, 1978.

Shirley L. Deaw Witness	Jack B. Byers (SEAL)
Shirley L. Deaw Witness	Rome F. Schwagel (SEAL)
Shirley L. Deaw Witness	Max C. Fiery (SEAL)
Shirley L. Deaw Witness	Dennis C. Miller (SEAL)
Dulette G. von Wilk Witness	J. Paul Gruver (SEAL)
Shirley L. Deaw Witness	Harvey H. Heyser, Jr. (SEAL)
Dulette G. von Wilk Witness	Wilbur S. King (SEAL)
Shirley L. Deaw Witness	Edward L. Miller (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 16th day of May 1978, before me, a Notary Public in and for the State and County aforesaid, personally appeared Jack B. Byers, Rome F. Schwagel, Max C. Fiery, Dennis C. Miller, J. Paul Gruver, Harvey H. Heyser, Jr., Wilbur S. King, and Edward L. Miller, who, I am satisfied, are the persons named in and who executed the aforegoing Articles of Incorporation, and I have first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Notarial Seal, this 16th day of May, 1978.

Debra K. Dannen
Notary Public

My Commission Expires:
July 1, 1978

ARTICLES OF INCORPORATION

OF

ALEXANDER HOUSE, INC.

1116

approved and received for record by the State Department of Assessments and Taxation of Maryland May 17, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

9

Recorded in Liber 2415, folio 00223, 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 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. Hammond

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 13 3 50 PM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 73056

Received for record Oct. 13, 1978
at 3:50 p.m.
Liber #27

000634

OCT 13-78 A 12557 ******3.75

ARTICLES OF INCORPORATION

OF

HARRY JONES CONCRETE CONTRACTOR 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 HARRY JONES CONCRETE CONTRACTOR INCORPORATED.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 901 Pope Avenue, 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) each. Five Thousand (5,000) shares are Class A, common stock and Five Thousand (5,000) shares are Class B, preferred stock. The aggregate par value of all shares having par value is $100,000.

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 Harry Jones, Janet E. Jones and Charles C. Clarke.

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, 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) (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 25th day of April, 1978.

WITNESS:

Marian Marshall

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 25th day of April, 1978, 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 aforegoing 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

423

1093

ARTICLES OF INCORPORATION

OF

HARRY JONES CONCRETE CONTRACTOR INCORPORATED

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland May 12, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2415, folio 633, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 72879

OCT 13 3 50 PM '78

LIBER ____ FOLIO ____

LAND ____

VAUGHN J. BAKER, CLERK

424

Received for record Oct. 13, 1978
at 3:50 p.m.
Liber #27

Band Boosters

of the

Smithsburg Area Schools, Inc.

OCT 13-78 A 12558 ******3.75

The following Articles of Amendments to the Articles of Incorporation of the above named organization have been advised by the Board of Directors and approved by the general membership of the above named organization.

a. Notwithstanding any statement of purposes or powers aforesaid, the Corporation shall not be organized or operated for any purposes other than those specified in section 501 (c)(3) of the Internal Revenue Code.

b. In the event of dissolution, any assets of the Corporation shall be distributed to an organization, namely, the Smithsburg High School which has established exempt status as an organization described in section 501 (c)(3) of the Internal Revenue Code.

c. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Corporation will be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

In witness whereof, the Band Boosters of the Smithsburg Area Schools, Inc., have caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on April 25, 1978.

MAY 5 '78 AM 10 01

Attest:

Betty Longenecker, Secretary

Band Boosters of the
Smithsburg Area Schools, Inc.

Paul H. Curvey, President

424

The Undersigned, President of the Band Boosters of the Smithsburg Area Schools, Inc., who executed on behalf of said Corporation the foregoing Articles of Amendments, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation, and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Paul H. Curvey, President

ARTICLES OF AMENDMENT

OF

BAND BOOSTERS OF THE SMITHSBURG AREA SCHOOLS, INC.

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland May 5, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2414, folio 0025 17, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Oct 13 3 50 PM '78

LIBER____ FOLIO____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

A 72677

Received for record Oct. 13, 1978
at 3:50 p.m.
Liber #27

OCT 13-78 A 12559 ******3.75

ARTICLES OF AMENDMENT

JOHN H. HORNBAKER, JR., M.D., P.A.

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of John H. Hornbaker, Jr., M.D., P.A., a Maryland Professional Service Corporation, having its principal offices at 138 East Antietem Street, Hagerstown, Maryland, at a meeting duly convened and held on April 6, 1978, 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:

CARDIOLOGY CONSULTANTS,
JOHN H. HORNBAKER, JR., M.D., P.A.

RESOLVED, That it is advisable to amend the Charter of the Corporation by changing the corporate address as of May 18, 1978, 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 April 6, 1978, 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, John H. Hornbaker, Jr., M.D., P.A., has caused these presents to be signed in its name and on its behalf by its President's signature witnessed by its Secretary this 1st day of May, A.D., 1978.

Attest to Signature and Corporate Seal:

Margaret H. Hornbaker
Secretary

JOHN H. HORNBAKER, JR., M.D., P.A.

By [signature]
John H. Hornbaker, Jr.,
President

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 1st day of May, A.D., 1978, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared John H. Hornbaker, Jr., President of John H. Hornbaker, Jr., M.D., P.A., a Maryland Professional Corporation, and on behalf of the Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of the Corporation, and at the same time personally appeared Margaret H. Hornbaker, 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.

Roberta Pfleukeyer
Notary Public

My Commission Expires:
1 July 1978

428

1053

ARTICLES OF AMENDMENT

OF

JOHN H. HORNBAKER, JR., M.D., P.A.

Changing its name to:

CARDIOLOGY CONSULTANTS, JOHN H. HORNBAKER, JR., M.D., P.A.

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland May 4, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2414, folio 0018867, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 13 3 50 PM '78

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

A 72602

HANCOCK HEALTH CARE CORPORATION
POST OFFICE BOX 171
HANCOCK, MARYLAND 21750

Received for record Oct. 13, 1978
at 3:50 p.m.
Liber #27

ARTICLES OF INCORPORATION

FIRST: The undersigned, Calvin F. Hoffman, Route 1, Hancock, Maryland 21750; Doris Fauss, Hancock, Maryland 21750; Lucille Charlton, Hancock Maryland 21750; and Connie Winebrenner, Hancock, Maryland 21750, 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 is the Hancock Health Care Corporation.

THIRD: Said corporation is organized exclusively for charitable, religious, educational, and scientific 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).

The Corporation's primary purpose is to improve health services to all residents of the Hancock, Maryland area and contiguous areas in the Hancock Service area.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Post Office Box 171, Hancock, Washington County, Maryland 21750.

The name and address of the resident agent of the corporation in Maryland are: Calvin F. Hoffman, Route 1, Hancock, Washington County, Maryland 21750.

FIFTH: The Corporation shall not be authorized to issue capital stock.

SIXTH: The number of directors of the Corporation shall be eighteen, 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 meeting or until their successors are duly chosen and qualified are: Calvin F. Hoffman, Doris Fauss, Lucille Charlton, Connie Winebrenner, Adele Gerber, C. Francis Hammann, William Hinkle, Marian McCray, David Sowers, Marian Thomas, Fred Caton, Dan Fleming, William Harmison, Gerald Hendershot, Margaret McCray, James Roby, Sr., Lois Younker, and Jack Butts.

HANCOCK HEALTH CARE CORPORATION
POST OFFICE BOX 171
HANCOCK, MARYLAND 21750

SEVENTH: 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 set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (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).

EIGHT: 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 Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for Washington County or Court in any other proper jurisdiction 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.

HANCOCK HEALTH CARE CORPORATION
POST OFFICE BOX 171
HANCOCK, MARYLAND 21750

001457

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on APRIL 13, 78.

Calvin F. Hoffman, President
(Calvin F. Hoffman)

Doris Fauss, Vice President
(Doris Fauss)

Lucille Charlton, Secretary
(Lucille Charlton)

Connie Winebrenner, Treasurer
(Connie Winebrenner)

STATE OF MARYLAND

County of Washington

I HEREBY CERTIFY that on April 14, 1978, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington personally appeared Calvin F. Hoffman, Doris Fauss, Lucille Charlton and Connie Winebrenner 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.

G. E. Mills
Notary Public

432

1051

ARTICLES OF INCORPORATION

OF

HANCOCK HEALTH CARE CORPORATION

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland May 3, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2414, folio 001451, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Oct 13 3 50 PM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 72584

Received for record Oct. 13, 1978
at 3:50 p.m.
Liber #27

OCT 13-78 A 12561 ******3.75

ARTICLES OF TRANSFER

HAGERSTOWN CHRISTIAN YOUTH CENTER, INC., a Corporation of the State of Maryland, having its principal office at 919 Corbett Street, Hagerstown, Washington County, Maryland, hereinafter called "Transferor" and the EASTERN DISTRICT OF THE MISSIONARY CHURCH, a Pennsylvania Corporation, of 259 Darlene Street, York, Pennsylvania, 17402, hereinafter called "Transferee" do hereby certify to the State Department of Assessments and Taxation of Maryland, as follows:

FIRST: That the Transferor hereby agrees and does hereby transfer unto the Transferee all of the property and assets of the Transferor, including all real property owned by said Transferor, and more particularly described as follows:

PARCEL NO. 1: All those lots or parcels of ground together with the improvements thereon, situate in Washington County, Maryland, in Corbetts Addition on a Plat of The Hagerstown Manufacturing, Mining and Land Improvement Company's First Addition to Hagerstown, being designated as Lots Nos. 38, 39, and 40 in Section 16 of said Addition, each lot fronting 25 feet on the East side of Mechanics Street (now Pope Avenue) and extending back at right angles with uniform width 150 feet to an alley, and BEING the same tract or parcel of land which was conveyed unto the Transferor by Elston I. Ashby and James F. Ashby, her husband, by deed dated September 8th, 1960 and recorded among the Land Records of Washington County, Maryland, in Liber 360, folio 789.

PARCEL NO. 2: Being all those two lots lying adjacent and on the West side of Corbett Street, between First Street and Maple Avenue, in the Hagerstown Manufacturing, Mining and Land Improvement Company's Addition No. 1 to Hagerstown, being known and designated as Lots Nos. 10 and 11 of Section 16 of said Addition, a Plat of which is recorded among the Plat Records in the Office of the Clerk of the Circuit Court for Washington County, Maryland, at folio 13;

PARCEL NO. 3: Being all that lot situate in "The Hagerstown Manufacturing, Mining and Land Improvement Company's No. 1 Addition to Hagerstown" and adjoining Parcel No. 1 on the South, said lot fronting twenty-five (25) feet, more or less, on the West side of Corbett Street and running back one hundred fifty (150) feet, more or less, to an alley, being known and designated as Lot No. 12 of Section 16 on the Plat of said Addition recorded among the aforesaid Plat Records at folio 13.

Parcels two and three of these Articles being the same as Parcels one and two of the deed from Ezra Fox and Thomas J. White, surviving Trustees of "The Union Chapel of Corbett's Addition in Washington County" to the Transferor, dated November 30th, 1955, and recorded among the Land Records of Washington County, Maryland, in Liber 304, folio 589.

SECOND: That the name, address and principal place of business of the Transferee is: EASTERN DISTRICT of the MISSIONARY CHURCH, 259 Darlene Street, York, Pennsylvania, 17402.

CHARLES F. WAGAMAN, JR.
ATTORNEY AT LAW
82 WEST WASHINGTON ST.
HAGERSTOWN, MD. 21740

THIRD: That the Transferee was incorporated on the 29th day of May, 1969, under the general laws of the Commonwealth of Pennsylvania.

FOURTH: The Transferee Corporation is registered to do interstate and foreign business in the State of Maryland by virtue of a registration certificate filed simultaneously with these Articles.

FIFTH: Each party to these Articles has its principal office in Washington County, Maryland; none of the parties ownes an interest of land in Maryland, other than Washington County, Maryland.

SIXTH: That the name and address of the resident agent of the Transferee is: Mrs. Jeanne Cantrell, 134 Pheasant Trail, Hagerstown, Maryland, 21740.

SEVENTH: The parties to these Articles hereby state that the terms and conditions of the transaction setforth in these Articles were advised, authorized and approved by each corporation party to the Articles in the manner and by the vote required by the Charter and the laws of the place where each party is organized, approval having been given by the membership of the Transferor at which it was unanimously voted to effect the transfer proposed in these Articles and to transfer all real estate owned by the Transferor to the Transferee and that these Articles of Transfer were approved by the governing body of the Transferee by unanimous vote.

EIGHTH: The parties hereto heretofore state that the nature and amount of the consideration to be paid, transfered or issued for the assets of the Transferor herein is none.

IN WITNESS WHEREOF, these Articles of Transfer have been signed in the name of and on behalf of the Transferor and the Transferee by their respective Presidents and their respective Corporate Seals have been hereto affixed by their secretaries.

HAGERSTOWN CHRISTIAN YOUTH CENTER, INC.

By: Jeanne Cantrell (CORPORATE SEAL)
Jeanne Cantrell, President

Attest: Thelma Rogers
Thelma Rogers, Secretary

CHARLES F. WAGAMAN, JR.
ATTORNEY AT LAW
53 WEST WASHINGTON ST.
HAGERSTOWN, MD. 21740

EASTERN DISTRICT OF THE MISSIONARY CHURCH

By: Don Rohrs
Don Rohrs, President

Attest
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY: To-Wit:

I HEREBY CERTIFY, This 30 day of March, 1978, before me, a Notary Public of the State and County aforesaid, personally appeared Jeanne Cantrell, President of Hagerstown Christian Youth Center, Inc., and acknowledged the aforegoing Articles of Transfer to be the corporate act of said Transferor and also made oath in due form of law that the matters and facts setforth in said Articles of Transfer are true and correct to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Linda B. Shirley
Linda B. Shirley, Notary Public

My Commission Expires:
July 1, 1978

STATE OF PENNSYLVANIA, COUNTY: To-Wit: York

I HEREBY CERTIFY, this 30th day of December, 1977, before me, a Notary Public of the State and County aforesaid, personally appeared Don Rohrs, President of the Eastern District of the Missionary Church, and acknowledged the aforegoing Articles of Transfer to be the corporate act of said Transferee and also made oath in due form of law that the matters and facts set forth in said Articles of Transfer are true and correct to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Linda J. Kessler
2318 South Queen St. York Notary Public

My Commission Expires: April 17, 1978

CHARLES F. WAGAMAN, JR.
ATTORNEY AT LAW
82 WEST WASHINGTON ST.
HAGERSTOWN, MD. 21740

001410

REGISTRATION OF THE
EASTERN DISTRICT OF THE MISSIONARY CHURCH

TO: The State Department of Assessment and Taxation
Corporate Records Division
Room 801, 301 West Preston Street
Baltimore, Maryland 21201

Gentlemen:

The EASTERN DISTRICT of the MISSIONARY CHURCH, a Pennsylvania Corporation, hereby certifies to the Department that the address of the EASTERN DISTRICT of the MISSIONARY CHURCH is 259 Darlene Street, York, Pennsylvania, 17402; and, that the name and address of its resident agent in the State of Maryland, is Mrs. Jeanne Cantrell, 134 Pheasant Trail, Hagerstown, Maryland, 21740.

EASTERN DISTRICT OF THE MISSIONARY CHURCH

By: Rev Don Rohrs
Rev. Don Rohrs, District
Superintendent, Eastern District

CHARLES F. WAGAMAN, JR.
ATTORNEY AT LAW
82 WEST WASHINGTON ST.
HAGERSTOWN, MD. 21740

1050

437

ARTICLES OF TRANSFER

BETWEEN

HAGERSTOWN CHRISTIAN YOUTH CENTER, INCORPORATED (MD. CORP.) Transferor

AND

EASTERN DISTRICT OF THE MISSIONARY CHURCH (PA. CORP.) Transferee

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland April 24, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2414, folio 001406, 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 Record Office Washington Co.
$17.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Oct 13 3 50 PM '78 A 72572

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

Received for record Oct. 13, 1978
at 3:50 p.m.
Liber #27

OCT 13-78 A 12562 ******3.75

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

ARTICLES OF AMENDMENT

The Family Service Agency of Washington County, Maryland, Inc., a Maryland corporation, having its principal office at 138 East Antietam Street, Hagerstown, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: That the Articles of Incorporation of the Corporation are hereby amended by striking in its entirety Articles SECOND and FOURTH and substituting in lieu thereof the following:

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

THE FAMILY SERVICE AGENCY/BIG SISTERS, OF WASHINGTON COUNTY, MARYLAND, INC."

"FOURTH: The post office address of the principal office of the Corporation in this State is Suite No. 5, Antietam Professional Center, 138 East Antietam Street, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Alice B. Sencindiver, whose address is the same as the Corporation. Said Resident Agent is a citizen ~~is a citizen~~ of the State of Maryland and actually resides therein."

SECOND: By action of a majority of the Board of Directors of the Corporation, pursuant to and in accordance with, Section 2-603 (c) of the Corporations and Associations article of the Annotated Code of Maryland, the Board of Directors of the Corporation approved the aforegoing amendments to the Articles of Incorporation of the Corporation at its regular monthly meeting. The Directors are the only members of the Corporation.

IN WITNESS WHEREOF, The Family Service Agency of Washington County, Maryland, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 12th day of April, 1978, and its President acknowledges that these Articles of Amendment are the act and deed of The Family Service Agency of Washington County, Maryland, 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 her knowledge, information and belief.

ATTEST:

By Grace Cline
Grace Cline
Secretary

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

By Marie Nowakowski
Marie Nowakowski
President

1049

ARTICLES OF AMENDMENT

OF

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

changing its name to:

THE FAMILY SERVICE AGENCY/BIG SISTERS, OF WASHINGTON COUNTY, MARYLAND, INC.

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland May 3, 1978 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

5

Recorded in Liber 2414 **, folio** 001123**, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Oct 13 3 50 PM '78 A 72538

LIBER ____ FOLIO ____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

rmc

Received for record Oct. 13, 1978
at 3:50 p.m.
Liber #27

000792

OCT 13-78 A 12563 ******3.75

ARTICLES OF INCORPORATION

OF

HYDRA-PAK 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 HYDRA-PAK Incorporated.

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

(a) To engage in the sales and service of hydraulic equipment and all other activities 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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 168 Cumberland Street, Clear Spring, Maryland, 21722. 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 Edward E. Lushbaugh, Jr., Michael L. Crampton and Suzanne I. Lushbaugh.

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, 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 25th day of April, 1978.

WITNESS:

Marian Marshall

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 25th day of April, 1978, 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 aforegoing 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

446

1043

ARTICLES OF INCORPORATION

OF

HYDRA-PAK INCORPORATED

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland May 1, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2414, folio 0000791, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 13 3 50 PM '78 A 72475

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

Received for record Oct. 13, 1978
at 3:50 p.m.
Liber #27

OCT 13 78 A 12564 ******175

ARTICLES OF INCORPORATION

OF

HUB CITY CYCLE CENTER, 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 1153 Beechwood 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 HUB CITY CYCLE CENTER, INC.

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

To buy, sell, manufacture, remanufacture, repair, bicycles, tricycles, motor assisted bicycles (mopeds) skate boards, camping equipment, skiing equipment and other sporting goods. To own, operate and lease as Lessor or Lessee physical plants for the sales, manufacture, repair and use of such equipment.

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 enchance the value of its property, business or rights.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1802 Woodburn Drive, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Robert M. Bricker, 1802 Woodburn 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 Hundred Thousand (100,000) shares of the par value of One Dollar ($1.00) a share, all of one class and having an aggregate par value of One Hundred Thousand Dollars ($100,000.00).

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 M. Bricker, Jean M. Bricker and Bobbi Jean Bricker.

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 April 24, 1978.

WITNESS:

Joanne Snyder — Kenneth J. Mackley
Joanne Snyder — Howard W. Gilbert, Jr.
Joanne Snyder — Patricia L. Witmer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 24th day of April, 1978, 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 Official Notarial Seal.

Joanne Snyder, Notary Public

My Commission Expires:
July 1, 1978

1033

ARTICLES OF INCORPORATION

OF

HUB CITY CYCLE CENTER, INC.

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland April 28, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2413, folio 002216, 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Oct 13 3 50 PM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VALUATION ____ CLERK

A 72372

Received for record Oct. 13, 1978
at 3:50 p.m.
Liber #27

001306

OCT 13-78 A 12565 ******3.75

BROOKE EQUIPMENT CO., INC.
ARTICLES OF AMENDMENT

BROOKE EQUIPMENT CO., INC., a Maryland Corporation, having its principal office in Washington County, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland that the Corporation is hereby amending the Articles of Incorporation by changing the name of the corporation from Brooke Equipment Co., Inc. to Brooke Management Company; and the said amendment was approved and advised by the Board of Directors and approved unanimously by the Stockholders at a combined Board of Directors and Stockholders meeting duly convened and held on April 1, 1978, after notice was duly given to them.

IN WITNESS WHEREOF, Brooke Equipment Co., Inc. has caused these presents to be signed in its name and on its behalf by its Vice-President and its Corporate Seal to be hereunto affixed and attested by its Secretary, on April 21, 1978.

ATTEST:

Sandra C. Georgion, Secretary

BROOKE EQUIPMENT CO., INC.

By: Roger L. Georgion
Roger L. Georgion
Vice-President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY THAT on April 21, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Roger L. Georgion, Vice President of Brooke Equipment 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 Sandra L. Georgion and made oath in due form of law that she was Secretary of the meeting of the Board of Directors of said corporation at which the amendment of the charter of the Corporation herein set forth was approved, and that the matters and facts set forth in said Articles of

001307

Amendment are true and correct to the best of his knowledge, information and belief.

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

Vicki L. Gaston (Guinn)
Notary Public

My Commission Expires:
July 1, 1978

452

1021

ARTICLES OF AMENDMENT

OF

BROOKE EQUIPMENT CO., INC.

changing its name to:

BROOKE MANAGEMENT COMPANY

3.75

approved and received for record by the State Department of Assessments and Taxation of Maryland April 26, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2413, folio 001305, 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 L. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Oct 13 3 50 PM '78 A 72272

LIBER____ FOLIO____

LAN[illegible]
VAUGHN [illegible] CLERK

Received For Record December 1, 1978 at 10:54 o'clock am Coppation Liber 27

COHEN BROTHERS, INCORPORATED 000963

ARTICLES OF DISSOLUTION DEC -1-78 A# 17202 ******5.25

Cohen Brothers, Incorporated, a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is 12 West Franklin Street, Hagerstown, Maryland 21740.

THIRD: The name and post office address of the Resident Agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, is:-

Merle S. Elliott, CPA
25 North Avenue
Hagerstown, Maryland 21740

Said Resident Agent is an individual actually residing in this State.

FOURTH: The name and post office address of each of the Directors of the Corporation is as follows:-

Name	Post Office Address
Albert H. Cohen	Terrace Office Center Frederick, Md. 21701
Mary E. Cohen	3A Long Meadow Apts. Northern Avenue Hagerstown, Md. 21740
Frances G. Anderson	12 West Franklin St. Hagerstown, Md. 21740
Ralph G. Miller	First National Bank Of Maryland 101 West Washington St. Hagerstown, Md. 21740

FIFTH: The names, title and post office address of each of the Officers of the Corporation is as follows:-

Name	Title	Post Office Address
Mary E. Cohen	President & Treasurer	3A Long Meadow Apts. Northern Avenue Hagerstown, Md. 21740
Ralph G. Miller	Vice President	First National Bank Of Md. 101 West Washington St. Hagerstown, Md. 21740
Frances G. Anderson	Secretary	12 West Franklin St. Hagerstown, Md. 21740
Albert H. Cohen	Chairman of Board of Directors	Terrace Office Center Frederick, Md. 21701

SIXTH: The entire Board of Directors, at a special meeting of the Board of Directors, duly convened and held on November 18, 1977, pursuant to notice to all members of the Board and to a written Waiver of Notice of this special meeting signed by all members of the Board of Directors prior to the meeting in the conference room of The First National Bank Of Maryland, 101 West Washington Street, Hagerstown, Maryland, adopted a resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for action thereon at a special meeting of all the stockholders of the Corporation which was set for 10:00 o'clock A.M. on December 14, 1977 at said The First National Bank Of Maryland.

SEVENTH: That a special meeting of the stockholders of the Corporation was duly convened and held on December 14, 1977, in the conference room of The First National Bank Of Maryland, 101 West Washington Street, Hagerstown, Maryland, pursuant to a call made by the Board of Directors in accordance with a resolution adopted by the Board on November 18, 1977, and the stockholders approved and authorized at this meeting the dissolution of the Corporation as recommended by the Board of Directors in the manner and by the vote required by the Charter of the Corporation and Article 23 of the Annotated Code of Maryland.

EIGHTH: The Corporation has no known creditors.

NINTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Department of Assessments and Taxation) stating in effect that all taxes levied on assessments by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 160 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:-

Harry C. Snook, Treasurer of Washington County, Md.
Dept. of Revenue & Finance, City of Hagerstown.

IN WITNESS WHEREOF, Cohen Brothers, Incorporated has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary this 1st day of June, A.D. 1978.

COHEN BROTHERS, INCORPORATED

BY: Mary E. Cohen
Mary E. Cohen, President

COHEN BROTHERS, INCORPORATED CORPORATE SEAL 1929 MARYLAND

ATTEST AS TO CORPORATE SEAL:

Frances G. Anderson
Frances G. Anderson, Secretary

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

I HEREBY CERTIFY that on this 1st day of June, A.D. 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Mary E. Cohen, President of Cohen Brothers, Incorporated, a Maryland corporation, and in the name and on behalf of the said Corporation acknowledged the aforegoing Articles of Dissolution to be the corporate act of said Corporation.

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

My Commission Expires:
July 1, 1978.

Notary Public

000966

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

I HEREBY CERTIFY, That on this 1st day of June, A.D. 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Frances G. Anderson, and made oath in due form of law that she was Secretary of Cohen Brothers, Incorporated, a Maryland Corporation, and that she was Secretary at the time of the Special Meetings of the Board of Directors and Stockholders at which the dissolution of the corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of her knowledge, information and belief.

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

RALPH M. MILLER NOTARY PUBLIC WASHINGTON COUNTY, MARYLAND

My Commission Expires:
July 1, 1978.

Ralph M. Miller
Notary Public

000967

CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS

May 24, 1978

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 penalities owing by COHEN BROTHERS INCORPORATED, 12 West Franklin Street, Hagerstown, Maryland 21740 , up to and including the Fiscal Tax Year 1977-78.

Frances E. Couchman
Frances E. Couchman
Acting Tax Collector and
Treasurer

FEC/c

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

May 23, 1978

RE: Dissolution - COHEN BROTHERS, INCORPORATED

This is to certify - That the books and records of the County Treasurer for Washington County show that all taxes levied on asssessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

COHEN BROTHERS, INCORPORATED

have been paid to and including the fiscal year July 1st., 1977 to June 30th., 1978

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 23rd day of May A.D., 1978.

Harry C Snook
Harry C. Snook,
Treasurer for Washington County, Md.

000969

State Department of Assessments and Taxation

April 13, 1978

Mr. T. Aubrey Kemp.
Law Offices
Grice Building
Hagerstown, Maryland 21740

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

COHEN BROTHERS, INCORPORATED

a Maryland corporation, have been certified to the following counties and cities for the collection of taxes thereon, which taxes are not barred by Section 212 of Article 81 or otherwise:

NONE

This certificate is made pursuant to Section 3-407, Corporations and Associations Volumes.

E. H. Coulson

EHC/jmk

301 West Preston Street, Baltimore, Maryland 21201 / Phone 383-2530

000970

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 269-3619

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

COHEN BROTHERS, INCORPORATED

have been paid.

WITNESS my hand and official seal this

Twenty-second day of May A.D. 19 78

Jane M. Rusby
Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION hereby gives notice that ARTICLES OF DISSOLUTION of the COHEN BROTHERS, INCORPORATED were received for record on, November 14, 19 78, in accordance with the provisions of Sec. 77 of Art. 23 of the Code (1957 Edition).

William L. Shoemaker
William L. Shoemaker Director

2011

461

ARTICLES OF DISSOLUTION

OF

COHEN BROTHERS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland June 7, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

000962

Recorded in Liber 2417, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ Recording fee paid $ 21.00 Special Fee paid $ 15.00

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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 1 10 54 AM '78

LIBER FOLIO

LAND

VAUGHN J. BAKER, CLERK

A 73745

462 Received For Record December 1, 1978 at 10:54 o'clock am Copporation liber 27

000834

DEC -1-78 A 17203 ******3.75

ARTICLES OF DISSOLUTON

OF

BROTHERS' FORD TRACTOR & EQUIPMENT CO., INC.

1. The name of the Corporation is Brothers' Ford Tractor & Equipment Co., Inc. and the post office address of its principal office in this State is R.F.D. No. 5, Hagerstown, Maryland, 21740.

2. The name and post office address of the resident agent of the Corporation, in this State, who shall serve for one (1) year after dissolution and until the affairs of the Corporation are wound up is Ray M. Johns, R.F.D. No. 5, Hagerstown, Maryland 21740.

3. The name and post office address of each of the directors of the Corporation are:

Ray M. Johns
R.F.D. No. 5
Hagerstown, Maryland 21740

Anita L. Johns
R.F.D. No. 5
Hagerstown, Maryland 21740

Laurence E. Johns
R.F.D. No. 5
Hagerstown, Maryland 21740

Patsy A. Johns
R.F.D. No. 5
Hagerstown, Maryland 21740

4. The name, title and post office address of each of the officers of the Corporation are: President - Ray M. Johns - R.F.D. No. 5, Hagerstown, Maryland 21740, Vice-President - Laurence A. Johns, R.F.D. No. 5, Hagerstown, Maryland 21740, Secretary - Patsy A. Johns, R.F.D. No. 5, Hagerstown, Maryland 21740, Treasurer - Anita L. Johns R.F.D. No. 5, Hagerstown, Maryland 21740.

5. That the Dissolution of this Corporation was duly advised by the Board of Directors of this Corporation and

duly authorized by the holders of all the issued and outstanding stock of this Corporation and, thus, was approved by said stockholders in the manner and by the vote required by law and by the Charter of the Corporation.

6. That the Coporation has no known creditors.

7. That the Corporation is hereby dissolved.

Respecfully submitted,

Brothers' Ford Tractor & Equipment Co., Inc.

by Ray M. Johns
Ray M. Johns
President

(CORP. SEAL)
Attest as to corporate seal

Patsy A. Johns, Sec.
Patsy A. Johns
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 19th day of April, A.D., 197 , before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ray M. Johns, President of Brothers' Ford Tractor & Equipment Co., Inc., personally known to me to be the person whose name is subscribed to the aforegoing instrument and who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Roberta Poffenberger
Notary Public

My Commission Expires:

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 19th day of April, A.D., 197 , before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Patsy A. Johns who did make oath in due form of law that she was secretary of the meeting of the Board of Directors advising Dissolution of this Corporation and that she was likewise Secretary of the meeting of the Stockholders held in reference thereto and that the matters and facts set forth in the aforegoing Articles of Dissolution with respect to the authorization for Dissolution are true as therein set forth.

WITNESS my hand and official Notarial Seal.

Roberta Poffenberger
Notary Public

My Commission Expires:

STATE OF MARYLAND
State Department of Assessments and Taxation
William L. Shoemaker, Director

000836

March 8, 1978

M's Lynn F. Myers
Meyers, Wagman & Young, P.A.
Attorneys at Law
Hagerstown, Maryland 21740

Dear M's Myers:

Brothers' Ford Tractor & Equipment Co., Inc. has always been certified to Washington county. A Tax Clearance for dissolution must come from the tax office in Hagerstown for personal property taxes.

Very truly yours,

E H Coulson

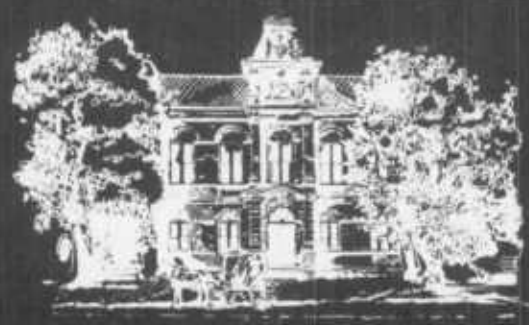
E. H. Coulson

EHC/lj

301 West Preston Street, Baltimore, Maryland 21201 / Phone: (301) ~~383-2626~~ 383-2530

000837

OFFICE OF
HARRY C. SNOOK
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone: (301) 791-3173



The Court House
SERVING WASHINGTON COUNTY SINCE 1873

HARRY C. SNOOK, Treasurer
LEONA H. HOLMES, Deputy Treasurer
HELEN B. LEWIS, Deputy Treasurer

March 7, 1978

Dissolution
RE: Brothers' Ford Tractor & Equipment Co. Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Brothers' Ford Tractor & Equipment Co. Inc.

have been paid to and including the fiscal year July 1, 1976 to June 30, 1977. We have not received a certification for year 1977-1978.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 7th day of March A.D., 1978.

Harry C. Snook SEAL
Harry C. Snook,
Treasurer for Washington County, Md.

466

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 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

000838

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

BROTHERS' FORD TRACTOR & EQUIPMENT CO., INC.

have been paid.

WITNESS my hand and official seal this

First day of May A.D. 1978.

Mary Ellen Hopkins
Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

BROTHERS' FORD TRACTOR & EQUIPMENT CO., INC.

were received for record on, November 14, 19 78,

in accordance with the provisions of Sec. 77 of Art. 23 of the Code (1957 Edition).

William L. Shoemaker
William L. Shoemaker Director

1148

ARTICLES OF DISSOLUTION

OF

BROTHERS' FORD TRACTOR & EQUIPMENT CO., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 22, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

000833
6

Recorded in Liber 2416, 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 $ 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 P. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 1 10 54 AM '78 A 73316

LIBER ____ FOLIO ____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

468

002390

Received For Record December 1, 1978 at 10:54 O'clock am in Corporation Liber 27

DEC-1-78 AM 17204 ******5.75

ARTICLES OF INCORPORATION

OF

BURK'S ASSOCIATES, INC.

