Received for Record March 22nd, 1979
at 2:41 o'clock P.M. Liber 28

00674 1

ARTICLES OF INCORPORATION

MAR 22-79 A# 17033 ******6.75

OF

HAGERSTOWN DEVELOPMENT CORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Edwin H. Miller, whose post office address is 82 West Washington Street, Hagerstown, Maryland, 21740, being more than twenty-one (21) years of age, do hereby form a corporation under and by virture of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "corporation"), is: "HAGERSTOWN DEVELOPMENT CORPORATION".

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

(a) To purchase, lease or otherwise acquire real property in the City of Hagerstown, Maryland, or elsewhere; to erect theron hotels, dormitories, school buildings, places of business, restaurants, stores, nursing and convalescent homes, apartment and office buildings, rooming and boarding houses, houses, motels, garages, gas service stations or other buildings, to remodel buildings for said purposes, and to all, develop, improve, remodel, mortgage, sell, lease, exchange, let, or in any manner encumber or dispose of said real property wherever situated; own, lease, manage, conduct, carry on, and operate hotels, dormitories, restaurants, places of business, stores, nursing and convalescent homes, apartment and office buildings, rooming and boarding houses, houses, motels,

garages, gas service stations, barbershops, bowling alleys, real estate and insurance offices, brokerage offices, parking lots, drug stores, news, candy, tobacco, lunch and coffee rooms, sundry stores, and places of business, and all adjuncts and accessories thereto in the City of Hagerstown or elsewhere; to do and perform any and all things for the care, welfare, comfort, convenience, pleasure, entertainment, and amusement of students, guests, customers, clients, and other persons in said hotels, dormitories, school buildings, apartment and office buildings, rooming and boarding houses, motels, stores, nursing and convalescent homes, garages, restaurants, barbershops, bowling alleys, real estate and insurance office, brokerage office, and parking lots; to advertise and promote the business and good-will and the registering of guests, students, customers, clients and other persons in the same; to own the stocks and bonds of other corporations and particularly in corporations engaged in buying, selling and leasing hotels, dormitories, schools, houses, apartment and office buildings, and in operating and managing the same; and generally to do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

(b) To purchase, own, sell, acquire and dispose of, in any lawful manner, property of all kinds, at wholesale or retail.

(c) To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein.

(d) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid

and subscribe toward the acquisition, construction and improvement of plants, mills, factories, works, buildings, machinery, equipment and facilities and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the Corporation.

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

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

(g) To purchase, hold and reissue the shares of its own stock of any class.

(h) To acquire by purchase, subscription or otherwise, and to hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidence of indebtedness issued or created by, any other corporation or association, organized under the laws of

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

(i) To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or 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 the 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 No. 50 Summit Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Edwin H. Miller, whose post office

address is No. 82 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have five directors and Hilton C. Smith, Jr., Catherine P. Murray Smith, Mary T. Smith, Hilton C. Smith, Sr. and Leo H. Miller, 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 from time to time may provide.

SIXTH: The total amount of authorized capital stock of the Corporation consists of Ten Thousand (10,000) shares of 6% preferred stock of the par value of Ten ($10.00) Dollars per share, and One Thousand (1,000) shares of common stock of no par value.

SEVENTH: The following is a description of each class of stock of the Corporation with preferences, voting powers, restrictions and qualifications thereof.

PREFERRED STOCK

(a) DIVIDENDS: The holders of the Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of the surplus or net profits of the Corporation, annual dividends at the rate of, but not exceeding, six (6%) per cent per annum upon the par value thereof, payable on the first days of February, May, August and November in each year. The dividends on the Preferred Stock shall be cumulative from and after the date of the certificate issued therefor, and shall be paid or

declared and set apart, so that, if in any year, dividends amounting to the full six (6%) per cent per annum shall not have been paid on the Preferred Stock, the deficiency together with any other accumulated deficiency for any preceding year or years shall be paid before any dividends shall be paid upon and declared payable and set apart for the Common Stock.

(b) REDEMPTION: The Preferred Stock may be redeemable in whole or in part at the option of the Board of Directors after the issuance thereof at Ten Dollars and Fifty Cents ($10.50) per share, together with any accrued unpaid dividends thereon at the rate of six (6%) per cent per annum to the date fixed for such redemption. Stock so to be redeemed shall be purchased and redeemed in such manner as the Board of Directors shall determine, and shall thereupon be retired, but at least twenty (20) days previous notice of every such redemption shall be given to the holders of said stock at the addresses as the same shall appear on the books of the Corporation. All dividends on the Preferred Stock called for redemption shall cease to accrue, and thereupon all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price, shall cease and determine. In the event that less than all of the outstanding Preferred Stock is called for redemption at any one time, the stock so to be called, as nearly as practicable without fractional shares shall be a proportionate share of the holdings of each stockholder, or shall be chosen by lot from the entire amount then outstanding. Notice of redemption shall be deemed to have been given when addressed to such Preferred Stockholders at the addresses recorded on the books

of the Corporation and mailed at the City of Hagerstown, State of Maryland. All Preferred Stock redeemed shall forthwith be cancelled and retired, but shall have the status of authorized but unissued Preferred Stock.

(c) LIQUIDATION: In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the issued and outstanding Preferred Stock shall be entitled to receive the par value for each share of such stock held by them respectively, together with an amount equal to the amount of dividends accumulated and unpaid thereon, whether such accrued unpaid dividends shall have been earned or not, but after the payment to the holders of the Preferred Stock of the amount payable to them as hereinbefore provided, the remaining assets and funds of the corporation in any such liquidation, shall be paid to and distributed among the holders of the Common Stock according to their respective shares.

(d) VOTING RIGHTS: Except as herein provided, or otherwise provided by law, the holders of the Preferred Stock shall not be entitled to vote under any circumstances, or in connection with any action taken by the Corporation. However, if and whenever eight (8) consecutive quarterly dividends on the Preferred Stock shall have accrued and be unpaid in whole or in part, then so long as there shall be any such accrued unpaid dividends thereon each share of the Preferred Stock shall entitle the holder of record to one vote in respect thereof in all proceedings in which action shall be taken by stockholders of the Corporation, on an equal basis, share for share, with the holders of the Common Stock. If all such accrued unpaid dividends shall be paid by the Corporation

at any time, then and thereupon all power of the Preferred Stock to vote as in this paragraph provided shall cease; subject, however, to being revived again upon any subsequent default by the Corporation in the payment of eight consecutive quarterly dividends as provided above.

COMMON STOCK

(a) DIVIDENDS: After all accumulated dividends on the outstanding Preferred Stock shall have been declared, and the Corporation shall have paid the same or shall have set apart a sum sufficient therefor, the holders of the outstanding Common Stock shall be entitled to receive out of the remaining surplus or net profits, such dividends as may from time to time be declared by the Board of Directors.

(b) LIQUIDATION: In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the outstanding Common Stock, after the payments hereinabove provided for have been made to the holders of the outstanding Preferred Stock, shall be entitled to share equally, share for share, in all remaining assets available for distribution.

(c) VOTING RIGHTS: Each share of Common Stock shall entitle the holder thereof to one (1) vote in all proceedings in which action shall be taken by stockholders of the Corporation.

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

or classes 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 or the General Laws of the State of Maryland.

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

(a) The Board of Directors 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.

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

(c) No contract or other transaction between this Corporation and any other corporation, or any individual officer or stockholder 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, or are interested

in such transaction; 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 authorises any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TENTH: This Corporation reserves the right to amend, alter, change, add to or repeal any provisions contained in this Certificate of Incorporation, in any manner now or hereafter prescribed by statute, and all rights conferred upon officers, directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 29th day of August, 1978.

WITNESS:

Pamela Sue Jones

Edwin H. Miller

00684

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 29th day of August, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edwin H. Miller and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and notarial seal.

Pamela Sue Jones
Notary Public

My Commission Expires:
July 1, 1982

12

ARTICLES OF INCORPORATION

OF

HAGERSTOWN DEVELOPMENT CORPORATION

350

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

12

Recorded in Liber 2427, folio 0673, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

6.75

Bonus tax paid $ 20.00 Recording fee paid $ 32.00 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 28 FOLIO 1

LAND Incorporations

VAUGHN J. BAKER, CLERK

A 77359

Received for Record March 22nd, 1979 at 2:41 o'clock P.M.
Liber 28
01445

Rec'd

ARTICLES OF INCORPORATION MAR 22-79 A 17034 ******4.25

OF

EDEN PLAINS, INC.

THIS IS TO CERTIFY:

FIRST: THAT, We, the subscribers, Elmer M. Showalter, whose post office address is Route 6, Box 225, Hagerstown, Maryland 21740; Laban R. Showalter, whose post office address is Route 6, Box 261, Hagerstown, Maryland 21740; and Clarence H. Showalter, whose post office address is Route 8, Box 178, Hagerstown, Maryland 21740; all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: EDEN PLAINS, 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 and sell farms and to engage in the business of farming, and of producing, merchandising, and preserving all kinds of farm, fruit, vegetable, and garden products, and of cultivating, growing, harvesting, picking, cleaning, and assorting, boxing, packing, shipping, buying, and selling, at wholesale and retail, all kinds of fruit, vegetable, farm, and garden products, and to construct, purchase, lease, operate, and maintain creameries for the manufacture, processing and sterilization of milk, cream, butter, cheese, and milk products generally; to manufacture butter, cheese, and other products of milk and cream, and to sell and dispose of said products when manufactured; to manufacture, prepare for market, buy, sell, trade, and deal in milk and cream in all forms, including but not limited to fresh, condensed, preserved, pasteurized, dessicated, and evaporated; to similarly deal in other manufactured forms of milk; to produce, purchase, sell, trade, and deal in fresh milk and all

DAVID K. POOLE, JR
ATTORNEY AT LAW
HAGERSTOWN TRUST BLDG.
81 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND
21740

byproducts of milk; to manufacture, purchase, lease, sell, and deal in machinery, tools, implements, containers, and all other articles and appliances used in connection with dairies and milk production; and to carry on all the business essential to dairy management, which may include the buying and selling of dairy stock; and to breed, raise, import, export, and deal in cattle and livestock of all kinds, and to carry on a general cattle and grazing business, purchasing or acquiring, and selling or otherwise disposing of the stocks, supplies, equipment, accessories, appurtenances, products and by-products of such business; and to carry on the poultry business and for that purpose to maintain, conduct, and operate a poultry farm; to produce eggs for market and for hatching; to breed and raise poultry; and to acquire all real estate, equipment, incubators, brooders, laying pens, tools, poultry houses, feed, and every other thing that may be necessary or required for the proper conduct and operation of a poultry farm devoted primarily to the production of eggs for market; and to carry on all other business incident thereto or connected therewith.

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 withany 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 provisions 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 Route 6, Box 225, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Elmer M. Showalter, whose post office address is Route 6, Box 225, 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 Elmer M. Showalter, Laban R. Showalter and Clarence H. Showalter 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 28 day of September, 1978.

WITNESS:

Judith A. Bloyer
Judith A. Bloyer
Judith A. Bloyer

Elmer M. Showalter (SEAL)
Elmer M. Showalter

Laban R. Showalter (SEAL)
Laban R. Showalter

Clarence H. Showalter (SEAL)
Clarence H. Showalter

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

I HEREBY CERTIFY that on this 28 day of September 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Elmer M. Showalter, Laban R. Showalter and Clarence H. Showalter, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and official notarial seal.

JUDITH A. BLOYER NOTARY PUBLIC WASHINGTON CO., MD. SEAL

Judith A. Bloyer
, Notary Public

My Commission Expires: 7/1/82

363

ARTICLES OF INCORPORATION

OF

EDEN PLAINS, INC.

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.

Recorded in Liber 2427, folio 7 01444, 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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 41 PM '79

LIBER 28 FOLIO 13

LAND Incorporations

VAUGHN J. BAKER, CLERK

A 77450

Received for Record March 22nd, 1979 at 2:41
o'clock P.M. Liber 28

01903

ARTICLES OF INCORPORATION
OF
BRANNON'S RADIATOR SERVICE, INC.

MAR 22-79 A 17035 ******3.75

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Robert W. Brannon, whose post office address is 7 Fernwood Lane, 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, 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:

BRANNON'S RADIATOR SERVICE, INC.

THIRD: In futherance 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 automotive repair service to include radiator repair and auto glass repair, and to do such other things aa are incidental, proper, or necessary to the operation of the business or to carrying out of all or any of the purposes, and to sell wholesale or retail any and all goods, wares, and merchandise or 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 purposes 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.

FOURTH: The post office address of the principal office of the Corporation in this state is 220 Fulton Street, Hancock, Maryland 21750. The Resident Agent of the Corporation is Charlotte Bartles, whose post office address is 207 Fulton Street, Hancock, Maryland 21750. 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:

Robert W. Brannon, Charlotte Bartles, Chester W. Brannon.

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

(A) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock for such consideration as said Board 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 25th day of September, 1978.

Robert W. Brannon

STATE OF MARYLAND
COUNTY OF WASHINGTON, to-wit:

I, Effie M. Ward, a Notary Public in and for the county and state aforesaid, do hereby certify that ROBERT W. BRANNON, whose name is signed to the foregoing Articles of Incorporation, bearing date the 25th day of September, 1978, has this day personally appeared before me in my said county and acknowledged his signature to be the same.

Given under my hand this 25th day of September, 1978.

Effie M. Ward
NOTARY PUBLIC

ARTICLES OF INCORPORATION

OF

BRANNON'S RADIATOR SERVICE, INC.

367

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

5

3.75

Recorded in Liber 2427, folio 01902, 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

MAR 22 2 41 PM '79

LIBER 28 FOLIO 20

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 77507

Received for Record March 22nd, 1979 at 2:41 o'clock P.M. Liber 28

02069

ARTICLES OF INCORPORATION

MAR 22 79 A 17036 ******4.25

OF

HIXON'S HARDWARE, INC.

(A CLOSE CORPORATION, ORGANIZED PURSUANT to TITLE FOUR of the CORPORATIONS and ASSOCIATIONS ARTICLE of the ANNOTATED CODE OF MARYLAND)

FIRST: I, Darrow Glaser, whose Post Office address is 120 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called "Corporation") is HIXON'S HARDWARE, 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 in, and operate, a general hardware and building supply store, and to deal in, buy and sell general hardware, electrical and gas appliances, housewares, toys, lumber, masonry materials, insulation, roofing, paints and painting supplies, and any and all types of hardware and building supplies, and not excluding any other articles of merchanize sometimes dealt in by hardware and building supply establishments.