THIS IS TO CERTIFY:

FIRST: That, I the Subscriber, Fred D. Burkholder, whose post office address is 1534 Dual Highway, Hagerstown, Maryland, 21740, and being an adult, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, hereby declare my intention to form a corporation by the execution and filing of these Articles.

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

BURK'S ASSOCIATES, INC.

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

1. To engage in the business of acting as a Sale Representative, Agent or Broker, in the field of Advertising chains and allied products, metal fabrications of all types, I.C.C. rights and authorities, all of the aforegoing within the State of Maryland, or at such other place or places as may be determined upon by the Board of Directors of this Corporation and to do and transact such other business, subject to the laws of this or any other State or County, that may be calculated to promote the interest of the Corporation.

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

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

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

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

6. To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights

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

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

8. To guarantee thepayment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures,

notes, securities, or other evidence of indebtedness, created or issued by any such other corporation or association.

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

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

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

states, territories, districts, colonies and dependencies of the United States of America and in foreign Countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended by the mentioning of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purposes, object or business mentioned or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to 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 1534 Dual Highway, Hagerstown, Maryland 21740; and the resident agent of the Corporation is Fred D. Burkholder, whose post office address is 1534 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 100,000 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 $100,000.

SIXTH: The corporation shall have three (3) directors and Fred D. Burkholder, Felice B. Burkholder and James H. Albright 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 (3).

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 par value, of any class, and securities convertible into shares of its stock, with par value of any class, and securities convertible into shares of its stock, with par value of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions if any, as may be set forth in the By-Laws of the Corporation.

2. No contract or other transaction between this Corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a 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 a 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; 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 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 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 changing the terms of any class of its stock by classification, re-classifications or otherwise, but no such amendment which change the terms of any of its outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding by a vote at a meeting or

in writing with or without a meeting.

5. No holders of stock of the corporation, of whatever class, shall have any preferential rights of subscription to any shares of any class or any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and 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 or a designated proportion of the shares of the stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon except as otherwise provided in this charter.

7. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of stocks, whether now or hereafter authorized, by fixing or altering in

any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

8. The Board of Directors shall have power to declare and authorize 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, I have signed these Articles of Incorporation on this 29 day of June, 1978.

Fred D. Burkholder (SEAL)
Fred D. Burkholder

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 29th day of June, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Fred D. Burkholder and acknowledged the foregoing Artilces of Incorporation to be his act.

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

Ruth H. Hensley
Notary Public

My commission expires: July 1, 1978.

3510

477

ARTICLES OF INCORPORATION

OF

BURK'S ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 30, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2419, folio 10 002389, 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 $ 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 1 10 54 AM '78

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VAUGHN J. BAKER, CLERK

A 74596

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Received For Record December 1, 1978 at 10:54 o'clock am in Corporation Liber 27

THE BRANDT CABINET WORKS, INCORPORATED
ARTICLES OF AMENDMENT AND RESTATEMENT

12-1-78 A# 17205 ******3.75
002229

The Brandt Cabinet Works, Incorporated, a Maryland corporation, having its principal office at 686 Pennsylvania Avenue, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Corporation desires to amend and restate its Charter as currently in effect as hereinafter provided. The said provisions set forth in these articles of amendment and restatement are all of the provisions of the Charter of the Corporation as currently in effect.

SECOND: The Charter of the Corporation is hereby amended to remove the amount of the authorized capital stock of the Corporation, to wit, Three Thousand (3,000) shares of common stock of the par value of One Hundred ($100.00) Dollars per share, the aggregate amount thereof being Three Hundred Thousand ($300,000.00) Dollars and from and after the date of acceptance of these Articles of Amendment and Restatement by the Department, Article Six of the Charter heretofore setting forth such authorized capital stock is hereby deleted in its entirety.

THIRD: The Charter of the Corporation is hereby amended by striking in their entirety Articles First thru Seventh inclusive and by substituting in lieu thereof the following:

FIRST: The name of the corporation is The Brandt Cabinet Works, Incorporated.

SECOND: The purposes for which the corporation is formed are:

(1) To engage in the general furniture manufacturing business; and, to manufacture, buy and sell, both at wholesale and retail, all kinds of merchandise, material, articles of all kind, both manufactured and unmanufactured and in the process of manufacture, to import and export all kinds of goods and materials to foreign countries, as well as, to sell all kinds of manufactured products in the United States and foreign countries; to manufacture all kinds of household furniture, furnishings and to deal in generally all such manufactured products and other articles incident thereto.

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

THIRD: The current post office address of the principal office in this state is 686 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the current resident agent of the corporation in this state is Benjamin F. Kunkleman, 1325 Hamilton Boulevard, Hagerstown, Maryland 21740.

FOURTH: The total number of shares of capital stock which the Corporation shall be authorized to issue is Fifty Thousand (50,000) shares, divided into Ten Thousand (10,000) shares of 10% preferred stock of the par value of Ten ($10.00) Dollars per share and Forty Thousand (40,000) shares of common stock of the par value of Ten ($10.00) Dollars per share, the aggregate amount of the authorized shares being Five Hundred Thousand ($500,000.00) Dollars.

The following is a description of each class of stock of the Corporation with the preferences and other rights, restrictions, voting powers and qualifications of each class:

(1) The holders of the preferred stock shall be entitled to receive, at the end of each fiscal year of the Corporation, but only when and as authorized by the Board of Directors of the Corporation out of the assets of the Corporation legally available

for dividends, cash dividends at the rate of One ($1.00) Dollar per share, before any dividend shall be paid or declared or any other distribution shall be ordered or made upon any other class of stock. If any dividends payable on the preferred stock, with respect to any fiscal year of the Corporation, are not paid, for any reason, the right of the holders of the preferred stock to receive payment of such dividend shall terminate.

(2) In the event of any voluntary or involuntary liquidation (in whole or in part), dissolution or winding up of the Corporation, the holders of the preferred stock shall first be paid out of the assets of the Corporation available for distribution to its stockholders the par value of each share and the remaining assets of the Corporation available shall be distributed among and paid to the holders of common stock, share and share alike, in proportion to their respective stockholdings.

(3) A merger or consolidation with or into any other Corporation, a share exchange involving the Corporation or a sale, lease, exchange or transfer of all or any part of the assets of the Corporation, which shall not in fact result in the liquidation (in whole or in part) of the Corporation and the distribution of its assets to the stockholders, shall not be deemed to be voluntary or involuntary liquidation (in whole or in part), dissolution or winding up of the Corporation.

(4) With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of the preferred stock shall possess all voting powers for all purposes, including be way of illustration and not by limitation the election of Directors. The holders of the common stock shall have no voting power whatsoever and no holders of said common stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

(5) That the proper officers of the Corporation are authorized to issue one (1) share of preferred stock of the par value of Ten ($10.00) Dollars per share and nine (9) shares of common stock of the par value of Ten ($10.00) Dollars per share in exchange for each share of the common stock of the Corporation of the par value of One Hundred ($100.00) Dollars per share issued and outstanding.

FIFTH: The number of directors of the corporation shall be ten (10), which number may be increased or decreased pursuant to the By-Laws of the corporation, but shall never be less than three (3). The names of the current directors, who shall act until their successors are duly chosen and qualified are: Benjamin F. Kunkleman, Julia B. Hoopes, Paul C. Carpegna, William J. Schrumpf, William C. Carmichael, Samuel C. Strite, Lester K. Bange, James B. Hoopes and Rebecca H. Stewart.

SIXTH: 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 or 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.

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 or classes, whether now or hereafter authorized.

(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.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be 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 enforced.

(3) With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

(e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

(g) the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation;

such actions shall be effective and valid if taken or approved by a majority of the votes entitled to be cast thereon; after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH 3.

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 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 indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Cor-

poration 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 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 paragraphs 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 paragraphs 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, executors, and administrators of such a person.

NINTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(C) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the aforegoing Articles of Amendment and Restatement and directing the submission to a special meeting of stockholders held on March 18, 1978. A notice stating the purpose of the said special meeting of stockholders would be to take action upon these Articles of Amendment and Restatement was mailed to each stockholder on February 28, 1978, a date at least ten (10) days in advance of the special meeting of the stockholders. The Articles of Amendment and Restatement were duly submitted to and approved by the affirmative vote of two-thirds (2/3) of all of the votes entitled to be cast thereon at the said special meeting of the stockholders.

IN WITNESS WHEREOF, The Brandt Cabinet Works, Incorporated has caused these presents to be signed in its name and in its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Assistant Secretary on this 18th day of March, 1978 and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of The Brandt Cabinet Works, Incorporated 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 to Signature
and Corporate Seal:

Paul C. Carpegna, Assistant
Secretary

THE BRANDT CABINET WORKS,
INCORPORATED

By: Benjamin F. Kunkleman, President

3008

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

THE BRANDT CABINET WORKS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland June 28, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2419, folio 002228, 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 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 · STATE OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

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VAUGHN J. BAKER, CLERK

A 74563

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Received For R ecord December 1, 1978 at 10:54 o'clock DEC -1-78 A 17206 ******9.25
am corporation Liber 27
001508

AGREEMENT, PLAN AND ARTICLES OF MERGER

THIS AGREEMENT, PLAN AND ARTICLES OF MERGER (hereinafter referred to as "this Agreement") is made and entered into this 21st day of June, 1978, by and between BEARINGS & TRANSMISSION, INC., a Maryland corporation (hereinafter referred to as "B & T"), B & T, INC., a Maryland corporation (hereinafter referred to as "BT"), BEARINGS & TRANSMISSION OF BALTO., INC., a Maryland corporation (hereinafter referred to as "Balto"), BEARINGS & TRANSMISSION OF MARYLAND, INC., a Maryland corporation (hereinafter referred to as "B & T of Md"), BEARINGS & TRANSMISSION OF CUMBERLAND, INC., a Maryland corporation (hereinafter referred to as "Cumberland") and BEARINGS & TRANSMISSION, INC., a Virginia corporation (hereinafter referred to as "B & T of Va"). In this Agreement, all of the foregoing corporations are sometimes collectively referred to as the "Constituent Corporations" and are sometimes individually referred to as a "Constituent Corporation".

W I T N E S S E T H :

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations and their respective stockholders that BT, Balto, B & T of Md, Cumberland and B & T of Va (hereinafter sometimes collectively referred to as the "Nonsurviving Corporations" and sometimes individually referred to as a "Nonsur-

viving Corporation") be merged with and into B & T and that B & T merge the Nonsurviving Corporations with and into itself, as authorized by the statutes of the State of Maryland and the State of Virginia and under and pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors and stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the others that the Nonsurviving Corporations be merged with and into B & T and that B & T merge the Nonsurviving Corporations with and into itself pursuant to the provisions of the laws of the State of Maryland and the State of Virginia, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Agreement, Plan and Articles of Merger:

ARTICLE I

(a) B & T, by its Articles of Incorporation, which were filed with the State Department of Assesments and Taxation of the State of Maryland on December 7, 1951, has an authorized capitalization of 25,000 shares of capital stock with an aggregate par value of $250,000.00, such authorized capitalization consisting of 15,000 shares of common stock, $10.00 per share par value for an aggregate par value of $150,000.00, of which

2,400 shares having an aggregate par value of $24,000.00 are now issued and outstanding, and 10,000 shares of preferred stock, $10.00 per share par value for an aggregate par value of $100,000.00, of which no shares are now issued and outstanding.

(b) BT, by its Articles of Incorporation, which were filed with the State Department of Assessments and Taxation of the State of Maryland on July 15, 1975, has an authorized capitalization of 5,000 shares of capital stock, such authorized capital stock consisting of 5,000 shares of common stock without par value, of which 50 shares are now issued and outstanding.

(c) Balto, by its Articles of Incorporation, which were filed with the State Department of Assessments and Taxation of the State of Maryland on June 10, 1966, has an authorized capitalization of 30,000 shares of capital stock, such authorized capital stock consisting of 30,000 shares of common stock, $10.00 per share par value for an aggregate par value $300,000.00, of which 6,000 shares having an aggregate par value of $60,000.00 are now issued and outstanding.

(d) B & T of Md, by its Articles of Incorporation, which were filed with the State Department of Assessments and Taxation of the State of Maryland on October 2, 1972, has an authorized capitalization of 10,000 shares of capital stock, such authorized capital stock consisting of 10,000 shares of common stock, $10.00 per share par value for an aggregate par value of $100,000.00, of which 3,000 shares having an aggregate par value of $30,000.00 are now issued and outstanding.

(e) Cumberland, by its Articles of Incorporation, which were originally filed with the State Department of Assessments and Taxation of the State of Maryland on April 5, 1966, and which were amended by Articles of Amendment filed with said department on December 18, 1972, has an authorized capitalization of 26,250 shares of capital stock with an aggregate par value of $150,000.00, such authorized capital stock consisting of 25,000 shares of common stock, $1.00 per share par value for an aggregate par value of $25,000.00, of which 20,000 shares having an aggregate par value of $20,000.00 are now issued and outstanding, and 1,250 shares of preferred stock, $100.00 per share par value for an aggregate par value of $125,000.00, of which 1,110 shares, having an aggregate par value of $111,000.00, are now issued and outstanding.

(f) B & T of Va, a corporation organized and existing under general laws of the State of Virginia, by its Articles of Incorporation, which were filed with the State Corporation Commission of the State of Virginia on January 26, 1966, has an authorized capitalization of 2,500 shares of capital stock, such authorized capital stock consisting of 2,500 shares of common stock, $10.00 per share, par value for an aggregate par value of $25,000.00, of which 1,000 shares having an aggregate par value of $10,000.00 are now issued and outstanding.

ARTICLE II

The Nonsurviving Corporations shall be, and they hereby are, merged with and into B & T, and B & T shall, and it hereby does, merge the Nonsurviving Corporations with and into itself. B & T shall be the surviving corporation in the merger (hereinafter referred to as the "Surviving Corporation"), shall be governed by the laws of the State of Maryland, which state shall be its domicile, and shall be a foreign corporation as to the State of Virginia.

ARTICLE III

In connection with the merger, the existing Articles of Incorporation of B & T shall remain as the Articles of Incorporation of the Surviving Corporation.

ARTICLE IV

The manner and the basis of converting the outstanding shares of capital stock of each of the Constituent Corporations into the securities of the Surviving Corporation in the merger, on the basis of fair values assigned to said outstanding shares, shall be as follows:

(a) Upon the effectiveness of the merger, each issued and outstanding share of the common stock, par value $10.00 per share, of B & T shall continue and remain unchanged as one

share of the common stock, par value $10.00 per share, of the Surviving Corporation.

(b) Upon the effectiveness of the merger, the amount of stated capital of the Surviving Corporation shall be $79,240.00.

(c) Upon the effectiveness of the merger, each issued and outstanding share of the common stock, without par value, of BT shall, by virtue of the merger and without further action on the part of the holder thereof, become 6.88 shares of the common stock, par value $10.00 per share, of the Surviving Corporation.

(d) Upon the effectiveness of the merger, each issued and outstanding share of the common stock, par value $10.00 per share, of Balto shall, by virtue of the merger and without further action on the part of the holder thereof, become .31 shares of the common stock, par value $10.00 per share, of the Surviving Corporation.

(e) Upon the effectiveness of the merger, each issued and outstanding share of the common stock, par value $10.00 per share, of B & T of Md, shall, by virtue of the merger and without further action on the part of the holder thereof, become .07 shares of the common stock, par value $10.00 per share, of the Surviving Corporation.

(f) Upon the effectiveness of the merger, each issued and outstanding share of the common stock, par value $1.00 per share, of Cumberland shall, by virtue of the merger and without further action on the part of the holder thereof, become .06

shares of the common stock, par value $10.00 per share, of the Surviving Corporation.

(g) Upon the effectiveness of the merger, each issued and outstanding share of the preferred stock, par value $100.00 per share, of Cumberland shall, by virtue of the merger and without further action on the part of the holder thereof, become .36 shares of the common stock, par value $10.00 per share, of the Surviving Corporation.

(h) Upon the effectiveness of the merger, each issued and outstanding share of the common stock, par value $10.00 per share, of B & T of Va shall, by virtue of the merger and without further action on the part of the holder thereof, become 1.51 shares of the common stock, par value $10.00 per share, of the Surviving Corporation.

(i) No fractional share or shares of the capital stock of the Surviving Corporation, and no certificate or certificates or scrip therefor, will be issued in connection with the merger. In the event the calculation of the aggregate number of shares deliverable in connection with the merger to and for the account of any former holder of the capital stock of a Constituent Corporation would otherwise result in such holder being entitled to a fraction of a share, the number of shares so deliverable shall be increased to the next higher full share if such fraction is one-half or more and shall be reduced to the next smaller full share if such fraction is less than one-half.

(j) As soon as practical after the effective date of the merger, each holder of a certificate or certificates repre-

senting outstanding shares of common stock of a Nonsurviving Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of shares of the securities of B & T into which such shares of the capital stock of a Nonsurviving Corporation shall have been converted pursuant to this Article.

ARTICLE V

The terms and conditions of the merger are as follows:

(a) Until altered, amended or repealed, the Articles of Incorporation of B & T in effect on the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation.

(b) Until altered, amended or repealed, the by-laws of B & T in effect on the effective date of the merger shall be the by-laws of the Surviving Corporation.

(c) The officers and directors of B & T on the effective date of the merger shall be and shall remain the officers and directors of the Surviving Corporation, holding their respective offices until their respective successors shall have been elected and qualify, unless they earlier die, resign or are removed.

(d) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the

Surviving Corporation, according to the terms hereof, the title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE VI

As to each of the Constituent Corporations, the following schedule indicates the county or the city in the State of Maryland, wherein the principal office of each such corporation is located and the county or counties or the city in the State of Maryland, wherein any interest in real property of each such corporation, the title to which could be affected by recording an instrument in the land records, is located.

Corporation	Principal Office	Real Estate
(a) B & T	Washington County	City of Baltimore and Worcester County
(b) BT	City of Balitmore	None
(c) Balto	Washington County	None
(d) B & T of Md	Washington County	None
(e) Cumberland	Allegany County	Allegany County
(f) B & T of Va	N/A	None

ARTICLE VII

(a) The terms and conditions of the merger set forth in this Agreement were advised, authorized and approved by each Constituent Corporation in the manner and by the vote required by its charter and the laws of the place where it is organized.

(b) Each issued and outstanding share of stock of each of the Constituent Corporations is entitled to vote on this Agreement.

(c) The merger contemplated by this Agreement is permitted by the laws of the state in which each of the Constituent Corporations is organized, and all conditions required by the laws of each such state have been satisfied.

(d) This Agreement and the merger contemplated by it were approved and adopted by resolutions of the Boards of Directors of the Constituent Corporations by the written consent of all directors of each of such corporations on June 21, 1978.

(e) After approval by the Boards of Directors of the Constituent Corporations, a copy of this Agreement was furnished to each stockholder of each of the Constituent Corporations, and this Agreement and the merger contemplated by it were approved by the written consent of all stockholders of each of such corporations on June 21, 1978.

(f) Upon approval by the State Department of Assessments and Taxation of the State of Maryland and the payment of all fees and taxes required by the State of Maryland, this Agreement shall be filed by the State Department of Assessments and

Taxation of the State of Maryland, and upon the approval of this Agreement by the State Corporation Commission of the State of Virginia and the payment of all fees and taxes required by the laws of the State of Virginia, this Agreement shall be filed by the State Corporation Commission of the State of Virginia. Notwithstanding anything contained in this paragraph to the contrary, the merger provided herein shall be effective as of July 1, 1978.

ARTICLE VIII

The Surviving Corporation hereby (a) agrees that it may be served with process in the State of Virginia in any proceeding for the enforcement of any obligation of B & T of Va and in any proceeding for the enforcement of the rights of any dissenting stockholder of B & T of Va against the Surviving Corporation; (b) irrevocably appoints the clerk of the State Corporation Commission of the State of Virginia as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to any dissenting stockholders of B & T of Va the amount, if any, to which they shall be entitled under the provisions of the Virginia Stock Corporation Act with respect to the rights of dissenting stockholders.

ARTICLE IX

In order to facilitate the filing and recording of this Agreement, the same may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; and, such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement to be executed and acknowledged in accordance with the laws of the State of Maryland and the State of Virginia and their respective corporate seals affixed hereto.

BEARINGS & TRANSMISSION, INC.
(a Maryland Corporation)
"B & T"

(SEAL)

By: President

ATTEST: Assistant Secretary

By: Assistant Secretary

B & T, Inc.
"BT"

(SEAL)

By: President

ATTEST: Assistant Secretary

By: Assistant Secretary

001520

BEARINGS & TRANSMISSION OF
BALTO., INC.
"Balto"

(SEAL)

By: _____
President

ATTEST: _____
Assistant Secretary

By: _____
Assistant Secretary

BEARINGS & TRANSMISSION OF
MARYLAND, INC.
"B & T of Md"

(SEAL)

By: _____
President

ATTEST: _____
Assistant Secretary

By: _____
Assistant Secretary

BEARINGS & TRANSMISSION OF
CUMBERLAND, INC.
"Cumberland"

(SEAL)

By: _____
President

ATTEST: _____
Assistant Secretary

By: _____
Assistant Secretary

BEARINGS & TRANSMISSION, INC.
(a Virginia corporation)
"B & T of Va"

(SEAL)

By: _____
President

ATTEST: _____
Assistant Secretary

By: _____
Assistant Secretary

001521

STATE OF MARYLAND)

COUNTY OF WASHINGTON)

I, Brenda Keefer, a Notary Public, do hereby certify that on this 21st day of June, 1978, personally appeared before me THOMAS F. HART who, being by me first duly sworn, declared and acknowledged that he is the President of Bearings & Transmission, Inc., a Maryland corporation, that he signed the foregoing document as President of and on behalf of the corporation, and that the statements therein contained are true.

Brenda Keefer
Notary Public

My Commission Expires:

7-1-82

STATE OF MARYLAND)

COUNTY OF WASHINGTON)

I, Brenda Keefer, a Notary Public, do hereby certify that on this 21st day of June, 1978, personally appeared before me THOMAS F. HART who, being by me first duly sworn, declared and acknowledged that he is the President of B & T, Inc., a Maryland corporation, that he signed the foregoing document as President of and on behalf of the corporation, and that the statements therein contained are true.

Brenda Keefer
Notary Public

My Commission Expires:

7-1-82

001522

STATE OF MARYLAND)

COUNTY OF WASHINGTON)

I, Brenda Keefer, a Notary Public, do hereby certify that on this 21st day of June, 1978, personally appeared before me THOMAS F. HART who, being by me first duly sworn, declared and acknowledged that he is the President of Bearings & Transmission of Balto., Inc., a Maryland corporation, that he signed the foregoing document as President of and on behalf of the corporation, and that the statements therein contained are true.

Brenda Keefer
Notary Public

My Commission Expires:

7-1-82

STATE OF MARYLAND)

COUNTY OF WASHINGTON)

I, Brenda Keefer, a Notary Public, do hereby certify that on this 21st day of June, 1978, personally appeared before me THOMAS F. HART who, being by me first duly sworn, declared and acknowledged that he is the President of Bearings & Transmission of Maryland, Inc., a Maryland corporation, that he signed the foregoing document as President of and on behalf of the corporation, and that the statements therein contained are true.

Brenda Keefer
Notary Public

My Commission Expires:

7-1-82

001523

STATE OF MARYLAND)

COUNTY OF WASHINGTON)

I, Brenda Keefer, a Notary Public, do hereby certify that on this 21st day of June, 1978, personally appeared before me THOMAS F. HART who, being by me first duly sworn, declared and acknowledged that he is the President of Bearings and Transmission of Cumberland, Inc., a Maryland corporation, that he signed the foregoing document as President of and on behalf of the corporation, and that the statements therein contained are true.

Brenda Keefer
Notary Public

My Commission Expires:

7-1-82

STATE OF MARYLAND)

COUNTY OF WASHINGTON)

I, Brenda Keefer, a Notary Public, do hereby certify that on this 21st day of June, 1978, personally appeared before me THOMAS F. HART who, being by me first duly sworn, declared and acknowledged that he is the President of Bearings & Transmission, Inc., a Virginia corporation, that he signed the foregoing document as President of and on behalf of the corporation, and that the statements therein contained are true.

Brenda Keefer
Notary Public

My Commission Expires:

7-1-82

Bs/do

ARTICLES OF MERGER

MERGING

3004 501

BEARINGS & TRANSMISSION OF BALTO., INC. (MD. CORP.)

BEARINGS & TRANSMISSION OF MARYLAND, INC. (MD. CORP.)

BEARINGS & TRANSMISSION OF CUMBERLAND, INC. (MD. CORP.)

B & T, INC. (MD. CORP.)

AND

BEARINGS & TRANSMISSION, INC. (VA. CORP.)

INTO

BEARINGS & TRANSMISSION, INC. (MD. CORP.) Survivor

approved and received for record by the State Department of Assessments and Taxation of Maryland June 28, 1978 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

001507

Recorded in Liber 2419 **, folio** **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____ **Recording fee paid $** 37.00 **Special Fee paid $**_____

2.00 Cert. among Land Record Office Allegany Co.

$ 39.00 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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 1 10 54 AM '78

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

A 74458

502

001307

Received For Record December 1, 1978 at 10:54 o'clock am corporation
Liber 27

DEC -1-78 A 17207 ******175

NYE AND PURDHAM PLUMBING AND HEATING, INC.

ARTICLES OF INCORPORATION

FIRST: I, Walter Joe Nye, whose post office address is 636 Jefferson Street, 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 hereafter referred to as the "Corporation") is:

NYE AND PURDHAM PLUMBING AND HEATING, INC.

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

1. To own, operate, and maintain a plumbing and heating and plumbing and heating contracting business.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 636 Jefferson Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Walter Joe Nye, 636 Jefferson Street, 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 One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

1. If there is no stock outstanding, the number of directors may be less than three but not less than one; and

2. If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Walter Joe Nye, Betty L. Nye and Harold S. Purdham.

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 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 warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former

001310

director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of June, 1978, and I acknowledge the same to be my act.

WITNESS:

Michael G. Ray

Walter Joe Nye (SEAL)
Walter Joe Nye

506

3023

ARTICLES OF INCORPORATION

OF

NYE AND PURDHAM PLUMBING AND HEATING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 28, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2419, folio 5 001306, 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 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 1 10 54 AM '78 A 74457

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

Received For Record December 1, 1978 at 10:54 o'clock am corporation
Liber 27 001298

DEC -1-78 A 17208 ******3.75

ARTICLES OF INCORPORATION

OF

YACHTS INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Roy D. Witte, whose post office address is 1624 Fountainhead Road, Hagerstown, Maryland, 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, execute these articles 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:

Yachts Inc.

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

(A) To buy and sell yachts, sailboats, and boats and ships and to charter, lease, and otherwise deal in and with yachts and boats, and to maintain and repair the same.

(B) 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.

(C) To invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, convey, mortgage, exchange, improve, subdivide and otherwise deal in and dispose of real and personal property of every kind and description.

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

(E) To 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

JACOB B. BERKSON
ATTORNEY AT LAW
HAGERSTOWN, MARYLAND

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

(F) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation, 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.

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

FOURTH: That the post office address of the principal office of the Corporation in this State is 1624 Fountain Head Road, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Roy D. Witte, whose post office address is 1624 Fountain Head Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: That 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: That the number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws 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 Roy D. Witte, Agnes M. Witte, and Kathleen Witte Hawkins.

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 Bylaws 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

001301

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 this 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, I have signed these Articles of Incorporation as of this 27 day of June, A.D., 1978.

Witness

Roy D. Witte

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 27th day of June, A.D., 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Roy D. Witte and acknowledged the aforegoing Articles of Incorporation to be his act.

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

Commission Expires: 7-1-78

Notary Public

CAROL J. HAUPT NOTARY PUBLIC WASHINGTON CO., MD.

3003

511

ARTICLES OF INCORPORATION

OF

YACHTS INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 28, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2419, folio 001297, 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 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 1 10 54 AM '78 A 74455

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

WILLIAM J. BAKER, CLERK

512

001258

Recieved for Record December 1, 1978 at 10:54 O'clock am corporation
Liber 27

ARTICLES OF INCORPORATION

OF

DEC-1-78 A 17209 ******3.75

AMERICAN FRAMING EQUIPMENT AND SUPPLY COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, John H. Urner, 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 call the "Corporation") is:

AMERICAN FRAMING EQUIPMENT AND SUPPLY COMPANY, INC.

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

(a) The purpose for which this corporation is formed shall be 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, merchandise and real or personal property of every kind, class and description and especially that type, class and description used in manufacturing, wholesaling and retailing of pictures and picture framing materials, merchandise and equipment.

(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 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 or corporations which are contained in the general laws of this State.

FOURTH: The Post Office address of the principal office of the Corporation in this State is P. O. Box 1248, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Earl E. O'Brian, 2604 Breezewood Drive, Hagerstown, Maryland, 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The capital stock of this corporation shall be divided into TEN THOUSAND (10,000) shares of common stock, each having a par value of TEN DOLLARS ($10.00). There shall be no stock without par value and the aggregate par value of all of the shares of all of the stock of this corporation shall be ONE HUNDRED THOUSAND DOLLARS ($100,000.00).

SIXTH: All of the stock issued by this corporation shall be common stock and each share of stock shall entitle the owner thereof to one vote, and there shall be no preferences,

restrictions or limitations as to dividends or special qualifications on any of said shares of stock.

SEVENTH: The Corporation shall have five (5) directors, and Wiley Shelton, Earl E. O'Brian, Elvan W. Atherly, Melvin Gagliano and Leona Atherley shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

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 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.

001261

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27TH day of June, 1978.

John H. Urner (SEAL)
John H. Urner

WITNESS:

Mary M Buckley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 27TH day of June, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Urner and acknowledged the foregoing ARrticles of Incorporation to be his act.

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

Mary M Buckley
Notary Public

Commission Expires:
July 1, 1978

3003

516

ARTICLES OF INCORPORATION

OF

AMERICAN FRAMING EQUIPMENT AND SUPPLY COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 28, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2419 , folio 001257 , 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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 1 10 54 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 74447

002661

Received For Record December 1, 1978 at 10:55 o'clock am liber 27

DEC -1-78 A 17210 ******3.75

ARTICLES OF INCORPORATION

OF

STELLNER ASSOCIATES 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 STELLNER ASSOCIATES INCORPORATED.

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

(a) To engage in hospital consulting and all other activities 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.

002663

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

FOURTH: The post office address of the principal office of the Corporation in this State is 201 Phylane Drive, 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 John Stellner, Herbert M. Stellner and Richard D. Crone.

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, 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 16th day of June, 1978.

WITNESS:

Marian Marshall

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 16th day of June, 1978, 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 aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

MARIAN MARSHALL NOTARY PUBLIC WASHINGTON CO.

My Commission expires:

7/1/78

Marian Marshall
Notary Public

522

2085

ARTICLES OF INCORPORATION

OF

STELLNER ASSOCIATES INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland June 23, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

002660

Recorded in Liber 2414, folio , 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 Conrt 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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 1 10 55 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J BAKER, CLERK

A 74356

Recieved for Record December 1, 1978 at 10:55 o'clock am liber 27

HEGE'S MASONRY, INC.
TITLE FOUR CORPORATION DEC -1-78 A 17211 ******3.75

ARTICLES OF INCORPORATION 002112

FIRST: I, Elvin M. Hege, whose post office address is 2444 Paradise Drive, 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 hereafter called the "Corporation") is HEGE'S MASONRY, INC.

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 engage generally in the masonry business, and to erect, alter and add to buildings of every class and description and to contract for the erecting, decorating and furnishing therein; and to 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 2444 Paradise Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Elvin M. Hege, 2444 Paradise Drive, 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 Ten Thousand (10,000) shares of common stock, of the par value of Ten ($10.00) Dollars 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 (1) director, whose name is Elvin M. Hege.

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 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) 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 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 20 day of June, A.D., 1978, and I acknowledged the same to be my act.

WITNESS:

Brenda Keefer

Elvin M. Hege

Elvin M. Hege

2080

526

ARTICLES OF INCORPORATION

OF

HEGE'S MASONRY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 23, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

002111

Recorded in Liber 2418, folio , 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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 74299

DEC 1 10 55 AM '78

LIBER FOLIO

LAND

VAUGHN J. BAKER, CLERK

Received For Record December 1, 1978 at 10:55 o'clock am Corporation
Liber 27

001200

DEC -1-78 A 17212 ******5.25

ARTICLES OF INCORPORATION

OF

KING'S CERAMICS, INC.

ARTICLE ONE. Incorporators. The undersigned, Maggielien King, whose Post Office address is 226 Greenfield Avenue, Maugansville, Maryland, 21760, being at least eighteen (18) years old or older, does hereby form a corporation under the general laws of the State of Maryland.

ARTICLE TWO. Name. The name of the corporation is KING'S CERAMICS, INC.

ARTICLE THREE. Purpose. The purposes for which the corporation is formed are:

(a) To buy, sell, trade, manufacture, deal in, and deal with all types of ceramics, including kilns, clay mold making, paints, teaching and instruction in all phases of ceramics, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expediant in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

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

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

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

(e) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or assiciation, 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 thereo, among the stockholders of this Corporation.

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

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

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

ARTICLE FOUR. Principal Office. The address of the principal office of the corporation is 1075 Jefferson Boulevard, Hagerstown, Maryland.

ARTICLE FIVE. Resident Agent. The name of the resident agent of the corporation is Maggielien King whose address is 226 Greenfield Avenue, Maugansville, Maryland, 21760.

ARTICLE SIX. Authorized Shares. The total number of shares of stock of the corporation is ten thousand (10,000) shares of the par value of ten dollars ($10.00) per share, all of which shares are common stock and having an aggregate part value of one hundred thousand dollars ($100,000.00).

ARTICLE SEVEN. 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); the names of the directors who will serve as directors until the first annual meeting and until their successors are elected and qualify are Maggielien King, Donald R. King and Barbara Ann Baker.

ARTICLE EIGHT. Permissible Provisions. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders:

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

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

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

(e) No holders of stock of the corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such prices 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 of 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 case thereon, except as otherwise provided in this charter.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of June, 1978.

WITNESS:

James F. Strine

Magdelien King (SEAL)

001207

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 9th day of June, 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Maggielien King, who acknowledged the aforegoing Articles of Incorporation to be her respective act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1978

Carol J. Haupt
Notary Public

CAROL J. HAUPT NOTARY PUBLIC WASHINGTON CO. MD.

2066

535

ARTICLES OF INCORPORATION

OF

KING'S CERAMICS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 21, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

001199

Recorded in Liber 2418, folio , 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 Special Fee paid $

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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 1 10 55 AM '78

LIBER FOLIO

LAND
VAUGHN A. BAKER, CLERK

A 74217

Delivered for Sam Cole 12-5-78

536

000708

Received For Record December 1, 1978 at 10:55 o'clock am Corporation Liber 27

DEC -1-78 A 17213 ******375

ARTICLES OF INCORPORATION

OF

OSBORNE FUNERAL HOMES

A Professional Association

FIRST: The undersigned, Major M. Osborne, whose post office address is 425 South Conococheague Street, Williamsport, Maryland, 21795, being at least twenty-one years of age, is hereby forming a professional corporation under and by virtue of the general laws of the State of Maryland, including the Professional Service Corporation Act, as amended.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is OSBORNE FUNERAL HOMES, A Professional Association.

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

(1) To engage in the operation of a funeral home, serviced by funeral directors, embalmers and auxiliary personnel. The professional services involved in the Corporation's practice may be rendered only through its officers, agents and employees who are duly licensed or otherwise legally authorized to practice in the State of Maryland; provided, however, that these personnel shall not be interpreted to include in ther term, "employee," as herein, clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

(2) To invest its funds in real estate, mortgages, stocks, bonds and any other types of investment and to own real and personal property necessary for the rendering of professional funeral services.

(3) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this Corporation.

(4) To do anything permitted in Sub-Title 1, Title 5, Corporations and Associations, the Annotated Code of Maryland, as amended.

(5) Provide its employees with the benefits of life insurance, health and disability coverage and to provide for their retirement and pension funds or plans for profit sharing as shall be hereafter provided by its officers or shareholders.

FOURTH: The post office address of the principal office of the Corporation will be 425 South Conococheague Street, Williamsport, Maryland, 21795. The resident agent of the Corporation in this State is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is an individual actually residing in the State.

FIFTH: The total number of shares of capital stock which the Corporation has authorization to issue is ten thousand (10,000) shares with the par value of Ten ($10.00) Dollars each. The shareholders shall have no preemptive rights with respect to the capital stock of the Corporation, and the Corporation may issue and sell its capital stock from time to time without offering such shares to thh shareholders then holding shares of capital stock. Shares of the Corporation's stock and certificates therefor shall be issued only to funeral directors and embalmers, authorized and licensed to practice in the State of Maryland, subject to such further limitations as the By-Laws of the Corporation may prescribe or as may be agreed upon between the shareholders.

SIXTH: The number of directors of the Corporation shall be one, two or three, which number may be determined pursuant to the By-Laws of the Corporation, but shall never be less than one. The name of the director who shall act until the first annual meeting, or until his successor or successors are duly elected and have qualified is Major M. Osborne.

SEVENTH: In the event that any shareholder shall be disqualified to practice as a funeral director and embalmer in the State of Maryland, then, within 120 days of the date when such disqualification becomes final, the Corporation shall purchase and redeem all the shares of the Corporation owned by such disqualified persons at book value unless said shares are purchased by an individual qualified to own said shares.

(1) Within 120 days after the death of a shareholder, the Corporation shall purchase and redeem all of the shares of the Corporation owned by such shareholder at book value unless said shares are purchased by an individual qualified to own said shares.

(2) If at the time when such shareholder shall become disqualified or deceased, the Corporation shall not have sufficient earned or reduction surplus available to permit it lawfully to redeem any or all of such shares, the shareholders and the Corporation shall take such action, adopt such resolutions, and cause such certificates and other documents to be filed

as may be necessary to create sufficient reduction surplus to permit such redemption to the extent legally possible.

(3) If it shall not be legally possible to create sufficient reduction surplus, or if such reduction surplus would not legally be available for such purpose, immediately prior to or concurrently with the redemption of any shares the Corporation is able to redeem, the surviving or remaining shareholders shall purchase pro rata and pay for any and all such decedent or disqualified persons' shares not to be redeemed by the Corporation, at such price and on terms to be agreed upon by the parties.

EIGHTH: The Board of Directors shall have continuing exclusive authority to make the management decisions necessary to conduct the business and obligations of the Corporation, including the power to assign cases to employed funeral directors and embalmers and to fix fees for professional services.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledged the same to be my act on the 15th day of June, 1978.

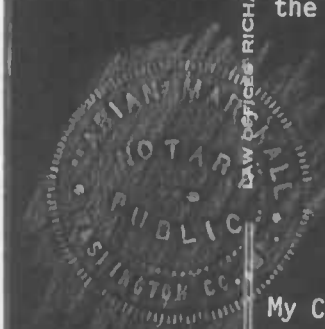
WITNESS as to all:

Richard W. Lauricella Major M. Osborne (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 15th day of June, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Major M. Osborne and acknowledged the aforegoing 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

2044

539

ARTICLES OF INCORPORATION

OF

OSBORNE FUNERAL HOMES, A PROFESSIONAL ASSOCIATION

approved and received for record by the State Department of Assessments and Taxation of Maryland June 19, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

5

000707

Recorded in Liber 2418, folio , 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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 1 10 55 AM '78

A 74164

LIBER FOLIO

LAND

VAUGHN J. BAKER, CLERK

TTMC

Received For Record December 1, 1978 at 10:55 o'clock am
Liber 27

ARTICLES OF INCORPORATION

OF

A. G. DUNNING ASSOCIATES, INC.

THIS IS TO CERTIFY:

FIRST: That We, the subscribers, Arthur G. Dunning, whose post office address is Box 295, Royer Road, Cascade, Maryland 21719; David Allan Post, whose post office address is 1000 Hamilton Boulevard, Hagerstown, Maryland 21740; and Richard J. Stolarz, whose post office address is 1 Maryland Circle, Apartment 242, Whitehall, Pennsylvania 18052, 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: A. G. DUNNING ASSOCIATES, INC.

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

(a) To conduct and operate a general detective business, including polygraph examinations; to provide and furnish general and specific detective service and detectives to individuals, firms, corporations, or associations requiring or seeking such service; to conduct inquiries and investigations of every legitimate nature, whether civil, criminal, social, individual, or otherwise, and to make reports thereon and therein to the proper person or persons.

(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 aforegoing 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 created in each clause shall, except where otherwise stated, but in nowise limited or restricted by any terms 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 at 12 North Jonathan Street, Hagerstown, Maryland 21740.
The Resident Agent of the Corporation is David Allan Post, whose post office address is 1000 Hamilton Boulevard, 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 Arthur G. Dunning, David Allan Post and Richard J. Stolarz 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 statue 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 14th day of June, 1978.

WITNESS:

Arthur G. Dunning (SEAL)

Teresa A. Shark

02095
~~000681~~

WITNESS:

David A. Post (SEAL)
David Allan Post

Teresa A. Shank

Richard J. Stolarz (SEAL)
Richard J. Stolarz

Teresa A. Shank

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

I HEREBY CERTIFY that on this 14th day of June, 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, personall appeared Arthur G. Dunning, David Allan Post and Richard J. Stolarz, 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.

Teresa A. Hoffman
Notary Public

My Commission Expires: 7/1/78

2064

545

ARTICLES OF INCORPORATION

OF

A. G. DUNNING ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 19, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

~~0000676~~

Recorded in Liber 2422 ~~2418~~, folio 6 02088, 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 P. Simmons

STATE DEPARTMENT OF ASSESSMENTS & TAXATION · STATE OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
FILED FOR RECORD

10 55 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 74157

546 RGM:dms 4/27/78 0640:54786 G-1167A

Received For record December 1, 1978 at 10:55 o'clock am liber 27

HD Reserved

ARTICLES OF INCORPORATION 000096

OF

DEC -1-78 A 17215 ******4.25

DMW ERECTORS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Richard G. McAlee, 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:

DMW Erectors, Inc.

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

(a) To erect and install sheet metal and structural metal work at commercial and industrial locations, including construction sites.

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

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

(d) To purchase, 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.

(e) 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

corporations or corporations or to cause the same to be dissolved, wound up, liquidated, merged, or consolidated.

(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 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.

(h) 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.

(i) 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.

(j) 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.

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

(l) 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.

(m) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, 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 purposes, 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 P.O. Box 886, 2000 York Road, Hagerstown, Maryland 21740. The resident agent of the CORPORATION in this State is Larry W. Stine, whose post office address is P.O. Box 886, 2000 York Road, 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 Twenty Thousand (20,000) shares of the par value of Five Dollars ($5.00) each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars ($100,000).

SIXTH: The CORPORATION shall have three (3) Directors (which number may be increased or, if there are less than three (3) stockholders, decreased, but to not less than two (2), if there are only two (2) stockholders, or one (1), if there is only one (1) stockholder, pursuant to the Bylaws of the CORPORATION), and Claude O. Merckle, Earl J. Gooding, and Larry S. Stine, 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 Bylaws of the CORPORATION.

(b) No contract or other transaction between this CORPORATION and any other corporation and no act of this CORPORATION shall in any way be affected or invalidated by the fact that any of the directors of this CORPORATION are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a 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 Bylaws 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 the 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 not 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

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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 Bylaws 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 13th day of ~~May~~ June, 1978.

TEST:

Margaret Le Quin Richard McAlee

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

I HEREBY CERTIFY that on this 13th day of ~~May~~ June, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore City, personally appeared Richard G. McAlee, and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

M Margaret Lee Quinn
Notary Public
My Commission Expires: 7/1/78

552

2052

ARTICLES OF INCORPORATION

OF

DMW ERECTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 14, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

7

000095

Recorded in Liber 2418, folio , 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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 1 10 55 AM '78

LIBER FOLIO

LAND

VAUGHN J. BAKER, CLERK

A 74065

000819

Received For Record December 1, 1978 at 10:55 o'clock am
Corporation Liber 27

ARTICLES OF INCORPORATION

OF

GREENBRIAR INN, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Gary K. Jawish, whose post office address is 11111 Troy Road, Rockville, Maryland, 20852, Thomas Barrett, whose post office address is 9004 Riggs Road, Adelphi, Maryland, 20783, and Kenneth J. Mackley, 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 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 GREENBRIAR INN, INC. (A Close Corporation).

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

To operate a restaurant and tavern business and also a package goods store for sale of alcoholic beverages.

To operate a general type store for sale of food items, camping supplies, etc.

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 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.

FOURTH: The post office address of the principal office of the Corporation in this State is Box 134-A, Route #2, Boonsboro, Maryland, 21713. The name and post office address of the resident agent of the Corporation in this State are Thomas Barrett, 9004 Riggs Road, Adelphi, Maryland, 20783. 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 Gary K. Jawish and Thomas Barrett.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 8th day of June, 1978.

WITNESS:

Karen Palmer — Gary K. Jawish (SEAL)

Karen Palmer — Thomas Barrett (SEAL)

Karen Palmer — Kenneth J. Mackley (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 8th day of June, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gary K. Jawish, Thomas Barrett 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.

KAREN P. NOTARY PUBLIC WASHINGTON CO., MD.

Karen Palmer
Notary Public

My Commission Expires:
July 1, 1978

2019 555

ARTICLES OF INCORPORATION

OF

GREENBRIAR INN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 12, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

~~002028~~ 3

000818

Recorded in Liber 2419, folio , 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
10 55 AM '78
LIBER FOLIO
LAND
VAUGHN J. BAKER, CLERK

A 73887

Received For Record December 1, 1978 at 10:55 o'clock am corporation Liber 27

A. M. FIRE AND SECURITY SYSTEMS, INC.

ARTICLES OF AMENDMENT

DEC -1-78 A 17217 *****3.75

Received NB Wash Co

A. M. Fire and Security Systems, Inc., a Maryland corporation, having its principal office at 1610 Oak Hill Avenue, Hagerstown, Maryland (hereinafter called "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended to change the name of the Corporation to "AMTRONICS, INC.".

SECOND: By informal action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-604 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors duly advised the aforegoing amendments and by informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-604 of the aforesaid Annotated Code the stockholders of the corporation duly approved said amendments.

IN WITNESS WHEREOF, A. M. Fire and Security Systems, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this 1st day of June 1978, and its President acknowledges that these Articles of Amendment are the act and deed of the Corporation, 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: A. M. FIRE AND SECURITY SYSTEMS, INC.

Gerald W. Messenger By Wayne E. Alter

Gerald Messenger, Secretary Wayne Alter, Jr., President

2018

557

ARTICLES OF AMENDMENT

OF

A. M. FIRE AND SECURITY SYSTEMS, INC.

CHANGING ITS NAME TO:

AMTRONICS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 8, 1978 **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.** 001855

Recorded in Liber 2417 **, folio** **, 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 **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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 1 10 55 AM '78

LIBER____ FOLIO____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

A 73857

TTOC

Received For Record December 1, 1978 at 10:55 o'clock am 000150
Corporation Liber 27

WESTERN MARYLAND JOUSTING CLUB, INC. 1-78 A# 17218 ********3

The Articles of Incorporation

THIS IS TO CERTIFY:

FIRST: That we, William Fulk, Rt. # , Keedysville, Md.; Donald T. Reed, Clear Spring, Md.; Charles T. Higgins, Jr.,Route #1, Clear Spring, Md.; Richard L. Kershner, Route #1, Clear Spring, Md.; and Raymond D. Divelbiss, Route #1, Clear Spring, Md. 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 is Western Maryland Jousting Club, Inc.

THIRD: The purpose for which the Corporation is formed and the business or objectives to be carried on and promoted by it are as follows: (1) to promote an interest in jousting (2) to afford members the opportunity to learn and participate in the ancient art of jousting as now interpreted (3) to build,construct and maintain a jousting arena or grounds (4) to acquire equipment as may be deemed necessary to learn and participate in jousting events (5) to purchase, lease, construct and maintain a club house for social gatherings of the club (6) and generally to promote good will and good comradeship among jousting folks. No part of the net income of which is to inure to the benefit of any individual having a personal or private interest in the activities of the Corporation, and no part of the funds of the Corporation shall be used to carry on propaganda or otherwise to influence legislation. To do all acts as are necessary or proper to attain the objectives hereinabove set forth, to the same extent as any natural person could or might do, and as are not forbidden by law or by the Articles of Incorporation or by the By-laws. The Corporation shall be authorized to exercise and enjoy all of the powers, 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 defined

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

is not intended as exclusive of, or as a waiver of, any other powers, rights or privileges granted or conferred by the laws of said State, now or hereafter enforced, except as in the Articles expressly limited and restricted.

FOURTH: The Post Office address of place at which the principal office of the Corporation in this State will be located at Clear Spring, Md. 21722. The resident agent of the Corporation is Richard L. Kershner, whose address is Route #1, Clear Spring, Maryland, 21722. The resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have five directors and William K. Fulk, Donald T. Reed, Richard L. Kershner, Charles T. Higgins, Jr. and Raymond D. Divelbiss shall act as such until the first meeting or until their successors are duly chosen and qualified. The number of directors may be changed in such lawful manner as the By-Laws may from time to time provide.

SIXTH: That William K. Fulk, Donald T. Reed, Richard L. Kershner, Charles T. Higgins, Jr. and Raymond D. Divelbiss shall be the first members of the Corporation, additional members to the said Corporation may be elected from time to time and in such manner as may be prescribed or authorized by the By-Laws.

SEVENTH: The Corporation is not authorized to issue capital stock.

IN WITNESS WHEREOF, we have signed this Article of Incorporation on this 10th day of May 1978.

WITNESS:

William K. Fulk
William K. Fulk

Donald T. Reed
Donald T. Reed

Richard L. Kershner
Richard L. Kershner

Charles T. Higgins, Jr.
Charles T. Higgins, Jr.

Raymond D. Divelbiss
Raymond D. Divelbiss

George G. Snyder
George G. Snyder

Washington Co.

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

000452

~~001805~~

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 10th day of May 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared William K. Fulk, Donald T. Reed, Richard L. Kershner, Charles T. Higgins, Jr. and Raymond D. Divelbiss and severally acknowledged the aforegoing Articles of Incorporation to be their Act.

WITNESS my hand and Official Notarial Seal.

Margaret A. Snyder
Notary Public
My Comm. Expires: 7/1/78

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

2016

561

ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND JOUSTING CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 9, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

~~001393~~

Recorded in Liber ~~2417~~ 2419, folio 000119, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 1 10 55 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 73800

Received For Record December 1, 1978 at 10:55 o'clock am corporation Liber 27 003510

ARTICLES OF INCORPORATION

OF

DEC -1-78 A 17219 ******3.75

SMITH FURNITURE DISCOUNT, INC.

THIS IS TO CERTIFY:

That we, the subscribers: Marilyn D. Smith, whose post office address is 1838 Woodburn Drive, Hagerstown, Maryland, Shella R. Smith, whose post office address is 1838 Woodburn Drive, Hagerstown, Maryland, and Morris L. Smith, whose post office address is 57 Manor Drive, Hagerstown, Maryland, all being of full legal age, do under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

SMITH FURNITURE DISCOUNT, INC.

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

(a) To own and operate a furniture store and a gift shop and to deal in all kinds of furniture, gifts and related products and to deal generally in the business of selling at retail and wholesale furniture, gifts and products of all kinds and to manage, own, operate and deal generally in and with all kinds of facilities and appurtenances convenient, desireable or necessary in the conduct and operation of the foregoing.

(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 everykind.

(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 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.

THIRD: The principal office of the Corporation in this State will be maintained at 63 West Franklin Street, Hagerstown, Maryland. The resident agent of the Corporation is Shella R. Smith, whose post office address is 1838 Woodburn Drive, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

FIFTH: The Corporation shall have three (3) directors and Marilyn D. Smith and Shella R. Smith and Morris L. Smith shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SIXTH: 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 Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths (4/5) of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

SEVENTH: The Corporation upon unanimous approval of the stockholders reserves the right to make from time to time any amendments of its charter which may now or hereafter by authorized by law.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 19th day of May, 1978.

Witness:

Marilyn D. Smith
Marilyn D. Smith

Margo L Jones

Shella R. Smith
Shella R. Smith

Morris L. Smith
Morris L. Smith

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 19th day of May, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Marilyn D. Smith, Shella R. Smith and Morris L. Smith and acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

Margo L Jones
Notary Public

My Commission Expires:
July 1, 1978

564

1193

ARTICLES OF INCORPORATION

OF

SMITH FURNITURE DISCOUNT, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 5, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

003309

3

Recorded in Liber 2416, folio , 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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 1 10 55 AM '78

LIBER FOLIO

LAND

VIRGINIA L. BAKER CLERK

A 73616

Received For Record December 1, 1978 at 10:55 o'clock am Corporation Liber 27 565
DEC -1-78 A 17220 ******3.75

002794

VALLEY INTERIORS, INC.

(A Close Corporation Under Title 4 of Corporation and Association Article)

Articles of Incorporation

1. Incorporators. The undersigned, Thomas Carroll Shrader, whose post office address is Box 83, Valley Mall, Hagerstown, Maryland 21740, and Mary Josephine Parkolay, whose post office address is 12 North East Avenue, Waynesboro, Pennsylvania 17268, both 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 Valley Interiors, 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) To design, decorate, devise and install interiors of buildings, houses, offices and any other structures and to advise and counsel others as to interior design and decorating, and to buy, sell, display, offer, advertise and otherwise to deal in generally, all the materials and things used in such design and decorating.

b) 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.

c) 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 Box 83, Valley Mall, Hagerstown, Maryland 21740, in the County of Washington. The name and post

office address of the resident agent of the Corporation in Maryland are Thomas Carroll Shrader, Box 83, Valley Mall, Hagerstown, Maryland 21740, in the County of Washington. 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: Thomas Carroll Shrader, Box 83, Valley Mall, Hagerstown, Maryland 21740; Mary Josephine Parkolay, 12 North East Avenue, Waynesboro, Pennsylvania 17268; and Joan L. Shrader, 615 Sunset Avenue, 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: Thomas Carroll Shrader
(2) Secretary and Treasurer: Mary Josephine Parkolay

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital: The authorized capitalization of the Corporation shall be Fifteen Thousand ($15,000.00) Dollars. Actual capitalization shall be Two Thousand Five Hundred ($2,500.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 25th day of May, 1978.

Thomas Carroll Shrader (SEAL)
Thomas Carroll Shrader

Mary Josephine Parkolay (SEAL)
Mary Josephine Parkolay

002796

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

I HEREBY CERTIFY, That on this 25th day of May A.D., 1978, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Thomas Carroll Shrader and Mary Josephine Parkolay, known to me to be the persons whose names are subscribed to the aforegoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Susan Needle
Notary Public

My Commission Expires: 7/1/78

SUSAN NEEDLE NOTARY PUBLIC WASHINGTON CO.

1179

568

ARTICLES OF INCORPORATION

OF

VALLEY INTERIORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 31, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

002793

Recorded in Liber 2416, folio , 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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 1 10 55 AM '78 A 73556

LIBER FOLIO

LAND

VAUGHN J BAKER, CLERK

Received For Record December 1, 1978 at 10:55 o'clock am corporation Liber 27

THE CUSTOMIZERS, INCORPORATED

ARTICLES OF INCORPORATION

78 A 10221 ***3.75

FIRST: I, Sandra Stottlemyer, whose post office address is 923 St. Clair Street, 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 hereafter referred to as the "Corporation") is "The Customizers, Incorporated".

THIRD: The purposes for which the Corporation is formed are: (1) to engage in the sales, service and installation of customized vans and related accessories; and to engage in any other lawful purpose and/or business.

(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.

FOURTH: The post office address of the principal office of the Corporation in this State is 1725 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name of the Resident Agent of the Corporation in this State is Sandra Stottlemyer. Said Resident Agent is an individual actually residing in this State at 923 St. Clair St., Hagerstown, Md. 21740.

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 one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until her successor is duly chosen and qualified is: Sandra Stottlemyer.

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 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) 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, merger, share exchange, or transfer of all or substantially all the assets of the Corporation.

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: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section

unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of May ,1978, and I acknowledge the same to be my act.

WITNESS:

Nicolee F. Coleman Sandra J. Stottlemyer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 25th day of May, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Sandra Stottlemyer who did acknowledge that the aforegoing Articles of Incorporation were her act and deed.

WITNESS my hand and Official Notarial Seal.

NICOLEE F. COLEMAN NOTARY PUBLIC WASHINGTON CO. MD.

Nicolee F. Coleman
Notary Public

My Commission Expires: 7/1/78

572 1176

ARTICLES OF INCORPORATION

OF

THE CUSTOMIZERS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland May 31, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

002250

Recorded in Liber 2416, folio , 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 Wahsington 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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 1 10 55 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 73476

Received For Record December 1, 1978 at 10:55 O'clock am corporation liber 27

DEC -1-78 A 17222 ******5.75

573

ARTICLES OF INCORPORATION

of

001162

S and T LEASING COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That, the undersigned, Ralph P. Turchi, whose post office address is 3526 Carriage Hill Circle, Randallstown, Maryland 21133, being at least twenty-one (21) years of age, does under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, does hereby form a corporation by executing and filing these Articles.

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

S and T LEASING COMPANY, INC.

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

(a) To carry on in all its branches the business of trucking and hauling and of truck and trailer leasing.

(b) To have all powers under Article 23, Section 9 of the Annotated Code of Maryland, as amended, and those not excluded by law.

FOURTH: In carrying on its business, or for the purpose of attaining or furthering any of its objects, the Corporation shall have all of the rights, powers and privileges granted to corporations by the laws of the State of Maryland, and the power to do any and all acts and things which a natural person or partnership could do and which may now or hereafter be authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by statute, the powers of the Corporation and of the Directors and Stockholders shall include the following:

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

(b) The Corporation reserves the right, from time to time, to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstanding stock.

(c) Except as otherwise provided in this Charter or by the By-Laws of the Corporation, as from time to time amended, the business of the Corporation shall be managed by its Board of Directors, which shall have and may exercise all the powers of the Corporation except such as are by law or

this Charter or the By-Laws conferred upon or reserved to the Stockholders. Additionally, the Board of Directors of the Corporation is hereby specifically authorized and empowered from time to time in its discretion:

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

(2) By articles supplementary to this Charter, to classify or reclassify any unissued shares by fixing or altering in any one or more aspect, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on and the conversion rights of, such shares.

FIFTH: The post office address of the principal office of the Corporation in this State is 33 Hampton Road East, Williamsport, Maryland 21795. The Resident Agent of the Corporation is Charles E. Sweigert, Sr., whose post office address if 33 Hampton Road East, Williamsport, Maryland 21795 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 100,000 shares at a par value of one dollar ($1.00) per share, for a total of $100,000, all of one class.

SEVENTH: The number of Directors of the Corporation shall be not less than three, 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 qualify are:

Charles E. Sweigert, Sr.

Ralph P. Turchi

Charles E. Sweigert, III

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

TENTH: Except as the By-Laws may otherwise provide, the Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful in defense of any action suit or proceeding to which he was made a party by reason of his serving or having served the Corporation, or any other entity at the request of the Corporation, in any capacity, while an officer or director of the Corporation. Except as the By-Laws may otherwise provide, no other indemnification shall be provided for any officer or director and no indemnification shall be provided for any employee or agent of the Corporation, unless the Board of Directors shall in its discretion, subject to the By-Laws, so direct.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act and deed, this 23RD day of MAY, 1978.

WITNESS: Rosemary Thomas

Ralph P. Turchi
RALPH P. TURCHI

001166

STATE OF MARYLAND

Baltimore City to wit:

I HEREBY CERTIFY that on this 23rd day of May, 1978, before, the subscriber, a Notary Public of the State of Maryland, in and for the city aforesaid personally appeared RALPH P. TURCHI, and he made oath in due form of law that the foregoing Articles of Incorporation are his respective act and deed.

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

NATALIE KULYNYCZ NOTARY PUBLIC BALTIMORE CITY, MD.

NOTARY PUBLIC

My Commission Expires:

7/1/78

578

ARTICLES OF INCORPORATION

OF

S AND T LEASING COMPANY, INC.

1153

approved and received for record by the State Department of Assessments and Taxation of Maryland May 23, 1978 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

001161

Recorded in Liber 2416, folio , 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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
A 73356
DEC 11 10 55 AM '78
LIBER 2416
FOLIO
LAND
VAUGHN FEXER, CLERK

Received For Record December 1, 1978 at 10:55 o'clock am liber 27 579

DEC -1-78 A 17223 ******3.75
001094

PRIME LABORATORIES, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Marlin Robert Barnhart, whose post office address is 766 Northern Avenue, Hagerstown, Maryland 21740; Lola Faye Barnhart, whose post office address is 766 Northern Avenue, Hagerstown, Maryland 21740; and Donald Spangler, whose post office address is 2520 North Valley Drive, 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

PRIME LABORATORIES, 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 purchase, sell, distribute and otherwise dispose of, industrial and agricultural chemicals of every description, dyes and dyestuffs, acids, alkalis, salts, paints, oils, varnishes; and in general, goods, wares and merchandise of every description.

2. 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.

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

FOURTH: The post office address of the principal office of the corporation in this State is 766 Northern Avenue, or P. O. Box 901, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this state is Marlin Robert Barnhart, 766 Northern Avenue, Hagerstown, Maryland 21740. 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 (1,000) shares of the par value of One Hundred Dollars ($100.00) each.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting of stockholders or until their successors are fully chosen and qualified are Marlin Robert Barnhart, Lola Faye Barnhart, and Donald Spangler.

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 23rd day of May, 1978.

WITNESS:

Marlin R. Barnhart (SEAL)
Marlin Robert Barnhart

Lola Faye Barnhart (SEAL)
Lola Faye Barnhart

Kathleen A. Rowe

Donald Spangler (SEAL)
Donald Spangler

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

I HEREBY CERTIFY, That on this 23rd day of May, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Marlin Robert Barnhart, Lola Faye Barnhart and Donald Spangler, and did each acknowledge the aforegoing Articles of Incorporation to be their act.

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

Kathleen A. Rowe
Notary Public

My Commission Expires:
July 1, 1978

KATHLEEN A. ROWE NOTARY PUBLIC WASHINGTON CO.

ARTICLES OF INCORPORATION

OF

PRIME LABORATORIES, INC.

1153

approved and received for record by the State Department of Assessments and Taxation of Maryland May 25, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

001093
3

Recorded in Liber 2416, folio , 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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 1 10 55 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 73341

582 Received For Record December 1, 1978 at 10:55 o'clock am corporation Liber 27

000779

DEC -1-78 A 17224 ******4.75

DAILY DELIVERY SERVICE, INC.

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

ARTICLES OF INCORPORATION

FIRST: The undersigned, William K. Shank, whose Post Office address is 1905 Maplewood Drive, Hagerstown, Maryland, 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 Daily Delivery 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 engage in the business of general freight transportation by motor vehicle.

(2) To own, operate and maintain truck lines, shipping lines and other means of transportation now or hereafter in use for the transportation of freight, express,

baggage, goods, wares, 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 of persons and by any means of transportation now or hereafter in use; and 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 and passenger station houses, storage facilities, machine and repair shops, freight, stock and repair yards, facilities of communication by telegraph, telephone, radio, television, or otherwise, power plants and power houses, grain and other elevators, wharves, docks, airports, laboratories, cars, locomotives, rolling stock, motors, buses, trucks, automobiles, ships and vessels, aircraft, 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.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 1905 Maplewood Drive, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in Maryland are William K. Shank, 1905 Maplewood Drive, Hagerstown, Maryland 21740. 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 four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are: William K. Shank, Sandra Shank, Lynn F. Meyers and William L. Frick.

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 22nd day of May, A.D., 1978.

Witness:

William K. Shank

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 22nd day of May, A.D., 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William K. Shank, personally known to me to be the person whose name is subscribed to the aforegoing instrument and who did acknowledge the aforegoing Articles of Incorporation to be his act.

Witness my hand and official Notarial Seal.

Notary Public

My Commission Expires:
July 1, 1978

ARTICLES OF INCORPORATION

OF

DAILY DELIVERY SERVICE, INC.

1148

approved and received for record by the State Department of Assessments and Taxation of Maryland May 23, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

000778

8

Recorded in Liber 2416, folio , 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 $ 4.05

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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 73306

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 1 10 55 AM '78

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

Received For Record Janusry 23, 1979 at 11:04 O'clock pm corporation Liber 27

590

JAN 23-79 A 11:04 ******1.00

00421

MINUTES OF SPECIAL MEETING
of
ALFRED BELL, INC.

A special meeting of the Board of Directors of the corporation was held on July 24,1978 at ten o'clock a.m. in the office of the corporate attorney, Walter E. Dillon, 1625 Eye St., Washington, D.C. Present were Alfred M. Bell, Marie Bell, and Walter E. Dillon.

Upon motion made, seconded, and voted on the following resolution was carried: Be it resolved that the resident agent for the corporation for the state of Maryland shall be changed to Kendall Miller, Route 1, Box 2038, Keedysville, Md., 21756.

There being no further business before the Board, the meeting was thereupon adjourned.

(seal)
President and Recording Secretary

CERTIFICATION

I certify that the above is a true copy of a resolution passed by the Board of Directors at the July 24, 1978 Meeting.

Alfred M. Bell
President

Before me this 27 day of July, 1978 appeared Alfred M. Bell and affixed his signature thereto.

Notary Public
My Commission expires March 13, 1982

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

591

OF

AIFRED BELL, INC.

101

received for record July 28, 1978 2, at 12:00 Noon M.

and recorded on Film No. ~~2123~~ 2424 00420 Frame No. 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 № 16286

Special Fee Paid	$5.00
Recording Fee Paid	$3.00
Total	$8.00

CR 17388

Mr. Clerk Mail to: Walter E. Dillon, Esquire
1625 Eye Street, N.W.
Washington, D.C. 20006

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JAN 23 1 04 PM '79

LIBER ____ FOLIO ____

LAND ____

VAUGHN J. BAKER, CLERK

rmc

Received For Record January 23, 1979 at 1:04 O'clock pm Corporation Liber 27

592

JAN 23-79 A 1985 ******5.25

000821

ARTICLES OF INCORPORATION

OF

WHITE OAKS ESTATE HEALTH AND RECONDITIONING CENTER, INC.

(A Maryland Non-Stock - Not for Profit Corporation)

THIS IS TO CERTIFY THAT:

FIRST: That we the subscribers, being residents of the State of Maryland, 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, do form a non-profit, non-stock corporation by the execution and filing of these Articles.

SECOND: The name and title of this corporation shall be WHITE OAKS ESTATE HEALTH AND RECONDITIONING CENTER, INC. and under and by this name the corporation shall have and enjoy perpetual corporate existence and succession. The corporation shall possess generally all of the powers, rights, privileges, capacities and immunities that nonprofit corporations are authorized and may hereafter be authorized to possess under the Constitution and laws of this State and the United States of America.

THIRD: The domicile of this corporation shall be the County of Washington, State of Maryland, and the location and post office address of its registered office shall be Timber Ridge #4, Route 2, Hancock, Maryland, 21750.

FOURTH: This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including 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 Service Tax law).

The purpose of the corporation shall be limited by this Article. The primary purposes involve the dedication of substantially all assets or benefits to: the building maintenance and/or operation of a hospital or sanitarium facilities; the support of public worship; the building and maintenance of churches, parsonages, chapels, schools, and such other religious and charitable institutions as may be necessary or proper to the work of missionary bodies in the United States of in any foreign country, and the maintenance of all missionary undertakings.

As a means of accomplishing the foregoing broadly stated purposes, the corporation shall promote the enlistment of Christian volunteers who desire to devote their lives, not to commercial pursuits,but to unselfish service for God and humanity. The religious doctrines taught shall be those of the Seventh-day Adventist Church.

The Trustees may from time to time accumulate a portion of the income of the corporation in order to budget available funds for special projects falling within any of the several purposes above stated to the extent that

accumulation without loss of corporate or tax advantages be permitted under applicable provisions of local and federal laws.