(2) To process, fabricate, manufacture, install, store, handle, transport, sell at retail or wholesale, or otherwise work in or with, building materials of all kinds, including lumber, roofing, insulating materials, plaster, wall tile, ornamental or other boards, brick, concrete, structural steel, reimforcing steel, glass, stone, pottery, tile, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cements and plasters, stucco, stone and gravel, resinous waxes, textiles, incinerators, cesspools and septic tanks, fencing, wire and staples, waterproofing materials, rubber,

linoleums, carpets, builders tools and machinery and any and every other material, appurtenance or process useful in, necessary for or convenient in building, construction, engineering and maintenance.

(3) To engage in any other lawful purpose and/or business; and,

(4) To do anything permitted or authorized 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 South Pennsylvania Avenue, Box 222, Hancock, Maryland 21750. The name and Post Office address of the resident agent of the Corporation in this state is Darrow Glaser, 120 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this state.

SIXTH: The total number of share of capital stock which the Corporation has authority to issue is TWO THOUSAND (2,000) shares of common stock with a par value of FIFTY DOLLARS ($50.00) per share, amounting to capital stock of this Corporation in the amount of ONE HUNDRED THOUSAND DOLLARS ($100,000.00).

SEVENTH: The shares of stock shall be of one class. The Corporation shall have three (3) directors and the names and addresses of those who will serve as directors until the first annual meeting or until their successors are elected and qualify, shall be:

Darryl L. Hixon - Hancock, Maryland
Wayne Boggs - Little Orleans, Maryland
Dorothy J. Hixon - Hancock, Maryland

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 part or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investagative (other than an action by or in the right of the Corporation) by

reason of the fact that he is or was such director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, 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 paragarph (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 paragarph (1) or (2) of this Article EIGHTH. Such determination shall be made: (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

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

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

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

(8) In the event that said Corporation shall not have a Board of Directors at the time any action directed or authorized by Article EIGHTH herein, such action shall be authorized to be taken by the Shareholders of the Corporation.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the Directors (if applicable) and stockholders.

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

(2) The stockholders shall have power from time to time to fix and determine and vary the amount of working capital of the Corporation; to determine whether any, and/if any, what part of the surplus of the Corporation or the net profits arising from the

businesses' shall be decalred in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to the Director and determine the use and disposition of such surplus or net profits.

(3) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stocks shall be valid unless such change or terms shall have been authorized by the holders of a majority of all of such stock at the time outstanding by a vote at a meeting or in writing with or without a meeting.

TENTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the stockholders may determine subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock according to their respective holdings thereof.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of September, 1978.

Witness:

Linda M. Knight

Darrow Glaser (SEAL)
DARROW GLASER

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 27th day of September, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared DARROW GLASER, 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.

SEAL

Linda M. O'Donnell
Linda M. O'Donnell, Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

HIXON'S HARDWARE, INC.

368

approved and received for record by the State Department of Assessments and Taxation of Maryland October 4, 1978 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2427, folio 7/02068, one of the Charter Records of the State Department of Assessments and Taxation of Maryland. 4.25

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

MAR 22 2 41 PM '79

LIBER 38 FOLIO 25

LAND ☐ Incorporation ☑

VAUGHN J. BAKER, CLERK

A 77541

Received for Record March 22nd, 1979
at 2:41 o'clock P.M. Liber 28

02696

MAR 22-79 A 17037 ******375

ARTICLES OF INCORPORATION

OF

KNICLEY ENTERPRISES INCORPORATED
A Close Corporation

THIS IS TO CERTIFY:

FIRST: That I, Richard W. Lauricella, whose post office address is 247 N. 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 KNICLEY ENTERPRISES INCORPORATED.

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

(a) To engage in retail sales of alcoholic beverages and miscellaneous food and beverage items and the business of a hair dressing salon and or beauty parlor and all other uses 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 the, 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.

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 to 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 104 Archer Lane, Williamsport, Maryland. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 N. 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 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. The issuance or sale of any stock of the Corporation including treasury stock shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding, any: (1) securities which are convertible into stock. (2) voting securities other than stock or (3) option, warrants, or other rights to subscribe for or purchase any of its stock, unless they are nontransferable.

SIXTH: The number of Directors of the Corporation shall be one (1) until this Charter document is approved and becomes effective at which time the Corporation whereby elects to have no Board of Directors pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland; the name of the Director who shall act until the Charter is approved shall be William W. Knicley.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of October, 1978.

Witness:

Cathy Struhar

Richard W. Lauricella

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this day of , 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.

WITNESS my hand and Notarial Seal.

My Commission expires: 7/1/82

Notary Public

36

ARTICLES OF INCORPORATION

OF

KNICLEY ENTERPRISES INCORPORATED

374

approved and received for record by the State Department of Assessments and Taxation of Maryland October 6, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2427, folio 5 02695, 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 41 PM '79

LIBER 28 FOLIO 32

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 77600

Received for Record March 22nd, 1979 at 2:41 o'clock P.M. 37
Liber 28

02794

MAR 22-79 A 17038 ******3.75

SUBSOIL, INC.

ARTICLES OF INCORPORATION

FIRST: I, Edward N. Button, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, 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 SUBSOIL, INC.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1742 Blue Ridge Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Aldo Della Mea, 1742 Blue Ridge 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 the 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 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 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: Aldo Della Mea, Paolo Petrucco and Pierantonio Pedercini.

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. 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 making of any loans or advances by the Corporation other than to employees and suppliers in the ordinary course of business;

and notwithstanding any provision of the law requiring any such action to be taken or authorized other than as provided in this Article Seventh after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, and such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of a majority of the votes entitled to be case thereon.

(2) Any holder of any shares of stock of the Corporation shall have preemptive rights with respect to the issuance of or subscription for any additional shares of stock of the Corporation to be issued after any holder shall have acquired any shares of stock of the Corporation.

(3) At each election of directors, every stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to case for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

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: (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.

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

WITNESS:

Edward N. Button

ARTICLES OF INCORPORATION

OF

SUBSOIL, INC.

375

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

6

Recorded in Liber 2427, folio 02793, 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 41 PM '79

LIBER 98 FOLIO 37

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 77619

Received for record March 22nd, 1979
at 2:41 o'clock P.M.
Liber 28

~~03268~~ 43

02680

ARTICLES OF INCORPORATION MAR 22-79 A 17039 ******4.25

OF

HALIT CORPORATION

THIS IS TO CERTIFY:

FIRST: The undersigned, Sydney L. Machat, whose post office address is P. O. Box 247, Keedysville, Washington County, Maryland, 21756, and Samuel Sagel, whose post office address is 1831 Blue Ridge Road, Hagerstown, Washington County, Maryland, 21740, each being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation, (hereinafter called the Corporation) is Halit Corporation.

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

(a) To engage in the purchase, sale and development of real estate;

(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

KAYLOR, SPENCE & WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation;

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

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

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

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in any or all 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 post office address of the principal office of the Corporation in Maryland is P. O. Box 104 , Boonsboro, Washington County, Maryland, 21713. The name and post office address of the resident agent of the Corporation in Maryland is: Sydney L. Machat, P. O. Box 245, Boonsboro, Washington County, Maryland, 21713. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue of 1,000 shares of the par value of $100.00 a share, all of one class, and having an aggregate par value of $100,000.00.

SIXTH: The number of directors of the Corporation shall be four, 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

KAYLOR, SPENCE
& WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

are: Sydney L. Machat, Joycelyn B. Machat, Samuel Sagel, Audrey I. Sagel.

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

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

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

were not such director or officer of such other corporation or not so interested.

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

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

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

KAYLOR, SPENCE
& WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

~~03268~~

02685

otherwise provided in this charter.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 25 day of September, 1978.

WITNESS:

Joann Lehrer

Sydney L. Machat (SEAL)

Samuel Sagel (SEAL)

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

I HEREBY CERTIFY, that on this 25 day of September, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Sydney L. Machat and Samuel Sagel, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Joann Lehrer

Notary Public

My commission expires:
7/1/82

JO ANN P. CASETT NOTARY PUBLIC WASHINGTON CO. MARYLAND

KAYLOR, SPENCE & WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

ARTICLES OF INCORPORATION

OF

HALIT CORPORATION

387

approved and received for record by the State Department of Assessments and Taxation of Maryland October 6, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

4.25

Recorded in Liber ~~2447~~ 2429, folio ~~03262~~ 02679 7, 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

MAR 22 2 41 PM '79

LIBER 28 FOLIO 43

LAND ~~Incorporation~~

VAUGHN J. BAKER, CLERK

A 77668

Received for Record March 22nd, 1979 at 2:41 o'clock P.M.
Liber 28

00098

MAR 22-79 A 17040 ******5.25

ARTICLES OF INCORPORATION

OF

GARROTT, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John H. Garrott, whose post office address is 930 The Terrace, Hagerstown, Maryland; Ann P. Garrott, whose post office address is 930 The Terrace, Hagerstown, Maryland; and John H. Garrott, Jr., whose post office address is 4330 North 39th Street, Arlington, Virginia, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

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

(a) To engage in the business of livestock auctions.

(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 encomber or dispose of real property wherever situated.

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

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

(f) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such

shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(g) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance 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.

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

(i) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and inforeign 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 930 The Terrace, Hagerstown, Maryland. The resident agent of the Corporation is John H. Garrott, whose post office address is 930 The Terrace, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of Ten ($10.00) Dollars each which shall be divided into two classes, 7,500 shares thereof being known as

Class A stock, and 2,500 shares thereof being known as Class B stock. The Class B stock shall be distinguished from Class A stock, in that it shall have no voting privileges or power, and shall be subject to such conditions, restrictions and limitations as may be imposed by the by-laws of this corporation. In other instances Class B stock shall have full rights, privileges, and power with Class A stock, and shall be entitled to dividends, if any, in the same manner as Class A 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; the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are John H. Garrott, Ann P. Garrott, and John H. Garrott, Jr.

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

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

(b) No contract or other transaction between this Corparation and any other corporation and no act of this Corporation

shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

(d) 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, we have signed these Articles of Incorporation this 29th day of September 1978.

Witness:

Gloria S. Moores — John H. Garrott
John H. Garrott

Gloria S. Moores — Ann P. Garrott
Ann P. Garrott

Gloria S. Moores — John H. Garrott Jr.
John H. Garrott, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 29th day of September, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John H. Garrott, Ann P. Garrott, and John H. Garrott, Jr. and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

My commission expires:
7/1/82

Gloria S. Moears
Notary Public

58

ARTICLES OF INCORPORATION

OF

GARROTT, INC.

389

approved and received for record by the State Department of Assessments and Taxation of Maryland October 10, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber ~~2228~~ 2428, folio 00097, one of the Charter Records of the State Department of Assessments and Taxation of Maryland. 525

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 41 PM '79

LIBER 28 FOLIO 50

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 77711

Received for Record March 22nd, 1979 at 2:41 o'clock P.M. Liber 28 00018

59

ARTICLES OF INCORPORATION

OF

MAR 22-79 A 17041 ******3.75

R J M, INCORPORATED

A Maryland Close Corporation,
Organized Pursuant to Title Four of the
Corporations and Associations Article of the
Annotated Code of Maryland

THIS IS TO CERTIFY:

THAT I, THE UNDERSIGNED, GEOFFREY B. GILBERT, whose post office address is 121 Congressional Lane, Suite 304, Rockville, Maryland 20852, 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.

ARTICLE I - NAME

The name of the corporation (which is hereinafter called Corporation), is R J M, Incorporated.

ARTICLE II - STATUS OF CORPORATION

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 from time to time.

ARTICLE III - PURPOSE

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

(1) To establish, maintain, conduct, and operate food markets, grocery stores, bakeries, and stores of every kind, nature, and description; to purchase, buy, sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute, and otherwise generally deal in any and all articles of food, food products, household products, groceries, dairy products, wines, liquors, beverages of all kind, meat and meat products, vegetables and vegetable products, provisions, produce, poultry, fish, game, and food supplies of all kind, both at wholesale and retail, and acquire, construct, maintain, operate, buy, sell, and deal in stores selling such goods, wares, and merchandise; to acquire, construct, maintain, operate, or sell or dispose of factories, plants, warehouses, dairy plants,creameries, machinery and equipment, markets, stores, depots, and gathering and delivery routes and systems for such purposes.

(2) To borrow money and issue evidences of indebtedness in furtherance of any and all of the objects of its business, and to secure the same by mortgage, deed of trust, pledge or other lien.

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

(4) To engage in any other lawful business.

(5) 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.

ARTICLE IV - ADDRESS AND RESIDENT AGENT

The post office address of the principle office of the Corporation is 16 North Conococheague Street, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Rollin E. Byers, 16 Conococheague Street, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

ARTICLE V - CAPITAL STOCK

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.

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, without par value,for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, after first obtaining the unanimous approval of all stockholders of the Corporation.

ARTICLE VI - DIRECTORS

The Corporation shall have three(3) directors and Rollin E. Byers, Joan A. Byers and Michael Byers shall act as such until the first annual meetingor until their successors are duly chosen and qualified.

ARTICLE VII - AMENDMENT

The Corporation upon ununimous 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, I have signed these Articles of Incorporation this 28th day of September, 1978, and acknowledge the same to be my act.

Geoffrey B. Gilbert

Geoffrey B. Gilbert

WITNESS:

Charlene Kligman

Charlene Kligman

ARTICLES OF INCORPORATION

OF

R J M, INCORPORATED

389

approved and received for record by the State Department of Assessments and Taxation of Maryland October 10, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber ~~4728~~ 2428, folio 00017, 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 41 PM '79

LIBER 28 FOLIO 59

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 77695

Received for Record March 22nd, 1979 at 2:41 o'clock P.M.
Liber 28 004194

MAR 22-79 A 17042 ******3.75

ARTICLES OF INCORPORATION

OF

CALABRIA INCORPORATED

THIS IS TO CERTIFY:

FIRST: That I, Richard W. Lauricella, whose post office address is 247 N. 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 authorzing 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 CALABRIA INCORPORATED.