FIFTH: This corporation is a nonprofit corporation. No part of the net earnings or other assets of this corporation shall inure to the benefit of the incorporators, any member or trustee. This corporation shall not carry on propaganda or otherwise attempt to influence legislation in a manner inconsistent with the U. S. Constitution, nor shall it participate or intervene in any political campaign on behalf of any candidate for public office.

This corporation shall distribute its income for each taxable year at times and in a manner so as not to subject this corporation to tax on failure to distribute income, under appropriate sections of the Internal Revenue Code of 1954 or to any successor provisions.

This corporation shall not engage in any act of self-dealing, as defined by appropriate sections of the Internal Revenue Code of 1954, as amended by the Tax Reform Act of 1969, or any successor provision.

This corporation shall make to taxable expenditure, as defined in the Internal Revenue Code of 1954, as amended by the Tax Reform Act of 1969, or any successor provision.

All actions taken by this corporation shall implement the objects and purposes hereof and conform with applicable laws and regulations providing tax exempt status.

The corporation shall not retain any excess business holdings as defined in the Internal Revenue Code of 1954

or corresponding provisions of any subsequent Federal tax law.

The corporation shall not make any investments in any manner as to subject the corporation to tax under the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

Upon dissolution or liquidation of the corporation, the Board of Trustees, after paying or making provision for the payment of all of the liabilities of the corporation, shall dispose of the remaining assets of the corporation by delivery to the General Conference Corporation of Seventh-day Adventists or to such other religious or charitable organizations as 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 be hereafter amended, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable 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 Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by Circuit Court for Washington County, Maryland, exclusively for such purposes or to such organization or organizations as said

Court shall determine which are organized and operated exclusively for such purposes.

SIXTH: This corporation is to be organized on a non-stock basis. There shall be one class of membership. This class shall be not less than three nor more than nine members. The initial members shall be: Elvan W. Atherly, Sr., Leona P. Atherly, Pastor LaMont Francisco, Barbara D. Francisco, Pastor Harry B. Rimer, and Mary Rimer, R.N. A majority of the members may increase the membership up to and including a total membership of nine. If the membership be increased, a majority of the members shall fill the vacancy created by the increase in the membership.

The members shall hold an annual meeting at the corporation's registered office or at any other place as they may designate at 9:00 a.m. on June 30th of each year. If that date is a Saturday, Sunday, or legal holiday, the meeting will be rescheduled. Special meetings of the members may be called at the times and places that the members may determine. Any member absent from a meeting of the members may be represented by any other member or other person, who may cast the vote of the absent member according to the written instructions, general or special, of the absent member.

SEVENTH: The corporate powers and management of this corporation shall be vested in and exercised by a board of trustees consisting of the class membership.

The board of trustees, acting within the objects and

purposes defined in Item Fourth is vested with the broadest permissible authority and discretion in connection with the administration of funds or other assets for the objects and purposes of this corporation, including authority to select beneficiaries, and to dispose of or accumulate funds or other property in any manner that the board of trustees may determine to be appropriate. By way of example, and not of limitation, this corporation, through its board of trustees, is specifically authorized to buy, lease as lessee, or otherwise dispose of or encumber, interest in movable or immovable property situated within the State of Maryland or interest in real or personal property situated outside the State of Maryland within the United States.

The board of trustees may make, alter, and annul by-laws, rules and regulations for the government of the affairs of this corporation, and may amend these Articles of Incorporation, as it may deem proper, except Item Fourth, itself.

The board of trustees shall hold an annual meeting at the corporation's registered office immediately after the annual meeting of the members of this corporation. Special meetings of the board of trustees may be called at the times and places that the board of trustees may determine. Any trustee absent from a meeting of the board may be represented by any other trustee or other person, who may cast the vote of the absent trustee according to written instructions, general or special.

EIGHTH: The officers of this corporation shall consist of a president, a vice president, a secretary, and a treasurer, and any other officers that the trustees, from time to time, may require. The officers of the corporation shall be elected by the board of trustees, and shall serve until death, resignation, or removal by the board of trustees.

NINTH: The full name and post office address of the corporation's registered agent is:

LaMont Francisco
Timber Ridge #4
Route 2
Hancock, Maryland 21750

TENTH: Contributions made from time to time to this corporation for its use in furtherance of its objects and purposes or membership fees or other charges incident to membership may be used to carry out the objects and purposes of this corporation, or, in the discretion of the board of trustees, may be employed or invested so that the revenues therefrom may be used to carry out the objects and purposes of this corporation. In the absence of specific allocation by the contributor, the board of trustees may allocate any contribution to income or principal, or between income and principal.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 26th day of June, 1978.

ELVAN W. ATHERLY, SR.

LEONA P. ATHERLY

PASTOR LAMONT FRANCISCO

BARBARA D. FRANCISCO

PASTOR HARRY B. RIMER

MARY RIMER, R.N.

STATE OF MARYLAND, ss:

I hereby certify that on June 26, 1978, before me, a Notary Public, personally appeared

ELVAN W. ATHERLY, SR. LEONA P. ATHERLY

PASTOR LAMONT FRANCISCO BARBARA D. FRANCISCO

PASTOR HARRY B. RIMER MARY RIMER, R.N.

and acknowledged the aforegoing Articles of Incorporation to be their act. WITNESS my hand and notorial seal the day and year last above written.

Janice E. Robinson
Notary Public, Maryland

My Commission Expires: July 1978

600

ARTICLES OF INCORPORATION

OF

WHITE OAKS ESTATE HEALTH AND RECONDITIONING CENTER, INC. 26

approved and received for record by the State Department of Assessments and Taxation of Maryland July 5, 1978, at 11:45 o'clock A. M. as in conformity with law and ordered recorded.

9

~~0008220~~

Recorded in Liber 2420, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5.75

Bonus tax paid $20.00 Recording fee paid $26.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JUL 23 1 05 PM '79
LIBER FOLIO
LAND
VAUGHN J. BAKER, CLERK

A 74753

bw

Received For Record January 23, 1979 at 1:04 08clock pm corporation Liber 27 601
JAN 23-79 AM 11983 ******5.75

ARTICLES OF TRANSFER

BETWEEN

GERWILL, INC. AND TURNER'S TAXI, INC.

Gerwill, Inc., Transferor, and Turner's Taxi, Inc., Transferee, file herewith these Articles of Transfer pursuant to the Corporations and Trusts Volume of the Maryland Code.

1. Gerwill, Inc., agrees to sell and hereby sells to Turner's Taxi, Inc., and Turner's Taxi, Inc., agrees to buy and does hereby buy from Gerwill, Inc., all or substantially all of its property and assets.

2. The parties to these Articles of Transfer are Gerwill, Inc., a Maryland Corporation, and Turner's Taxi, Inc., a Maryland Corporation.

3. The name, address and principal place of business of the Transferee corporation is Turner's Taxi, Inc., 655 West Washington Street, Hagerstown, Maryland.

4. The Transferee and Transferor are each Maryland corporations with principal offices located in Washington County, Maryland.

5. The Transferor corporation, Gerwill, Inc., owns no real property in the State of Maryland, nor did it ever own real property in the State of Maryland.

6. The consideration for the transfer is Forty Thousand Dollars ($40,000.00) cash plus the assumption by the Transferee corporation of obligations of the Transferor corporation to Hagerstown Trust Company totalling $20,574.47.

7. Each corporation by unanimous vote of its shareholders and directors has approved this transfer.

8. A copy of the Contract of Sale between the Transferor and Transferee corporation is attached hereto setting forth the details of this transaction.

IN WITNESS WHEREOF the parties have executed this agreement this 29 day of June, 1978.

00155

GERWILL, INC.

(CORPORATE SEAL)

ATTEST:

Geraldine Durbin
Vice President and Secretary

BY: Willard E. Durbin
Willard E. Durbin, President

TURNER'S TAXI, INC.

(CORPORATE SEAL)

ATTEST:

Frances Mae Turner
Vice President

BY: Thomas Lee Turner
Thomas Lee Turner, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 29 day of June, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Willard E. Durbin who acknowledged himself to be President of Gerwill, Inc., a Maryland Corporation, and that he, as such President, being authorized so to do, executed the aforegoing instrument for the purposes therein contained by signing the name of said corporation by himself as President.

WITNESS my hand and Official Notarial Seal.

Joanne Snyder
Notary Public

My Commission Expires:

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 29 day of June, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Thomas Lee Turner who acknowledged himself to be President of Turner's Taxi, Inc., and that he as such President, being authorized so to do, executed the aforegoing instrument for the purposes therein contained by the signing of the name of said corporation by himself as President.

WITNESS my hand and Official Notarial Seal.

Joanne Snyder
Notary Public

My Commission Expires:

CONTRACT OF SALE

This Contract made this 13 day of June, 1978, by and between Turner's Taxi, Inc., hereinafter "Buyer", and Gerwill, Inc., hereinafter "Seller":

W I T N E S S E T H:

1. Seller hereby agrees to sell for the consideration of Forty Thousand Dollars ($40,000.00) all of the assets of its taxicab and for hire vehicle business known as Gerwill, Inc. and/or Local Cabs, hereinafter the "Business". Assets shall include all office equipment, machinery, vehicles, replacement parts, radio equipment, licenses, permits, franchises, customer lists, business and financial records, good will, contract rights, and any other tangible property in which the Seller has any right, title or interest on the date of the execution of this Contract. A partial list of tangible assets is appended to this Contract as Schedule A.

2. Buyer agrees to purchase the above assets and to assume the following liabilities of the Seller:

a. Three Notes payable to the Hagerstown Trust company with the following account numbers and outstanding balances:

1) Account No. 145-152-193 with an outstanding balance of approximately Ten Thousand and Seventeen Dollars and Twenty-five Cents ($10,017.25), more or less;

2) Account No. 001-304-994 with an outstanding balance of approximately Two Thousand Two Hundred and Fifty-seven Dollars and Twenty-one Cents ($2,257.21), more or less; and

3) Account No. 101-019-463 with an outstanding balance of approximately Eight Thousand Three Hundred Dollars and One Cent ($8,300.01), more or less,

secured by two (2) vans and nine (9) 1976 Chevrolet cabs. Copy of notes and security agreement attached hereto.

Seller agrees to hold Buyer harmless from any and all other debts, obligations and liabilities including tax deficiencies of the Seller accruing as a result of acts or omissions occurring before the closing date of this Contract.

3. Seller does not agree to assume any lease or leasehold estate or liability related to real property owned or leased by Buyer.

4. Seller agrees, represents and warrants as follows:

a. Seller is duly incorporated and authorized to do business under the laws of the State of Maryland.

J.S

b. The balance sheets and profit and loss statements of Seller attached to this Contract and made part hereof fully and correctly reflect the financial condition assets, liabilities and operation of Seller as of the dates stated in these documents.

c. Seller has good and marketable title to all assets and property to be sold under this Contract except as otherwise stated in the exhibits. All tangible property to be sold as is.

d. Seller agrees to use its best efforts in cooperation with Buyer to obtain the necessary consents or orders for the transfer of all contracts, licenses or permits to be assigned or transfered hereunder and to perform its duties under such contracts, permits or licenses faithfully until the closing date.

e. Until the closing date of this agreement, Seller shall not, without the written consent of Buyer, dispose of or encumber any of the assets or property to be sold hereunder with the exception of any transactions occurring in the ordinary course of Seller's business. Seller shall use its best efforts to preserve its business and good will. Seller further agrees to permit Buyer and its representatives full access to its property and records any time prior to the closing date during normal business hours and to supply all information concerning its property and affairs as Buyer may reasonably demand.

5. This Contract is conditional upon the following events occurring before the closing date:

a. Approval by the Public Service Commissioner of Maryland of Buyer's assumptions of all of Seller's permits for operation of taxicabs.

b. Both parties' compliance with all requirements of the Corporations and Associations article of the Annotated Code of Maryland.

c. Seller's maintaining in full through the closing date all policies of casualty and liability insurance presently is full and related to the business. A list of these policies is attached to this Contract as Schedule B.

6. Title to the assets and property sold hereunder shall pass to Buyer on the closing date on delivery to it of the instruments of transfer. If at any time any of the tangible property sold hereunder shall have been lost or damaged, except for damage or loss through use and wear in the ordinary course of business, by any cause or event beyond the reasonable power and control of Seller, Buyer shall be entitled to collect all insurance proceeds collectible by reason of such loss or damage or, if the amount of the loss or damage exceeds twenty-five per cent (25%) of the value of that property, Buyer shall have the right to elect to complete the sale and collect all insurance proceeds or to terminate this agreement in lieu of any other right or remedy. If Buyer becomes entitled to collect insurance under this provision, the purchase price of lost or damaged assets covered by insurance shall not be reduced.

7. a. There are no agreements, warranties, or representations, express or implied, except those expressly set forth herein. All agreements, representations, and warranties contained in this agreement shall apply as of the closing date and shall survive the closing of this agreement.

b. This agreement shall not be assignable by Buyer without the written consent of Seller. Subject to this provision, this agreement shall be binding on and benefit the successors and assigns of the parties.

c. This agreement is to be governed by and construed under the laws of the State of Maryland.

8. Time is of the essence to this Contract.

9. The closing date of this transaciton shall be during business hours on the 30th day of June, 1978, at the offices of Mackley and Gilbert, 100 West Washington Street, Hagerstown, Maryland.

In witness whereof the parties have executed this agreement in duplicate at Hagerstown, Washington County, Maryland the day and year first above written.

WITNESS:

Joanne Snyder

Joanne Snyder

Willard Durbin
Willard Durbin-President

Geraldine E. Durbin
Geraldine Durbin-Secretary

Corporate Seal - Gerwill Inc.
Seller

WITNESS:

W. Dennis Turner

as to both

Thomas Lee Turner
Thomas Lee Turner,
Senior President

Frances M. Turner
Frances Mae Turner,
Vice President

Corporate Seal - Turner's Taxi, Inc.
Buyer

1.5

606

00159

STATE OF MARYLAND, COUNTY OF

I HEREBY CERTIFY, That on this 13th day of June, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared the above officers of Gerwill, Inc., and Turner's Taxi, Inc., and they acknowledged the foregoing Contract to be the act of their respective corporations and they acknowledged to me that they executed the said Contract for the purposes therein contained.

AS WITNESS My hand and Notarial Seal.

Debra K Dagner
Notary Public

My Commission Expires:
7-1-78

00160

SCHEDULE A - TURNER'S-GERWILL
PARTIAL LIST OF TANGIBLE ASSETS

3 File Cabinets
1 File Cabinet with hole
1 Typewriter
2 Victor, Ado-X Adding Machines
6 Chairs
2 Desks
3 Intercom Stations
3 Outside Speakers

19 Motorola Radios
10 G.E. Radios
1 Foot Pedal
1 New Base Station
1 Old Base Station
1 Small Microphone
2 Large Microphones
1 Small Emergency Base Station

Spare auto parts in stock such as motors, transmissions, fan belts, spark plugs, et al.

Make and Year	Serial Number
1 1971 Ford, Cab No. 24	1E74H-158243
1 1974 Chevrolet, Cab No. 25	1K69H4T-161282
1 1976 Chevrolet, Cab No. 26	1X69D6W-142429
1 1971 Chevrolet, Cab No. 27	164391T-219622
1 1976 Chevrolet, Cab No. 28	1X69D6W-141954
1 1977 Chevrolet, Cab No. 29	CGL367U-207080
1 1976 Chevrolet, Cab No. 30	1X69D6W-141898
1 1971 Ford, Cab No. 31	1E74H-126526
1 1976 Chevrolet, Cab No. 32	1X69D6W-142097
1 1976 Chevrolet, Cab No. 33	1X69D6W-142048
1 1976 Chevrolet, Cab No. 34	1X69D6W-142001
1 1976 Chevrolet, Cab No. 35	1X69D6W-142280
1 1976 Chevrolet, Cab No. 36	1X69D6W-142480
1 1973 Chevrolet, Cab No. 37	1D29H3B-481964
1 1974 Chevrolet, Cab No. 38	1K69R4T-179514
1 1974 Ford, Cab No. 39	4B40F-133917
1 1974 Ford, Cab No. 41	4H40H-163445
1 1974 Ford, Cab No. 42	4H40H-152731
1 1977 Chevrolet, Cab No. 43	CGL367U-207088
1 1976 Chevrolet, Cab No. 44	1X69D6W-142388
1 1973 Chevrolet, Cab. No. 45	1C29D3B-634117
1 1975 Chevrolet, Cab No. 46	1K69H5Y-185402
1 1975 Chevrolet, Cab No. 47	1K69H5Y-185905
1 1975 Chevrolet, Cab No. 48	1K69H5Y-185920
1 1974 Plymouth, Cab No. 51	PM41-P4D-221487

Continued on Page 2

SCHEDULE A - TURNER'S-GERWILL (continued)

00161

Public Service Commission of Maryland
Taxicab Permit Numbers

78TH-24
78TH-25
78TH-26
78TH-27
78TH-28
78TH-29
78TH-30
78TH-31
78TH-32
78TH-33
78TH-34
78TH-35
78TH-36
78TH-37
78TH-38
78TH-39
78TH-41
78TH-42
78TH-43
78TH-44
78TH-45
78TH-46
78TH-47
78TH-48
78TH-51
78TH-40
78TH-55

608

00162

SCHEDULE B - TURNER'S - GERWILL
CASUALTY AND LIABILITY
INSURANCE POLICY

Fleet and general liability policy

Policy No. 7 LAO-05-6304468
Company: Merchants Mutual Insurance Company

609

80

ARTICLES OF TRANSFER

BETWEEN

GERWILL, INC. (MD. CORP.)-TRANSFEROR

AND

TURNER'S TAXI, INC. (MD. CORP.)-TRANSFEREE

approved and received for record by the State Department of Assessments and Taxation of Maryland June 22, 1978, **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

Recorded in Liber 2422 **, folio** 10 00153 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

575

Bonus tax paid $_____ **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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JAN 23 1 04 PM '79

LIBER ____ FOLIO ____

LAND ☐ ☐

VAUGHN J. BAKER, CLERK

A 75157

bw

Received For Record January 23, 1979 at 1:05 O'clock pm JAN 23-79 A 11990 ******3.75
liber 87
610 03003

WASHINGTON COUNTY VOLUNTEER FIREMAN'S ASSOCIATION, INC.
P. O. BOX 174 HAGERSTOWN, MARYLAND 21740

ARTICLES OF AMENDMENT

WASHINGTON COUNTY VOLUNTEER FIREMAN'S ASSOCIATION, 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 1, "WASHINGTON COUNTY VOLUNTEER FIREMAN'S ASSOCIATION, INC., AS ITS NAME AND INSERTING IN LIEU THEREOF THE FOLLOWING:

"WASHINGTON COUNTY VOLUNTEER FIRE AND RESCUE ASSOCIATION OF MARYLAND, INC."

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on March 16, 1978, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a regular meeting of the membership of the corporation held on the same date. At the regular meeting of the membership on March 16, 1978 a resolution was presented and a roll call vote taken. This passed with a unanimous vote.

The undersigned, President of Washington County Volunteer Firemen's Association, Inc., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of purjury.

PRESIDENT Luther Grimes

Luther Grimes

SECRETARY Charles N. Ringer

Charles N. Ringer

60

ARTICLES OF AMENDMENT

OF

WASHINGTON COUNTY VOLUNTEER FIREMANS ASSOCIATION, INC.

changing its name to:

WASHINGTON COUNTY VOLUNTEER FIRE AND RESCUE ASSOCIATION OF MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 18, 1978, **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

2

Recorded in Liber 2420 **, folio** 03002 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

375

Bonus tax paid $_____ **Recording fee paid $** 20.00 **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 DEPARTMENT OF ASSESSMENTS OF MARYLAND

E OF MARYLAND
NGTON COUNTY
ED FOR RECORD

1 05 PM '79

FOLIO

LAND

VAUGHN J. BAKER, CLERK

A 74989

bw

612 Received For Record January 23, 1979 at 1:05 O'clock pm JAN 23-79 A 11989 ******3.75
Corporation Liber 27

00824

THE INSTITUTE OF MEDICAL PHYSICS, INC.

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, 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 hereafter referred to as the "Corporation") is THE INSTITUTE OF MEDICAL PHYSICS, INC.

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

(1) To engage in research, design, consulting and educational activities in the fields of nuclear energy and medical physics; and to engage in any other lawful purpose and/or business.

(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.

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 163, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Charles W. Coleman, 705 Elm Crest Avenue, Boonsboro, Maryland 21713. 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 (5000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be Two (2), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Charles W. Coleman and Nicolee F. Coleman.

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 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 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, merger, share exchange, or transfer of all or substantially all the assets of the Corporation.

TENTH: (1) As used in this Article TENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any pro-

ceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of July, 1978, and I acknowledge the same to be my act.

WITNESS:

Roger Schlossberg

STATE OF MARYLAND
COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, That on this 17th day of July, 1978, before me, the subscriber, a Notary Public in and for the state and county aforesaid, personally appeared Roger Schlossberg who did acknowledge his signature on the aforegoing Articles of Incorporation to be his voluntary act and deed.

My Commission Expires:
July 1, 1982

Notary Public

ARTICLES OF INCORPORATION

OF

THE INSITIUTE OF MEDICAL PHYSICS, INC.

75

approved and received for record by the State Department of Assessments and Taxation of Maryland July 21, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2421, folio 00825, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JAN 23 1 05 PM '79
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 75134

bw

Received For Record January 23, 1979 at 1:05 O'clock pm liber 27
JAN 23-79 A 11988 ******3.75

00557

ME

ARTICLES OF INCORPORATION

OF

VALLEY DEVELOPMENT CO., 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 VALLEY DEVELOPMENT CO., INC.

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

(a) To engage in the construction of residential and commercial real estate improvements and all other activities 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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 28 Hoffman Drive, Williamsport, Maryland, 21795. 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 four (4), which number may be changed 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 Clarence E. Myers, Dale E. Martin, Carrie L. Martin and Helen I. Myers.

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, 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 14th day of July, 1978.

WITNESS:

Marion Marshall

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14th day of July, 1978, 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 aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission expires:

7/1/82

Marion Marshall
Notary Public

621

ARTICLES OF INCORPORATION

OF

VALLEY DEVELOPMENT CO., INC.

90

approved and received for record by the State Department of Assessments and Taxation of Maryland July 25, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 6 / 22 , folio 00556 , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JAN 23 1 05 PM '79
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 75205

bw

Received For Record January 23, 1979 at 1:05 O'clock pm JAN 23-79 A 11987 ******4.25
Corporation Liber 27

ROHRER MOTOR SERVICE, INC.

(A close Corporation under Title 4, Section 4-101 et seq., Corporation 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 Mount 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 Rohrer Motor 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 operate "star" routes under United States Postal Service highway contracts for the pick-up and delivery of United States mail between various Post Offices.

(2) To engage in the business of postal delivery by motor vehicle, general garage business and to buy and sell motor vehicles, equipment and supplies.

(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 810 Lanvale Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Betty R. Gowen, Box 24, Main Street, Chewsville, Maryland

21721. 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 six (6), 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: Ralph B. Rohrer, Ella R. Rohrer, Fred H. Gowen, Betty R. Gowen, Christine R. Doub and Robert R. Caruthers.

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 July, A.D., 1978.

Witness:

Roberta Poffenberger

Lynn F. Meyers

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 14th day of July, A.D., 19 , 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 aforegoing instrument and who did acknowledge the aforegoing Articles of Incorporation to be his act.

Witness my hand and official Notarial Seal.

Roberta Poffenberger
Notary Public

My Commission Expires:
July 1, 1982

628

ARTICLES OF INCORPORATION

OF

ROHRER MOTOR SERVICE, INC.

81

approved and received for record by the State Department of Assessments and Taxation of Maryland July 21, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

7

00258

Recorded in Liber 2422, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

+25

Bonus tax paid $ 20.00 Recording fee paid $ 22.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JAN 23 1 05 PM '79
LIBER FOLIO
LAND
VAUGHN J. BAKER, CLERK

A 75177

bt

Received For Record January 23, 1979 at 1:05 O'clock pm 000930 629
Corporation Liber 27
JAN 23-79 A 11986 ******175

DICK'S MARKET, INC.

ARTICLES OF INCORPORATION

FIRST: I, Richard J. Johnston, whose post office address is 428 East Franklin Street, Hagerstown, Maryland 21740, being at least eighteen (18) 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 referred to as "Corporation") is:

DICK'S MARKET, INC.

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

1. To own and carry on the business of general merchant and retail food sales.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 859 Salem Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Richard J. Johnston, whose post office address is 428 East Franklin Street, 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 One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

1. If there is no stock outstanding, the number of Directors may be less than three but not less than one; and

2. If there is stock outstanding and so long as there are less than three stockholders, the number of Directors may be less than three, but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Richard J. Johnston and Etta Virginia Johnston.

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 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 warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

000933

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29th day of June, 1978, and I acknowledge the same to be my act.

WITNESS:

Sharlene O. Kenyon

Richard J. Johnston (SEAL)
Richard J. Johnston

633

ARTICLES OF INCORPORATION

OF

DICK'S MARKET, INC.

27

approved and received for record by the State Department of Assessments and Taxation of Maryland July 5, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2420, folio 000929, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JAN 23 1 05 PM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 74777

bt

634

Received For Record February 1, 1979 at 11:02 o'clock am liber 27

Feb 1-79 A rf 2799 *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

NILES, BARTON & WILMER

929 N. HOWARD STREET, BALTIMORE, MD. 21201

which said agreement of merger was duly approved by said Department on

August 14, 1978, at 2:30 P.M.

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

(a) The names of the merging corporations are

GILBERT INDUSTRIES, INC. (MD. CORP.)

INTO

GABRIEL INDUSTRIES, INC. (DELAWARE CORP.)-SURVIVOR

(b) The name of the new corporation is

GABRIEL INDUSTRIES, INC.

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

c/o PRENTICE-HALL CORPORATION SYSTEM, INC.

229 S. State Street, Dover, Delaware

(d) The Agreement of Merger is dated August 14, 1978.

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was

August 14, 1978, at 2:30 P.M.

Received For Rec ord February 1, 1979 at 11:09 O'clock am liber 27 Corporation records

635

FEB -1-79 A 12703 ******3.75

00159

ARTICLES OF INCORPORATION

OF

REGAL BEAGLE TAVERN, INC.

THIS IS TO CERTIFY:

That we, the subscribers: Harry F. Jones, whose post office address is 475 McDowell Avenue, Hagerstown, Maryland, John L. Jones, whose post office address is Route 2, Smithsburg, Maryland, and Blanche M. Ridenour, whose post office address is Route 2, Boonsboro, Maryland, all being of full legal age, do under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

REGAL BEAGLE TAVERN, INC.

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

(a) To own and operate a tavern and to deal in all kinds of alcoholic beverages, food and related products and to deal generally in the business of selling at retail alcoholic beverages, food and products of all kinds and to manage, own, operate and deal generally in and with all kinds of facilities and appurtenances convenient, desireable or necessary in the conduct and operation of the foregoing.

(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 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.

Washington Co.

THIRD: The principal office of the Corporation in this State will be maintained at Alternate U. S. Route #40 - Funkstown, Maryland. The resident agent of the Corporation is Harry F. Jones, whose post office address is 475 McDowell Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The total number of shares of stock which the Corporation has authority to issue is Five Hundred Eighty (580) shares of the par value of One Hundred Dollars ($100) 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-eight Thousand Dollars ($58,000).

FIFTH: The Corporation shall have three (3) directors and Harry F. Jones and John L. Jones and Blanche M. Ridenour shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SIXTH: 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 Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths (4/5) of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

SEVENTH: The Corporation upon unanimous approval of the stockholders reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 14th day of August, 1978.

Witness:

Harry F. Jones

Judith M. Shulman

John L. Jones

Blanche M. Ridenour

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 14th day of August, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harry F. Jones, John L. Jones and Blanche M. Ridenour and acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

Judith M. Shulman
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

REGAL BEAGLE TAVERN, INC.

209

approved and received for record by the State Department of Assessments and Taxation of Maryland August 21, 1978, **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

3

Recorded in Liber 2424 **, folio** 00958**, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

5.75

Bonus tax paid $ 20.00 **Recording fee paid $** 20.00 **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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

FEB 1 11 09 AM '79

LIBER____

LAND VALUE CLERK

A 76094

bw

638 Received For Redord Februa ry 1, 1979 at 11:09 O'clock am liber 27

FEB -1-79 A 12795 ******3.75

OK
Corrected
W.

ARTICLES OF INCORPORATION

OF

PRESERVATION ASSOCIATES, INC.

00522

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Daniel W. Moylan, whose post office address is 100 West Washington 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 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:

PRESERVATION ASSOCIATES, INC.

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

(a) To engage in the business of a house wright, including but not limited to the restoration, preservation, repair, replacement, alteration, modification and construction of improvements to real estate used for residential, farm, commercial and/or industrial land uses; and incidental thereto and in conjunction therewith the restoration, preservation, repair, replacement, alteration, modification and construction of fixtures and personal property including but not limited to milling, cabinet making and hardware.

(b) To engage in the field of education including but not limited to teaching and otherwise participating in workshops, courses, seminars, lectures, demonstrations, research projects, preparation and presentation of papers, writings and publications in the fields of restoration, preservation, replacement and construction of real and personal property.

JG 58 AM '79

(c) To engage in the business of consultation, including but not limited to restoration planning, historic and architectural research, historic analysis of buildings, improvements, fixtures and personal property, historic site surveys, and rendering consulting services to evaluate and to assist in the application by clients for nominations to the National Register of Historic Places and State Historic registries.

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

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid 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 aforegoing enumeration of the purposes, objects and business of the Croporation 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 or 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 109 West Main Street, Sharpsburg, Maryland, 21782. The resident agent of the Corporation is Paula Stoner, 109 West Main Street, Sharpsburg, Maryland, 21782, 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 Ten Thousand (10,000) shares of capital stock of the par value of Ten Dollars ($10.00) 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.

SIXTH: The Corporation shall have not more than seven (7) nor less than three (3) directors, and Paula J. Stoner, Douglas C. Reed, Jane D. Stoner and Charles J. Stoner 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, 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6 day of July, 1978.

WITNESS:

Geraldine M. Lum — Daniel W. Moylan (SEAL)
Daniel W. Moylan

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 6th day of July, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Daniel W. Moylan and acknowledged the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Geraldine M Lum
Notary Public

Commission Expires:
July 1, 1982

642

ARTICLES OF INCORPORATION

OF

PRESERVATION ASSOCIATES, INC.

146

approved and received for record by the State Department of Assessments and Taxation of Maryland August 3, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2423, folio ~~00521~~ 5, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3.75

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR REC
FEB 1 11 09 AM '79
LIBER ____ FOLIO ____
AND
JOHN J. BAKER, CLERK

A 75613

bt

Received For Record February 1, 1979 at 11:09 O'clock am
Corporation Liber 27

FEB -1-79 A 12792 ******3.75

M & W ENTERPRISES, INC.
ARTICLES OF INCORPORATION

FIRST: I, ROBERT E. KUCZYNSKI, whose post office address is 55 N. Jonathan Street, 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 hereafter referred to as the "Corporation") is M & W Enterprises, Inc.

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

(1) To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work on buildings, roads, sidewalks, highways, bridges, or manufacturing plants, or construction of any type and development connected therewith; and to execute such contracts or to receive assignments of contracts therefor, or relating to; also to manufacture and furnish all building materials and supplies connected herewith.

(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.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 112M, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is John Joseph Martin, Route 1, Box 112M, Boonsboro, Maryland 21713. 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 shares at par value of TEN ($10.00) DOLLARS per share.

LAW OFFICES OF
ROBERT E. KUCZYNSKI
KUCZYNSKI BUILDING
55 N. JONATHAN STREET
HAGERSTOWN, MD. 21740
301-797-9120

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three, but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: John Joseph Martin, William Leonard Tritapoe and Janet K. Tritapoe.

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, either nor 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 preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time 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: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director

or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote,at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of August, 1978, and I acknowledge the same to be my act.

WITNESS:

Robert E. Kuczynski

Robert E. Kuczynski

647

ARTICLES OF INCORPORATION

OF

M & W ENTERPRISES, INC.

210

approved and received for record by the State Department of Assessments and Taxation of Maryland August 18, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2424, folio 01080, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

305

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

OF MARYLAND
WASHINGTON COUNTY
FILED FOR RECORD

1 11 09 AM '79

NUMBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 76118

bt

648 Received For Record February 1, 1979 at 11:09 o'clock am in Corporation Liber 27

ME

FEB -1-79 A 12794 ******3.75

ARTICLES OF INCORPORATION

OF

ROBERT L. JOSEPHS, P.A.

02577

FIRST: I, the undersigned, whose post office address is 121 Windsor Avenue, Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, do hereby act 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: Robert L. Josephs, P.A.

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

(a) To solely an specifically practice the profession of podiatry and to render podiatric services.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business of rendering podiatrical services; to secure the same by mortgage, deed of trust, pledge or other lien.

(c) To invest its funds in real estate, mortgages, stocks, bonds or other types of investments; to own real or personal property for the rendering of professional services.

(d) To exercise and enjoy all other privileges, rights and powers granted to or conferred upon professional service corporations by the General Laws of the State of Maryland, now or hereafter in force.

The enumeration of special powers, as herein specified, not being intended to exclude or to be construed as a waiver of limitation of any such other powers, rights and privileges.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 138 E. Antietam Street, Hagerstown, Maryland 21740, and the name and the post office address of the Resident Agent of the Corporation is Robert L. Josephs, 121 Windsor Avenue, Hagerstown, Maryland 21740 and the said Robert L. Josephs is a citizen of this State and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is one thousand (1,000) shares, without nominal or par value.

SIXTH: The Corporation shall have no less than one (1) Director and Robert L. Josephs who is a citizen of the State of Maryland and resides therein, shall act as such until the first annual meeting

or until his successor is duly chosen and qualified.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of fully paid and non-assessable shares, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable. The Board of Directors shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock of the Corporation to be issued. No shares may be issued to individuals who are not duly licensed to render podiatric services and practice podiatry in accordance with the Laws of Maryland.