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

(a) To engage in the business of preparation and sale of food and beverage items and any other activities incidental 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, exhcange, 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 purposes,

and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

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

FOURTH: The post office address of the principal office of the Corporation in this State is The Washington Center, Pennsylvania Avenue, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 N. 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 One Thousand ($1,000) shares of the par value of One Hundred (100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand ($100,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased 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 Calabrese D. Augusto, Vincenzo Fiorentino,

and Richard Pisano.

(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 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 pencuiarily 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 alos 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 hcanging 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 power 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.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of October, 1978.

WITNESS:

Cathy Struhar

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5th day of October, 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.

WITNESS my hand and Notarial Seal.

My Commission expires: 7/1/82

Josephine A. Zimmerman
Notary Public

ARTICLES OF INCORPORATION

OF

CALABRIA INCORPORATED

396

approved and received for record by the State Department of Assessments and Taxation of Maryland October 11, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2428, folio 00493 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 41 PM '79

LIBER 28 FOLIO 62

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 77753

68

Received for Record March 22nd, 1979 at 2:42 o'clock P.M.
Liber 28

01818

Rec'd

ARTICLES OF INCORPORATION

OF

MAR 22-79 A 17043 ******375

WASHINGTON COUNTY ADVOCATES FOR CHILD PROTECTION, INC.

FIRST: We, the undersigned, Lynn A. Witherspoon, whose post office address is 242 East Irvin Avenue, Hagerstown, Maryland 21740; Theodor E. Simon, whose post office address is 18 Snyder Avenue, Hagerstown, Maryland 21740; and Gertrude P. Mackrell, whose post office address is 4 North Avenue, Hagerstown, Maryland 21740, all being over eighteen (18) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form a non-stock charitable corporation by the execution and filing of these Articles.

SECOND: The name of the corporation, hereinafter referred to as the "Corporation", is:

WASHINGTON COUNTY ADVOCATES FOR CHILD PROTECTION, INC.

THIRD: The Corporation is organized and shall be operated exclusively as a non-profit charitable organization with the following specific purposes and powers:

A. To provide a community-based social service to children, their families, relatives and associates who are or may be involved in child abuse and/or neglect in a rural community.

B. To provide intensive educational, counseling, and social service programs for children, their families, relatives and associates, who are or may be involved in child abuse and/or neglect in Washington County, Maryland.

C. To accept and receive from Federal, State, County, Municipal and/or other governmental sources grants of monies or other aid and assistance; and to receive from persons, firms or corporations property, real and personal, monies, securities and other items of value by gift, bequest or otherwise, for the purpose and for the furtherance of the programs for which the Corporation is organized.

D. To own, hold, manage, invest, sell, convey, mortgage and otherwise dispose of the property of the Corporation, real and personal, and reinvest from time to time the assets of the Corporation and to use and apply the net income and the principal of all of such property in such manner and at such times as the

Corporation may deem best for the support and benefit or furtherance of the activities or programs of the Corporation.

E. To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon corporations by the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 131 West North Street, Hagerstown, Maryland 21740. The Resident Agent of the Corporation in this State is Lynn A. Witherspoon, whose post office address is 242 East Irvin Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock nor any membership certificate.

SIXTH:

A. The affairs of the Corporation shall be managed by a Board of Members, the number of which shall initially be three. The following persons shall be Members until their successors are duly chosen and qualified:

Lynn A. Witherspoon
Gertrude P. Mackrell
Theodor E. Simon

The number of Members may be increased or decreased by vote of a majority of the Board of Members but shall never be less than three (3).

B. The Board of Members, pursuant to the authority conferred upon them by the By-Laws of the Corporation, may elect annually a Board of Directors for the Corporation, which shall never consist of less than three (3) Directors, the qualifications, tenure, powers, duties and responsibilities of said Board to be as established from time to time by the By-Laws of the Corporation.

SEVENTH: Anything herein contained to the contrary notwithstanding, the powers of the Corporation shall be subject to the following terms, provisions, and limitations:

A. The Corporation is organized and at all times hereafter shall be operated exclusively for charitable purposes in conformity with the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954.

B. In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic or foreign corporations or associations having a similar or analogous charactor or purpose; provided, however, that any such transferee or transferees shall qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, and its Regulations as they now exist or as they may hereafter be amended.

EIGHTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its Members, any amendments to these Articles which may now or hereafter be authorized by law.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation as of this 3rd day of October, 1978.

WITNESS:

Carol A. Miller — Lynn A. Witherspoon
Lynn A. Witherspoon

Carol A. Miller — Gertrude P. Mackrell
Gertrude P. Mackrell

Carol A. Miller — Theodor E. Simon
Theodor E. Simon

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3rd day of October, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lynn A. Witherspoon, Gertrude P. Mackrell, and Theodor E. Simon, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my Hand and Official Notarial Seal.

Richard F. McGarry
Notary Public

ARTICLES OF INCORPORATION

OF

WASHINGTON COUNTY ADVOCATES FOR CHILD PROTECTION, INC.

420

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

5

Recorded in Liber 2428, folio 01817, 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 42 PM '79

LIBER 28 FOLIO 68

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 77920

72

Received for Record March 22nd, 1979 at 2:42 o'clock P.M.
Liber 28

02845

ARTICLES OF INCORPORATION MAR 22-79 A 17044 *******4.75

OF

WIDMARK, LTD.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Melvin G. Bergman, whose post office address is 6411 Baltimore Avenue, Riverdale, Maryland 20840, 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, form a corporation by the execution of and filing of these Articles.

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

WIDMARK, LTD.

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

(1) For the acquisition and leasing of restaurants, and night clubs, including all related activities thereto.

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

(3) To build, erect, construct, alter, reconstruct and improve any and all buildings and structures upon any lands or water whatsoever.

(4) To acquire, build, charter, buy, lease, rent, operate and use vehicles and other means of transportation of any kind or character whatsoever.

(5) To apply for obtain, register, purchase, lease or otherwise acquire or own any franchises, concessions, rights, options, patents , patent-rights, privileges, inventions, formulas, processes, copyrights, trademarks, tradenames, or any right, option or contract in relation thereto; to develop, maintain,lease, sell, transfer, license, dispose of use, operate, or manufacture under or in any otherwise deal in and with the same; and perform, carry

out, and fulfill the terms and conditions of any option or contract in relation thereto.

(6) To acquire, by purchase, subscription, or in any other manner take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares bonds, debenture, notes mortgages, or other obligations, and any certificates, warrants, receipts, or other instruments, evidencing rights or options to receive, purchase or subscribe for the same; or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates or by any government or subdivision thereof; and to issue in exchange therefore, in the manner permitted by law, shares of the capital stock, bonds or other obligations of the Corporation; and while the holder or owner of any such shares of capital stock, scrip, voting trust, certificates, bonds, mortgages, or other securities or evidence of indebtness, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.

(7) To purchase, lease or otherwise acquire the property of every kind, including the business, good will rights and franchises of any corporation, co-partnership, association or individual or any part of such business, and to undertake, guarantee, assume to pay the liability thereof, and to pay for such property, business, good will rights and franchises by the issue of stock or other securities of the Corporation or otherwise in the manner provided by law, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary convenient in and about the conduct, management and carrying on of such business.

(8) To organize, incorporate and reorganize subsidiary corporations, joint stock companies and associations for any purpose permitted by law.

(9) To acquire, by purchase, lease or otherwise, to own, use and operate factories, shops and manufacturing plants, including lands buildings, machinery, equipment and appliances, warehouses, stores and other properties within or without the State of Maryland which may be useful to accomplish any of the purpose or carrying on any of the businesses of the character hereinbefore referred to.

(10) To acquire by purchase, lease, exchange or otherwise, real and personal property without limit in the State of Maryland or other states or territories of the United States and in the District of Columbia, and in foreign countries, and to hold, use, pledge, mortgage, sell or otherwise dispose of any property, real or personal, owned by it.

(11) To carry out all of any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, or corporation, and in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient, or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conductive to or expedient for the accomplishment of any such objects and purposes.

(12) To carry on any other business in connection with the foregoing, whether manufacturing or otherwise.

(13) To enter into, make and perform contracts without limit as to character or amount; executed, issue and endorse any bonds debenture, and notes, and make, draw, accept and endorse drafts, bills of exchange and negotiable instruments of all kinds, as permitted by law.

(14) To borrow or raise money for any of the purpose of this Corporation, and issue bonds, debentures, debenture stock, notes or other obligations of any nature, and to secure the same by pledge or mortgage of the whole or any part of the property of the Corporation, whether real or personal, and at the time owned or thereafter acquired, or to issue bonds, debentures, stock or notes without any such securitity.

(15) To aid in any manner any person, firm, association, corporation or syndicate an shares of stock, shares, bonds, debentures, notes, mortgages, or other obligations of which, or any certificates, receipts, warrants, or other instruments evidencing rights or options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for this Corporation, or in the welfare of which this Corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or any other property of this Corporation.

(16) To guarantee the payment of dividends upon any shares of stock, or the performance of any contract by any other corportion or association which this Corporation has an interest, and to endorse or otherwise guarantee the payment of 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.

(17) To purchase, hold and reissue the shares of its capital stock, and its bonds, debentures, and debenture stock, notes or other obligations in such manner as the Board of Directors may from time to time determine.

(18) To do any act or thing and exercise any power suitable, convenient, or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conductive to or expedient for the accomplishment of any such purposes.

(19) To have one or more offices and places of business, and to carry on all or any of its operations or business, without restriction or limit as to amount of place, in any of the states, districts or territories of the United States, and any and all foreign countries, subject to the laws of such state, district, territory or country.

(20) To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Maryland upon corporations formed under the Acts hereinbefore referred to, or under any Act amendatory thereof or supplemental thereto or in substitution therefore,

FOURTH: The post office address of the principal office of the Corporation in this State will be located at 1032 Brinker Drive, Hagerstown, Maryland. The resident agent of the Corporation is Mark D. Gross whose post office address is 1032 Brinker Drive, Hagerstown, Maryland and said resident agent is a citizen of the State of Maryland and actually resides therein.

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

MARK D. GROSS	1032 Brinker Drive Hagerstown, Maryland
JOSEPH WIDMEYER	20 E. Salisbury Street Williams Port, Maryland
JO INA BERGMAN	15222 Noblewood Lane Bowie, Maryland

SIXTH: The total amount of authorized capital stock of the Corporation is one thousand (1000) shares of no par common stock.

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

(1) The Board of Directors of the Corporation are hereby empowered to authorized the issuance from time to time of its shares of its stock of any class, whether now or hereafter of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

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

(3) Any contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall so far as permitted by law be so valid and as binding as through ratified by every stockholder of the Corporation.

(4) Unless the By-Laws otherwise provided, any officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the Board of Directors or by any committee or superior officer upon whom such power of removal may be conferred by the By-Laws or a authority of the Board of Directors.

(5) The Corporation reserve the right from time to time to make any amendments to its Charter which may now or hereafter be authorized by Law, including any amendments changing the terms of any of its outstanding stock by classification, reclassification or otherwise; but no such amendment which changes the terms of any terms thereof shall authorized by the holders of fifty-one (51%) percent of the shares of such stock at the time outstanding but a vote at a meeting or in writing with or without a meeting.

EIGHTH: The duration of the Corporation shall be perpetual.

NINETH: The private property of the stokholders, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

TENTH: With consent in writing or pursuant to an affirmative vote of the holders of fifty-one (51%) percent of the voting stock issued and outstanding, the directors shall have authority to dispose, in any manner, of the whole property of Corporation.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation and acknowledged same to be my act, this 13th day of October, 1978.

Melvin G. Bergman

MELVIN G. BERGMAN

432

ARTICLES OF INCORPORATION

OF

WIDMARK, LTD.

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.

8

Recorded in Liber 2428, folio 02844, one of the Charter Records of the State Department of Assessments and Taxation of Maryland. 4.75

Bonus tax paid $ 20.00 Recording fee paid $ 24.00 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 42 PM '79

LIBER 28 FOLIO 72

LAND Incorporations

VAUGHN J. BAKER, CLERK

A 78065

80

Received for Record March 22nd, 1979 02407
at 2:42 o'clock P.M.
Liber 28

ARTICLES OF INCORPORATION

CALMAR INCORPORATED MAR 22-79 A 17045 ******3.75

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Hal I. Lackey, over 18 years of age, whose post office address is 1106 Spring Street, Suite 306, Silver Spring, Maryland, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby sign and acknowledge these Articles of Incorporation for the purpose of forming a corporation.

SECOND: The name of the corporation which is hereinafter called the "Corporation" is CALMAR INCORPORATED.

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

(a) To purchase, sell, develop or otherwise deal with real property whether improved or unimproved both within and without the State of Maryland.

(b) To enter into and perform contracts of every kind for any lawful purpose, with any person, firm, association, or corporation, federal, state, local or municipal government or its agencies, and firms and governments of foreign nations.

(c) To borrow money for any of the purposes of the Corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or nonnegotiable, transferable or nontransferable instruments and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation at the time owned or thereafter acquired.

(d) To purchase, hold, sell and transfer the shares of its capital stock.

(e) To have one or more offices and to conduct any or all of its operations and business and to promote its objects, within or without the State of Maryland, without restriction as to place or amount.

(f) To carry on any other business in connection therewith.

COGGINS, HARMAN,
LACKEY & LOWE, P. A.
ATTORNEYS AT LAW
1106 SPRING STREET
SUITE 306
SILVER SPRING, MD. 20910

(g) To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others.

(h) To obtain patents, rights to patents, trademarks of every device, system or process it may elect.

The objects and purposes as specified herein shall be regarded as independent objects and purposes and, except where otherwise expressed, shall be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Maryland.

FOURTH: The post office address of the principal office of this Corporation in this State is Route 1, Box 99, Fair Play, Maryland 21733. The name and address of the resident agent of this Corporation in the State of Maryland is Norman E. Keuper, Route 1, Box 99, Fair Play, Maryland 21733. Said resident agent is an individual actually residing in this state.

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 Common Stock, (of the par value of one dollar ($1.00) per share with the aggregate par value of $100,000).

The following is a description of the stock of the Corporation with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and qualifications of such stock:

(a) The net earnings of the Corporation may, when and as declared by the Board of Directors, be applied each year in payment of dividends to stockholders.

(b) Except as otherwise provided by law, all voting rights of the stockholders shall be vested exclusively in the holders of the Common Stock.

COGGINS, HARMAN, LACKEY & LOWE, P. A.
ATTORNEYS AT LAW
1108 SPRING STREET
SUITE 300
SILVER SPRING, MD. 20910

(c) In the event of any liquidation or dissolution of the Corporation, the assets of the Corporation shall be distributed to the holders of the Common Stock prorated according to the number of shares held.

(d) After the original issuance of stock, in the event of any issuance of authorized but previously unissued stock, the then holders of shares shall have the preemptive right to subscribe to any such new issue prorated in relation to their then present holdings.

(e) Provided such restriction is adequately noted on stock certificates, in the event any stockholder desires to sell all or any part of his stock, he must first offer it for sale to the Corporation, it being the intent hereof to give the Corporation preference in its purchase, and any attempted sale in violation of this provision is null and void. A stockholder desiring to so sell shall file in writing with the Secretary of the Corporation, a notice stating the complete terms of sale and naming the intended purchaser. The Corporation shall then have thirty (30) days in which to elect to purchase the stock so offered at the terms stated. If the Corporation does not so elect within thirty (30) days, then it shall be deemed to have waived the privilege of purchasing and the stockholder shall be at liberty to sell the stock to the person named in the notice on the same terms. The Secretary may not be required to transfer stock on the corporate records unless he shall have been satisfied that this restriction has been complied with.

(f) In the election of directors, cumulative voting shall prevail, every stockholder of record, in calculating the number of votes to which he is entitled, shall multiply the number of shares held by the number of directors to be elected and he may cast all such votes for one candidate or distribute them among two (2) or more, as he may see fit.

SIXTH: The Corporation shall not, except pursuant to the approval of a two-thirds (2/3) majority of the holders of the outstanding Common Stock, given by a vote at a meeting of the stockholders duly held for that purpose, consolidate or merge the Corporation into or with any other corporation, go into voluntary liquidation, carry into effect any plan or reorganization of the Corporation, or alter or amend the Articles of Incorporation.

SEVENTH: The ordinary affairs of the Corporation shall be administered by the Board of Directors and the officers appointed thereby. The Directors shall be elected to vote of the Common Stock.

COGGINS, HARMAN,
LACKEY & LOWE, P. A.
ATTORNEYS AT LAW
1106 SPRING STREET
SUITE 306
SILVER SPRING, MD. 20910

(a) The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of stock of the Corporation during the first year of corporate existence. After the first year of corporate existence only the stockholders, at a meeting duly held for that purpose, may authorize the issuance of shares of stock.

EIGHTH: Except as herein provided, no contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any directors may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been made known to the Board of Directors and the directors who are 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 they were not such director or officer of such other corporation or not so interested.

NINTH: The duration of the Corporation shall be perpetual.

TENTH: 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 conferred on officers, directors and stockholders herein are granted subject to this reservation.

ELEVENTH: If there is no stock outstanding the number of Directors may be less than three (3) but not less than one (1). If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors shall be the number of stockholders. In all other cases the number of

COGGINS, HARMAN,
LACKEY & LOWE, P. A.
ATTORNEYS AT LAW
1106 SPRING STREET,
SUITE 306
SILVER SPRING, MD. 20910

02411

Directors is three (3). The names of the persons who shall act as such are Hal I. Lackey, Norman E. Keuper, Louise H. Keuper.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of September, 1978.

Hal I. Lackey

STATE OF MARYLAND :
COUNTY OF MONTGOMERY : ss.

I HEREBY CERTIFY that on this 13th day of September, 1978, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Hal I. Lackey, and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

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

Notary Public

My Commission Expires: 7-1-82

COGGINS, HARMAN,
LACKEY & LOWE, P. A.
ATTORNEYS AT LAW
1106 SPRING STREET
SUITE 306
SILVER SPRING, MD. 20910

ARTICLES OF INCORPORATION

OF

CALMAR INCORPORATED

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.

6

Recorded in Liber 2426, folio 2406, 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 42 PM '79

LIBER 28 FOLIO 80

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 77095

86

Received for Record March 22nd, 1979 at 2:42 o'clock P.M. 00288
Liber 28

MAR 22-79 A.M. 17046 ******3.75

RISER & BONEBRAKE, CONSULTING ENGINEERS, INC.

ARTICLES OF INCORPORATION

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 Riser & Bonebrake, Consulting Engineers, Inc.

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

(1) To engage in the business of offering consulting services in the areas of mechanical and electrical engineering; 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 879 Commonwealth Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Charles Raymond Riser, Route 1, Box 388-B, Manor Church Road, 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) 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 (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:

Charles Raymond Riser
Henry S. Bonebrake

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:

(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 16th day of October, 1978, and I acknowledge the same to be my voluntary act and deed.

Witness:

Piggy J. Reynolds

Roger Schlossberg

ARTICLES OF INCORPORATION

OF

RISER & BONEBRAKE, CONSULTING ENGINEERS, INC.

439

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

4

Recorded in Liber 2429, folio 00287, 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 42 PM '79

LIBER 28 FOLIO 86

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 78143

Received for Record March 22nd, 1979 at 2:42 o'clock P.M.
Liber 28
00242
MAR 22-79 A 17047 ******3.75

ARTICLES OF INCORPORATION

OF

C.B. ROAD ASSISTANCE CLUB, INC.

This is to certify:

FIRST: That i, the subcriber, David G. Swain, whose postoffice address is 732 W. 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 information of corporations, signify my intention of forming a corporation by the execution and filing of these Articles.

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

C.B. ROAD ASSISTANCE CLUB, INC.

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

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

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

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

C. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in full or in part any activities that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, businesses, contracts, good will, franchises or ther assets in any manner that charitable corporations are authorized so to do under the laws of the State of Maryland.

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

E. To purchase or otherwise acquire, hold, exchange or sell, any shares of stock, or boting trust certificates for any shares of stock, or any bonds or other securities or evidences of indebtedness issued or created by, corporations or associations having the power to issue the same, organize under the laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or ther obligations, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned.

F. To borrow or raise money for any of the purposes of the Corporation and to grant such security therefore as may be authorized to charitable corporations under the laws of the State of Maryland, including the securing of the payment thereof and of the interest thereon, by the mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired.

G. To carry out all or any part of the aforesaid purposes, and to conduct its business and all or any of its branches in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies or denpendencies 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 mention of any particular purpose, object of business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed under the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations (and particularly to the limitations relative to eleemosynary corporations) which are contained in the laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 732 W. Washington Street, Hagerstown, Md. 21740. The resident agent of the Corporation is David G. Swain whose postoffice address is 732 W. Washington Street, Hagerstown, Md. 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall be governed by a Board of Directors consisting of not less than three nor more than twelve Directors. The Directors shall consist of the President, Vice-President, Secretary-Treasurer. The following shall be the first Directors of the Corporation; David G. Swain, President; Floyd Kline, Vice-President; and Doris Kline, Secretary-Treasurer. Directors may resign or be removed, vacancies may be filled and additional Directors elected, as provided in the By-laws.

IN WITNESS WHEREOF, I Have signed these Articles of Incorporation this 25th day of July, 1978.

WITNESS:

Timothy L. Bell

David G. Swain

DAVID G. SWAIN

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:-

This is to certify that on the 25th day of July, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David G. Swain who acknowledged the foregoing Articles of Incorporation to be his act.

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

Walter R. Baker

NOTARY PUBLIC

Hagerstown Md 21740

My Comm Expires 7/1/82.

94

ARTICLES OF INCORPORATION

OF

C.B. ROAD ASSISTANCE CLUB, INC.

439

approved and received for record by the State Department of Assessments and Taxation of Maryland October 24, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2429, folio 00241, 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 42 PM '79

LIBER 28 FOLIO 90

LAND Incorporation

VAUGHN J. BAKER, CLERK

A 78137

95

00251

Lindsay of Hagerstown, Inc.
1306 Cedarwood Drive
Hagerstown, Md. 21740

Received for Record M rch 22nd
at 2:42 o'clock P.M. Liber 28

October 6, 1978

MAR 22-79 A 17051 ******1.00

A special meeting of the Board of Directors of Lindsay of Hagerstown, Inc. was held on September 8, 1978 to adopt the following resolution:

Resolved and unanmmously approved, The Board of Directors hereaby accept the recommedations made by the president to relocate company's principal office from 921 W. Washington Ave., Hagerstown, Md. 21740 (Washington County)to 1306 Cedarwood Drive, Hagerstown, Md. 21740 (Washington County)

The Board of Directors Hereby authorize the change effective September 8, 1978.

The metting was closed 6:00 P. M. on September 8, 1978

Lindsay of Hagerstown, Inc.

Date September 8, 1978

Secretary of Corporation
Kathleen D. Stitzel

Date September 8, 1978

President of Corportation
Robert L. Horn

Directors

Robert L. Horn

Kathleen D. Stitzel

Judith A. Shipley

96

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

LINDSAY OF HAGERSTOWN, INC.

395

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

and recorded on Film No. 2428 Frame No. 00250 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 № 16529

Special Fee Paid	$5.00
Recording Fee Paid	$3.00
Total	$8.00

1.00

Mr. Clerk Mail to: Lindsay of Hagerstown, Inc.
1306 Cedarwood Drive
Hagerstown, Maryland21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 42 PM '79

LIBER 28 FOLIO 95

LAND Incorporated

VAUGHN J. PAKER, CLERK

TMC

97

02330

Received for Record March 22nd, 1979 at 2:42 o'clock P.M.
Liber 28

MAR 22-79 A 17050 ******1.00

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

Re: Hagerstown Insulation, Inc.

I hereby certify that at a duly called meeting of the Board of Directors of Hagerstown Insulation, Inc., at which meeting a quorum of the Board of Directors was present, the following Resolution was adopted:

> The Post Office address of the principal office of the Corporation in this State is Route #2, Box 43C, Governor Lane Boulevard, Williamsport, Maryland 21795. The Resident Agent of the Corporation is Vernon E. Litzinger, whose Post Office address is Route #2, Box 43C, Williamsport, Maryland 21795. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

And I do further certify that I am the duly elected Secretary of said Corporation.

Vernon E. Litzinger
Vernon E. Litzinger
Secretary of Hagerstown Insulation, Inc.

(Corp. Seal)

Dated: September 21, 1978

98

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

OF

HAGERSTOWN INSULATION, INC.

372

received for record October 9, 1978 2, at 8:30 A. M.

and recorded on Film No. 2427 Frame No. 02329 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 № 16516

Special Fee Paid	$5.00
Recording Fee Paid	$3.00
Total	$8.00

1.00

Mr. Clerk Mail to: McCauley, Cooey & McGrory
152 West Washington Street
Hagerstown, Maryland 21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 22 2 42 PM '79

LIBER 28 FOLIO 97

LAND Incorporation

VAUGHN J. BAKER, CLERK

Received for Record March 22nd, 1979 at
2:42 o'clock P.M. Liber 28 Mar 22-79RF 17049****1.00

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF TRANSFER

To the Clerk of the Superior 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

Guardian Title Co., Inc.

22 W. Penna. Ave., Towson, Md. 21204

which said Articles of TRANSFER were duly approved by said Department on October 6, 1978, at 10:00 AM and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is

Park Planning, Inc. (Md. Corp.) Transferor

the name of the transferee is

LAKESIDE PARTNERSHIP (Transferee

(b) The location of the principal office of the transferee is

(c) The Articles of TRANSFER are dated October 5, 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

October 6, 1978, at 10:00 AM

100 Received for Record March 22nd, 1979 at 2:42 o'clock P.M.
Liber 28

Mar 22-79RF 17048****1.00

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF

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. 21 Summant Ave., Hagerstown, Maryland 21740 which said Articles of TRANSFER were duly approved by said Department on September 25, 1978 and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is DAGMAR HALL, INC. (MD. CORP.) Transferor

the name of the transferee is HAGERSTOWN DEVELOPMENT CORPORATION (MD. CORP.) Transferee

(b) The location of the principal office of the transferee is .

(c) The Articles of TRANSFER are dated September 22, 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 September 25, 1978, at 8:30 AM

Received For Record May 15, 1979 at 11:15 am liber 28

1361
101

ARTICLES OF INCORPORATION

OF

MAY 15 79 A 14917 ******2.50

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

FIRST: That we, the undersigned, William H. Freed, Jr., Richard M. Heckman, Ronald D. Koontz, Perry L. Hendershot, Dale E. Martin, William H. Price, Roy A. Grove and Richard A. Mills, being all 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 Corporation) is: "CHURCH OF THE BRETHREN OF BROADFORDING, WASHINGTON COUNTY, MARYLAND".

THIRD: The management of all property, real, personal and mixed, which the said Corporation may now have or which it may at anytime hereafter acquire, shall be vested in a Board of Trustees consisting of seven (7) members, to be elected by ballot at the annual meeting of the meeting of congregation of "The Broadfording Bible Brethren Church of Washington County, Maryland", to be held on the last Wednesday of August of each year, or at any adjournment thereof.

FOURTH: The Trustees shall be chosen from the male members of the congregation who are above the age of Twenty-one (21) years and shall be members in full standing and communion in said Church and shall be chosen and their succession kept up as provided by Article 5 of this constitution.

FIFTH: The Trustees shall be chosen from the male members of the congregation, who are above the age of twenty-one (21) years, at a meeting to be held annually on the last Wednesday of August of each year at 7:30 p.m., at the usual place of Worship of said congregation, and in case of failure from any cause to elect Trustees on said day, the old Board of Trustees shall hold office until the election of their successors.

SIXTH: In all cases a notice of ten (10) days shall be given from the pulpit of the said Church of the annual election of the Trustees as hereinbefore provided for.

SEVENTH: In case any person elected as Trustee shall by death, resignation or otherwise cease to be a member of said Church or congregation, his place as a member of the Board of Trustees shall be vacant and his successors shall be chosen by said Board of Trustees.

EIGHTH: The Board of Trustees as soon after their election as convenient shall meet and organize by electing a President, a Vice-President, a Secretary and a Treasurer.

NINTH: At the election held in pursuance of these Articles of Incorporation, every member of said congregation shall be entitled to vote.

TENTH: This constitution cannot in anyway be altered or amended unless the proposed alteration or amendment be presented at a meeting of said congregation, in writing and such proposed alteration being presented shall be read and action thereon postponed for at least ten (10) days and the members notified to be present at the meeting appointed for action thereon. It shall require the assent of two-thirds of the members present for its adoption.