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

IN WITNESS WHEREOF, we have hereunto set out hands this 20th day of July, 1978.

WITNESS:

Edna L. Newcomer

Robert L. Josephs DPM (SEAL)
Robert L. Josephs

STATE OF MARYLAND, COUNTY OF WASHINGTON, as:

THIS IS TO CERTIFY, that on this 20th day of July, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington aforesaid, personally appeared Robert L. Josephs and he acknowledged the foregoing Articles of Incorporation to be his.

My commission expires July 1, 1982

Robert E. Glausier Jr
Notary Public

ARTICLES OF INCORPORATION

OF

ROBERT L. JOSEPHS, P.A.

176

approved and received for record by the State Department of Assessments and Taxation of Maryland August 10, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2423, folio 02576, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3.25

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 1 11 09 AM '79

LIBER FOLIO

LAND

VAUGHN J. BAKER, CLERK

A 75875

bt

Received For Record February 1, 1979 at 11:09 O'clock am Corporation Liber 27
FEB -1-79 A 12791 ******2.50

ARTICLES OF INCORPORATION

OF

TRINITY BIBLE CHURCH OF HAGERSTOWN, MARYLAND, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, George M. Farley, whose post office address is 1613 Virginia Avenue, Hagerstown, Maryland, 21740; Edwin L. Hartle, whose post office address is 22 Broadway, Hagerstown, Maryland, 21740; Frances E. Farley, whose post office address is 1613 Virginia Avenue, Hagerstown, Maryland, 21740; Mary L. Hartle, whose post office address is 22 Broadway, Hagerstown, Maryland, 21740 and David F. Jones, Jr., whose post office address is 235 East Baltimore Street, Hagerstown, Maryland 21740, each being at least eighteen years of age and all being discreet and sober persons, elected by the members of the Congregation of Trinity Bible Church of Hagerstown, Maryland, Inc., to act as Trustees in the name and on behalf of said Congregation to manage the estate, property and interest of the same, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.

SECOND: The name of the Congregation and of the Corporation shall be TRINITY BIBLE CHURCH OF HAGERSTOWN,MARYLAND, INC.

THIRD: The object of this Corporation shall be to provide its members with the preaching of the Word of God, the administration of the ordinances, the facilities for public worship and the exercise of Christian discipline and to adopt and prosecute from time to time such measures as are in harmony with the spirit and teaching of the Word of God and as shall tend to promote the kingdom of God in this world.

KAYLOR, SPENCE
& WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

FOURTH: The congregation of this Church shall be and remain an independent congregation and may own and dispose of property, both real and personal, as said congregation in accordance with its By-Laws and ordinances shall deem proper. This congregation and church may from time to time as may be deemed fit associate itself with such church denomination as it may deem desirable but such association shall in no wise affect this Corporation in its ownership and control of its real and personal property, which shall be and remain in the properly constituted officers of this Corporation.

FIFTH: The Pastor of the Church shall be a member of the Board of Trustees by virtue of his office. The election of Trustees shall be at the annual meeting held on the 1st Monday of January of each year.

SIXTH: Membership in this Church shall be composed of those who have accepted Jesus Christ as their personal Savior and promise to observe the Constitution and the By-Laws of the Church. No person shall be elected Trustee who is not eighteen years of age and no person shall vote for a Trustee who is not eighteen years of age.

SEVENTH: The principal place of worship of the Church is 100 East Antietam Street, Hagerstown, Maryland. The name and address of the resident agent of the Church is George M. Farley, 1613 Virginia Avenue, Hagerstown, Maryland, 21740. The said resident agent is a citizen of the State of Maryland and actually resides therein.

EIGHTH: In the event of termination, dissolution, or winding up of this corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to one or more organizations created and operated exclusively for

KAYLOR, SPENCE & WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

religious purposes in the United States no part of the net earnings of which inures to the benefit of any private shareholder or individual and which organization or organizations as at that time qualify as an exempt organization of the Internal Revenue Code of the United States, as the Board of Trustees shall determine.

IN WITNESS WHEREOF, we, the Trustees, have signed these Articles of Incorporation on this 10th day of August, 1978.

Rev. George M. Farley
George M. Farley, Pastor

Edwin L. Hartle
Edwin L. Hartle

Frances E. Farley
Frances E. Farley

Mary L. Hartle
Mary L. Hartle

WITNESS:

Gloria J. Moors

David F. Jones Jr.
David F. Jones, Jr.
Trustees

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 11th day of August, 1978. before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared George M. Farley, Edwin L. Hartle, Frances E. Farley, Mary L. Hartle and David F. Jones, Jr. and severally acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Official Notarial Seal.

Gloria J. Moors
Notary Public

My commission expires:
7/1/82

ARTICLES OF INCORPORATION

OF

TRINITY BIBLE CHURCH OF HAGERSTOWN, MARYLAND, INC.

201

approved and received for record by the State Department of Assessments and Taxation of Maryland August 6, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

00372

Recorded in Liber 2424, folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

250

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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

1 11 09 AM '79

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

A 76019

bt

Received For Record February 1, 1979 at 11:09 o'clock am Corporation Liber 27

656

FEB -1-79 A 12790 ******3.75

ARTICLES OF RESTATEMENT OF

The Washington County, Md., and The Franklin County, Penna., Home Mission Board, Incorporated

A MARYLAND CORPORATION 00616

The Washington County, Md., and The Franklin County, Penna., Home Mission Board, Incorporated, having its principal office at Post Office Box 478 , Maugansville, Maryland 21767, hereinafter referred to as the "Corporation" hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation desires to restate its Charter as currently in effect. The provisions set forth in these Articles of Restatement are all the provisions of the Charter of the Corporation currently in effect. The restatement of the Charter of the Corporation as set forth herein has been approved by the entire Board of Directors of the Corporation. The Charter of the Corporation is not amended by these Articles of Restatement. The Charter of the Corporation is hereby restated in the following manner:

FIRST: The name of the Corporation (which is hereafter called the "Corporation" is The Washington County, Md., and The Franklin County, Penna., Home Mission Board, Incorporated.

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

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINE of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in

general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) 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 SECOND hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (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).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article SECOND are the following:

To promote the teaching of the Doctrines and Beliefs of the Denomination commonly known as Mennonites; the organization of Sunday Schools, the erection of new Church Buildings wherever and whenever there is need for such structure, the advancing of money to new congregations upon such terms as may be agreed upon, the holding of real estate for the use and benefit of the corporation; the acceptance of legacies or bequests of money or other property and in general to do all things necessary to promote the advancements of religion in all its forms and in all ways consistent with the rules and practices authorized by the governing bodies of the Mennonite Church.

THIRD: The post office address of the principal office of the Corporation in this State is Post Office Box 478, Maugansville, Maryland 21767. The name and post office address of the Resident Agent of the Corporation in this State is D. Richard Martin, Post Office Box 478, Maugansville, Maryland 21767. Said Resident Agent is an individual actually residing in this State.

FOURTH: 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 as set forth in the by-laws of the Corporation.

FIFTH: 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). The names of the Directors, who are presently acting as such and who shall continue to act until their successors are duly chosen and qualified, are: Reuben E. Martin, Mervin J. Martin, Nelson H. Martin, David W. Rudolph and D. Richard Martin.

SIXTH: These directors shall be selected in the following manner: Each Church of the Washington County, Maryland and Franklin County, Penna., Conference of the Mennonite Church shall select one person to represent that Church at a General Meeting of the representatives similarly chosen by all the other Churches of the Conference to be held at such time and in such place as shall be designated by the Bishop presiding over said Conference, or in case of his failure to act, the said time and place shall be designated by a majority of the representatives of the Churches of said Conference. The representatives having met pursuant to call shall organize by selecting one of their own number as Chairman and one as Secretary and after transacting any other business which may concern the entire body, they shall proceed to select the five directors to manage the business affairs of this corporation for the year ensuing in such manner as they may decide amongst themselves. Immediately after the directors are chosen they shall meet and organize by selecting one of their number as President and one of their number as Secretary and Treasurer and any other officer that they may see fit to advance the general welfare of the corporation, it being the intention and so understood that the temporal affairs shall be managed entirely by the said board of five directors. In case of the death of any director, the remaining four shall elect a director to fill out the unexpired term of the director dying, to serve until the next annual election.

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" means 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 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 494(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 493(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 tax laws.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation has duly authorized the foregoing restatement of the Charter of the Corporation.

IN WITNESS WHEREOF, The Washington County, Md., and The Franklin County, Penna., Home Mission Board, Incorporated 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 15 day of June, A.D., 1978, and its President acknowledges that these Articles of Restatement are the act and deed of The Washington County, Md., and The Franklin County, Penna., Home Mission Board, Incorporated, 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:

The Washington County, Md., and The Franklin County, Penna., Home Mission Board, Incorporated

Nelson H. Martin
Nelson H. Martin, Secretary

By: Reuben E. Martin
Reuben E. Martin, President

The Washington County, Md., and The Franklin County, Penna. Home Mission Board, Inc. Maryland Incorporated 1915

Home Mission Board Seal

660

ARTICLES OF RESTATEMENT

OF

THE WASHINGTON COUNTY, MD., AND THE FRANKLIN COUNTY, PENNA. HOME MISSION BOARD, INCORPORATED

147

approved and received for record by the State Department of Assessments and Taxation of Maryland June 21, 1978, **at** 8:30 **o'clock A. M. as in conformity with law and ordered recorded.**

Recorded in Liber 2423 **, folio** 00615 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

3.75

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 DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
FILED FOR RECORD

11 09 AM '79

LIBER____ FOLIO____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

A 75631

bw

Received For Record February 1, 1979 at 11:09 O'lcock am Corporation liber 27 661
FEB -1-79 A 12789 ******375
02083

NYE AND PURDHAM PLUMBING AND HEATING, INC.

AMENDED ARTICLES OF INCORPORATION

FIRST: I, Walter Joe Nye, whose post office address is 636 Jefferson Street, 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 hereafter referred to as the "Corporation") is:

NYE PLUMBING AND HEATING, INC.

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

1. To own, operate, and maintain a plumbing and heating and plumbing and heating contracting business.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 636 Jefferson Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Walter Joe Nye, 636 Jefferson Street, 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 One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

2. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Walter Joe Nye, Betty L. Nye and Michael G. Day.

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 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 warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a

02086

present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of August, 1978, and I acknowledge the same to be my act.

WITNESS:

Michael A. Day

Walter Joe Nye (SEAL)
Walter Joe Nye

169

AMENDED ARTICLES OF INCORPORATION

OF

NYE AND PURDHAM PLUMBING AND HEATING, INC.

changing its name to:

NYE PLUMBING AND HEATING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 9, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2423, folio 02082, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

375

Bonus tax paid $_____ Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
AUG 1 11 09 AM '79
LIBER____ FOLIO____
LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

A 75814

bw

Received For Record February 1, 1979 at 11:09 o'clock
Corporation Liber 27

666

FEB -1-79 A 12788 ******375

mc

AWARD BEAUTY COLLEGE, INC.

02080

ARTICLES OF AMENDMENT

Award Beauty College, Inc., a Maryland Corporation, having its principal office located at 26 E. Antietam Street, Hagerstown, Maryland 21740, hereinafter referred to as "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 its name to read "Award Beauty School, Inc."

SECOND: The Charter of the Corporation is hereby amended by changing the principal office of the Corporation to read 26 E. Antietam Street, Hagerstown, Maryland 21740 and by changing the address of the Resident Agent, Butler D. Wallace, to read 26 E. Antietam Street, Hagerstown, Maryland 21740.

THIRD: At a joint meeting of the Board of Directors and Stockholders of the Corporation, duly warned in the manner provided by law and held on the 5th day of July, 1978, the Board of Directors unanimously advised and recommended to the Stockholders, and the Stockholders by affirmative vote of all the stock of the Corporation duly adopted the amendment of the Charter of the Corporation here and before set forth.

IN WITNESS WHEREOF Award Beauty College, Inc. has caused the presents to be signed in its name and on its behalf by its President-Secretary and its Corporate Seal to be hereto attached and attested this 19th day of July, 1978.

ATTEST: AWARD BEAUTY COLLEGE, INC.

Constance A. Dunnamber By: Butler D. Wallace (SEAL)

WITNESS BUTLER D. WALLACE, PRESIDENT

STATE OF MARYLAND

COUNTY OF BALTIMORE TO WIT: 02081

I HEREBY CERTIFY that on the 19th day of July, 1978, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Baltimore aforesaid, personally appeared Butler D. Wallace, President of Award Beauty College, Inc., a Maryland Corporation, and in the name and on behalf of the said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Beverly Wallace, Secretary, and made oath in due form of law that she was Secretary of the joint meeting of the Board of Directors and Stockholders of the Corporation at which the amendment of the Charter of the Corporation, set forth in said Articles of Amendment was adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of their knowledge, information and belief.

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

Constance A. Dunsmoke

Notary Public

My Commission Expires 1 July 1982

668

ARTICLES OF AMENDMENT

OF

AWARD BEAUTY COLLEGE OF HAGERSTOWN, INC.

169

changing its name to:

AWARD BEAUTY SCHOOL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 9, 1978, **at** 8:30 **o'clock** A. **M. as in conformity with law and ordered recorded.**

Recorded in Liber 2423, **folio** 3 02079, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____ **Recording fee paid $** 20.00 **Special Fee paid $**_____

To the clerk of the Circuit **Court of** Washintgon 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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 11 11 09 AM '79

LIBER_____ FOLIO____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

A 75813

bw

Received For Record February 1, 1979 at 11:09 O'clock am corporation Liber 27

03328

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FEB -1-79 A 12787 ******3.75

ARTICLES OF AMENDMENT

OF

WOLFKILL VAULT SERVICE, INC.

WOLFKILL VAULT SERVICE, INC., a Maryland corporation, having its principal office in Hagerstown, Washington County, Maryland, (hereinafter called the Corporation), hereby certifes to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended to change the name by striking out paragraph SECOND of the Articles of Incorporation and inserting in lieu thereof the following:

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

RICHARDS - WILBERT, INC.

The Board of Directors of the Corporation at a special meeting duly convened and held on January 10, 1978, 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, Wolfkill Vault Service, 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 14th day of August, 1978.

ATTEST: WOLFKILL VAULT SERVICE, INC.

Secretary By President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 14th day of August, 1978, before me, the subscriber, a Notary Public in and for the

03329

State and County aforesaid, personally appeared Robert F Richards, Jr. President of Wolfkill Vault Service, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said corporation and 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.

Mary M. Buckley
Notary Public

Commission Expires:
July 1, 1982

671

191

ARTICLES OF AMENDMENT

OF

WOLFKILL VAULT SERVICE, INC.

changing its name to:

RICHARDS - WILBERT, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 15, 1978, **at** 8:30 **o'clock** A.**M. as in conformity with law and ordered recorded.**

Recorded in Liber 2423, **folio** 03327, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____ **Recording fee paid $** 20.00 **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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

FEB 1 11 09 AM '79 A 75961

LIBER____ FOLIO____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

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Received For Record February 1, 1979 at 11:09 O'clock am Corporation liber 27
FEB -1-79 A 12786 ******3.75

02029

ARTICLES OF AMENDMENT

OF

GRACE ACADEMY, INC.

Grace Academy, Inc., a Maryland Corporation having its principal office at Downsville Pike, Route 1, Box 132, Williamsport, Maryland 21795, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by substituting for Article SEVENTH thereof the following new Article SEVENTH:

SEVENTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

from and after the date of acceptance of these Articles of Amendment by the Department.

SECOND: That by formal action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Sec. 2-604 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written formal action unanimously taken by the Stockholders of the Corporation at a Special Stockholders' Meeting called for that purpose pursuant to Sec. 2-604 of the Corporations and Associations Article, the Stockholders of the Corporation unanimously approved said amendment.

IN WITNESS WHEREOF, the Grace Academy, 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 17 day of July, 1978, and its President acknowledges that these Articles of Amendment are the act and deed of Grace Academy, Inc. and,

02030

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:

Secretary

GRACE ACADEMY, INC.

By

President

674

ARTICLES OF AMENDMENT

OF

GRACE ACADEMY, INC.

169

approved and received for record by the State Department of Assessments and Taxation of Maryland August 9, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2423, folio 3 02028, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

375

Bonus tax paid $_____ Recording fee paid $20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

FEB 1 11 09 AM '79

LIBER ____ FOLIO ____

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VAUGHN J. BAKER, CLERK

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Received For Record February 1, 1979a t 11:09 o'clock am corporation liber 27
675

FEB -1-79 A# 12785 ******3.75

FAHRNEY-KEEDY MEMORIAL HOME FOR THE AGED, INC.

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

That at a meeting of the Board of Trustees of Fahrney-Keedy Memorial Home for the Aged, Inc., duly called and held on July 19, 1978, at the principal office of the Corporation located at Route #2, Boonsboro, Washington County, Maryland, the following resolution was unanimously adopted:

RESOLVED: That the charter of the Corporation be amended by striking out the name of the Corporation, Fahrney-Keedy Memorial Home for the Aged, Inc., and inserting in lieu thereof, "FAHRNEY-KEEDY MEMORIAL HOME, INC."

IN WITNESS WHEREOF: The Corporation has caused this Certificate of Amendment to be signed in its name and on its behalf by its President, and its corporate seal to be hereto attached and attested by its Secretary, on this 19th day of July, 1978.

WITNESS AND ATTEST AS TO CORPORATE SEAL:

FAHRNEY-KEEDY MEMORIAL HOME FOR THE AGED, INC.

David C. Buchanan
Secretary

BY: Emory P. Draper Pres.
Emory P. Draper, President

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

I HEREBY CERTIFY, That on this 19th day of July, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Emory P. Draper, President of the Board of Trustees of Fahrney-Keedy Memorial Home for the Aged, Inc., a Maryland Corporation, and in the name of and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared David C. Buchanan, who duly declared and affirmed in due form of law that he was Secretary of the meeting of the Board of Trustees of the Corporation at which

the Amendment of the Charter of the Corporation set forth in said Articles of Amendment was adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

Pamela Sue Jones
Notary Public

My Commission Expires:
July 1, 1982

677

ARTICLES OF AMENDMENT

OF

FAHRNEY-KEEDY MEMORIAL HOME FOR THE AGED, INC. 142

changing its name to:

FAHRNEY-KEEDY MEMORIAL HOME, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 3, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2423, folio 00390, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

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LIBER ____ FOLIO ____

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VAUGHN J. BAKER, CLERK

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678 Received For Record February 1, 1979 at 11:09 o'clock am corporation
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FEB -1-79 A# 12784 *******.50

FEB -1-79 A# 12783 *******.50

02489

RESOLUTION

Apothecaries, Inc.

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and he is hereby changed from ALVIN S. WOLPOFF, whose post office address is 337 Saint Paul Pl., Baltimore, Maryland, 21202, to ADOLPH BAER, whose post office address is 1835 Woodburn Drive, Hagerstown, Maryland, 21740, and who is a resident of the State of Maryland.

RESOLVED: That the proper officers of the Corporation be and are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

The Undersigned, being the duly-elected Secretary of the above-named corporation, does hereby certify that the foregoing Resolution was duly adopted by a majority of the Board of Directors of said Corporation in accordance with the corporate charter and by-laws, and in compliance with the applicable provisions of Maryland law.

Adolph Baer

Adolph Baer, Secretary
Apothecaries, Inc.

NOTICE OF CHANGE OF RESIDENT AGENT &
AGENT'S ADDRESS

OF

APOTHECARIES, INC.

679

124

received for record August 4, 1978 2, at 8:30 A. M.

and recorded on Film No. 2422 02188 Frame No. 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 № 16309

Special Fee paid	$5.00
Recording Fee Paid	$3.00
Total	$8.00

50
50

Mr. Clerk mail to: Roger Schlossberg
134 West Washington Street
Hagerstown, Maryland 21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

FEB 1 11 09 AM '79

LIBER ____ FOLIO ____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received For Record February 1, 1979 at 11:09 o'clock am corporation liber 27

680

FEB -1-79 A# 01721 12782 *******.50
FEB -1-79 A# 12781 *******.50

CERTIFICATION

I, EDWARD A. JOHNSTON, Secretary of ANNAPOLIS CYCLE CENTER, INC., hereby certify that the following Resolution is a true, correct, and complete copy of a Resolution of the Board of Directors of ANNAPOLIS CYCLE CENTER, INC., adopted by the unanimous consent of the Board of Directors on July 24, 1978.

RESOLVED: That the Board of Directors of the Corporation hereby designates RESAGENT, INC., 7th Floor, IBM Building, Baltimore, Maryland 21202, as its Resident Agent; and

FURTHER RESOLVED: That the principal office of the Corporation is and will hereafter be R.F.D. #1, (U.S. 40 and I-70), Box 303, Hagerstown, Maryland 21740.

Edward A. Johnston, Secretary

STATE OF MARYLAND)
) to Wit:
CITY OF BALTIMORE)

I hereby certify that on the 24TH day of AUGUST, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City/~~County~~ of Baltimore, personally appeared EDWARD A. JOHNSTON, Secretary of ANNAPOLIS CYCLE CENTER, INC., and made oath in due form of law that the matters and facts set forth in the Certification are true.

AS WITNESS my hand and Notarial Seal.

JOHN A. HAYDEN, III NOTARY PUBLIC BALTIMORE CITY, MD.

Notary Public

My Commission Expires:
July 1, 1982

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

681

OF

ANNAPOLIS CYCLE CENTER, INC.

received for record August 28, 1978 2, at 8:30 A.M.

and recorded on Film No. 2424 Frame No. 01720 one of

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

225

To the clerk of the Circuit court of Washington County

AA № 16391

Special Fee Paid	$5.00
Recording Fee Paid	$3.00
Total	$8.00

50
50

Mr. Clerk Mail to: Whiteford, Taylor, Preston, Trimble & Johnston
IBM Building, 100 East Pratt Street
Baltimore, Maryland 21202

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

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LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received For Record February 1, 1979 at 11:09 o'clock am Corporation liber 27
682
FEB -1-79 A 12780 ******5.25
02705

WILLIAMSPORT VOLUNTEER AMBULANCE SERVICE, INC.

ARTICLES OF AMENDMENT

WILLIAMSPORT VOLUNTEER AMBULANCE SERVICE, INC., a Maryland Corporation having its principal office at 30 W. Salisbury Street, Williamsport, Maryland, hereinafter referred to as the "Corporation", hereby certified to the State Department of Assessments and Taxation of Maryland, hereinafter referred to as the "Department", that:ARTICLE FIRST is amended as set forth hereinafter to reflect that the post office address of the Corporation is: 30 West Salisbury Street, Williamsport, Maryland, 21795. SECOND: The Charter of the Corporation is hereby amended by striking in their entirety, ARTICLES THIRD, FOURTH, FIFTH and SEVENTH, and by substituting in lieu thereof the following:

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

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 for the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any

property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) 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 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).

(c) Included among the education and charitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following:

1. To operate a rescue and ambulance service for the purpose of protecting the lives and wellbeing of persons by furnishing ambulance service and emergency first aid to those in need of such care, no part of the net earnings of which is to inure to the benefit of any member, shareholder or other individual.

2. To acquire, purchase or lease ambulances, trucks, automobiles and other equipment of any description necessary to carry out the aforesaid general purposes and to own, operate and maintain such ambulances, trucks, automobiles and equipment as may be necessary.

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

4. To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of any and all personal property or equipment of every kind.

5. To borrow money for any of the purposes of the Corporation.

6. To raise money for the Corporation by means of dues, contributions or gifts.

7. To furnish the services referred to herein on a non-profit basis, to all persons on a nondiscriminatory basis.

8. This Corporation shall also have all other additional powers conferred upon it by corporations of this class under the laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 30 West Salisbury Street, Williamsport, Maryland, 21795. The name and post office address of the Resident Agent of the Corporation in this State is Warren M. Seymour, Jr., 20 South Conococheague Street, Williamsport, Maryland, 21795. 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 as set forth in the by-laws of the Corporation.

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 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 law.

(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.

ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other

than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

TWELFTH: That the Board of Directors in accordance with the provisions of the Charter, the By-Laws of the Corporation and in accordance with the Annotated Code of Maryland have duly advised and approved the aforegoing Amendments as is required by all of the aforegoing.

IN WITNESS WHEREOF, WILLIAMSPORT VOLUNTEER AMBULANCE SERVICE 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 21st day of July, 1978, and its President acknowledges that these Articles of Amendment are the act and deed of Williamsport Volunteer Ambulance Service, Inc., and under the penalties of perjury, 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.

WILLIAMSPORT VOLUNTEER AMBULANCE SERVICE, INC.

By: William G. Grimm
William G. Grimm, President

ATTEST:

C. Lee Butts
C. Lee Butts, Jr., Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21st day of July, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared WILLIAM G GRIMM, who acknowledged himself to be the President of the Williamsport Volunteer Ambulance Service, Inc., and also acknowledged that he signed the aforegoing Articles of Amendment on its behalf, and at the same time personally appeared C. LEE BUTTS, JR., who acknowledged that as Secretary of said Corporation, he attested to the signature and seal on behalf of the Corporation.

WITNESS my hand and official Notarial Seal.

Warren M. Seymour Jr
Notary Public

My Commission Expires:
July 1, 1982

690

ARTICLES OF AMENDMENT

OF

WILLIAMSPORT VOLUNTEER AMBULANCE SERVICE, INC.

125

approved and received for record by the State Department of Assessments and Taxation of Maryland July 31, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2422, folio 02704, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 26.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 75470

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
FEB 1 11 09 AM '79
LIBER ____ FOLIO ____
LAND ☐ VAUGHN J. BAKER, CLERK

bt

Received For Record February 1, 1979 at 11:10 o'clock am liber 27 Corp. Records
FEB -1-79 A 10798 ******3.75

ME

Hazlewood Distributing Company, Inc.

(A Closed Corporation Under Title 4)

Articles of Corporation

First : The undersigned Fred C. Hazlewood Jr. and Anna C. Hazlewood, whose Post Office address is, Box 1443 - Hagerstown - Maryland - 21740, street address - 280 South Prospect Street - Hagerstown - Washington County - Maryland 21740, (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 hereafter called the Corporation) is, Hazlewood Distributing Company, Inc.

Third : The corporation shall be a closed corporation as authorized by Title 4, section 4 (a).

Fourth : The purposes for which the Corporation is formed are as follows : That said Corporation shall have broad powers to engage in the Printing and Publishing of materials including books, reports, pamphlets, etc. and to further engage in the business of wholesale and retail sale of all types of items, by Mail and Direct sales. Salesmen and dealers may be appointed and used as necessary to promote sales. Sales by Mail, will include the entire United States of America, Canada and other countries that receive magazines published in the, United States of America.

Fifth : The Post Office address of the principal office of the Corporation in Maryland is, 280 South Prospect Street - Hagerstown - Washington County. The name and Post Office address of the resident agent of the Corporation in Maryland are, Fred C. Hazlewood Jr. 280 South Prospect Street - 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, One Hundred Thousand (100,000) Shares of the par value of, One Dollar ($1.00) a share, all of One Class, and having an aggregate par value of, One Hundred Thousand Dollars ($100,000.00).

The following is a description of the One Class of Stock, of the Corporation : Whereas, the said Fred C. Hazlewood Jr. and Anna C. Hazlewood have agreed that they are to share in the profits realized from said Wholesale and and Retail Sales of all items, Publishing and Printing and disseminating in the following proportions, that is to say, Fred C. Hazlewood Jr., Seventy Five (75%) Percent and Anna C. Hazlewood Twenty Five (25%) Percent, and

Whereas, the parties hereto desire to enter into such an Agreement so that their respective Ownership of the aforementioned Corporation, to be known as, Hazlewood Distributing Company, Inc., shall be in the same proportion as set forth in the above Paragraph.

Now, Therefore, This Agreement Witnesseth:
That for and in consideration of the mutual covenants herein contained, the parties hereto agree as follows:

1. Whereas, the said Fred C. Hazlewood Jr. and Anna C. Hazlewood have heretofore been operating under the name of, Hazlewood Company, in connection with the Printing - Publishing - Retail and Wholesale, Sales of different types of items, disseminating of said items by the use of, U.S. Mail and Direct means.

2. That they will associate themselves in the formation of a corporation to be known as, Hazlewood Distributing Company, Inc., to be incorporated under the laws of the State of Maryland, Title 4 section 4 (a).

3. That they, parties hereto agree that they shall be named as the Board of Directors of said Corporation until such time as their successor(s) are duly chosen and assume office.

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 successor(s) is (are) duly chosen and qualified are, Fred C. Hazlewood Jr. and Anna C. Hazlewood.

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:

The parties hereto covenant and Agree that any stock issued by said Corporation shall be issued in such a manner that, Fred C. Hazlewood Jr. always shall be the holder and owner of Seventy Five (75%) percent of said stock and Anna C. Hazlewood shall be the holder and owner of Twenty Five (25%) percent of said stock.

Ninth : The duration of the Corporation shall be perpetual .

In Witness Whereof , We Have signed these Articles of Incorporation on this 24TH day of July 1978 .

Witness :

Fred C. Hazlewood Jr. (Fred C. Hazlewood Jr.)

Anna C. Hazlewood (Anna C. Hazlewood)

State of Maryland ,

County of Washington , SS:

I Hereby Certify that on this 24TH day of July 1978 , before me , the subscriber , a Notary Public of the State of Maryland in and for the County of Washington personally appeared Fred C. Hazlewood Jr. and Anna C. Hazlewood 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 WASHINGTON COUNTY, MARYLAND

David S. Myers
Notary Public

My Commission expires :

July 1st 1980

694

ARTICLES OF INCORPORATION

OF

HAZLEWOOD DISTRIBUTING COMPANY, INC.

125

approved and received for record by the State Department of Assessments and Taxation of Maryland July 31, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2422, folio 02755, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

375

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

FEB 1 11 10 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J BAKER, CLERK

A 75480

bt

Received For Record February 1, 1979 a t 11:10 o'clock am Corporation
Liber 27

FEB -1-79 AM 12797 ******3.75

ARTICLES OF INCORPORATION

OF

LITTLE NORTH MOUNTAIN WATER ASSOC., INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Barbara M. Martin, whose post office address is Route 2, Clear Spring, Maryland, and Rebecca L. Pingley, whose post office address is Route 2, Clear Spring, Maryland, and Anne H. Dyanick, whose post office address is Route 2, Clear Spring, Maryland, and Colin L. Kelley, whose post office address is Route 2, Clear Spring, 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: Little North Mountain Water Assoc., Inc.

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

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

(b) To acquire, own, operate and maintain water sources, whether wells, springs, or otherwise, treatment systems, distribution systems, plumbing

and piping systems, and any and all equipment and facilities necessary or useful in connection with the objects and purposes of the corporation.

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

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

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

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

The 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.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, P.O. Box 157, Clear Spring, Maryland 21722. 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 Corporation will have no capital stock and has no authority to issue capital stock, in accordance with Section 5-202, Corporations and Associations, Annotated Code of Maryland.

SIXTH: All owners of real estate owning lots on a plat of lots of Hi-Land Trails, Inc., who, pursuant to rights conveyed in the deeds to their real estate have the right to use the water facilities of the Hi-Land Trails property are automatically members of the Corporation. Upon transfer of any real estate from the present owner to a new owner, the present owners shall automatically cease to be a member of the Corporation and the new owner of said real estate will automatically become a member of the Corporation. For the purposes of this paragraph, every individual listed on a deed owning real estate which has the right to use the water facilities of the Hi-Land Trail property shall be a member of the Corporation.

SEVENTH: The number of directors shall be five, which number may be increased from time to time pursuant to the By-Laws of the Corporation, but shall never be less than five; and the names of the directors who shall act until the first annual meeting or until their successors are duly elected and qualified are: Larry Smith, Frank Dyanick, Colin Kelley, Courtney Martin and Holloway Pingley.

EIGHTH: The Corporation is to have perpetual existence.

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 24 day of July, 1978.

WITNESS:

Darryl R. Tait

Barbara M. Martin (SEAL)
Barbara M. Martin

Rebecca L. Pingley (SEAL)
Rebecca L. Pingley

Anne H. Dyanick (SEAL)
Anne H. Dyanick

Colin L. Kelley (SEAL)
Colin L. Kelley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 24 day of July, 1978, before me, the subscriber, a Notary Public for the State of Maryland, in and for Washington County, personally appeared Barbara M. Martin, Rebecca L. Pingley, Anne H. Dyanick, and Colin L. Kelley and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

My Commission Expires: 7/1/79

Sandra K. Tait
Notary Public

SANDRA K. TAIT NOTARY PUBLIC WASHINGTON COUNTY, MARYLAND

693

ARTICLES OF INCORPORATION

OF

LITTLE NORTH MOUNTAIN WATER ASSOC., INC.

126

approved and received for record by the State Department of Assessments and Taxation of Maryland July 31, 1978, **at** 8:30 **o'clock** A. M. **as in conformity with law and ordered recorded.**

Recorded in Liber 2422 **, folio** 02815 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

3.25

Bonus tax paid $ 20.00 **Recording fee paid $** 20.00 **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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

FEB 1 11 10 AM '79

LIBER____ FOLIO____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 75488

bw

700 Received For Record February 1, 1979 at 11:10 O'clock am corporation Liber 27
FEB -1-79 A 12796 ******3.75

MARYLAND CONTINENTAL EXPRESS, INC. 03330

ME

ARTICLES OF INCORPORATION

FIRST: I, THOMAS A. WADE, 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 virture of the General Laws of the State of Maryland.

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

MARYLAND CONTINENTAL EXPRESS, INC.

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

(1) To engage in the business of freight transportation by motor vehicle; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agenst, solicitors and dispatchers; to purchase or lease motor vehicles of any design or description; 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 other 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 129 Overhill Drive, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Smedley W. Lynn, 129 Overhill Drive, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of captial 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 or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stock holders, the number of Directors may be less than three but not less than the number of stock holders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly choosen and qualified are: Smedley W. Lynn, Thomas A. Wade, and Michael G. Day.