ELEVENTH: William H. Freed, Jr., Richard M. Heckman, Dale E. Martin, Ronald D. Koontz, Perry L. Hendershot, William H. Price, Roy A. Grove and Richard A. Mills, shall be the Trustees of the congregation hereby created and shall hold their offices until their successors shall have been duly chosen.

TWELFTH: 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 purposes 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 services 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 share 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.

THIRTEENTH: Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, vest all of the assets of the Corporation exclusively in "The Broadfording Bible Brethren Church of Washington County, Maryland," so long as that Corporation is operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTEENTH: The post office address of the principal place of Worship of the Church is: Broadfording Church Road, Hagerstown, Maryland, 21740. The Resident Agent of the Corporation is: Rev. William H. Freed, Jr., Broadfording Church Road, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

IN WITNESS WHEREOF, we, the undersigned, have signed these Articles of Incorporation this 7th day of DECEMBER, 1978.

WITNESS:

Kenneth E. Myers	William H. Freed, Jr. (SEAL)
Richard E. Grove	Richard M. Heckman (SEAL)
Kenneth E. Myers	Ronald D. Koontz (SEAL)
Ruth N. Sullivan	Perry L. Hendershot (SEAL)
Kenneth E. Myers	William H. Price (SEAL)
Kenneth E. Myers	Roy A. Grove (SEAL)
Ruth Sullivan	Richard A. Mills (SEAL)
Kenneth E. Myers	Dale E. Martin (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 7th day of December, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William H. Freed, Jr., Richard M. Heckman, Ronald D. Koontz, Perry L. Hendershot, Dale F. Martin, William H. Price, Roy A. Grove and Richard A. Mills, and each acknowledged the aforegoing Articles of Incorporation to be their voluntary act and deed.

WITNESS my Hand and Official Notarial Seal.

NOTARY PUBLIC WASHINGTON CO., MD.

Jeanne E. Kendle
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

602

CHURCH OF THE BRETHREN OF BROADFORDING, WAHSINGTON COUNTY, MARYLAND

approved and received for record by the State Department of Assessments and Taxation of Maryland December 7, 1978 at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

9

Recorded in Liber 2432, folio 1360, 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 15 11 15 AM '79

LIBER ____ FOLIO ____

LAND ☐ ☐

VAUGHN J. BAKER, CLERK gcp

A 79575

Received For Record May 15, 1979 at 11:15 o'clock am liber 28

WINEBRENNER MOTORS INC.
Box 131,
Highfield, Maryland 21753
November 29, 1978

MAY 15-79 A 14915 *******.50

MAY 15-79 A 14916 *******.50

State Department of Assessment and Taxation
State Office Building,
301 West Preston Street,
Baltimore, Maryland 21201

NOTICE OF CHANGE OF RESIDENT AGENT

Gentlemen:

Please mark your records to indicate that at a recent meeting of the Board of Directors of Winebrenner Motors Inc. a resolution was passed to change the name of the resident agent of the corporation and to relieve Charles W. Winebrenner, Jr. from any further duties as resident agent.

The name of the new resident agent is as follows:

Earl Edwin Willard
Box 25,
Sabillasville, Maryland 21780

That said Earl Edwin Willard is a resident of the State of Maryland and actually resides therein. While the physical location of the corporation has not changed, the address of the principal office is now Box 131, Highfield, Maryland 21753.

Should there be any further inquiry, please direct the same to Earl Edwin Willard at either of the above noted addresses.

Yours truly,

Earl Edwin Willard

Earl Edwin Willard, President
Winebrenner Motors Inc.

ATTEST AS TO CORPORATE SEAL:

Eilene M. Willard

Eilene M. Willard, Secretary

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

OF

WINEBRENNER MOTORS, INC.

652

received for record Decmeber 28, 1978 2 , at 8:30 A.M.
and recorded on Film No. 2433 Frame No. 1479 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 № 16842

Special Fee Paid	$5.00	50
Recording Fee Paid	$3.00	50
Total	$8.00	

Mr. Clerk Mail to: Winebrenner Motors, Inc.
Box 131
Highfield, Maryland 21753

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAY 15 11 15 AM '79
LIBER ____ FOLIO ____
LAND ☐ ☐
VAUGHN J. ___ER, CLERK

rmc

Received For Record May 15, 1979 at 11:15 O'clock am liber 28

0823

MAY 15 79 A 14914 ******5.25

ARTICLES OF INCORPORATION

OF

BOHMAN and LINDSEY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert P. Bohman, whose post office address is 2220 Club Road, Hagerstown, Maryland; Joanne M. Bohman, whose post office address is 2220 Club Road, Hagerstown, Maryland; and Florence P. Skene, whose post office address is 9 Fairgreen Circle, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

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

(a) To conduct a general brokerage, agency and commission business for others in the purchase, sale and management of real estate for others and the negotiation of loans thereon; to purchase and sell for others personal property, stocks, bonds, and notes, and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidences of value to secure them, and to act as agents for letting houses, lands, and the collection of rents and the payment of taxes.

KAYLOR, SPENCE
& WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

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

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

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

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

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

(g) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance 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.

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

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

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

poration 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 138 West Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is Joanne M. Bohman, whose post office address is 2220 Club Road, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The number of directors of the Corporation shall be three, which number may be increased pursuant to the by-laws of the Corporation but shall never be less than three; the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Robert P. Bohman, Joanne M. Bohman, and Florence P. Skene.

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 secur-

KAYLOR, SPENCE
& WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

ities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

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

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

(d) Notwithstanding any 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, we have signed these Articles of Incorporation this 15th day of December, 1978.

Witness:

Mary E. Waldron — Robert P. Bohman
Robert P. Bohman

Mary E. Waldron — Joanne M. Bohman
Joanne M. Bohman

Mary E. Waldron — Florence P. Skene
Florence P. Skene

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 15th day of December, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert P. Bohman, Joanne M. Bohman and Florence P. Skene and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

Gloria S. Moore
Notary Public

My commission expires:
7/1/82

KAYLOR, SPENCE & WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

120

ARTICLES OF INCORPORATION

OF

BOHMAN AND LINDSEY, INC.

647

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

9

Recorded in Liber 2433, folio 0822, 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 $ 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

OF MARYLAND
TON COUNTY
FOR RECORD

11 15 AM '79

FOLIO

VAUGHN J. BAKER, CLERK

A 79923

gcp

Received For Record May 15, 1979 at 11:15 o'clock am liber 28

ARTICLES OF INCORPORATION
OF
CARPET MASTERS, INC.

ARTICLE ONE: The undersigned, Edward L. Hottinger of 433 Westside Drive, Apt. 101, Gaithersburg, Maryland 20760, being at least eighteen years of age, does hereby form a coproration under the general laws of the State of Maryland.

ARTICLE TWO: The name of the corporation (hereinafter called the Corporation) is CARPET MASTERS, INC.

ARTICLE THREE: The purposes for which the Corporation is formed are to engage in the general floor covering industry, and as such:

(a) To buy, sell, install, import, export, store, warehouse, distribute, process, manufacture, fabricate, market, and trade in and deal in and with, at wholesale and retail, and in any other manner, floor supplies, materials, and coverings of every kind and character, and all equipment, goods, and materials of every kind and character used in the contruction, building, repair, alteration, and all work incidental thereto, maintenance of floors, and floor coverings of every kind and character;

(b) To engage in the general business of rug and carpet service of all types and description, including, but not limited to, shampooing, cleaning, repairing, weaving, re-laying, dyeing, and demothing, and to carry on and conduct any business incidental thereto;

(c) To enter into and perform contracts for installing, altering, improving, repairing, decorating, maintaining, and furnishing floor coverings for buildings, tenements, and structures of every description, including new homes, and to advance money to, and enter into agreements of all kinds with builders, contractors, property owners, and any others for such purposes;

(d) 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.

(e) 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 the Corporation is organized, and any and all acts amendatory thereof and supplemental thereto. The foregoing statement of purposes sahll be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers 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;

ARTICLE FOUR: The address of the principal office of the Corporation is Route 2, Box 24, Smithsburg, Maryland 21783.

ARTICLE FIVE: The name of the resident agent of the Corporation is William A. Hottinger, whose address is Route 2, Box 24, Smithsburg, Maryland 21783.

ARTICLE SIX: The total number of shares of stock of all classes which the Corporation has authority to issue is One Hundred Thousand (100,000), are all of which shares are common stock of one class at a par value of One Dollar ($1.00) per share. The aggregate par value of all shares of common stock is One Hundred Thousand Dollars ($100,000.00).

ARTICLE SEVEN: The Corporation shall have three (3) directors. The following persons shall act as such until the first annual meeting or until their successors are duly chosen

and qualify:

William A. Hottinger
Edward L. Hottinger
Donna M. Chester

ARTICLE EIGHT: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Article of Incorporation on December 8, 1978.

Edward L. Hottinger
Edward L. Hottinger

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

I HEREBY CERTIFY that on this 8th day of December, 1978, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared Edward L. Hottinger, who acknowledged the aforegoing Articles of Incorporation to be his act and deed, and acknowledged the same to be true and correct to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal.

LOU ANN LUSHBAUGH NOTARY PUBLIC FREDERICK CO., MD.

Lou Ann Lushbaugh
Notary Public
My commission expires: 7/1/82

124

ARTICLES OF INCORPORATION

OF

CARPET MASTERS, INC.

639

approved and received for record by the State Department of Assessments and Taxation of Maryland December 15, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2433, folio 0533, 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

DEC 15 11 15 AM '79

LIBER ____ FOLIO ____

gcp

LAND ☐ ____ ☐

A 79886

Received For Record May 15, 1979 at 11:15 o'clock am liber 28

ARTICLES OF INCORPORATION

OF

CARPET INSTALLATION CLEARING HOUSE, INC.
A Close Corporation

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 CARPET INSTALLATION CLEARING HOUSE, INC.

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

(a) To engage in brokering carpet and other covering installation for individuals, retail establishments, and other similar entities and other business activities incidental 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, 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 the, 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.

The aforegoing enumeration of the purposes, objects and the 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 to 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 120 West Franklin Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 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 is One Hundred Thousand ($100,000.00) Dollars. The issuance or sale of any stock of the Corporation including treasury stock shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding, any: (1) securities which are convertible into stock. (2) voting securities other than stock or (3) option, warrants, or other rights to subscribe for or purchase any of its stock, unless they are nontransferable.

SIXTH: The number of Directors of the Corporation shall be (1) until this Charter document is approved and becomes effective at which time the Corporation whereby elects to have no Board of Directors pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland; the name of the Director who shall act until the Charter is approved shall be Robert Beck.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of December, 1978.

WITNESS:

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 12th day of December, 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.

WITNESS my hand and Notarial Seal.

Notary Public

My Commission Expires: 7/1/82

ARTICLES OF INCORPORATION

OF

CARPET INSTALLATION CLEARING HOUSE, INC.

634

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

Recorded in Liber 2433, folio ~~3505~~ 5 0001, 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
FILED FOR RECORD

11 15 AM '79

FOLIO

A 79835

gcp

3408

Received For Record May 15 FRANMAR, INC. 1979 at 11:15 o'clock am liber 8

ARTICLES OF REVIVAL

FRANMAR, 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 January 21, 1976, for the 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 FRANMAR, INC.

THIRD: The name by which the Corporation will hereafter be known is FRANMAR, INC.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is P.O., Cascade, 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.

The name and post office address of the resident agent of the corporation in the State of Maryland are Elden E. Hayes, P.O. Highfield, Washington County,Maryland. Said resident agent is a citizen actually residing in the state of Maryland.

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

(a) Paid all fees required by law;

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

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

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

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation have signed these Articles of Revival on December 11, 1978.

Elmer A. Knott, President

Doris M. Knott, Secretary

COMMONWEALTH OF PENNSYLVANIA :
: SS
COUNTY OF FRANKLIN :

I hereby certify that on December 11, 1978, before me, the subscriber, a notary public of the Commonwealth of Pennsylvania in and for the County of Franklin, personally appeared Elmer A. Knott, the last acting President and Doris M. Knott, the last acting Secretary of FRANMAR, INC., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

Notary Public

Notary Public
I maintain my office at: Waynesboro, Franklin County, Pennsylvania.
My Commission Expires: 7-2-81

132

ARTICLES OF REVIVAL

OF

FRANMAR, INC.

633

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

3

Recorded in Liber 2432, folio 3407, 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

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

MAY 15 11 15 AM '79

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

A 79814

Received For Record May 15, 1979 at 11:15 o'clock am liber 3181
28

Rec'd
W.S.

ENVIRONMENTAL TECHNOLOGY, INC.

ARTICLES OF INCORPORATION

MAY 15-79 A 14910 ******3.75

FIRST: The undersigned, E. Kenneth Grove, Jr., whose post office address is 82 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is ENVIRONMENTAL TECHNOLOGY, INC..

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

1. To engage in the design, marketing, installation, production, and maintenance of security, burglar, and other protective systems on a domestic as well as foreign basis and to engage in the importation and exportation of merchandise.

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 any corporation, partnership, or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation 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 laws of Maryland as now existing and any and all amendments thereto hereafter made.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 8, Box 50, Marsh Pike, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Donald Taylor, Route 8, Box 50, Marsh Pike, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

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 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:

Irene M. Taylor
Donald Taylor
Nicholas M. A. Taylor

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 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of December, 1978, and I acknowledge the same to be my act.

WITNESS:

Roberta Toffenberger

E. Kenneth Grove, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 8th day of December, A.D., 1978 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared , 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 respective act.

Witness my hand and official Notarial Seal.

Roberta Pfeuberger
Notary Public

My Commission Expires:
1 July 1982

ARTICLES OF INCORPORATION

OF

ENVIRONMENTAL TECHNOLOGY, INC.

629

approved and received for record by the State Department of Assessments and Taxation of Maryland December 12, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2432, folio 3180, 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

MAY 15 11 15 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 79797

gcp

Received For Record May 15, 1979 at 11:15 o'clock am liber 28
3142

M. D. A., INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 82 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is M.D.A., Inc..

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

1. To offer general data processing and business consulting services.

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 any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation 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 Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Suite 211, 201 South Cleveland Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Marshall A. Doty, 126 Peacock Trail, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

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 five (5), 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:

Marshall A. Doty

Marc D. DeWeese
Lewis H. DeWeese III
R. Raymond Tarrach
Gary W. Kidwell

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of December, 1978, and I acknowledge the same to be my act.

WITNESS:

Roberta Poffenberger

Lynn F. Meyers

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 11th day of December, A. D., 1978, 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 1982

144

ARTICLES OF INCORPORATION

OF

M.D.A., INC.

628

approved and received for record by the State Department of Assessments and Taxation of Maryland December 12, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2432 folio 3141, 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 $ 3.05

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

15 11 15 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 79787

Received For Record May 15, 1979 at 11:15 O'clock am liber 28

ARTICLES OF INCORPORATION

OF

VALLEY PROPERTIES, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, Howard W. Gilbert, Jr., whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, and Patricia L. Witmer, whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, each being at least 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 VALLEY PROPERTIES, INC.

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

To engage as a broker in the sale and rental of real estate.

To buy and sell realty for the Corporation itself.

To sell building materials.

To build and sell houses.

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

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

The 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 1039 Mt. Aetna Road, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this state are Judy A. Kline, 1039 Mt. Aetna Road, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than two; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Judy A. Kline and Robert D. Harvey, Sr., the two sole stockholders of the Corporation.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on December 6, 1978.

WITNESS:

Karen Palmer — Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

Karen Palmer — Howard W. Gilbert, Jr. (SEAL)
Howard W. Gilbert, Jr.

Karen Palmer — Patricia L. Witmer (SEAL)
Patricia L. Witmer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 6th day of December, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Kenneth J. Mackley, Howard W. Gilbert, Jr., and Patricia L. Witmer and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Karen Palmer
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

VALLEY PROPERTIES, INC.

617

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

Recorded in Liber 2432, folio 2444 3, 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 & TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
FILED FOR RECORD

1979 DEC 11 16 AM '79

FOLIO

VAUGHN J. BAKER, CLERK

A 79711

May 25-79 ARF 16292***1.25

148 Received For Record May 15, 1979 at 11:15 o'clock am liber 28 1679

MAY 15-79 A 14907 ******3.75

R

ARTICLES OF INCORPORATION

OF

B. H. SHANK ESTATE, 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 B. H. SHANK ESTATE, INC.

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

(a) To subdivide and develop real estate.

(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 Corporationand 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 valueof its property, business or rights.

(g) To carry out all or any part of the aforesaid purposes,

and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1238 Salem 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 1,000 shares of the par value of $100.00 each. 100 shares shall be Class A common stock which stock shall have voting power. 900 shares shall be Class B common stock which shall have no voting power. The aggregate par value of all shares having par value is $100,000.00.

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

and qualify are Helen S. Bricker, Calvin H. Shank and Nevin M. Shank.

(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 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 pencuiarily 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 power 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.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of November, 1978.

WITNESS:

Josephine A. Zimmerman

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30th day of November, 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.

WITNESS my hand and Notarial Seal.

Josephine A. Zimmerman
Notary Public

My Commission expires: 7/1/82

ARTICLES OF INCORPORATION

OF

B. H. SHANK ESTATE, INC.

606

approved and received for record by the State Department of Assessments and Taxation of Maryland December 7, 1978 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2432, folio 1678, 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

MAY 15 11 16 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

A 79610

bt

May 25-79 ARF 16293***1.25

154 RECEIVED For Record May 15, 1979 at 11:16 o'clock am liber 28

01145

MASSEY INSURANCE AGENTS, INC.

ARTICLES OF INCORPORATION

MAY 15-79 A 14906 ******7.25

FIRST: THE UNDERSIGNED, EARL S. WELLSCHLAGER, whose address is 2000 First Maryland Building, 25 South Charles Street, Baltimore, Maryland 21201, being at least eighteen years of age, acting as incorporator, 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:

MASSEY INSURANCE AGENTS, INC.

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

(1) To act as agent in the selling and servicing of insurance.

(2) To engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions which the Board of Directors may from time to time authorize or approve, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or infer-

ence from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The present address of the principal office of the Corporation in this State is 30 East Baltimore Street, Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent of the Corporation in this State are Earl S. Wellschlager, 2000 First Maryland Building, 25 South Charles Street, Baltimore, Maryland 21201. Said resident agent is a citizen of the State of Maryland who resides there.

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is 1,500 shares, having an aggregate par value of $1,500.00 of which 1,000 shares of the par value of $1.00 per share, amounting in aggregate par value to $1,000 shall be Common Stock and 500 shares of the par value of $1.00 per share amounting in aggregate par value to $500.00 shall be Preferred Stock.

SEVENTH: The following is a description of the preferences, conversion and other rights, voting powers,

restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Common Stock and the Preferred Stock of the Corporation:

COMMON STOCK

(1) The Common Stock shall not be subject to classification or reclassification by the Board of Directors, and shall have the rights and terms hereinafter specified, subject to the terms of any other stock provided in the Charter pursuant to classification or reclassification by the Board of Directors or otherwise in accordance with Law.

(2) Each share of Common Stock shall have one vote, and, except as otherwise provided in respect of any Preferred Stock, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock.

(3) Subject to the provisions of law and any preferences of any Preferred Stock, dividends may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.

(4) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any Preferred Stock shall be entitled, to share ratably in the remaining net assets of the Corporation.

PREFERRED STOCK

(5) The Board of Directors shall have authority to classify and reclassify any unissued shares of the Preferred Stock from time to time by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, and qualifications, or terms or conditions of redemption of the Preferred Stock; provided, that the Board of Directors shall not classify or reclassify any of such shares into shares of the Common Stock, or into any class or series of stock (i) which is not prior to the Common Stock either as to dividends or upon liquidation and (ii) which is not limited in some respects either as to dividends or upon liquidation. Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of Preferred Stock shall include, without limitation, subject to the provisions of the charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing or altering one or more of the following:

(a) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other

class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall remain part of the authorized Preferred Stock and be subject to classification and reclassification as provided in this Section.

(b) Whether or not and, if so, the rates, amounts and times at which, and the conditions under which, dividends shall be payable on shares of such class or series, whether any such dividends shall rank senior or junior to or on a parity with the dividends payable on any other class or series of Preferred Stock, and the status of any such dividends as cumulative, cumulative to a limited extent, or non-cumulative and as participating or non-participating.

(c) Whether or not shares of such class or series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights.

(d) Whether or not shares of such class or series shall have conversion or exchange privileges and, if so, the terms and conditions thereof, including provision for adjustment of the conversion or exchange rate in such events or at such times as the Board of Directors shall determine.

(e) Whether or not shares of such class or series shall be subject to redemption and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and whether or not there shall be any sinking fund or purchase account in respect thereof, and if so, the terms thereof.

(f) The rights of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior or junior to or on a parity with such rights of any other class or series of Preferred Stock.

(g) Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action under this Section, and, if so, the terms and conditions thereof.

(h) Any other preferences, rights, restrictions, including restrictions on transferability, and qualifications of shares of such class or series, not inconsistent with law and the charter of the Corporation.

(6) For the purposes hereof and of any articles supplementary to the charter providing for the classification or reclassification of any shares of Preferred Stock or of any other charter document of the Corporation (unless otherwise provided in any such articles or document), any class or series of stock of the Corporation shall be deemed to rank:

(a) prior to another class or series either as to dividends or upon liquidation, if the holders of such class or series shall be entitled to the receipt of dividends or of amounts distributable on liquidation, dissolution or winding up, as the case may be, in preference or priority to holders of such other class or series;

(b) on a parity with another class or series either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates, or redemption or liquidation price per share thereof be different from those of such others, if the holders of such class or series of stock shall be entitled to receipt of dividends or amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or redemption or liquidation prices, without preference or priority over the holders of such other class or series; and

(c) junior to another class or series either as to dividends or upon liquidation, if the rights of the holders of such class or series shall be subject or subordinate to the rights of the holders of such other class or series in respect of the receipt of dividends or the amounts distributable upon liquidation, dissolution or winding up, as the case may be.

EIGHTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The names of the directors who will serve until the first annual

meeting and until their successors are elected and qualify are as follows:

JERRY E. MASSEY
DAWN C. MASSEY
RONALD C. CARBAUGH

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

(1) The Board of Directors 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, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time out-

standing to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

(3) The Board of Directors shall have power from time to time and in its sole discretion to determine in accordance with sound accounting practice, what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and to what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(4) Any contract, transaction or act of the Corporation or of the Board of Directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purposes, shall so far as permitted by law be as valid and as binding as though ratified by every stockholder of the Corporation.

(5) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a majority or other designated proportion of the shares or of the shares of each class, or otherwise to be taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in the charter.

(6) The Corporation shall indemnify its directors and officers to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of related expenses, upon a determination by the Board of Directors or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; and, upon authorization by the Board of Directors, may indemnify other employees or agents to the same extent.

(7) The Corporation reserves the right from time

to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise; but no such amendment which changes such terms or contract rights of any of its outstanding stock shall be valid unless such amendment shall have been authorized by not less than a majority of the aggregate number of the votes entitled to be cast thereon, by a vote at a meeting or in writing with or without a meeting.

The enumeration and definition of particular powers 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: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on November 15, 1978.

Witness:

Laura E. Scott

Earl B. Wilbur Jr.

166

ARTICLES OF INCORPORATION

OF

MASSEY INSURANCE AGENTS, INC.

606

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1978 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

13

Recorded in Liber ~~2432~~ 2437, folio ~~16379~~ 01144, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 34.00 Special Fee paid $ 7.25

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
1979 DEC 15 11 16 AM
LIBER ___ FOLIO ___
LAND ☐ ___ ☐
VAUGHN J. BAKER, CLERK

A 79603

Received For Record May 15, 1979 at 11:16 o'clock am liber 28

ARTICLES OF INCORPORATION

OF

BEN SHAOOL, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Massoud Emralshaool, whose post office address is 100 Wilcox Drive, Williamsport, Maryland 21795, being an adult, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, seek to form 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 BEN SHAOOL, INC.

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

(1) To engage in the operation, conduct and management of an oriental rug business; to perform all necessary and proper related services and activities in connection therewith; 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 100 Wilcox Drive, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Massoud Emralshaool, 100 Wilcox Drive, Williamsport, Maryland 21795. 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.

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

Each stockholder shall offer to the Corporation or to the other stockholders, if any, of the Corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock at book value at end of nearest tax year.

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:

Massoud Emralshaool, Williamsport, MD 21795
Kathy L. Emralshaool, Williamsport, MD 21795
Behzad Nabatkhoorian, Hagerstown, MD 21740

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: (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 repre-

sentative 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 5th day of December, 1978, and I acknowledge the same to be my act.

WITNESS:

Joseph Chukla, Jr. Laurel Rosenzweig

170

ARTICLES OF INCORPORATION

OF

BEN SHAOOL, INC.

602

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

Recorded in Liber 2432, folio 1339, 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

15 11 16 AM '79

LIBER ____ FOLIO ____

A 79570

gcp

Received For Record May 15, 1979 at 11:16 o'clock am liber 28

ARTICLES OF INCORPORATION

(A Close Corporation)

of

CUSTOM CONPUTING, INC.

THIS IS TO CERTIFY:

That we, the subscribers: Thomas W. Lewis, II, whose post office address is 229 Kelso Drive, Hagerstown, Maryland 21740 and Donald R. Currier, whose post office address is RTE 1, Box 430, Smithsburg, Maryland 21783, 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.

ARTICLE I - NAME

The name of the Corporation (which hereafter shall be called the Corporation) is: CUSTOM COMPUTING, INC.

ARTICLE II - PURPOSE

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

(1) To provide software and computer hardware services to both small and large business organizations, educational institutions and all other computer users requesting such services.

(2) To enter into partnerships, joint ventures, and any other type of business associations for any lawful purpose.

(3) To acquire, by purchase, lease, manufacture, or otherwise, any and all kinds of property, real, personal or mixed, both in this State and all other States and throughout the world, subject to the applicable laws thereof.

(4) To enter into, perform and carry out contracts of any kind necessary for carrying out the purposes of this agreement.

(5) To do anything permitted by Section 9 of Article 23 of the Maryland Code, as amended from time to time.

ARTICLE III - STATUS OF CORPORATION

The Corporation shall exist as a close corporation until such time as the stockholders by unanimous consent shall file Articles of Amendment to change such status.

(Articles of Incorporation - Custom Computing, Inc.)

ARTICLE IV - ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of Maryland will be maintained at RTE 1, Box 430, Smithsburg, Maryland 21783; the present post office address is RTE 1, Box 430, Smithsburg, Maryland 21783. The resident agent of the Corporation is Mr. Donald R. Currier, whose post office address is RTE 1, Box 430, Smithsburg, Maryland 21783. Said Resident Agent is a citizen and resident of the State of Maryland.

ARTICLE V - DIRECTORS

The Corporation shall have three(3) Directors; Gerald Anderson, Thomas W. Lewis, II and Donald R. Currier shall act as such until the first annual meeting or until such time as their successors are duly chosen and qualified.

ARTICLE VI - OFFICERS

Officers of the Corporation shall be as follows: President - Donald R. Currier, Vice President - Thomas W. Lewis, II, Secretary - Helen F. Currier, Treasurer - Laurie M. Lewis. Such officers shall act as such until the first annual meeting or until such time as their successors are duly chosen and qualified.

ARTICLE VII - CAPITAL STOCK

The total amount of shares of capital stock which the Corporation has authority to issue is four hundred(400) shares of common stock at $10.00 per share.

ARTICLE VIII - SPECIAL PROVISIONS

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock, without par value and/or such consideration as said Board of Directors may deem advisable, after first obtaining the unanimous approval of all stockholders of the Corporation. Initial subscribers to original issuance of capital stock of the Corporation shall possess preemptive rights to subsequent stock issues in proportion to their original subscription and/or any other rate which may be determined upon the approval of all stockholders of the Corporation.

Sixty percent(60%) of original issue of Capital Stock of the Corporation shall be distributed to initital stock subscribers with remaining forty percent(40%) available to the other incorporators prior to availability to other potential subscribers.

Taxable year of the Corporation shall be from July 1 - June 30 of each year.

Corporation shall have perpetual tenure until such time as changed by the unanimous approval of all stockholders of the Corporation.

0740173

(Articles of Incorporation - Custom Computing, Inc.)

ARTICLE IX - AMENDMENT

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.