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 stock holders thereof:

(1) With respect to:

(a) The issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

(b) The redemption by the Corporation of shares of its own stock or the purchase or other acquisition by the Corporation of its own shares;

(c) The purchase by the Corporation, other than in the ordinary course of business, of property and assets at a cost equivalent to or greater than fifty percent (50%) of the net worth of the Corporation as reflected on the balance sheet most recent to the date of such purchase;

(d) The investment by the Corporation, through the acquisition of shares of capital stock, partnership interests or otherwise in business entities engaged in business ventures except with respect to the establishment by the Corporation of wholly-owned subsidiaries;

(e) The amendment of any employment agreement, or the alteration of terms set forth therein, between the Corporation and Smedley W. Lynn; the employment of any member of the family of Smedley W. Lynn; or entering into any transaction between the Corporation and any member of the immediate family of Smedley W. Lynn;

(f) The making of any loans or advances by the Corporation other than to employees and suppliers in the ordinary course or business; and

(g) The amendment of the By-Laws of the Corporation if such amendment substantially adversely affects the contract rights of any stock holder of the Corporation;

and notwithstanding any provision of law requiring such action to be taken or authorized other than as provided in this Article after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, any such action shall be effective and valid only if taken or approved by the share holders by an affirmative vote the majority of the votes entitled to be cast thereon.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly consititued meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31st day of July, 1978, and acknowledge the same to be my act.

WITNESS:

Joan L. Trufock

Thomas A. Wade

THOMAS A. WADE

ARTICLES OF INCORPORATION

OF

MARYLAND CONTINENTAL EXPRESS, INC.

129

approved and received for record by the State Department of Assessments and Taxation of Maryland August 1, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2422, folio 03329, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

FEB 1 11 10 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 75550

704

03038

Received for record
March 22, 1979 at 2:10 p.m.
Liber #27

ARTICLES OF AMENDMENT

OF

FROM HEAVEN TO SEVEN, INC.

MAR 22-79 A 16996 ******3.75

FROM HEAVEN TO SEVEN, INC., a Maryland corporation, having its principal office in Hagerstown, Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended to change the name by striking out paragraph SECOND of the Articles of Incorporation and inserting in lieu thereof the following:

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

THE RED CALLIOPE, INC.

The Board of Directors of the Corporation at a special meeting duly convened and held on August 1, 1978 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, FROM HEAVEN TO SEVEN, 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 1st day of August, 1978.

ATTEST:

FROM HEAVEN TO SEVEN, INC.

Brenda R. Halverson
Secretary

By Brenda R. Halverson
President

03039 705

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 1ST day of August, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Brenda R. Halversen President of From Heaven to Seven, Inc., a Maryland corporation, and in the name and on the behalf of said corporation acknowledged the aforegoing 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.

Mary M Buckley
Notary Public

Commission Expires:
July 1, 1982

706

ARTICLES OF AMENDMENT

OF

FROM HEAVEN TO SEVEN, INC.

Changing its name to:

THE RED CALLIOPE, INC.

243

approved and received for record by the State Department of Assessments and Taxation of Maryland August 28, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2424, folio 03037, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3.75

Bonus tax paid $_____ Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 10 PM '79

LIBER 27 FOLIO 704

LAND ☐ Incorporation ☑

VAUGHN J. BAKER, CLERK

A 76345

bt

01734 707

Received for record
March 22, 1979
at 2:10 p.m.
Liber#27

Rwl

CHURCH OF THE BRETHREN OF
BROADFORDING, WASHINGTON
COUNTY, MARYLAND,

****

MAR 22-79 A 16997 ******2.50

ARTICLES OF AMENDMENT

****

Church of the Brethren of Broadfording, Washington County, Maryland, a Maryland corporation, having its principal office on the Broadfording Church Road, Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments & Taxation of Maryland (the "Department"), that:

FIRST: The Articles of Incorporation are hereby amended by striking out "Article 1" of said Articles of Incorporation and substituting in lieu thereof the following:

Article 1. The name of this corporation shall be "The Broadfording Bible Brethren Church of Washington County, Maryland."

SECOND: The Board of Trustees of the Corporation at a meeting duly convened and held on August 24, 1978 , adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment to the Charter was advisable, and directing that it be submitted to the members of the Congregation at a special meeting to be held after ten (10) days' notice, in conformity with the Articles of Incorporation and the provisions of the Code of Public General Lwas of Maryland.

THIRD: Notice of the meeting and the amendment to the Charter proposed to be acted upon was thereupon read, and action thereon was postponed at least ten (10) days, and the members were notified to be present at the meeting appointed for action thereon.

FOURTH: The amendment of the Charter of the Corporation as hereinabove set forth was approved by a two-third's vote of the members of the congregation present at the meeting held on the 10th day of September, 1978 at 6:30 p.m.

IN WITNESS WHEREOF, the Church of the Brethren of Broadfording, Washington County, Maryland, has caused these presents to be signed in its name and on its behalf by the President of the Board of Trustees, and its corporate seal to be hereto affixed and attested by its Secretary on this 10th day of September, 1978; and the undersigned Trustees constituting the majority of the Board of Trustees, do hereby acknowledge that they voted and declared the resolution in which the said amendment to the Charter were set forth to be advisable; and also the undersigned Chairman of the meeting of the members acknowledges that these Articles of Amendment are the act and deed of the Broadfording Church of the Brethren, Washington County, Maryland, and under the penalties of perjury, that the matters and facts set forth herein are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

CHURCH OF THE BRETHREN OF BOARDFORDING, WASHINGTON COUNTY, MARYLAND.

Ronald D. Koontz, Secy.

BY: Richard M. Heckman, Chariman

William H. Freed, Jr. Trustee

William H. Price, Trustee

Richard M. Heckman, Trustee

Roy A. Grove, Trustee

Ronald D. Koontz, Trustee

Richard A. Mills, Trustee

Perry L. Hendershot, Trustee

Chairman of Meeting of Members

Dale E. Martin, Trustee

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 13th day of September 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard M. Heckman, Chairman of the Board of Trustees of the Church of the Brethren of Broadfording, Washington County, Maryland, and in the name and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared William H. Freed, Jr., and made affirmation in due form of law that he was Chairman of the meeting of the members of the Corporation at which the Amendment of the Charter of the Corporation set forth in said Articles of Amendment were adopted and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Pamela Sue Jones
Notary Public

My Commission Expires:
July 1, 1982

710

319

ARTICLES OF AMENDMENT

OF

CHURCH OF THE BRETHREN OF BROADFORDING, WASHINGTON COUNTY, MARYLAND

changing its name to:

THE BROADFORDING BIBLE BRETHREN CHURCH OF WASHINGTON COUNTY, MARYLAND

approved and received for record by the State Department of Assessments and Taxation of Maryland September 20, 1978, **at** 8:30 **o'clock** A.**M. as in conformity with law and ordered recorded.**

Recorded in Liber 2426 **, folio** 01733**, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

250

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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 76996

MAR 22 2 10 PM '79

LIBER 27 FOLIO 707

LAND ☐ Incorporation ☑

VAUGHN I. BAKER, CLERK

00943

Received for record March 22, 1979
at 2:10 p.m.
Liber #27

ARTICLES OF AMENDMENT TO
THE CERTIFICATE OF INCORPORATION OF
CALVARY TEMPLE, INC.

MAR 22-79 A 16998 ******2.50

WHEREAS, the majority of the Trustees of Calvary Temple, Inc. on July 17, 1978 proposed to amend the Charter or Certificate of Incorporation of Calvary Temple, Inc,

as such amendment is set forth herein, and said Trustees, namely, William Mason, Roy E. Poe, Clair S. Brinton, Myra E. Marshall and Rev. Vernon W. Miles did at such meeting adopt a resolution declaring such amendments advisable and did call a meeting of the adult members of said religious corporation and give written notice of the time, place and purpose of such meeting to each adult member, at least 10 days prior to said meeting, and complied with all other requirements of Section 5-308 of the Corporations and Associations Article of the Annotated Code of Maryland,

AND WHEREAS, at such meeting of the adult members of said Religious Corporation, held on July 30, 1978, a majority of the adult members present voted affirmatively for the following amendments;

We, the Trustees of Calvary Temple, Inc. do hereby certify that the following amendments as proposed by the Trustees and approved by a majority of the adult members of this Religious Corporation, as aforesaid, are correct and read as follows:

1. That paragraph 7th of the original Certificate of Incorporation ,

known as Calvary Temple, Inc. be changed to read as follows: "Upon the dissolution of the Corporation, The 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 orgainzation 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 Code), as the trustees shall determine. Any such assets as are not so disposed of shall be disposed of by the Circuit Court for Washington County, Maryland or such other similar 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 and which are organized and operated exclusively for such purposes as qualify under said section 501(c)(3)

2. That said Certificate of Incorporation be also amended to add thereto the following paragraph:

" That notwithstanding any other provisions of the Articles or Certificate of Incorporation of Calvary Temple, Inc., that said Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Taxes under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code) or by a corporation , contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

William Mason — Trustee

Roy E. Poe — Trustee

Clair S. Brinton — Trustee

Myra E. Marshall — Trustee

Rev. Vernon W. Miles — Trustee

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I hereby certify that on the 16th day of August 1978 1978, before me, the subscriber, a notary Public of the State and County aforesaid, personally appeared, William Mason, Roy E. Poe, Clair S. Brinton, Myra E. Marshall and Rev. Vernon W. Miles, Trustees of Calvary Temple, Inc. and acknowledged that the above are the amendments proposed and adopted by resolution of the Trustees and submitted to the adult members of the Corporation, and at the same time appeared Myra E. Marshall and made oath in due form of law that she was the secretary of the meeting of the adult members of Calvary Temple, Inc. held on July 30, 1978 at 7 P.M. o'clock M at the Church property of the Corporation in Williamsport, Maryland, and that a majority of the adult members present at such meeting approved the amendments as set forth in the above Articles of Amendment, and that the matters and facts set forth therein are true & correct to the best of her knowledge, information and belief.

WITNESS my hand and official notarial seal.

Notary Public

My Commission Expires:
July 1, 1982

713

306

ARTICLES OF AMENDMENT

OF

CALVARY TEMPLE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 29, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2426, folio 00912, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

2.50

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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 76906

MAR 22 2 10 PM '79

LIBER 27 FOLIO 711

LAND Incorporations

VAUGHN J. BAKER, CLERK

00370

714 Received for record March 22, 1979
at 2:10 p.m.
Lib #27

MARTIN TRUCK CORPORATION

ARTICLES OF AMENDMENT

MAR 22-79 A 16999 ******3.75

MARTIN TRUCK CORPORATION, A Maryland Corporation, having its principal office at Maugans Avenue and Interstate 81, Hagerstown, Maryland 21740 (hereinafter the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking therefrom Article FOURTH and by inserting in lieu thereof the following new Article FOURTH:

> "FOURTH: The post office address of the principal office of the Corporation in this State is Post Office Box 1976, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Oliver H. Martin, Route 6, Box 256, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State."

SECOND: The Articles of Incorporation of the Corporation are hereby amended by striking therefrom Article FIFTH and by inserting in lieu thereof the following new Article FIFTH:

> "FIFTH: The total number of shares of capital stock which the Corporation has the authority to issue is Two Thousand (2,000) shares of common stock with a $100.00 par value (hereinafter referred to as the "Common Stock")."

THIRD: Prior to said amendment, the total number of shares of capital stock which the Corporation had authority to issue was One Thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) each, all of which shares were of one class and were designated commonstock.

FOURTH: By written informal action, unanimously taken by the Board of Directors, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the

Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

FIFTH: 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 Two Thousand (2,000) shares, of common stock, with a $100.00 par value. Accordingly, the authorized capital stock of the Corporation has been increased to the extent of One Thousand (1,000) shares.

IN WITNESS WHEREOF, MARTIN TRUCK CORPORATION 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 Secreatry on this 26th day of August, 1978, and its President acknowledges that these Articles of Amendment are the act and deed of MARTIN TRUCK CORPORATION 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: MARTIN TRUCK CORPORATION

Ammon H Martin
Secretary

By: Oliver Martin
President

ARTICLES OF AMENDMENT

OF

MARTIN TRUCK CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland August 31, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2425, folio 00369, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3.75

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 10 PM '79 A 76423

LIBER 27 FOLIO 714

LAND Incorporation

VAUGHN J. BAKER, CLERK

03457

Received for record
March 22, 1979 at 2:10 p.m.
Liber #27

HAGERSTOWN SUBURBAN REAL ESTATE, INC.

ARTICLES OF INCORPORATION

MAR 22 '79 A M 17000 ******3.75

FIRST: I, Michael G. Day, whose post office address is 1329 Pennsylvania 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 hereafter referred to as the "Corporation") is:

HAGERSTOWN SUBURBAN REAL ESTATE, INC.

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

1. To operate and maintain a real estate sales firm.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 1835 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Carl F. Rosenberry, 100 LuRose Lane, Marsh Pike, 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 of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and

2. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Carl F. Rosenberry, Lucille E. Rosenberry, and Michael G. Day.

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 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 warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director of officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties

to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24 day of August, 1978, and I acknowledge the same to be my act.

WITNESS:

Debra J. Henson

Michael G. Day (SEAL)
Michael G. Day

721

ARTICLES OF INCORPORATION

OF

HAGERSTOWN SUBURBAN REAL ESTATE, INC.

247

approved and received for record by the State Department of Assessments and Taxation of Maryland August 28, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2424, folio 03456, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3.75

Bonus tax paid $ 40.00 Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 10 PM '79 A 76368

LIBER 27 FOLIO 717

LAND Incorporation

VAUGHN J. BAKER, CLERK

bt

722

Received for record March 22, 1979
at 2:10 p.m. Liber #27

01659
MAR 22-79 A 17001 ******5.25

ARTICLES OF INCORPORATION

OF

CREATIVE DECOR, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Kathryn Lynne Kearns, whose post office address is 1400 Haven Road, Apartment B12, Hagerstown, Maryland 21740, and Mary Josephine Parkolay, whose post office address is 12 North East Avenue, Waynesboro, Pennsylvania 17268, both 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: Creative Decor, 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 design, decorate, devise and install interiors of buildings, houses, offices and any other structures and to advise and counsel others as to interior design and decorating, and to buy, sell, display, offer, advertise and otherwise deal in generally, all the materials and things used in such design and decorating.

(d) To manufacture, distribute, sell, and supply floor coverings of all types and kinds; to buy, produce, trade in, and store all types of floor coverings.

(e) To manufacture, buy, sell, import, export and otherwise deal in furnishings of wood, metal, or synthetic material, for general use in homes and offices; to manufacture, buy, sell, or otherwise deal in component parts and materials of every nature and description for use in such furniture; and to develop, construct, and patent or otherwise protect, new designs in home and office furnishings.

(f) To carry on and conduct in all its branches and departments as principal or agent, the business of retail or wholesale merchants of furniture, fixtures, household appliances and household furnishings of every type and character and all business incidental or in any way connected therewith.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is: c/o Mrs. Kathryn Lynne Kearns, Apartment B12, 1400 Haven Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is Ralph H. France, II, Esquire, 81 West Washington Street, Hagerstown, Maryland 21740.

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 not less than three (3) directors; and Kathryn Lynne Kearns, 1400 Haven Road, Apartment B12, Hagerstown, Maryland 21740, Sanford Stubbs, 1400 Haven Road, Apartment B12, Hagerstown, Maryland 21740, Mary Josephine Parkolay, 12 North East Avenue, Waynesboro, Pennsylvania 17268, and John Burian Parkolay, 12 North East Avenue, Waynesboro, Pennsylvania 17268, 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 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 ByLaws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a 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 and 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 franchised, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 24th day of AUGUST, 1978.

WITNESS:

M B Mendelson
as to Kathryn Lynne Kearns

Kathryn Lynne Kearns
Kathryn Lynne Kearns

M B Mendelson
as to Mary Josephine Parkolay

Mary Josephine Parkolay
Mary Josephine Parkolay

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 24 day of August, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kathryn Lynne Kearns and Mary Josephine Parkolay, and each acknowledged the aforegoing Articles of Incororation to be their respective act.

WITNESS my Hand and Official Notarial Seal.

Vicki L. Grimm
Notary Public

My Commission Expires:
July 1, 1982

730

ARTICLES OF INCORPORATION

OF

CREATIVE DECOR, INC.

270

approved and received for record by the State Department of Assessments and Taxation of Maryland September 1, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2425, folio 01658, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 26.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 10 PM '79

LIBER 27 FOLIO 722

LAND Incorporations

VAUGHN J. BAKER, CLERK

A 76550

bt

Received for record March 22, 1979
at 2:10 p.m. Liber #27

MAR 22-79 A 170 01 10003 6.25

ARTICLES OF INCORPORATION

OF

S & T ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Henry T. Donaldson, whose post office address is 1901 24th Street, N.W., Washington, D.C. 20008, Sheila R. Donaldson, whose post office address is 1901 24th Street, N.W., Washington, D.C. 20008, and Roger L. Georgion, whose post office address is 301 South Cleveland Avenue, P. O. Box 1396, 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 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: S & T Enterprises, 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 carryo 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 contents, 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, invest, 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, 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 aaccount 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 airpolanes 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, ariplanes 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 cumbustible 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 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.

FOURTH: The post office address of the principal office of the Corporation in this State is: S & T Enterprises, Inc., 301 South Cleveland Avenue, P. O. Box 1396, Hagerstown, Maryland.

The resident agent of the Corporation is Ralph H. France, II, whose post office address is 81 West Washington Street 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 authorizationto 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 Henry T. Donaldson, Sheila R. Donaldson, and Roger L. Georgion 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 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 ByLaws of the Corporation.

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

this Corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a 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 and 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 franchised, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 21 day of August, 1978.

WITNESS:

Jane S. Wyman
as to Henry T. Donaldson

Henry T. Donaldson
Henry T. Donaldson

as to Sheila R. Donaldson

Sheila R. Donaldson
Sheila R. Donaldson

Patsy Stanley
as to Roger L. Georgion

Roger L. Georgion
Roger L. Georgion

STATE OF ~~MARYLAND~~ District of Columbia, ~~WASHINGTON COUNTY~~, to-wit:

I HEREBY CERTIFY, that on this 21st day of August, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Henry T. Donaldson and Sheila R. Donaldson, and each acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my Hand and Official Notarial Seal.

Carol L. Fenton
Notary Public

My Commission Expires: 4/14/83
~~July 1, 1982~~

STATE OF ~~MARYLAND~~ District of Columbia, ~~WASHINGTON COUNTY~~, to-wit:

I HEREBY CERTIFY, that on this 21st day of August, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Roger L. Georgion and did acknowledge the aforegoing Articles of Incorporation to be his respective act.

WITNESS my Hand and Official Notarial Seal.

Carol L. Fenton
Notary Public

My Commission Expires: 4/14/83
~~July 1, 1982~~

741

276

ARTICLES OF INCORPORATION

OF

S & T ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 7, 1978, at 2:35 o'clock P.M. as in conformity with law and ordered recorded.

Recorded in Liber 2425, folio 1928, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

6.25

Bonus tax paid $ 20.00 Recording fee paid $ 30.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 10 PM '79

LIBER 27 FOLIO 731

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 76587

MNH:bpb 9/7/78 G-2112A

742.

02128

Received for record March 22, 1979 at 2:10 p.m. Liber #27

ARTICLES OF INCORPORATION

OF

MAR 22-79 A 17003 ******4.25

BUSHEY ASSOCIATES INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Mary N. Humphries, 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 ASSOCIATES INC.

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

(a) To carry on the business of architecture in all its branches, and the preparation of plans, designs and specifications of buildings of any kind or nature, and the undertaking and performance of contracts for the construction and erection of the same.

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 purposes, 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 One Hundred Thousand (100,000) shares of the par value of One Dollar ($1.00) each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars ($100,000).

SIXTH: The CORPORATION shall have three (3) Directors (which number may be increased or decreased, but to not less than the number of stockholders, pursuant to the Bylaws of the CORPORATION), and George W. Bushey, shall act as such until the first annual meeting or until his 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 Bylaws of the CORPORATION.

(b) No contract or other transaction between this CORPORATION and any other corporation and no act of this CORPORATION shall in any way be affected or invalidated by the fact that any of the directors of this CORPORATION are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a 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 Bylaws 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 the 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 not 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 Bylaws 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 8th day of September, 1978.

TEST:

Roland L. Griffith Mary N. Humphries

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

I HEREBY CERTIFY that on this 8th day of September, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared Mary N. Humphries, and acknowledged the foregoing Articles of Incorporation to be her act.

WITNESS my hand and Notarial Seal.

Marina J. Chentwell
Notary Public
My Commission Expires: 7-1-82

748

ARTICLES OF INCORPORATION

OF

BUSHEY ASSOCIATES INC.

302

approved and received for record by the State Department of Assessments and Taxation of Maryland September 8, 1978 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2425, folio 02127, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

4.2

Bonus tax paid $ 20.00 Recording fee paid $ 22.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 10 PM '79

LIBER 27 FOLIO 742

LAND Incorporations

VAUGHN J. BAKER, CLERK

A 76606

02671

Received for record March 22, 1979 at 2:10 p.m. Liber #27

MAR 22-79 A 17004 *****4.25

ARTICLES OF INCORPORATION

OF

ST. MARIA GORETTI HIGH SCHOOL, INC.

THIS IS TO CERTIFY THAT:

FIRST: We, the undersigned, WILLIAM DONALD BORDERS, Roman Catholic Archbishop of Baltimore, P. FRANCIS MURPHY, D.D., Vicar General of the Archdiocese of Baltimore and DR. DONALD J. REITZ, Superintendent of Schools whose post office address is 320 Cathedral Street, Baltimore, Maryland 21201, each being of legal age, under and by virtue of Article 23 of the Annotated Code of Maryland (1957 Edition, as amended), do hereby associate ourselves as incorporators to constitute a body politic and corporate.

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

ST. MARIA GORETTI HIGH SCHOOL, INC.

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

(a) To establish and maintain a Catholic secondary educational institution consistent with and subject to those standards, guidelines and disciplines promulgated from time to time by the Department of Education of the Archdiocese of Baltimore.

(b) To generally do all things necessary and proper in carrying on a secondary educational institution for the Community of Hagerstown without any discrimination as to race, color or sex.

FOURTH: The Corporation is organized and operated exclusively for educational and non-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual, nor shall any

LAW OFFICES
GALLAGHER, EVELIUS
& JONES
ONE CHARLES CENTER
BALTIMORE, MD. 21201

substantial part of the income or assets of the Corporation be utilized for the purposes of influencing legislation.

FIFTH: To accomplish its stated purposes, the Corporation shall have the following powers:

(a) To exercise all the pertinent and appropriate powers granted corporations by Article 23, Section 9, of the Annotated Code of Maryland (1973 Edition, as amended);

(b) To receive, manage, control, invest and disburse contributions, legacies, devises, donations and property of every kind and description for the purposes and objects of the Corporation, and to expend the same in the exercise thereof;

(c) To take, hold and acquire by gift, grant, purchase, devise or any other mode, property, real, personal or mixed;

(d) To hold, use, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of the funds and property of said Corporation;

(e) To receive endowments and to execute, perform and carry into effect any of the terms and conditions, not contrary to the laws of the State of Maryland, upon which any such endowments, gifts, grants, devises or bequests may be given;

(f) To be able and capable at law and in equity to sue and be sued, implead and be impleaded in any of the courts of the State of Maryland;

(g) To devise, make, have and to use a common seal and the same to break, alter or renew;

(h) To make, alter and repeal by laws and rules not contrary to the Constitution and the laws of the State of Maryland for the good government of the Corporation;

(i) In the furtherance of its corporate purposes, to make contracts, incur liabilities, and borrow money, to sell, mortgage, lease, pledge, enchange, convey, transfer and

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GALLAGHER, EVELIUS
& JONES
ONE CHARLES CENTER
BALTIMORE, MD. 21201

otherwise dispose of all or any part of its property and assets;

(j) To issue bonds, notes, and other obligations and secure the same by mortgage or deed of trust on all or any part of its property or income.

The aforegoing enumeration of powers 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 power, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State. 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 hereinafter.

SIXTH: The post office address of the place at which the Corporation in this State will be located is 1535 Oak Hill Avenue, Hagerstown, Maryland, 21740. The resident agent of the Corporation is John C. Evelius, Esquire, whose post office address is Gallagher, Evelius and Jones, 1100 One Charles Center, Baltimore, Maryland, 21201. The resident agent is a citizen of the State of Maryland and actually resides therein.

SEVENTH: (a) The Board of Trustees shall constitute the governing body of the Corporation and all the above powers are vested in this Board alone. The original members of the Board of Trustees are:

Most Reverend William D. Borders
320 Cathedral Street, Baltimore, Maryland 21201
Most Reverend P. Francis Murphy
320 Cathedral Street, Baltimore, Maryland 21201
Dr. Donald J. Reitz
320 Cathedral Street, Baltimore, Maryland 21201

LAW OFFICES
GALLAGHER, EVELIUS
& JONES
ONE CHARLES CENTER
BALTIMORE, MD. 21201

and they shall serve until the first meeting of the Corporation or until their successors are appointed.

(b) The number of Trustees may be increased or decreased; but said number shall never be less than three (3) nor more than twenty (20);

(c) The Roman Catholic Archbishop of Baltimore shall, by virtue of his office, be a Trustee of said Corporation;

(d) The Roman Catholic Archbishop of Baltimore shall have the power to appoint such additional Trustees as he may from time to time so designate so as to constitute the full Board of Trustees. Any person so appointed a Trustee by the Roman Catholic Archbishop of Baltimore shall be removed by the Roman Catholic Archbishop of Baltimore at the discretion of the said Archbishop;

(e) The Board of Trustees shall maintain an Executive Committee composed of one or more Trustees, who while safeguarding the rights and duties of the Board of Trustees in the management and business of the Corporation between meetings of the Board.

The Board of Trustees in addition to the usual powers conferred by law shall have in particular the power to control and manage all the assets of the Corporation including all real and personal property and approve all budgets of the Corporation.

EIGHTH: The said Corporation shall have a President, Vice President, Treasurer and Secretary, and such other officers as may be provided for in the bylaws. Said officers shall be elected by and from the Trustees according to the bylaws. Nothing herein shall be construed to prohibit a Trustee from serving in more than one office unless specifically prohibited by law.

LAW OFFICES
GALLAGHER, EVELIUS
& JONES
ONE CHARLES CENTER
BALTIMORE, MD. 21201

NINTH: The duration of this Corporation shall be perpetual. The Corporation shall be without capital stock and will not be operated for profit.

TENTH: The Seal of the Corporation shall bear the name ST. MARIA GORETTI HIGH SCHOOL, INC.

ELEVENTH: 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, assets, and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be distributed exclusively for purposes within those set forth in paragraph second of these Articles 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.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, and acknowledge the same to be our act, on this 25th day of August, 1978.

WITNESS:

Mary Elizabeth Sweeney

Marie Lekneis

Mary Ellen Ackerman

William D. Borders
William Donald Borders, Roman Catholic Archbishop of Baltimore

P. Francis Murphy
P. Francis Murphy, D.D. Vicar General of the Archdiocese of Baltimore

Dr. Donald J. Reitz
Dr. Donald J. Reitz, Superintendent of Schools

LAW OFFICES
GALLAGHER, EVELIUS & JONES
ONE CHARLES CENTER
BALTIMORE, MD. 21201

STATE OF MARYLAND, CITY/COUNTY OF BALTIMORE, to wit:

I HEREBY CERTIFY, That on this 25TH day of August, 1978, before me, the subscriber, a Notary Public of the State aforesaid, personally appeared WILLIAM DONALD BORDERS, P. FRANCIS MURPHY AND DR. DONALD J. REITZ, 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, and in my presence signed and sealed the same.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

NOTARY PUBLIC

Irene B. Michael
Notary Public

My Commission Expi

July 1, 1982

LAW OFFICES
GALLAGHER, EVELIUS
& JONES
ONE CHARLES CENTER
BALTIMORE, MD. 21201

755

284

ARTICLES OF INCORPORATION

OF

ST. MARIA GORETTI HIGH SCHOOL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 1, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2425, folio 02670, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

425

Bonus tax paid $ 20.00 Recording fee paid $ 22.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAR 22 2 10 PM '79
LIBER 27 FOLIO 749
LAND Incorporation
VAUGHN J. BAKER, CLERK

A 76683

02998

Rec'd

Received for record
March 22, 1979 at 2:10 p.m.
Liber #27

MAR 22-79 A 17005 ******3.75

ARTICLES OF INCORPORATION

OF

HOPKINS-KEUPER INC.

THIS IS TO CERTIFY:

FIRST: That I, John H. Urner, 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 corporation, 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:

HOPKINS-KEUPER INC.

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

(a) As principal, agent or broker, and on commission or otherwise, to buy, sell, exchange, lease, let, grant or take licenses in respect of, improve, develop, repair, manage, maintain and operate real property of every kind. To act as loan broker, and generally to do everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments.

(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 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 of this State.

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 Richard J. Hopkins, whose address is 1038 Brinker Drive, Hagerstown, Maryland, 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares of common stock, each having a par value of $10.00. There shall be no stock without par value and the aggregate par value of all of the shares of all of the stock of this Corporation shall be $100,000.00.

SIXTH: The Corporation shall have three directors and Donald Bowers, Richard J. Hopkins and Norman E. Keuper 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, John H. Urner, has signed these Articles of Incorporation this 6TH day of September, 1978.

WITNESS:

Mary M. Buckley

John H. Urner (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 6TH day of September, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Urner and acknowledged the aforegoing Articles of Incorporation to be his act.

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

Mary M. Buckley
Notary Public

Commission Expires:
July 1, 1982

759

293

ARTICLES OF INCORPORATION

OF

HOPKINS-KEUPER INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 11, 1978, at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2425, folio 02997, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3.75

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 10 PM '79

LIBER 27 FOLIO 756

LAND Incorporations

VAUGHN J. BAKER, CLERK

A 76717

760

00832

Received for record March 22, 1979
at 2:10 p.m.
Liber #27

LIGHT ENTERPRISES, INC. MAR 22-79 A 17006 ******375

ARTICLES OF INCORPORATION

FIRST: I, Timothy C. Light, whose post office address is 770 Weldon Place, 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 hereafter referred to as the "Corporation") is:

LIGHT ENTERPRISES, INC.

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

1. To conduct and operate the business of automobile sales, automobile repair, automotive parts, and such other activities incident thereto.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 770 Weldon Place, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Timothy C. Light, 770 Weldon Place, 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 of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and

2. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Timothy C. Light, James E. Neikirk, and Michael G. Day.

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 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 warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not

parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11 day of September, 1978, and I acknowledge the same to be my act.

WITNESS:

Michael O'Kay

T. Craig Light (SEAL)
Timothy C. Light

764

ARTICLES OF INCORPORATION

OF

LIGHT ENTERPRISES, INC.

305

approved and received for record by the State Department of Assessments and Taxation of Maryland September 18, 1978 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2426, folio 00831, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3.75

Bonus tax paid $ 40.00 Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 10 PM '79

LIBER 27 FOLIO 760

LAND ☐ Incorporation ☑

VAUGHN J. BAKER, CLERK

A 76883

765

01854

Rec'd

Received for record March 22, 1979
at 2:10 p.m. Liber #27 PRYOR & HITE, INC. MAR 22-79 A 17007 ******3.75

A Maryland Close Corporation,
Organized Pursuant to Title Four of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLE OF INCORPORATION

FIRST: I, Michael G. Day, whose post office address is 1329 Pennsylvania Avenue, Hagerstown, 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 called the "Corporation") is:

PRYOR & HITE, INC.

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 own, operate, and maintain a plumbing and heating and plumbing and heating contracting business.

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 P.O. Box 217, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is James E. Jenkins, P.O. Box 217, Williamsport, Maryland 21795. 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 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 (1) director, whose name is Michael G. Day.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

767

01856

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of September, 1978, and I acknowledge the same to be my act.

WITNESS:

Debra J. Henson

Michael G. Day

Michael G. Day

768

ARTICLES OF INCORPORATION

OF

PRYOR & HITE, INC.

320

approved and received for record by the State Department of Assessments and Taxation of Maryland September 20, 1978 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2426, folio 1853, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

575

Bonus tax paid $ 40.00 Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 10 PM '79

LIBER 27 FOLIO 765

LAND Incorporations

VAUGHN J. BAKER, CLERK

A 77022

mt

Received for record March 22, 1979 at 2:11 p.m. Liber #27 01902 769

Rwl

MAR 22-79 A# 17008 ******6.25

ARTICLES OF INCORPORATION

OF

SPECIALISTS, P.A.

THIS IS TO CERTIFY:

FIRST: That I, Stanley H. Macht, M.D., the subscriber, whose post office address is 826 Rolling Road, 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:

Specialists, P.A.

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

(a) To engage in the practice of medicine, specializing in radiology and consultative services, 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 215 West Washington Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Stanley H. Macht, M.D. whose post office address as resident agent is 215 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 One Hundred Thousand (100,000) shares of common stock 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 Dollars ($100,000.00).

SIXTH: The Corporation shall have two (2) 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: Stanley H. Macht and Naomi N. Macht.

The Corporation shall have at least four (4) stockholders.

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 30th day of August, A.D., 1978.

Stanley H. Macht, M.D.

WITNESS:

Lynn D. Meyers

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

I HEREBY CERTIFY, That on this 30th day of August, A.D., 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Stanley H. Macht, M.D. 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.

Notary Public

My Commission Expires:
1 July 1982

323

ARTICLES OF INCORPORATION

OF

SPECIALISTS, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 20, 1978, **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

Recorded in Liber 2426 **, folio** 01901 **, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

6-25

Bonus tax paid $ 20.00 **Recording fee paid $** 30.00 **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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 11 PM '79

LIBER 97 FOLIO 769

LAND ☐ Incorporation ☑

VAUGHN J. BAKER, CLERK

A 77031

03223

Received for record March 22, 1979 at 2:11 p.m.
Liber #27

MAR 22-79 A 17009 ******1.00

SECRETARY'S CERTIFICATION OF
CORPORATE RESOLUTION

I DO HEREBY CERTIFY that at a meeting of the Directors of Greenbriar Inn, Inc. held on September 8, 1978, all Directors being present and voting affirmatively thereon, the following Resolution was enacted.

"RESOLVED, inasmuch as Thomas Barrett is listed with the State Department of Assessments and Taxation as resident agent of the Corporation, it was agreed unanimously that Sheila Jawish should be substituted for Barrett and Mr. Jawish was directed to see that the Corporation's counsel file with the Department of Assessments and Taxation the notification that this change of agent is being made."

Beverly McElroy
Secretary

DATED: September 8, 1978

SEP 18 3 53 AM '78

As President of Greenbriar Inn, Inc., I do hereby request that the Department of Assessments and Taxation change the name and address of the Company's resident agent in the manner hereinabove set forth.

Gary K. Jawish
President

NOTICE OF CHANGE OF RESIDENT AGENT

OF

GREENBRIAR INN, INC.

781

received for record September 18, 1978 2, at 8:30 A.M.

and recorded on Film No. 2425 Frame No. 03222 one of

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

295

To the clerk of the Circuit court of Washington County

AA № 16429

Special Fee Paid	$5.00
Recording Fee Paid	$3.00
Total	$8.00

Mr. Clerk Mail to: Mackley and Gilbert
First Federal Building
100 West Washington Street
Hagerstown, Maryland 21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 11 PM '79

LIBER 27 FOLIO 780

LAND Incorporation

VAUGHN J. BAKER, CLERK

rmc

782

~~13351~~

MAR 22-79 A 1702 0 27 PM 4 25

Received for Record March 22, 1979
at 2:40 o'clock P.M.
Receipt No. Liber 27

ARTICLES OF TRANSFER

Articles of Transfer entered into in duplicate this 22nd. day of September 1978, by and between Dagmar Hall, Inc., a Maryland corporation, having its principal place of business and office at 50 Summit Avenue, in Hagerstown, Washington County, Maryland, hereinafter referred to as the "Transferor", and Hagerstown Development Corporation, a Maryland corporation, with address at No. 50 Summit Avenue, in Hagerstown, Washington County, Maryland, hereinafter referred to as the "Transferee", do hereby certify to the Department of Assessments & Taxation of Maryland as follows:

FIRST: Transferor does hereby agree to sell, grant and convey unto Transferee, its successors and assigns, all of its real property owned by the Transferor and all fixtures, inventory, furnishings and all other incidentals, except for personal furnishings in Mrs. Litton's apartment and one room on first floor and one room on fifth floor apartment, pursuant to the provisions of a Contract of Sale dated July 22, 1978, and an Assignment of Contract of Sale by Hilton C. Smith, Jr. to Hagerstown Development Corporation dated September 22, 1978, between the Transferor and Transferee, all of which is hereinafter referred to as "Contract of Sale", which is hereby incorporated herein by reference in these Articles of Transfer, a copy of which Contract of Sale is on file in the office of the Transferor and is in possession of Transferee, said real property is more particularly described as follows: All those four parcels of land, together with the improvements thereon, and together with and subject to all the conditions, restrictions, easements, privileges and right-of-ways of record, situated in the City of Hagerstown, Washington County, Maryland, and more particularly described as follows:

PARCEL NO. 1: All that parcel of land situated on the Northeast corner formed by the intersection of West Antietam Street and Summit Avenue, formerly known as South Jonathan Street, and beginning for the outlines thereof at the point of intersection of the East marginal line of said Summit Avenue with the North marginal line of said West Antietam Street and running thence in an Easterly direction along the said North marginal line of West Antietam Street a distance of 80 feet, more or less, to the property described in a deed from Ann C. Newcomer and others to David H. Morin dated March 5th, 1907, and recorded in Liber 125, folio 484, one of the Land Records of said Washington County, and running thence along the West boundary line of said Morin property and in a Northerly direction a distance of 52 feet, more or less, thence along the North boundary line of said Morin property and in an Easterly direction a distance of 40 feet, more or less, to a public alley, known as Court House Alley, thence along the West marginal line of said alley and in a Northerly direction a distance of 17 feet 2 inches, more or less, to the property formerly owned by Dr. A.S. Mason and now owned by Garland E. Groh, thence with the South boundary line of said Groh property, which is parallel with the first line of this deed, and in a Westerly direction a distance of 120 feet, more or less, to said Summit Avenue, thence with the East marginal line of said Summit Avenue and in a Southerly direction a distance of 69 feet 2 inches, more or less, to the place of beginning, being improved by a building known as No. 50 Summit Avenue; and being all of Parcel No. 1 conveyed by deed dated July 17, 1961 from D. Newton Litton and Mildred F. Litton, his wife, to Dagmar Hall, Inc., as recorded in Liber 369, folio 667, one of the Land Records of said Washington County, to which deed reference is hereby made and is made a part hereof.

PARCEL NO. 2: All that parcel of land, together with the improvements thereon, and all the rights, ways, easements, privileges and appurtenances thereunto belonging or in anywise appertaining, and more particularly described as follows: Beginning at a point in the North side of West Antietam Street and the West side of Court House Alley, and running thence Westwardly with the North side of said West Antietam Street 40 feet, more or less, to the Southwest corner of a brick building fronting on said street, thence with the West wall of the said building and at right angles to said West Antietam Street 52 feet, thence Eastwardly and parallel with West Antietam Street 40 feet to the West side of Court House Alley, thence with said alley Southwardly 52 feet to the place of beginning, and being improved by a brick building presently known as No. 62-62½-64 West Antietam Street; and being all of Parcel No. 2 conveyed by said deed dated July 17, 1961 from D. Newton Litton and Mildred F. Litton, his wife, to Dagmar Hall, Inc. as aforesaid, to which deed reference is hereby made and is made a part hereof.

PARCEL NO. 3: All the following described property located on the East side of Summit Avenue between West Antietam Street and West Washington Street in Hagerstown, Washington County, Maryland, and beginning at a point in the East marginal line of Summit Avenue 8.0 feet East of the East curb line of Summit Avenue and North 32 degrees 30 minutes East 76.22 feet from the North curb line of West Antietam Street, said point being the Northwest corner of Parcel No. 1 of the deed from D. Newton Litton and wife to Dagmar Hall, Inc. dated July 17, 1961 and recorded in Liber No. 369, folio 667, one of the Land Records of Washington County, Maryland, and running thence along the said East marginal line of Summit Avenue North 32 degrees 30 minutes East 43.5 feet, thence leaving Summit Avenue and running back therefrom binding on other lands of Garland E. Groh and Catherine R. Groh, his wife, South 56 degrees 26 minutes East 77.15 feet to the Southeast corner of a three story brick building located on said other lands of Garland E. Groh and Catherine R. Groh, his wife, thence South 32 degrees 30 minutes West 29.32 feet to an iron pin, thence parallel with and 13.0 feet

perpendicularly distant from the Northeast boundary of Parcel No. 1 of the aforementioned deed, South 57 degrees 19 minutes East 45.47 feet to a spike in the concrete on the West margin of a public alley, thence binding on said alley South 32 degrees 40 minutes West 13.0 feet to the Northeast corner of said Parcel No. 1, thence leaving the alley and binding thereon North 57 degrees 19 minutes West 122.57 feet to the place of beginning; together with an easement or right of way for the purpose of ingress and egress to the above property, on and over a triangular piece of land at the Southeast corner of the portion of the original tract retained by Garland E. Groh and Catherine R. Groh, his wife, said easement area beginning at the end of 35.47 ft. in the 4th or South 57 degrees 19 minutes East 45.47 feet line of the above description and going thence 10 feet to the end of said 4th line, thence with the West marginal line of said alley, North 32 degrees 40 minutes East 10 feet, thence to the point of beginning; EXCEPTING and reserving to Garland E. Groh and Catherine R. Groh, his wife, their heirs and assigns, an easement or right of way for the purpose of ingress and egress over the Southeastern portion of the lot conveyed and beginning for the same at the end of the third or South 32 degrees 30 minutes West 29.32 foot line of the above description, and then with the 4th line South 57 degrees 19 minutes East 45.47 feet, thence South 32 degrees 40 minutes West 13.0 feet with the 5th line thereof, and thence with the 6th line North 57 degrees 19 minutes West 45.47 feet, and thence North 32 degrees 40 minutes East 13 feet, more or less to the point of beginning for said easement area, being improved by a building known as Nos. 44-46 Summit Avenue, together with and being subject to all the conditions, restrictions, easements, rights-of-way, etc. of record and as more particularly set forth in the deed dated July 28, 1966 from Garland E. Groh and Catherine R. Groh, his wife, to Dagmar Hall, Inc. as recorded in Liber 444, folio 150, one of the Land Records of said Washington County, which deed is hereby referred to and is made a part hereof, and being the same property conveyed in the aforesaid deed from Garland E. Groh and wife to Dagmar Hall, Inc.

PARCEL NO. 4: All that lot or parcel of land together with all the rights and appurtenances thereunto belonging, situate along the West side of Summit Avenue between West Antietam Street and West Baltimore Street, in Hagerstown, Washington County, Maryland, and by recent survey, more particularly described as follows: Beginning at a point in the West marginal line of Summit Avenue, said point being South 32 degrees 25 minutes West 269.50 feet from the intersection of said marginal line with the South marginal line of West Antietam Street, said point of intersection being defined for the purpose of this description as being 7.5 feet West of the West curb line of Summit Avenue and 7.5 feet South of the South curb line of West Antietam Street as measured perpendicularly from said curb lines, and running thence parallel with and 7.5 feet perpendicularly distance from the West curb line of Summit Avenue South 32 degrees 25 minutes West 42.0 feet, thence leaving Summit Avenue and running back therefrom North 57 degrees 19 minutes West 201.80 feet to the East margin of a public alley, thence binding on said alley North 32 degrees 25 minutes East 38.0 feet, thence leaving the alley and running South 58 degrees 27 minutes East 201.80 feet to the place of beginning; and being the same property conveyed from Daniel Newton Litton and Mildred F. Litton, his wife, to Dagmar Hall, Inc., by deed dated July 30, 1964, and recorded in Liber 411 folio 276, one of the Land Records of said Washington County, to which deed reference is hereby made and is made a part hereof.

SECOND: The Transferee, Hagerstown Development Corporation, is a Maryland corporation, and its Articles of Incorporation were duly received and approved by the State Tax Commission of Maryland on September 14, 1978, and its principal offices is in Washington County, Maryland, and all interests in said corporation are land and personal property located in Washington County, Maryland.

THIRD: The Transferor, Dagmar Hall, Inc., is a Maryland corporation, and its Articles of Incorporation were duly received and approved by the State Tax Commission of Maryland on June 19, 1961, and its principal office is in Hagerstown, Washington County, Maryland, and all interests of said corporation in land are located in Washington County, Maryland.

FOURTH: The total consideration paid and to be paid for said real and personal property above described as being transferred is the sum of TWO HUNDRED THOUSAND ($200,000.00) DOLLARS which is to be paid to the Transferor by the Transferee in the following manner: Two Thousand ($2,000.00) Dollars paid by check to Dagmar Hall, Inc. on July 22, 1978 when said Contract of Sale was signed by Hilton C. Smith, Jr., and the balance to be paid in the amount of Thirty-Eight Thousand ($38,000.00) Dollars by check at the time of final settlement for said property which is to be on or about September 29, 1978, and a purchase money mortgage in the amount of One Hundred Sixty Thousand ($160,000.00) Dollars to be given on all four parcels of the hereinabove described real property at time of settlement by Transferee to Transferor.

FIFTH: The Transferee is a Maryland corporation having its office and its principal place of business in Washington County, Maryland.

SIXTH: The terms, provisions and conditions of the transaction set forth in these Articles of Transfer were advised, approved and authorized by the Board of Directors and duly approved

by all stockholders of the Transferor in the manner and by the vote required by its charter and the Bylaws of the State of Maryland; said sale and transfer has been duly taken pursuant to the unanimous written consent of said Board of Directors and stockholders.

SEVENTH: The Transferor agrees to execute, acknowledge and deliver in proper form the necessary deed in recordable form confirming the transfer of the said four parcels of real property as hereinabove described and will covenant that it has not done nor severed to be done anything to encumber the property hereby transferred and that it will warrant specially the property hereby conveyed and covenants to execute such other and further assurances as may be required; the Transferor also agrees to execute and acknowledge in proper form the necessary Bill of Sale for said personal property.

IN WITNESS WHEREOF, Dagmar Hall, Inc., Transferor, and Hagerstown Development Corporation, Transferee, have each caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of said corporations by their respective Presidents, and attested to by their respective Secretaries this 22nd. day of September 1978.

DAGMAR HALL, INC.

BY: Mildred F. Litton
Mildred F. Litton, President
TRANSFEROR

ATTEST AS TO SIGNATURE AND CORPORATE SEAL:

Marilyn L. Pert
Marilyn L. Pert
Secretary

HAGERSTOWN DEVELOPMENT CORPORATION

BY:
Hilton C. Smith, Jr., President
TRANSFEREE

ATTEST AS TO SIGNATURE AND CORPORATE SEAL:

Thomas J. Smith, Jr.

HAGERSTOWN DEVELOPMENT CORPORATION Incorporated 1978

DAGMAR HALL, INC. CORPORATE SEAL 1967 MARYLAND

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 22nd. day of September, A.D. 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Mildred F. Litton, President of Dagmar Hall, Inc., the Transferor, and acknowledged the aforegoing Articles of Transfer to be the corporate act of said Transferor, and also made oath in due form of law that the matters and facts set forth in said Articles of Transfer are true and correct to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Nancy L. Zimmerman
Notary Public

My Commission Expires:
July 1, 1982.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 22nd day of September, A.D. 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Hilton C. Smith, Jr., President of Hagerstown Development Corporation, Transferee, and acknowledged the aforegoing Articles of Transfer to be the corporate act of said Transferor, and also made oath in due form of law that the matters and facts set forth in said Articles of Transfer are true and correct to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Pamela Sue Jones
Notary Public

My Commission Expires:
July 1, 1982.

788

ARTICLES OF TRANSFER

BETWEEN

388

DAGMAR HALL, INC. (MD. CORP.) Transferor

AND

HAGERSTOWN DEVELOPMENT CORPORATION (MD. CORP.) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland September 25, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber ~~2427~~ 2429, folio ~~03050~~ 02765 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

4.25

Bonus tax paid $_____ Recording fee paid $ 22.00 4.00 Special Fee paid $_____

$ 26.00 Certif. Washington County Land Record Off

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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 40 PM '79

LIBER 27 FOLIO 782

LAND Incorporations

VAUGHN J. BAKER, CLERK

A 77687

Received for Record March 22nd, 1979 at 2:40 o'clock P.M. 788
Liber 27 01988

ARTICLES OF AMENDMENT

ALEXANDER HOUSE, INC. MAR 22-79 A 17021 ******175

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of Maryland, and further certify that:

ARTICLE I

A. The name of the Corporation is Alexander House, Inc., (hereinafter referred to as "the Corporation").

B. The existence of the Corporation will be perpetual.

C. The principal office of the Corporation will be located at Eleven Public Square, Hagerstown, Maryland.

D. The resident agent of the Corporation is Dennis Miller, whose post office address is c/o Potomac Edison Company, Downsville Pike, Hagerstown, Maryland, 21740, and actually resides in Maryland.

ARTICLE II

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

A. To provide elderly persons and handicapped persons with housing facilities and services designed to meet their physical, social and psychological needs, and to promote their health, security, happiness, and usefullness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis, where a housing need exists for such groups, to rehabilitate, own, and operate a building known as Alexander House, primarily for providing housing facilities and services as set forth aforesaid, which may also include commercial and general tenant rental spect.

B. The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

C. The Corporation shall have no members and shall issue no stock.

D. The Corporation is organized and operated exclusively for charitable and educational purposes.

ARTICLE III

The Corporation is empowered:

A. To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.

B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objectives of its business and to secure the same by mortgage, pledge or other lien on the Corporation's property.

C. To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Maryland Department of Economic and Community Development, Community Development Administration, acting by and through the Secretary of the Department, and such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing from the Maryland Department of Economic and Community Development and housing assistance payments from the U. S. Department of Housing and Urban Development. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of the Department of Economic and Community Development.

ARTICLE IV

A. First Board of Directors. The first Board of Directors who shall serve as such until the first annual meeting of Directors or until their successors are duly chose and qualify, shall consist of the following named persons:

Names	Addresses
Jack B. Byers	242 Potomac Heights Hagerstown, Maryland 21740
Rome F. Schwagel	39 North Main Street Keedysville, Maryland 21756
Max C. Fiery	211 May Avenue Hagerstown, Maryland 21740
Dennis C. Miller	1428 Hamilton Avenue Hagerstown, Maryland 21740
J. Paul Gruver	113 Knotty Pine Drive Hagerstown, Maryland 21740
Harvey H. Heyser, Jr.	1118 Oak Hill Avenue Hagerstown, Maryland 21740
Wilbur S. King	27 St. James Circle Hagerstown, Maryland 21740
Edwin L. Miller	Route #9, Box 375 Hagerstown, Maryland 21740

B. Number of Directors. The Corporation shall be governed by the Board of Directors. The number of Directors of the Corporation shall be not less than five (5) nor more than twelve (12) as prescribed from time to time in the By-Laws of the Corporation; but in no event shall the minimum number of Directors be less than five (5)

C. Composition of Board of Directors. The Board of Directors shall, after the first annual meeting of Directors, and at all times thereafter, be composed of the following five (5) classes of Directors:

1. Eight (8) Directors to be named by the Home Owner's Foundation.

2. One Director to be named by the Mayor of the City of Hagerstown.

3. One Director to be named by the President of the Board of County Commissioners of Washington County.

4. One Director to be named by the residents of said Alexander House.

5. One Director from the Washington County Commission on Aging.

D. Four (4) members of the Board of Directors shall be necessary to constitute a quorum thereof, except for the filling of the vacancies, which shall require a majority of the remaining Directors for a quorum, and the act of the majority of Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors.

ARTICLE V

The names and addresses (including street and number, if any,) of all the incorporators are:

Names	Addresses
Jack B. Byers	242 Potomac Heights Hagerstown, Maryland 21740
Rome F. Schwagel	39 North Main Street Keedysville, Maryland 21756
Max C. Fiery	211 May Avenue Hagerstown, Maryland 21740
Dennis C. Miller	1428 Hamilton Avenue Hagerstown, Maryland 21740
J. Paul Gruver	113 Knotty Pine Drive Hagerstown, Maryland 21740
Harvey H. Heyser, Jr.	1118 Oak Hill Avenue Hagerstown, Maryland 21740
Wilbur S. King	27 St. James Circle Hagerstown, Maryland 21740
Edward L. Miller	Route #9, Box 375 Hagerstown, Maryland 21740

ARTICLE VI

In addition to the powers granted Corporations under the laws of the State of Maryland, the Corporation shall have full power and authority to:

A. Take, accept, hold and acquire by bequest, devise, gift, purchase, loan or lease any property, real, personal or mixed, whether tangible or intangible, without limitation as to kind, amount or value.

B. Sell, convey, lease, or make loans, grants or pledges of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any.

C. Borrow money upon and pledge or mortgage any such property for any purpose for which it is organized, and to issue notes, bonds or other forms of indebtedness to secure any of its obligations.

D. Hold, improve by construction or otherwise, develop, clear, prepare and dispose of real property.

E. Carry on any of the aforesaid activities or purposes either directly, or as agent for or with other persons, associations or corporations.

F. Carry on any activity and to deal with and expend any such property or income therefrom for any of the aforesaid purposes without limitation, except such limitations, if any, as may be contained in the instrument under with such property is received, the Certificate of Incorporation, the By-Laws of the Corporation, or any other limitations as are prescribed by law, provided that no such activity shall be such as is not permitted by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or any corresponding future provision of said Code, and that the corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for public office, and provided further that no part of the net earnings of this Corporation shall inure to the benefit of any member or private individual and no member, director, or officer of the Corporation shall receive any pecuniary benefit from the

Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

G. Do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Department of Economic and Community Development and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing from the Maryland Department of Economic and Community Development, and housing assistance payments under the provisions of Section 8, United States Housing Act of 1937, as amended. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Maryland Department of Economic and Community Development.

ARTICLE VII

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of law, shall be distributed as directed by the members of the Corporation among one or more corporations, trusts, community chests, funds or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit or any private shareholder, member or individual, and no substantial part of whose activities consist of carrying on propaganda, or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate or public office, or to other entities of the type which qualify for Federal Income Tax exemption

under Section 501 (c) (3) of the Internal Revenue Code of 1954; or public bodies.

IN TESTIMONY WHEREOF, we have hereunto set our hands this 27th day of September , 1978.

Witness	Jack B. Byers (SEAL) Jack B. Byers / President
Witness	Rome F. Schwagel (SEAL) Rome F. Schwagel
Witness	Max C. Firey (SEAL) Max C. Firey
Witness	Dennis C. Miller (SEAL) Dennis C. Miller / Secretary
Witness	J. Paul Gruver (SEAL) J. Paul Gruver
Witness	Harvey H. Heyser (SEAL) Harvey H. Heyser, Jr.
Witness	Wilbur S. King (SEAL) Wilbur S. King
Witness	Edward L. Miller (SEAL) Edward L. Miller

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 27th day of September 1978, before me, a Notary Public in and for the State and County aforesaid, personally appeared Jack B. Byers, Rome F. Schwagel, Max C. Fiery, Dennis C. Miller, J. Paul Gruver, Harvey H. Heyser, Jr., Wilbur S. King, and Edward L. Miller, who, I am satisfied, are the persons named in and woh executed the aforegoing Amended Articles And/or Certificate of Incroporation of Alexander House, Inc., and I have first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Notarial SEal, this27thday of September , 1978.

My Commission Expires:
July 1, 1982

Notary Public

796

ARTICLES OF AMENDMENT

OF

ALEXANDER HOUSE, INC.

367

approved and received for record by the State Department of Assessments and Taxation of Maryland September 28, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2427, folio 01987, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 24.00 Special Fee paid $_____

4.15

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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 40 PM '79

LIBER 27 FOLIO 789

LAND ☐ Incorporation ☑

VAUGHN J. BAKER, CLERK

A 77525

Received for Record March 22nd, 1979 at 2:40 o'clock P.M. 00233797
Liber 27

J. B. FERGUSON ENGINEERING, INC.

To be known as Fellows, Read & Weber, Maryland Division, Inc.

ARTICLE OF AMENDMENT

MAR 22-79 A 17022 ******3.75

OK
WJS

J. B. Ferguson Engineering, Inc., a Maryland Corporation having its principal office in Washington County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out article second and inserting in lieu thereof the following:

That the name of the Corporation (which is hereinafter called the Corporation) is Fellows, Read & Weber, Maryland Division, Inc.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on May 24, 1978, 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 at a special meeting with the following unanimous written consent and waiver of all Stockholders of the Corporation to be held on Wednesday, May 24, 1978.

THIRD: A consent in writing, setting forth approval of the amendment of the charter of the Corporation hereinabove set forth, was signed by the sole Stockholder of the Corporation and such consent and waiver are 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 the Stockholders of the Corporation.

J. B. Ferguson Engineering, Inc.
To be known as Fellows, Read & Weber,
Maryland Division, Inc.

ATTEST:

Joseph R. Read, Assistant Secretary

By: John C. Fellows, Jr., President

STATE OF NEW JERSEY :
: ss.
COUNTY OF OCEAN :

I HEREBY CERTIFY that on August 15, 1978, before me the subscriber, a Notary Public of the State of New Jersey in and for the County of Ocean, personally appeared John C. Fellows, Jr., President of J. B. Ferguson Engineering, 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.

Notary Public

DIANE M. GAVIN
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires June 6, 1982

798

ARTICLES OF AMENDMENT

OF

J. B. FERGUSON ENGINEERING, INC.

Changing its name to:

FELLOWS, READ & WEBER, MARYLAND DIVISION, INC.

439

approved and received for record by the State Department of Assessments and Taxation of Maryland October 23, 1978 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

2

Recorded in Liber 2429, folio 00232, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3.75

Bonus tax paid $_____ Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 40 PM '79

LIBER 27 FOLIO 797

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 78135

Received for Record March 22nd, 1979 at 2:40 o'clock P.M.
Liber 27

00396 799

LITTEN & LITTEN MOTOR LINES, INC.
ARTICLES OF AMENDMENT

MAR 22-79 A 17023 ******3.75

Litten & Litten Motor Lines, Inc., a Maryland Corporation, having its principal office in Washington County, State of Maryland (hereinafter 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 the second paragraph and inserting in lieu thereof the following:

> "SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is L & L Coach Lines, Inc."

SECOND: The Articles of Incorporation of the Corporation are hereby amended by striking out the fifth paragraph and inserting in lieu thereof the following:

> "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."

THIRD: Notice setting forth the said amendment of charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given as required by law, to all stockholders of the Corporation 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: Prior to said amendment, the total number of shares of capital stock which the Corporation had authority to issue was eighty-one (81) shares, all of one class, with par value of One Hundred Dollars ($100.00) each common stock.

FIFTH: 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 Five Thousand (5,000) shares, all of one class, without par value, all of which shall be designated as common stock. Accordingly, the authorized capital stock of the Corporation has been increased to the extent of Four Thousand Nine Hundred Nineteen (4,919) shares.

SIXTH: By the affirmative vote of a majority of the Directors comprising the Board of Directors of the Corporation at a meeting duly called and held on January 9, 1978, the Board of Directors of the Corporation duly advised said amendments, to paragraphs SECOND and FIFTH of the Articles of Incorporation, and the Stockholders of the Corporation, at the Annual Meeting of the Stockholders of the Corporation, duly called and held on January 16, 1978, duly approved said amendments by the affirmative vote of two-thirds of all votes entitled to be cast thereon.

IN WITNESS WHEREOF, Litten and Litten Motor Lines, Inc. has caused these present to be signed, in its name and on its behalf, by its President and its corporate seal to be hereunto fixed and attested by its Secretary this 7th day of September, 1978.

ATTEST: Litten & Litten Motor Lines, Inc.

G Craig Rombeiger
Secretary

By Robert Wilson
President

STATE OF MARYLAND, COUNTY OF WASHINGTON:

I HEREBY CERTIFY, that on this 7th day of September, 1978, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared Robert Wiles, President of Litten and Litten Motor Lines, 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 before me G. Craig Romberger, Secretary of said Corporation, and made oath in due form of law that the said Articles of Amendment were duly advised by the affirmative vote of a majority of the Directors comprising the Board of Directors of the Corporation at a meeting duly called and held on January 9, 1978, and were duly approved by the affirmative vote of two-thirds of all votes entitled to be cast thereon at the Annual Meeting of Stockholders of the Corporation, duly called and held on January 16, 1978, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

Suzanne M. Suffness
Notary Public

My commission expires:
7/1/82

802

ARTICLES OF AMENDMENT

OF

LITTEN & LITTEN MOTOR LINES, INC.

changing its name to:

L & L COACH LINES, INC.

395

approved and received for record by the State Department of Assessments and Taxation of Maryland September 21, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2428, folio 00395, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3.75

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 40 PM '79

LIBER 27 FOLIO 799

LAND ☐ Incorporation ☑

VAUGHN J. BAKER, CLERK

A 77739

Received for Record March 22nd, 1979 at 2:40 o'clock p.m. 803
Liber 27
MAR 22-79 A 07021 ****1.25

TRUSTEES OF THE METHODIST EPISCOPAL CHURCH OF WILLIAMSPORT

ARTICLES OF AMENDMENT TO CHARTER

Trustees of the Methodist Episcopal Church of Williamsport, a Maryland religious corporation, 27 East Church Street, Williamsport, Maryland 21795 (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

WHEREAS, it is the desire of this Corporation to amend its Charter by adopting a new name in order to meet the requirements of the 1976 Discipline of the United Methodist Church and all amendments thereto, to name a resident agent; and to revise the various provisions of its Charter, and

WHEREAS, the original Charter was granted to the Trustees of the Methodist Episcopal Church of Williamsport, a Maryland religious Corporation, on March 6, 1847 and recorded among the Corporation Records of the Circuit Court of Washington County in Liber No. 1, folio 82&c, and

WHEREAS, by the Uniting Methodist Conference of 1939, the Methodist Episcopal Church South, the Methodist Episcopal Church and the Methodist Protestant Church united together to one Church known as "The Methodist Church" and later to the "United Methodist Church", and

WHEREAS, on Sept. 3, 1978 upon recommendation by the Trustees of the Methodist Episcopal Church of Williamsport a Charge Conference was held followed by a congregational meeting immediately thereafter, both called after due notice given, all in accordance with the said Discipline of the United Methodist Church, at which meetings the Articles of Amendment hereinafter referred to were adopted by a majority of the members of said church twenty-one years of age present and voting as called for by the original charter, and at which meetings the name of the Church was changed from Trustees of the Methodist Episcopal Church of Williamsport to:

WILLIAMSPORT UNITED METHODIST CHURCH
27 East Church Street
Williamsport, Maryland 21795

also by a majority vote of said organizations, and

WHEREAS, all the aforesaid has been accomplished by the said church all in accordance with its Charter and with the provisions of the 1976 Discipline of the United Methodist Church, and all amendments thereto, and

WHEREAS, the said Church owns property in Washington County the title to which could be affected by the recording of an instrument among the Land Records of Washington County.

THIS IS TO CERTIFY:

FIRST: That the Certificate of Incorporation and Charter of the Trustees of the Methodist Episcopal Church of Williamsport dated March 6, 1847, a Maryland religious corporation, is amended by striking out Articles I - VIII (being all of said articles therein contained) and inserting in lieu thereof the following:

Article 1. The name of the Corporation (which is hereinafter called the Corporation) shall be WILLIAMSPORT UNITED METHODIST CHURCH, a body corporate, located at 27 East Church Street, Williamsport, Maryland 21795.

Article 2. The following are officers of the Church Trustees:

President: Mr. Beckley Harsh, 130 South Artizan Street, Williamsport, Md. 21795

Treasurer: Mr. Evan Teach, Route 1 Box 261B1, Falling Waters, West Virginia 25419

Secretary: Mrs. Ruby Byers, Route 2, Box 335, Hagerstown, Maryland 21740

Vice Pres: Mr. Dan Davis, 16 Peachtree Lane, Williamsport, Maryland 21795

The Resident Agent is: Mr. Beckley Harsh, 130 South Artizan Street, Williamsport, Maryland 21795, a citizen of Maryland and an actual resident therein at the address given.

Article 3. This Corporation shall be composed of not less than four, nor more than twelve Trustees, each of whom shall be no less than twenty-one years of age, and at least two-thirds of whom shall be members of the United Methodist Church, and

Until 12/31/78:

Mr. Jack Keely, Route 3 Box 168C, Hagerstown, Maryland 21740

Mr. Evan Teach, Route 1 Box 261B1, Falling Waters, West Virginia 25419

Mrs. Ruby Byers, Route 2 Box 335, Hagerstown, Maryland 21740

Until 12/31/79:

Mr. Dan Davis, 16 Peachtree Lane, Williamsport, Maryland 21795

Mr. Ralph Wolford, 244 East Potomac Street, Williamsport, Maryland 21795

Mr. Lewis Lancaster, 7 Plumtree Lane, Williamsport, Maryland 21795

Until 12/31/80:

Mr. Beckley Harsh, 130 South Artizan Street, Williamsport, Maryland 21795

Mrs. Betty Hott, 6 North Clifton Drive, Williamsport, Maryland 21795

Mr. Benjamin Garrish, 109 South Artizan Street, Williamsport, Maryland 21795

or until their successors are duly elected as the Discipline of the United Methodist Church shall provide.

Article 4. The said Trustees and their successors in office shall constitute a body politic and corporate, as aforesaid, with all the powers given to like corporation under the laws of the State of Maryland; and the Pastor of the Church shall be the President, or the Corporation may elect one of its own number president.

Article 5. The Directors of the Corporation shall be the Board of Trustees of the church property, elected and organized as prescribed in the Discipline of the United Methodist Church, unless the laws of Maryland shall prescribe otherwise.

Article 6. Subject to the direction of the Charge Conference, the Board of Trustees of said church shall hold and manage all real property of the church and such other property as may be committed to them, receive and administer all bequests and devises made to the church, and receive and administer all trusts and investments or trust funds of the church, in conformity with the laws of the State of Maryland.

Article 7. The Corporation shall have the power, subject to the Discipline of the United Methodist Church, to secure, purchase, hold and improve, property, both real and personal, in fee simple and otherwise. All real estate owned or hereafter acquired by the said church shall be deeded directly to it in its new corporate name. All deeds by which premises are hereafter acquired for use as a place of Divine Worship shall contain the following trust clause:

> "In trust, that said premises shall be used, kept and maintained as a place of Divine Worship of the Methodist Ministry and members of the United Methodist Church; subject to the Discipline, usage and ministerial appointments of said Church as from time to time authorized and declared by the General Conference and by the Annual Conference within whose bounds the said premises are situated. This provision is solely for the benefit of the grantee, and the grantor reserves no right or interest in said premises."

Premises so acquired may be disposed of in conformity with the provisions

of the Discipline of the United Methodist Church when the use or possession of such property by a charge or station of the United Methodist Church has been terminated.

All deeds by which premises are hereafter acquired for use as a parsonage shall contain the following trust clause:

> "In trust, that such premises shall be held, kept, and maintained as a place of residence for the use and occupancy of the ministers of the United Methodist Church, who may from time to time be entitled to occupy the same by appointment; subject to the Discipline and usage of said Church, as from time to time authorized and declared by the General Conference and by the Annual Conference within whose bounds the said premises are situated. This provision is solely for the benefit of the grantee, and the grantor reserves no right or interest in said premises."

Premises so acquired may be disposed of in conformity with the provisions of the Discipline of the United Methodist Church when the use or possession of such property by a charge or station of the United Methodist Church has been terminated.

Article 8. Any real property (including leasehold and fee simple property) owned by, or in which said Church has any interest, may be sold, transferred, or mortgaged subject to the following procedure and conditions:

(a) Notice of the proposed action and the date and time of the regular or special meeting of the members of the corporate body, i.e. members of the Charge Conference, at which time it is to be considered, shall be given at least ten (10) days prior thereto (except as local laws may otherwise provide) from the pulpit of the Church or in its weekly bulletin.