WITNESS:

Thomas W. Lewis II

THOMAS W. LEWIS, II

Helen F. Currier

(as to all)

Donald R. Currier

DONALD R. CURRIER

SUBSCRIBED TO AND SWORN TO ME THIS 28th DAY OF November, 1978.

Edward B. Gally

Notary Public

My Commission expires: July 1, 1982

174

ARTICLES OF INCORPORATION

OF

CUSTOM COMPUTING, INC.

590

approved and received for record by the State Department of Assessments and Taxation of Maryland December 4, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2432, folio 0707, 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 ·

A 79500

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 15 11 [illegible]

LIBER [illegible] gcp

LAND [illegible]

VAUGHN J. BAKER, CLERK

Received For record May 15, 1979 at 11:16 o'clock am liber 28 folio 175 03999

ARTICLES OF INCORPORATION

"AARON LODGE NO. 33, INDEPENDENT ORDER OF ODD FELLOWS, INC."

THIS IS TO CERTIFY:

MAY 15-79 A 14903 *****

FIRST: That we, the undersigned, Paul B. Harsh, now residing at 30 East Frederick Street, Williamsport, Maryland, Adam J. Harsh, now residing at 13 South Conococheague Street, Williamsport, Maryland, Beckley D. Harsh, now residing at 130 South Artizan Street, Williamsport, Maryland, Richard A. Kesselring, now residing at Route #2, Box 262-A, Williamsport, Maryland, and E. C. Dodd, now residing at 21 East Salisbury Street, Williamsport, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (hereinafter called the Corporation) is "AARON LODGE NO. 33, INDEPENDENT ORDER OF ODD FELLOWS, INC."

THIRD: The purposes for which the Corporation is formed, all of which are in furtherance of the fraternal objects and purposes of a subordinate lodge of the Independent Order of Odd Fellows, working under the powers granted by, and the jurisdiction of, The Grand Lodge of Maryland, Independent Order of Odd Fellows, and The Sovereign Grand Lodge, Independent Order of Odd Fellows, are as follows:

a. To organize and operate a subordinate lodge of the Independent Order of Odd Fellows, in accordance with, and limited to, the powers granted to it by the Grand Lodge of Maryland, Independent Order of Odd Fellows, and the General Laws of the Sovereign Grand Lodge of the Independent Order of Odd Fellows.

b. To propagate the principles of Oddfellowship, as practiced by the Independent Order of Odd Fellows in Fraternal,

charitable and civic affairs, and in the promotion of Friendship, Truth and Love in mankind.

c. To the same extent as natural persons might or could do, to purchase or otherwise acquire and to hold, own, maintain, 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.

d. To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contract of every kind and description.

e. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of, or connected with the aforesaid purposes or powers, or any part or parts thereof; provided, the same be not inconsistent with the laws of the State of Maryland, under which this Corporation is formed, or the Laws of any other State in which said Corporation may operate or engage in business of any kind; or the laws, rules and regulations of the Grand Lodge of Maryland, Independent Order of Odd Fellows, or of the Sovereign Grand Lodge of the Independent Order of Odd Fellows.

f. The aforegoing enumeration of the purposes, objects and

powers of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by the General Laws of the State of Maryland, or of any other State in which said Corporation may transact business, and is not intended in any manner to limit or restrict any of the powers of the Corporation, and the Corporation shall have, in addition to the powers hereinabove enumerated, all general powers granted to corporations by the Laws of the State of Maryland, or of any other State in which said Corporation may function or transact business.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland, is North Conococheague and East Salisbury Streets, Williamsport, Maryland.

FIFTH: The resident agent of said corporation shall be Adam J. Harsh, 13 South Conococheague Street, Williamsport, Maryland, and said resident agent is a citizen of the State of Maryland, and actually resides therein.

SIXTH: The Corporation is not authorized to issue any capital stock, and no part of the assets of the Corporation shall inure to the benefit of any of the members of the Corporation.

SEVENTH: The number of directors of the Corporation shall be five, 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 held after the forming of this Corporation, or until their successors are duly choses and qualified are:

Paul B. Harsh	President
Adam J. Harsh	Secretary
E. C. Dodd	Treasurer
Richard A. Kesselring	Director
Beckley D. Harsh	Director

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the aforesaid Incorporators

have hereunto set their hands and affixed their seals this

day of 27th A.D. 1978.

Paul B. Harsh (SEAL)
Paul B. Harsh

Adam J. Harsh (SEAL)
Adam J. Harsh

E. C. Dodd (SEAL)
E. C. Dodd

Richard A. Kesselring (SEAL)
Richard A. Kesselring

Beckley D. Harsh (SEAL)
Beckley D. Harsh

TEST:

Adam J. Harsh
Bec Dodd

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 27th day of Oct A.D. 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul B. Harsh, Adam J. Harsh, E. C. Dodd, Richard A. Kesselring, and Beckley D. Harsh, known to me to be the persons whose names are subscribed to the aforegoing Articles of Incorporation, and acknowledged that they executed the same for the purposes therein contained.

Witness my hand and Official Notarial Seal.

Adam J. Harsh
Notary Public

Commission Expires 7/1/82

ARTICLES OF INCORPORATION

OF

AARON LODGE NO. 33, INDEPENDENT ORDER OF ODD FELLOWS, INC.

586

approved and received for record by the State Department of Assessments and Taxation of Maryland December 4, 1978 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2432, folio 5 0398, 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 $ 3.25

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

MAY 15 11 36 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

WASHINGTON COUNTY CLERK

A 79461

gcp

FDS:awt 7430-56657 11/27/78 G-2829A

Received For Record May 15, 1979 at 11:16 o'clock am liber 28
MAY 15-79 AM 14502 *******4.75

AMENDED ARTICLES OF INCORPORATION

OF

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:

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 one (1) Director until such time as the CORPORATION issues stock to more than one stockholder, at which time the number of Directors shall be increased so that the number of Directors shall be equal to the number of stockholders but not more than three. The number of Directors specified herein may be increased or decreased pursuant to the Bylaws of the CORPORATION, but if decreased to less than three Directors, the number of Directors may not be less than the number of shareholders. George W. Bushey shall act as the sole Director of the CORPORATION 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. 185

(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 Amended Articles of Incorporation on the 31st day of October, 1978.

TEST:

Mary N. Humphries

185

3260

G-2829A

STATE OF MARYLAND, City OF Baltimore, to wit:

I HEREBY CERTIFY that on this 31st day of Oct, 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 Amended Articles of Incorporation to be her act.

WITNESS my hand and Notarial Seal.

Notary Public
My Commission Expires: 7-1-82

186

AMENDED ARTICLES OF INCORPORATION

OF

BUSHEY ASSOCIATES INC.

576

approved and received for record by the State Department of Assessments and Taxation of Maryland December 1, 1978 at 2:00 o'clock P.M. as in conformity with law and ordered recorded.

8

Recorded in Liber 2431, folio 3253, 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 $ 4.75

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

MAY 15 11 16 AM '79

A 79390

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

Received For Record May 16, 1979 at 11:16 o'clock am liber 283 107

318 NORTH POTOMAC, INC.

pm

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 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 318 North Potomac, Inc..

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

1. 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, and 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, mills, shops, factories, plants, gas houses, machinery rights, easements, privileges, franchise and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the Corporation or any part thereof.

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 any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation 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 Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 318 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Adel F. Abdullah, M.D., 318 North Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

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, with a par value of Ten ($10.00) Dollars 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, 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:

Adel F. Abdullah
Louise A. Abdullah
Geraldine Reid

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 preemptive 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of November, 1978, and I acknowledge the same to be my act.

WITNESS:

Lynn F. Meyers

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 28th day of November, A. D., 1978, 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.

Notary Public

My Commission Expires:
1 July 1982

ARTICLES OF INCORPORATION

OF

318 NORTH POTOMAC, INC.

572

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

Recorded in Liber 2431, folio 6 3106, 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

11 16 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 79380

gcp

May 25-79 ARF 16299***1.25

NT 193

2952

Received For Record May 15, 1979 at 11:16 o'clock am liber 88

W. PAUL SETTLES & ASSOCIATES, INC.

MAY 15 79 A 14900 ******3.75

ARTICLES OF AMENDMENT

W. Paul Settles & Associates, Inc., a Maryland corporation having its principal office at 128 East Baltimore Street in Hagerstown, Maryland (hereinafter referred to as 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 Article Second of the Articles of Incorporation and substituting in lieu thereof a new Article Second to read as follows:

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

SETTLES-NIGH GROUP, INC.

SECOND: These Articles of Amendment have been unanimously approved by written informal action of all members of the Board of Directors of the Corporation, which duly advised the aforegoing Amendment, and by written informal action unanimously taken by the Stockholders of the Corporation.

IN WITNESS WHEREOF, W. Paul Settles & Associates, Inc. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary this 31st day of October, 1978, and its President acknowledges that these Articles of Amendment are the act and deed of said 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.

W. PAUL SETTLES & ASSOCIATES, INC.

(Corporate Seal)

By W. Paul Settles
President

ATTEST:

Kay A. Settles
Secretary

ARTICLES OF AMENDMENT

OF

W. PAUL SETTLES & ASSOCIATES, INC.

Changing its name to:

SETTLES-NIGH GROUP, INC.

571

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

3

Recorded in Liber 2431, folio 2951, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3.25

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
MAY 15 11 16 AM '79
LIBER ____ FOLIO ____
LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

A 79352

bt

Received For Record May 15, 1979 at 11: 16, 1979 Liber 28 2245

ARTICLES OF INCORPORATION

OF

TRI-STATE AMUSEMENT MACHINES, INC. MAY 15-79 A 14899 ******3.75

THIS IS TO CERTIFY:

That we, the subscribers: John H. Eyler, whose post office address is 914 Walnut Street, Frederick, Maryland, James H. Robison, whose post office address is 743 Guilford Avenue, Hagerstown, Maryland, and Dianne M. Burger, whose post office address is 1 Van Lear Drive, Williamsport, 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:

TRI-STATE AMUSEMENT MACHINES, 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 buy, own, sell, lease, rent, and operate coin, vending and amusement machines and devices of all kinds and to manage, own, operate and deal generally in and with all kinds of facilities and appurtenances being desireable and 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.

THIRD: The principal office of the Corporation in this State will be maintained at 1 Van Lear Drive, Williamsport, Maryland. The resident agent of the Corporation is Dianne M. Burger, whose post office address is 1 Van Lear Drive, Williamsport, 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) 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).

FIFTH: The Corporation shall have three (3) directors and John H. Eyler and James H. Robison and Dianne M. Burger 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 24 day of November, 1978.

Witness:

Donna K. Smith

John H. Eyler

James H. Robison

Dianne M. Burger

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 24 day of November, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Eyler, James H. Robison and Dianne M. Burger and acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1982

Notary Public

198

ARTICLES OF INCORPORATION

OF

TRI-STATE AMUSEMENT MACHINES, INC.

561

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

3

Recorded in Liber 2431, folio 244, 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

MAY 15 11 16 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

A 79262

01417199

Received For Record May 15, 1979 at 11:16 o'clock am liber 28

ARTICLES OF INCORPORATION

OF

MAY 15 79 A 14883 ******3.75

ANTIETAM GLASS SERVICE, INC.

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:

ANTIETAM GLASS SERVICE, INC.

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

(a) To distribute, sell and install glass products and aluminum products in wholesale and retail markets.

(b) To make and fabricate custom glass and aluminum work in the construction of buildings, structures, improvements, vehicles and conveyances for industrial, commercial and residential markets.

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

(d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid 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 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 650 Frederick Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is F. William Stryker, 650 Frederick Street, 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 has authority to issue is Twenty-five Thousand (25,000) 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 Two Hundred Fifty Thousand Dollars ($250,000). 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 F. William Stryker, Delores L. Stryker and Roland G. Funk 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 27th day of October, 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 27th day of October, 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.

Commission Expires
July 1, 1982

Geraldine M. Lum
Notary Public

202

460

ARTICLES OF INCORPORATION

OF

ANTIETAM GLASS SERVICE, INC.

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

4

Recorded in Liber 2429, folio 01416 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3,75

Bonus tax paid $ 50.00 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
15 11 36 AM '79
NUMBER ____ FOLIO ____
LAND ☐ _____ ☐
WASHINGTON COUNTY CLERK

A 78288

Received For Record May 15, 1979 at 11:16 o'clock am liber 28

ARTICLES OF INCORPORATION

OF

KMR, INC.

THIS IS TO CERTIFY:

FIRST: That 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 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:

KMR, Inc.

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

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

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

(b) To 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 Route 6, Box 291, Hagerstown, Maryland. The resident agent of the Corporation is Gary Lynn Kipe whose address is Route 6, Box 167, Hagerstown, Maryland, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) 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 Ten Thousand Dollars ($10,000.00). The Corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferrable only to natural persons who are not non-resident aliens.

SIXTH: The Corporation shall have a minimum of three directors and a maximum of five directors and Randy Lee Rowe, David Eugene Myers and Gary Lynn Kipe 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 12TH day of October, 1978.

WITNESS:

Mary M Buckley

John H. Urner (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 12TH day of October, 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

479

ARTICLES OF INCORPORATION

OF

KMR, INC.

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

Recorded in Liber 2430, folio 0251, 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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 15 11 16 AM '79 A 78528

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

Received For Record May 15, 1979 at 11:16 O'clock am liber 28

ARTICLES OF INCORPORATION

OF

UNITED CONCRETE PRODUCTS, INC.

MAY 15-79 A 14881 ******3.75

I, James J. Myers, 15 Brightwood Circle, Hagerstown, Maryland 21740, natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Annotated Code of Maryland, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is UNITED CONCRETE PRODUCTS, INC.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSES

The purposes for which this corporation is organized are:

a. To manufacture, market, sell, distribute and otherwise deal in building materials and supplies; to perform all necessary and proper related services and activities in connection therewith.

b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do,

WEINBERG, MICHEL & STERN
FREDERICK, MARYLAND

in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Maryland; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers. The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 200,000 shares of par value stock at $1.00 per share. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE VI - SHAREHOLDER RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall have pre-emptive rights to acquire unissued shares of the stock of this corporation.

At each election of Directors, every shareholder entitled to vote at such election shall have the right to accumulate 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 principle among any number of such candidates.

WEINBERG, MICHEL & STERN
FREDERICK, MARYLAND

ARTICLE VII - INITIAL OFFICE AND AGENT

The post office address of the principal office of the corporation in Maryland is: 15 Brightwood Circle, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the corporation in Maryland is: James J. Myers, 15 Brightwood Circle, Hagerstown, Maryland 21740.