(b) A resolution authorizing the proposed action shall be passed by a majority vote of the members of the corporation body present and voting at any regular or special meeting thereof called to consider such action, and by a majority vote of the members of said Church present and voting at a special meeting called to consider such action, provided that for the sale of property which was conveyed to the church to be sold and its proceeds used for a specific purpose, a vote of the members of said church shall not be required.

(c) The written consent of the pastor of the local church and the District Superintendent to the proposed action shall be necessary and shall be affixed to the instrument of sale, conveyance, transfer or mortgage.

(d) The resolution authorizing such proposed action shall direct and authorize the Corporation's Board of Directors to take all necessary steps to carry out the action as authorized, and to cause to be executed, as hereinafter provided, any necessary contract, deed, bill of sale, mortgage, or other written instrument.

(e) The Board of Directors at any regular or special meeting shall take such action and adopt such resolution as may be necessary or required by the local law.

(f) Any required contract, deed, bill of sale, mortgage, or other written instrument necessary to carry out the action so authorized shall be executed in the name of the Corporation by any two of its officers, and any written instruments so executed shall be binding and effective as the action of the Corporation.

Article 9. In all its corporate actions the Board of Trustees shall follow the Discipline of the United Methodist Church as from time to time provided and be subject to the limitations thereof.

Article 10. At all meetings of the Corporation, a majority of the members shall constitute a quorum for the transaction of business.

Article 11. This Charter may be altered or amended at a meeting called by the Board of Trustees for that purpose by a majority of the members of said church twenty-one years of age present and voting; provided that not less than ten (10) days written and mailed or delivered notice of such meeting shall have been given to each such member.

SECOND: That at a meeting of the Trustees of the Methodist Episcopal Church of Williamsport a resolution was adopted declaring that the amendment of Charter hereinabove set forth was advisable and calling for a meeting of all persons above twenty-one years of age belonging to said Church, to take action thereon, and designating Beckley Harsh the President of the Board of Trustees to sign and acknowledge the Articles of Amendment when the same shall have been adopted.

THIRD: That pursuant to said resolution and the giving of notice as required by Corporations and Associations, "Religious Corporations Sec 5-301-313" Code of Public General Laws of Maryland, 1974 Edition and Amendments thereto, and by Articles of Incorporation of this Church, said congregational meetings were

held as referred to above, at which meetings the number required by the laws of the State of Maryland and the Articles of Incorporation for the amendment thereof voted to adopt the Articles of Amendment hereinabove set forth.

IN WITNESS WHEREOF, Trustees of the Methodist Episcopal Church of Williamsport, a body corporate of the State of Maryland, has caused these presents to be executed by the President of its Board of Trustees and its corporate seal to be hereto attached and attested by the Secretary of its Board of Trustees this third day of September, in the year One Thousand Nine Hundred and Seventy-Eight.

ATTEST:

Ruby V. Byers
Ruby Byers, Secretary

TRUSTEES OF THE METHODIST EPISCOPAL CHURCH OF WILLIAMSPORT

By Beckley D. Harsh
Beckley Harsh, President

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:-

I HEREBY CERTIFY, that on this 3rd day of September 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County aforesaid, personally appeared Beckley Harsh, President of the Board of Trustees of the Methodist Episcipal Church of Williamsport and in the name of and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and made oath in due form of law that he was Chairman of the meeting of members of said Church at which the Amendment of the Charter of the Corporation set forth in said Articles of Amendment was adopted and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

Barbara Britner
Notary Public

ARTICLES OF AMENDMENT

OF

363

TRUSTEES OF THE METHODIST EPISCOPAL CHURCH OF WILLIAMSPORT

Changing its name to:

WILLIAMSPORT UNITED METHODIST CHURCH

approved and received for record by the State Department of Assessments and Taxation of Maryland September 25, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2427, folio 01463 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

1.25

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. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 40 PM '79

LIBER 27 FOLIO 803

LAND ☐ Incorporation ☑

VAUGHN J. BAKER, CLERK

A 77454

810 Received for Record March 22nd, 1979 at 2:40 o'clock P.M.
Liber 27 01075

PEACE CHURCH INC.

ARTICLES OF AMENDMENT MAR 22-79 A 17025 ******1.25

PEACE CHURCH INC., A Maryland corporation having its principal office in Hagerstown Maryland (hereinafter called "Corporation), hereby certifys to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation, is hereby amended by inserting the following:

ARTICLE

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 assets of the corporation exclusively for the purposes of the corporation to such organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as exempt organations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Trustees shall determine. Any assets not disposed of shall be disposed of by the Court of Common Pleas of the jurisdiction in which the principal office of the corporation is then located, exclusively for such purposes or to such local organizations as said Court shall determine which are organized and operated exclusively for such purposes.

SECOND: The amendment of the charter of the corporation as hereinabove set forth has been duly advised by the Board of Trustees and approved by the members of the corporation.

IN WITNESS WHEREOF, PEACE CHURCH INC. has caused these presents to be signed in its name and on its behalf by its Chairman and its corporate seal to be hereunto affixed and attested by its Secretary on July 12, 1978.

Attest; PEACE CHURCH INC.

(Seal) Rueanna Roberts By: Terry Goetz
Rueanna Roberts, Secretary Terry Goetz, Chairman-President

Gregory Geiger
Gregory Geiger, Trustee

THE UNDERSIGNED, Chairman-President of PEACE CHURCH INC., who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on the behalf of said corporation, the foregoing Articles of Amendment 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.

Terry Goetz
Terry Goetz, Chairman-President

355

ARTICLES OF AMENDMENT

OF

PEACE CHURCH INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 29, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2427, folio 1074, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

1.25

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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 40 PM '79

LIBER 27 FOLIO 810

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 77400

812

Received for Record March 22nd, 1979
at 2:40 o;clock P.M. Liber 27

00122

ARTICLES OF AMENDMENT

MAR 22-79 A 17026 ******3.75

OF

WESTERN MARYLAND SERVICE CORPORATION

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

FIRST: The Charter of the Corporation is hereby amended to change the name by striking out paragraph SECOND of the Articles of Incorporation and inserting in lieu thereof the following:

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

WESTERN MARYLAND FINANCIAL SERVICES, INC.

The Board of Directors of the Corporation at a special meeting duly convened and held on september 21, 1978 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, WESTERN MARYLAND SERVICE 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 the 21st day of September, 1978.

ATTEST:

Secretary

WESTERN MARYLAND SERVICE CORPORATION

By

President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 22nd day of September, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert I. Eberly, President of Western Maryland Service Corporation, a Maryland corporation, and in the name and on the behalf of said corporation acknowledged the aforegoing 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.

Lorraine B. Oberholzer
Notary Public

Commission Expires:
July 1, 1982

814

ARTICLES OF AMENDMENT

OF

WESTERN MARYLAND SERVICE CORPORATION

changing its name to:

WESTERN MARYLAND FINANCIAL SERVICES, INC.

345

approved and received for record by the State Department of Assessments and Taxation of Maryland September 25, 1978 **at** 8:30 **o'clock** A.M. **as in conformity with law and ordered recorded.**

3

Recorded in Liber 2427, **folio** 00121, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____ **Recording fee paid $** 20.00 **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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 40 PM '79

LIBER 27 FOLIO 812

LAND ☐ Incorporation ☑

VAUGHN J. BAKER, CLERK

A 77269

mt

02418

Received for Record March 22nd, 1979 at 2:40 o'clock P.M. 815
Liber 727

BUSHEY BURREY CONSTRUCTORS INC.

MAR 22-79 A 17027 ******3.75

ARTICLES OF AMENDMENT

BUSHEY BURREY CONSTRUCTORS 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 in all applicable paragraphs by striking out the name Bushey Burrey Constructors Inc., and inserting in lieu thereof the name Burrey/Kindsvatter, Inc.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on August 28, 1978 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 by unanimous written consent and waiver of all stockholders.

THIRD: A consent in writing, setting forth approval of the amendment of the charter of the Corporation hereinabove set forth, was signed by all stockholders of the Corporation entitled to vote thereon and any other stockholders of the Corporation entitled to a notice of a meeting of stockholders (but not to vote thereat) have waived in writing any rights they may have to dissent from such amendment; and such consent and waiver are filed with the records of the Corporation.

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

IN WITNESS WHEREOF, BUSHEY BURREY CONSTRUCTORS INC. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on 9-1-78

Attest:

John C. Burrey, Secretary

BUSHEY BURREY CONSTRUCTORS INC.

Richard L. Kindsvatter, Vice-President

STATE OF MARYLAND,

County of Washington,

I HEREBY CERTIFY that on September 1, 1978, before me the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Richard L. Kindsvatter, Vice-President of Bushey Burrey Constructors 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.

Juanita Ackerman
Notary Public

ARTICLES OF AMENDMENT

OF

BUSHEY BURREY CONSTRUCTORS, INC.

Changing its name to:

BURREY/KINDSVATTER, INC.

334

approved and received for record by the State Department of Assessments and Taxation of Maryland September 22, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2426, folio 02417, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3.75

Bonus tax paid $_____ Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 40 PM '79

LIBER 27 FOLIO 815

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 77097

Received for Record March 22nd, 1979 at 2:40 o'clock P.M.
Liber 27

01227
MAR 22-79 A 17028 ******7.75

PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER (hereinafter "this Agreement") is made and entered into this 27th day of September, 1978, by and between AMERISOURCE DISTRIBUTION CORPORATION, a Florida corporation (hereinafter referred to as "DISTRIBUTION"), BEARINGS & TRANSMISSION, INC., a Maryland corporation (hereinafter referred to as "BEARINGS & TRANSMISSION"), BEARINGS SPECIALTIES, INC. a Florida corporation (hereinafter referred to as "Specialties") and AMERICAN RESOURCES, INC., a Florida corporation (hereinafter referred to as "American Resources"). In this Agreement, all of the foregoing corporations, other than American Resources, are sometimes collectively referred to as the "Constituent Corporations" and individually as a "Constituent Corporation".

W I T N E S S E T H :

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations and their respective stockholders that BEARINGS & TRANSMISSIONS and SPECIALTIES (hereinafter sometimes collectively referred to as the "Nonsurviving Corporations" and individually as a "Nonsurviving Corporation") be merged with and into DISTRIBUTION and that DISTRIBUTION (hereinafter sometimes the "Surviving Corporation") merge the Nonsurviving Corporations with and into itself, as authorized by the statutes

of the State of Florida and the State of Maryland and under and pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors and stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the others that the Nonsurviving Corporations be merged with and into the Surviving Corporation and that the Surviving Corporation merge the Nonsurviving Corporations with and into itself pursuant to the provisions of the laws of the State of Florida and the State of Maryland, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Agreement, Plan and Articles of Merger:

ARTICLE I

(a) American Resources, a corporation organized and existing under the general laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of the State of Florida on October 27, 1976, and amended on February 28, 1978 and September 26, 1978, has an authorized capitalization of 185,000 shares of capital stock with an aggregate par value of $8,600,000 such authorized capitalization consisting of 100,000 shares of common stock, $1.00 per share par value for an aggregate par value of $100,000 of which 22,510 shares having an aggregate par value

of $22,510 are now issued and outstanding, and 25,000 shares of preferred Class A stock, $100 per share par value for an aggregate par value of $2,500,000 of which 25,000 shares having an aggregate par value of $2,500,000 are now issued and outstanding, and 60,000 shares of Class B preferred stock, $100 per share par value for an aggregate par value of $6,000,000, of which none are now issued and outstanding.

(b) BEARINGS & TRANSMISSIONS a corporation organized and existing under the general laws of the State of Maryland, by its Articles of Incorporation, which were filed with the State Department of Assessments and Taxation of the State of Maryland on December 7, 1957 has an authorized capitalization of 25,000 shares of capital stock, such authorized capital stock consisting of 15,000 shares of common stock, $10 per share par value for an aggregate par value of $150,000, of which 2,400 shares having an aggregate par value of $24,000 are now issued and outstanding, and 10,000 shares of preferred stock, $10 per share par value for an aggregate par value of $100,000 of which no shares are now issued and outstanding.

(c) SPECIALTIES, a corporation organized and existing under the general laws of the State of Florida, by its Articles of Incorporation, which were filed with the Secretary of State of the State of Florida on June 19, 1978, as amended on September 22, 1978 has an authorized capitalization of 30,000 shares of capital stock, such authorized capital stock consisting of 30,000 shares of common stock, $1.00 per share par

value for an aggregate par value $30,000 of which 18,309 shares having an aggregate par value of $18,309 are now issued and outstanding.

(d) DISTRIBUTION, a corporation organized and existing under the general laws of the State of Florida, by its Articles of Incorporation, which were filed with the Secretary of State of the State of Florida on September 20, 1978 has an authorized capitalization of 10,000 shares of capital stock, such authorized capital stock consisting of 10,000 shares of common stock, $1.00 per share par value for an aggregate par value $10,000 of which 1,000 shares having an aggregate par value of $1,000 are now issued and outstanding.

ARTICLE II

The Nonsurviving Corporations shall be, and they hereby are, merged with and into DISTRIBUTION, and DISTRIBUTION shall, and it hereby does, merge the Nonsurviving Corporations with and into itself. DISTRIBUTION shall be the surviving corporation in the merger and shall be governed by the laws of the State of Florida, which state shall be its domicile and shall be a foreign corporation as to the State of Maryland. The principal office of the Surviving Corporation shall be located at 125 North Wilson, Bartow, Florida.

ARTICLE III

In connection with the merger, the existing Articles of Incorporation of the Surviving Corporation shall remain as the Articles of Incorporation of the Surviving Corporation, except that Article I of said Articles of Incorporation shall be amended by deleting said Article I in its entirety and by substituting therefor the following:

"ARTICLE I

Name

The name of this corporation shall be:

BEARINGS & TRANSMISSION SPECIALTIES, INC."

ARTICLE IV

The manner and the basis of converting the outstanding shares of capital stock of each of the Constituent Corporations in the merger, on the basis of fair values assigned to said outstanding shares, shall be as follows:

(a) Upon the effectiveness of the merger, each issued and outstanding share of the common stock of the Surviving Corporation, par value $1.00 per share, shall continue and remain unchanged as one share of the common stock, par value $1.00 per share, of the Surviving Corporation.

(b) Upon the effectiveness of the merger, each issued and outstanding share of the common stock, par value $1.00 per

share of SPECIALTIES shall, without further action on the part of the holder thereof, be converted into 1.9936 shares of the Class B Preferred Stock, par value $100 per share, of American Resources.

(c) Upon the effectiveness of the merger, each issued and outstanding share of the common stock, par value $10 per share of BEARINGS & TRANSMISSIONS shall, without further action on the part of the holder thereof, be converted into 8.3921 shares of the Common Stock, par value $1.00 per share, of American Resources.

(d) No fractional share or shares of the capital stock of American Resources, and no certificate or certificates or scrip therefor, will be issued in connection with the merger. In the event the calculation of the aggregate number of shares deliverable in connection with the merger to and for the account of any former holder of the capital stock of a Nonsurviving Corporation would otherwise result in such holder being entitled to a fraction of a share, the number of shares so deliverable shall be increased to the next higher full share if such fraction is one-half or more and shall be reduced to the next smaller full share if such fraction is less than one-half.

(e) As soon as practical after the effective date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of a Nonsurviving Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of

shares of the Common or Class B Preferred Stock of American Resources, as the case may be, into which such shares of the capital stock of a Nonsurviving Corporation shall have been converted pursuant to this Article.

ARTICLE V

The terms and conditions of the merger are as follows:

(a) Except as provided in Article III hereof, until altered, amended or repealed, the Articles of Incorporation of the Surviving Corporation in effect on the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation.

(b) Until altered, amended or repealed, the by-laws of the Surviving Corporation in effect on the effective date of the merger shall be the by-laws of the Surviving Corporation.

(c) The officers and directors of the Surviving Corporation on the effective date of the merger shall be and shall remain the officers and directors of the Surviving Corporation, holding their respective offices until their respective successors shall have been elected and qualify, unless they earlier die, resign or are removed.

(d) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Constituent Corporations, the

proper officers and directors of the Constituent Corporations shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE VI

As to each of the Constituent Corporations and American Resources, the following schedule indicates the county or the city in the State of Maryland, wherein the principal office of each such corporation is located and the county or counties or the city in the State of Maryland, wherein any interest in real property of each such corporation, the title to which could be affected by recording an instrument in the land records, is located.

Corporation	Principal Office	Real Estate
BEARINGS & TRANSMISSIONS	Washington County	City of Baltimore; Worcester County; and Allegany County
SPECIALTIES	None	None
DISTRIBUTION	None	None
AMERICAN RESOURCES	None	None

ARTICLE VII

(a) The terms and conditions of the merger set forth in this Agreement were advised, authorized and approved by each

Constituent Corporation and American Resources in the manner and by the vote required by its charter and the laws of the state of its incorporation.

(b) Each issued and outstanding share of stock of each of the Constituent Corporations is entitled to vote on this Agreement.

(c) The merger contemplated by this Agreement is permitted by the laws of the state in which each of the Constituent Corporations is organized, and all conditions required by the laws of each such state have been satisfied.

(d) This Agreement and the merger contemplated by it were approved and adopted by resolutions of the Boards of Directors of the Constituent Corporations on September 18, 1978.

(e) After approval by the Boards of Directors of the Constituent Corporations, a copy of this Agreement was furnished to each stockholder of each of the Constituent Corporations, and this Agreement and the merger contemplated by it were approved by the stockholders of each of the Constituent Corporations on September 18, 1978.

(f) Upon approval by the State Department of Assessments and Taxation of the State of Maryland and the payment of all fees and taxes required by the State of Maryland, this Agreement shall be filed by the State Department of Assessments and Taxation of the State of Maryland; and upon the approval of this Agreement by the Department of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed by

the Department of State of the State of Florida. Notwithstanding anything contained in this paragraph to the contrary, the merger provided herein shall be effective as of October 1, 1978.

ARTICLE VIII

The Surviving Corporation hereby (a) agrees that it may be served with process in the State of Maryland in any proceeding for the enforcement of any of its obligations and in any proceeding for the enforcement of the rights of any of the dissenting stockholders against the Surviving Corporation; and (b) irrevocably appoints Samuel C. Strite, Esquire, 138 West Washington Street, Hagerstown, Maryland 21740 as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to any dissenting stockholders of the Surviving Corporation the amount, if any, to which they shall be entitled under the provisions of the Maryland General Corporation Law with respect to the rights of dissenting stockholders.

ARTICLE IX

In order to facilitate the filing and recording of this Agreement, the same may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be

an original; and, such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the Constituent Corporations and AMERICAN RESOURCES have caused this Agreement to be executed and acknowledged in accordance with the laws of the State of Maryland and State of Florida and their respective corporate seals affixed hereto.

AMERICAN RESOURCES, INC.

(SEAL)

By: E. M. Bass
E. M. BASS, President

ATTEST: Harold W. Mullis
HAROLD W. MULLIS, JR.
Assistant Secretary

AMERISOURCE DISTRIBUTION CORPORATION
"DISTRIBUTION"

(SEAL)

By: E. M. Bass
E. M. BASS, Vice-President

ATTEST: Harold W. Mullis
HAROLD W. MULLIS, JR.
Assistant Secretary

BEARINGS SPECIALTIES, INC.
"SPECIALTIES"

(SEAL)

By: F. T. Lane
F. T. LANE, Vice-President

ATTEST: Harold W. Mullis
HAROLD W. MULLIS, JR.
Assistant Secretary

BEARINGS & TRANSMISSION, INC.
"BEARINGS & TRANSMISSIONS"

By: _____
F. T. LANE, Vice-President

(SEAL)

ATTEST: _____
HAROLD W. MULLIS, JR.
Assistant Secretary

STATE OF FLORIDA)

COUNTY OF Polk)

I, Gayle W. Conley, a Notary Public, do hereby certify that on this 27th day of September, 1978, personally appeared before me E. M. BASS and HAROLD W. MULLIS, JR., who, being by me first duly sworn, declared and acknowledged that they are the President and Assistant Secretary of AMERICAN RESOURCES, INC., a Florida corporation, that they signed the foregoing document as President and Assistant Secretary of and on behalf of the corporation, and that the statements therein contained are true.

_____
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires July 12, 1979

STATE OF FLORIDA)

COUNTY OF Polk)

I, Gayle W. Conley, a Notary Public, do hereby certify that on this 27th day of September, 1978, personally appeared before me E. M. BASS and HAROLD W. MULLIS, JR., who, being by me first duly sworn, declared and acknowledged that they are the Vice-President and Assistant Secretary of AMERISOURCE DISTRIBUTION CORPORATION a Florida corporation, that they signed the foregoing document as Vice-President and Assistant Secretary of and on behalf of the corporation, and that the statements therein contained are true.

_____
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires July 12, 1979

01239

STATE OF FLORIDA)

COUNTY OF Polk)

I, Gayle W. Conley, a Notary Public, do hereby certify that on this 27th day of September, 1978, personally appeared before me F. T. LANE and HAROLD W. MULLIS, JR., who, being by me first duly sworn, declared and acknowledged that they are the Vice-President and Assistant Secretary of BEARINGS SPECIALTIES, INC., a Florida corporation, that they signed the foregoing document as Vice-President and Assistant Secretary of and on behalf of the corporation, and that the statements therein contained are true.

Gayle W. Conley
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires July 12, 1979

STATE OF FLORIDA)

COUNTY OF Polk)

I, Gayle W. Conley a Notary Public, do hereby certify that on this 27th day of September, 1978, personally appeared before me F. T. LANE and HAROLD W. MULLIS, JR., who, being by me first duly sworn, declared and acknowledged that they are the Vice-President and Assistant Secretary of BEARINGS & TRANSMISSION, INC., a Maryland corporation, that they signed the foregoing document as Vice-President and Assistant Secretary of and on behalf of the corporation, and that the statements therein contained are true.

Gayle W. Conley
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires July 12, 1979

414

ARTICLES OF MERGER

BETWEEN

BEARINGS & TRANSMISSION, INC. (MD. CORP.)

AND

BEARINGS SPECIALTIES, INC. (FLORIDA CORP.)

AND

AMERICAN RESOURCES, INC. (FLORIDA CORP.)

INTO

AMERISOURCE DISTRIBUTION CORPORATION (FLORIDA CORP.) Survivor
Changing its name to:

BEARINGS & TRANSMISSION SPECIALTIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 28, 1978 **at** 1:00 **o'clock** P. **M. as in conformity with law and ordered recorded.** Effective Date: October 1, 1978

7.75

Recorded in Liber 2428, **folio** 01226, **one of the Charter Records of the State Department of Assessments and Taxation of Maryland.**

Bonus tax paid $_____ **Recording fee paid $** 36.00 **Special Fee paid $**_____

4.00 Certif to Allegany Co. Land Record Office
4.00 Certif to Worcester County
4.00 Certif to Baltimore City
$ 56.00

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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 40 PM '79

LIBER 27 FOLIO 818

LAND incorporation

VAUGHN J. BAKER, CLERK

A 77849

Received for Record March 22nd, 1979 at 2:40 o'clock P.M. Liber 27
832
EKLUND AND BYRD, D.D.S., P.A.
01735
MAR 22-79 A 17029 ******3.75

ARTICLES OF REVIVAL

(TITLE 3, SUBTITLE 508-509-510 OF
"CORPORATIONS AND ASSOCIATIONS ARTICLE"
OF THE ANNOTATED CODE OF MARYLAND)

EKLUND AND BYRD, D.D.S., P.A., 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 EKLUND AND BYRD, D.D.S., P.A.

THIRD: The name by which the Corporation will hereafter be known is EKLUND, BAILEY AND BYRD, D.D.S., P.A.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 1610 Oak Hill Avenue, Hagerstown, Washington County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are DAVID EKLUND, 1610 Oak Hill Ave, 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 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 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 17, 1978.

Last Acting President

David C. Eklund

Last Acting Secretary

Byron K. Byrd

STATE OF MARYLAND,

COUNTY OF WASHINGTON

01737

I HEREBY CERTIFY that on August 18, 1978 before me, the subscriber, a notary public of the STATE OF MARYLAND in and for the COUNTY OF WASHINGTON, personally appeared DAVID C. EKLUND, the last acting President and BYRON K. BYRD, the last acting Secretary of EKLUND AND BYRD, D.D.S., P.A., a Maryland Corporation and severally acknowledge the foregoing Articles of Revival to be their act.

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

Notary Public

My Com Expires
1 July 1982

835

365

ARTICLES OF REVIVAL

OF

EKLUND AND BYRD, D. D. S., P.A.

changing its name to:

EKLUND, BAILEY AND BYRD, D.D.S., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 2, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

4

3.75

Recorded in Liber 2427, folio 617 34, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 20.00 Special Fee paid $ 30.00

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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 40 PM '79

LIBER 27 FOLIO 832

LAND ☐ Incorporation ☑

VAUGHN J. BAKER, CLERK

A 77479

836

Received for Record March 22nd, 1979 at 2:40 o'clock P.M. 002521
Liber 27

MAR 22 79 A 12 17030 ******375

Received for Record
at o'clock M.
Liber:_____

RL/BW

ARTICLES OF INCORPORATION

A CLOSE CORPORATION UNDER TITLE FOUR

GIFT BAZAAR, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Rajni Shah, whose Post Office address is 27 Manor Drive, Hagerstown, Washington County, Maryland, 21740; Asha Shah, 27 Manor Drive, Hagerstown, Washington County, Maryland, 21740; and Linda E. Wigfield, Route 1, Box 79-A, Big Spring, Maryland, 21712, each of whom are at least eighteen (18) 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 the Corporations and Associations Article, Title Four of the Annotated Code of Maryland as amended.

SECOND: That the name of the Corporation is:

GIFT BAZAAR, INC.

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.

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

A. For exercising all or any of the general powers conferred upon corporations by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made and without in any way limiting the right to exercise such general powers and in addition thereto:

B. To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesellers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials,

CHARLES F. WAGAMAN, JR.
ATTORNEY AT LAW
82 WEST WASHINGTON ST.
HAGERSTOWN, MD. 21740

and other articles as shall be necessary or incidental to such business; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise; and to have and exercise all the powers now or hereafter conferred by the Laws of the State of Maryland upon corporations organized pursuant to the Laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto.

FIFTH: The Post Office address of the principal office of this Corporation is 27 Manor Drive, Hagerstown, Washington County, Maryland, 21740. The Resident Agent of this Corporation is Rajni Shah, whose post office address is 27 Manor Drive, Hagerstown, Washington County, Maryland, 21740. 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 Ten ($10.00) Dollars each. The aggregate par value of all such shares is One Hundred Thousand ($100,000.00) 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 November 30, 1978, 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: Rajni Shah, Asha Shah and Linda E. Wigfield.

CHARLES F. WAGAMAN, JR.
ATTORNEY AT LAW
82 WEST WASHINGTON ST.
HAGERSTOWN, MD. 21740

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 common stock, whether now or hereafter authorized for such consideration as the 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. Any such amendment shall be valid if authorized by the holders of majority of all issued and outstanding shares of common 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 THEREOF, We have signed these Articles of Incorporation and acknowledge the same to be our act on this 19 day of September, A.D., 1978.

Rajni Shah
Rajni Shah

Asha Shah
Asha Shah

Linda E. Wigfield
Linda E. Wigfield

CHARLES F. WAGAMAN, JR.
ATTORNEY AT LAW
52 WEST WASHINGTON ST.
HAGERSTOWN, MD. 21740

ARTICLES OF INCORPORATION

OF

GIFT BAZAAR, INC.

335

approved and received for record by the State Department of Assessments and Taxation of Maryland September 25, 1978, at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

4

3.75

Recorded in Liber 2426, folio 02520, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 40 PM '79

LIBER 27 FOLIO 836

LAND Incorporations

VAUGHN J. BAKER, CLERK

A 77118

840

Received for Record March 22nd, 1979 at 2:40 o'clock P.M. Liber 27

03095

~~03152~~

VINYL AND ALUMINUM SIDING, INC.

ARTICLES OF INCORPORATION

MAR 22-79 A 17031 ******4.25

THIS IS TO CERTIFY:

That the undersigned, GILBERT ZIMMERMAN, whose Post Office address is 32 Manor Road, Apartment 101, Hagerstown, Maryland 21740, being of full legal age and a citizen of the State of Maryland and of the United States, acting as incorporator, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

1. That the name of the Corporation (hereinafter called the Corporation) is VINYL AND ALUMINUM SIDING, INC.

2. The object and purpose for which, and for any of which this Corporation is formed and the business to be carried on or promoted by it are to do any or all of the following things:

A. To engage in the business of a home improvement contractor within the meaning of Article 56, Sections 245 to 269 inclusive of the Annotated Code of Maryland as amended from time to time and to do all things requisite to the business of home improvements.

B. To do anything permitted in Section 9 of Article 23 of the Maryland Code, as amended from time to time.

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

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

E. To borrow money, pledge as collateral any or all of the assets of the Corporation, issue notes and bonds as authorized by the laws of this State and to execute mortgages, deeds of trust or other forms of contracts as security for the same and guaranteeing the payment thereof.

F. To buy, sell, use, hold, exchange, lease, mortgage, improve, develop and other wise operate, deal in and dispose of fee simple property, leasehold property, ground rents, and personal property; and to acquire by subscription, purchase, exchange or otherwise, and to hold for investment or otherwise to use, sell, dispose of, pledge, mortgage or hypothecate any bonds, stocks or other obligations of any corporation, and while the owner thereof, to exercise all of the rights, powers and privileges and ownership thereof.

G. To consolidate with or merge into any other corporation.

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

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

4. The Post Office address of the place at which the principal office of the Corporation in the State of Maryland will be located is 927 Pennsylvania Avenue, Hagerstown, Maryland 21740. The Resident Agent of the

Corporation is GILBERT ZIMMERMAN, whose post office address is 32 Manor Road, Apartment 101, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

5. The total amount of the authorized Capital of the Corporation is 1,000 shares with a par value of $1.00 per share for an aggregate value of $1,000.00.

6. The Board of Directors may 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. The Board of Directors shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorized shares of stock without par value or securities convertible into shares of stock without par value to be issued.

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

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

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

Gilbert Zimmerman, 32 Manor Road, Apartment 101, Hagerstown, Maryland 21740
Donna K. Zimmerman, 995 South 28th Street, Camp Hill, Pennsylvania 17011
Gladys Zimmerman, 1342 Magee Avenue, Philadelphia, Pennsylvania 19111

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

9. Any person who is or has served as a Director or Officer of the Corporation, or at its request, of any other corporation in which the Corporation owns shares of Capital Stock or of which it is a creditor, shall be indemnified and held harmless by the Corporation against any and all liabilities, costs and legal or other expenses, including, without limitation, fines, penalties, judgments and amounts paid in settlement, reasonably incurred by or impressed upon such person in connection with or resulting from any claim, action, suit or proceeding, civil or criminal, in which such person may be or may become involved in or with which such person may be threatened, as a party or otherwise, by reason of such person being or having been such a director or officer, whether or not he continues to be such at the time such liabilities, costs and legal or other expenses shall have been incurred.

A. Such right of indemnification shall not apply, however, in relation to matters as to which any such person shall be finally adjudged to be liable for negligence or misconduct in the performance of this duty; provided,

that the entry of a judgment by consent as a part of a settlement, or a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent) in a criminal action, suit or proceeding, shall not be deemed a final adjudication of liability for negligence or misconduct. In the event of a settlement, whether by agreement, entry of judgment, or otherwise a conviction or judgment in a criminal action, suit or proceeding, the right of indemnification shall be conditioned upon a determination that such person has no liability by reason of negligence or misconduct by a majority of the disinterested members of the Board of Directors, even if less that a quorum. If there are not at least two (2) such members, the question shall be be decided by a written opinion of independent legal counsel to whom the matter shall be referred by the Board of Directors.

B. The right of indemnification herein provided shall not be exclusive of any other rights, to which any person may be entitled under any law, agreement, vote of stockholders or otherwise.

C. The executors, administrators and those interested in the estate of any person so indemnified shall be entitled to the benefit of such indemnity.

10. The power to make, alter and repeal By-Laws of the Corporation shall be vested in the Board of Directors.

11. 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.

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I have signed these Articles of Incorporation, acknowledging the same to be my act on this 26th day of September, 1978.

GILBERT ZIMMERMAN

846

ARTICLES OF INCORPORATION

OF

VINYL AND ALUMINUM SIDING, INC.

344

approved and received for record by the State Department of Assessments and Taxation of Maryland September 27, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

4.25

7

Recorded in Liber ~~2426~~ 2428, folio ~~03451~~ 03094, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 22.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 77244

MAR 22 2 40 PM '79
LIBER a7 FOLIO 840
LAND Incorporation
VAUGHN J. BAKER, CLERK

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Received for Record March 22nd, 1979
at 2:41 o'clock P.M.
Liber 27

847
00208

MAR 22-79 A 17032 ******3.75

ROESSNER BROS., INC.
ARTICLES OF INCORPORATION

FIRST: I, Martha G. Roessner, whose post office address is 511 Gordon Circle, 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 hereafter referred to as the "Corporation") is ROESSNER BROS., INC.

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

(1) To carry on business as dealers at wholesale and retail in all kinds of candies, confectionery, syrups and similar substances; and to engage in any other lawful purpose and/or business.

(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.

FOURTH: The post office address of the principal office of the Corporation in this State is 101 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Martha G. Roessner, 511 Gordon Circle, 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 Thirty Thousand (30,000) shares of common stock of the par value of Ten ($10.00) Dollars per share, the aggregate value thereof being Three Hundred Thousand ($300,000.00) 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: MARTHA G. ROESSNER, J. DAVID ROESSNER and SUSAN A. ROESSNER.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and requlating 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 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 by 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 herafter 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 of 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 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 or 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 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 this Articles of Incorporation, this 19th day of Sept., 1978, and I acknowledge the same to be my act.

WITNESS:

Brenda Keefer

Martha G. Roessner

Martha G. Roessner

850

ARTICLES OF INCORPORATION

OF

ROESSNER BROS., INC.

345

approved and received for record by the State Department of Assessments and Taxation of Maryland September 26, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2427, folio 207, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

375

Bonus tax paid $ 60.00 Recording fee paid $ 20.00 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 DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 41 PM '79

LIBER 27 FOLIO 847

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 77285

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