ARTICLE VIII - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is three. The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualify, are: James J. Myers, 15 Brightwood Circle, Hagerstown, Maryland 21740; Francis A. Griffith, 720 Weldon Place, Hagerstown, Maryland 21740; and Donald P. Bowers, Route 4, Box 146, Hagerstown, Maryland 21740.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on the 3 day of November, 1978.

WITNESS:

Selman Stern

James J. Myers

210

ARTICLES OF INCORPORATION

OF

UNITED CONCRETE PRODUCTS, INC.

504

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

Recorded in Liber 2430, folio 1571, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 40.00 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

MAY 15 11 36 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 78675

gcp

Received For Record May 15, 1979 at 11:16 o'clock am liber 28

ARTICLES OF AMENDMENT
OF
THE FREE LIBRARY AND READING ROOM
OF BOONSBOROUGH, WASHINGTON
COUNTY, MARYLAND

1955

MAY 15 79 A 14880 ******3.75

The Free Library and Reading Room of Boonsborough, Washington County, Maryland, a Maryland Corporation having its principal office in Boonsboro, Washington County, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of the Assessments and Taxation of Maryland that the Charter of the Corporation as filed March 2, 1906 and amended by Articles of Amendment filed March 23, 1909, is hereby further amended as follows:

FIRST: Section 2 thereof is hereby rescinded and the following new Section 2 is substituted in its place:

"Section 2. - The location of the principal office of the corporation shall be the Town of Boonsboro, Washington County, Maryland. The post office of the place at which the principal office of the corporation in this State will be located is: 19 Main Street, Boonsboro, Maryland. The resident agent of the corporation is: Naomi Butler. Said resident agent is a citizen of the State of Maryland and actually resides therein."

SECOND: Section 3 thereof is hereby rescinded and the following new Section 3 is substituted in its place:

"Section 3. - The corporation is formed for charitable, educational, scientific and religious purposes exclusively, including, but not limited to, the creation, establishment and maintenance of a lending library and reading room in the Town of Boonsboro or vicinity for the enjoyment of the citizens of said Town and vicinity. For said purposes, the corporation shall have the following powers and be subject to the following restrictions:

(a) To acquire by purchase, gift, contribution, bequest and devise funds and other property, and to hold, accrue, manage, administer, invest, sell and transfer, mortgage and reinvest the same and use the income therefrom and the principal and the proceeds from any such sale or mortgage for such purposes.

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

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

(d) To borrow or raise money for any of the purposes of the corporation, and to evidence any such borrowing and in order to secure the same, to give notes or mortgages on corporate property.

(e) To make 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).

(f) The above granted powers to the corporation are in furtherance and not in limitation of the general powers conferred by law upon the corporation.

(g) Neither the income nor the principal of the corporation's funds may be used for carrying on propoganda, or otherwise attempting, to influence legislation, nor may the corporation directly or indirectly participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. All of the direct charitable, educational, scientific and religious activities of the corporation shall be carried on within the United States of America or its possessions exclusively. All of the charitiable, educational, scientific and religious institutions and agencies to which contributions may be given by the corporation shall be only such that are created or organized in the United States or in any possessions thereof or under the laws of the United States or any State or Territory of any possession of the United States, and such that the constributions will be used within the United States of America or its possessions, exclusively.

(h) Expenditures from the income and principal of the corporation shall be made as determined by the Board of Trustees of the corporation and shall include but not be limited to the following specific uses and purposes:

(1) The establishing, maintaining and equipping of a lending library and reading room including the purchase or rental of real estate, furniture, furnishings, equipment, appliances, books, magazines, tapes, cassettes, movie film and any other materials necessary or useful in or about such facilities or either of them.

(2) To carry on programs of hobbies and other activities among children and young people for the purpose of furnishing wholesome recreation or other activities for such persons.

(3) To carry on educational and scientific projects for any worthy public purpose.

(4) To raise and collect funds necessary for the carrying out of any of its purposes by any lawful means.

(5) To do all other things necessary, desirable or useful in carrying out the above purposes.

(i) The corporation cannot accumulate out of income, without disbursing during the same taxable year, amounts unreasonable in size or duration to carry out its purpose or function. Funds are not to be invested in such a manner as to jeopardize the carrying on of such such purpose or function.

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

(1) A State, a Territory, a possession of the United States, or any political subdivision of any of the aforegoing; or to the United States or the District of Columbia, to be used exclusively for public purposes, or

(2) A corporation, trust, or community chest,

fund or foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States or Territory, the District of Columbia, or any possession of the United States;

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization, listed above, shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b)."

THIRD: Section 4 thereof is hereby rescinded and the following new Section 4 is substituted in its place:

"Section 4. - The membership of this corporation shall consist of the members of the Board of Trustees and the property of the corporation shall be held and its business affairs managed and controlled by said Board of Trustees, the number, method of selection and term of office of whom shall be determined as set forth in the By-laws, but whose number shall never be less than three (3). The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as may be provided in the By-laws. "

FOURTH: Section 5 thereof is hereby rescinded and the following new Section 5 is substituted in its place:

"Section 5. - The corporation shall have no capital stock and no part of the corporation's income or principal shall inure to the private benefit of any individual except in payment for authorized services for the administration and conduct of the affairs of the corporation or in carrying out its charitable, educational, scientific and religious purposes, including the establishing and maintaining said library and reading room."

FIFTH: Section 6 thereof is hereby rescinded and the following new Section 6 is substituted in its place:

"Section 6. - The corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time. Such By-laws may be amended by a majority vote of the membership present at any regular meeting of said Board of Trustees, or any special meeting called for that purpose."

SIXTH: Section 7 thereof is hereby rescinded and the following new Section 7 is substituted in its place:

"Section 7. - The corporation shall have perpetual existence."

SEVENTH: Section 8 thereof is hereby rescinded and the following new Section 8 is substituted in its place:

"Section 8. - These Articles of Incorporation may be amended at any regular meeting of the Board of Trustees, or special meeting called for that purpose, by an affirmative vote of two-thirds of the members present, provided that notice of intent to submit such amendments shall have been given to each of the Trustees at least four (4) weeks prior to such meeting date."

EIGHTH: Section 9 thereof is hereby rescinded, provision for perpetual life for the Corporation having been made in Paragraph Sixth hereof.

The Corporation further certifies that the Board of Trustees, as such Board and as all of the members of the Corporation, at a meeting duly convened and held on the 11th day of October, 1978, at which all of said Trustees were present, unanimously adopted a Resolution in which was set forth the aforegoing amendments to the Charter of the Corporation.

In Witness Whereof, The Free Library and Reading Room of Boonsborough, Washington County, Maryland, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested to by its Secretary this 11th day of October, 1978.

ATTEST as to Seal
WITNESS as to Signature

Virginia M. Strailman

THE FREE LIBRARY AND READING ROOM OF BOONSBOROUGH, WASHINGTON COUNTY, MARYLAND

By Naomi W. Butler
President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 11th day of October 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Naomi W. Butler and acknowledged to be President of The Free Library and Reading Room of Boonsborough, Washington County, Maryland, and made oath in due form of law that the matters and facts set forth in the aforegoing Articles of Amendment of said Corporation are true and correct to the best of her knowledge, and that, being authorized so do do, he executed the same as the act and deed of said Corporation.

WITNESS my hand and Official Notarial Seal.

Virginia M. Strailman
Notary Public

My Commission Expires:
July 1, 1982

215

ARTICLES OF AMENDMENT

OF

THE FREE LIBRARY AND READING ROOM OF BOONSBORO, WASHINGTON COUNTY, MARYLAND

508

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

Recorded in Liber 2430, folio 1954, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

3.25

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. Swinney

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAY 15 11 36 AM '79
LIBER ____ FOLIO ____
LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

A 78736

Received For Record May 15, 1979 at 11:16 o'clock am liber 88 1419

MAY 15 79 A 14879 ******3.75

ARTICLES OF INCORPORATION

OF

GROVE AND GROVE INCORPORATED
A Close Corporation

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 GROVE AND GROVE INCORPORATED.

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

(a) To engage in the business of construction renovation and rehabilitation of residential and commerical structures.

(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 aforesai 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, 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 the, 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.

The aforegoing enumeration of the purposes, objects and the 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 to 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 2007 Maplewood 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 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 is One Hundred Thousand ($100,000.00) Dollars. The issuance or sale of any stock of the Corporation including treasury stock shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding, any: (1) securities which are convertible into stock. (2) voting securities other than stock or (3) option, warrants, or other rights to subscribe for or purchase any of its stock, unless they are nontransferable.

SIXTH: The number of Directors of the Corporation shall be (1) until this Charter document is approved and becomes effective at which time the Corporation whereby elects to have no Board of Directors pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland; the name of the Director who shall act until the Charter is approved shall be Terry C. Grove.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of November, 1978.

WITNESS:

Josephine A. Zimmerman

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17th day of November, 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.

WITNESS my hand and Notarial Seal.

Josephine A. Zimmerman
Notary Public

My Commission Expires:
7/1/82

220

/

549

ARTICLES OF INCORPORATION

OF

GROVE AND GROVE INCORPORATED

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

5

Recorded in Liber 2431, folio 1448, 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

MAY 15 11 16 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

A 79138

0180

Received For Record May 15, 1979 at 11:16 o'clock am liber 28

ARTICLES OF INCORPORATION

OF

M & M SALAD FARMERS, INC.

MY 15-79 A E 14878 ******$25

ARTICLE ONE. Incorporators. The undersigned, Nancy H. McCaslin and Helen J. Miller, who reside at Route 3, Box 578B, Boonsboro, Maryland 21713, being at least eighteen (18) years old or older, do hereby form a corporation under the general laws of the State of Maryland.

ARTICLE TWO. Name. The name of the corporation is M & M SALAD FARMERS, INC.

ARTICLE THREE. Purpose. The purpose for which the corporation is formed are:

A. To grow, raise, produce, manufacture, and otherwise acquire, to pack, box, treat, process, and otherwise handle, and to sell, exchange, distribute, and otherwise dispose of vegtables, fruits, and other food products, and flowers, bulbs, herbs, and other plant products, and to own, operate, acquire, and otherwise conduct the business of importing, exporting, and distributing any of the above products, at wholesale, retail or otherwise.

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

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

D. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or 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 thereof, among the stockholders of this Corporation.

E. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has in interest, amd 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.

F. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes

or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest th reon, 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 Route 3, Box 578B, Boonsboro, MD 21713

ARTICLE FIVE. Resident Agent. The name of the resident agent of the corporation is Nancy H, McCaslin ~~and Ruben A. Nicker~~ who resides at Route 3, Box 578B, Boonsboro, MD 21713.

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

pursant 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 Nancy H. McCaslin, Helen J. Miller and James F. Strine.

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 meetin of the Board of Directors of

this Corporation, which shall authorize any contract or transaction, any 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 ofthe 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 dispostions of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all 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 authroized by the affirmative vote of the holders of a designated proporation of the shares of stock of the corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be case thereon; except as otherwise provided in this charter.

(f) The Board of Directors shall have power, 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 devidends 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 devidends, 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 26 day of October, 1978.

WITNESS:

Nancy H. McCaslin (SEAL)
Nancy H. McCaslin

Helen J. Miller (SEAL)
Helen J. Miller

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 26 day of October, 1978, before me, the subscriber, a Notary Public of the State of County aforesaid, personally appeared Nancy H. McCaslin and Helen J. Miller, 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, 1982

Notary Public

227

ARTICLES OF INCORPORATION

OF

M & M SALAD FARMERS, INC.

533

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

Recorded in Liber 5431, folio 0179, 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 $ 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 P. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAY 15 11 26 AM '79
LIBER ____ FOLIO ____
LAND ☐ ____ ☐

A 78933

00552

Received For Record June 18, 1979 at 11:50 O'clock am corporation liber 28

ARTICLES OF INCORPORATION

OF

REGIONAL GREEK ORTHODOX CHURCH, INC.

JUN 18-79 A 19073 ******2.50

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 REGIONAL GREEK ORTHODOX CHURCH, INC.

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

(a) To be organized and act exclusively for religious, charitable and educational purposes, including, for such purposes, the making of distribution 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).

(b) To organize, promote and operate a religious organization for the purposes of furthering brotherhood, goodwill and the religious teachings of the Greek Orthodox faith and to perform all acts related thereto or inherent therein.

(c) 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 cary any investment or employment of funds of the Corporation.

(d) To purchase, lease or otherwise acquire all or any part of the property rights, businesses, contracts, goodwill, franchises and assets

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

(e) To 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.

(f) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance 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.

(g) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account,

and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

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

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

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 distribution 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).

FIFTH: 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 religious, charitable or educational 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 Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SIXTH: The post office address of the principal office of the Corporation in this State is c/o Nicholas Giannaris, Airport Inn, Pennsylvania 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.

SEVENTH: The Corporation is not authorized nor empowered to issue any capital stock of any class whatsoever. The Board of Trustees shall control the business operations of the Corporation in the same manner as a Board of Directors and should act as such. The Board of Trustees shall not have

more than seven (7) Trustees nor less than three (3) Trustees. The Trustees who shall act until the first annual meeting of the Corporation are Nicholas Giannaris, Constantine Nakopoulos, and Arthur Rozes. Thereafter the Trustees shall be selected by the aforegoing Trustees pursuant to the By-Laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of January, 1979.

WITNESS:

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 10th day of January, 1979, 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.

WITNESS my hand and Notarial Seal.

Notary Public

My Commission Expires: 7/1/82

more than seven (7) Trustees nor less than four (4) Trustees. The Trustees who shall act until the first annual meeting of the Corporation are Nicholas Giannaris, Constantine Nakopoulos, Richard W. Lauricella and Arthur Rozes. Thereafter, the Trustees shall be selected by the aforegoing Trustees pursuant to the By-Laws 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, 1979.

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 January, 1979, 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 voluntary act and deed.

WITNESS my hand and official Notarial Seal.

Marian Marshall
Notary Public

My Commission expires:
7/1/82

234

ARTICLES OF INCORPORATION

OF

REGIONAL GREEK ORTHODOX CHURCH, INC.

784

approved and received for record by the State Department of Assessments and Taxation of Maryland January 29, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2436, folio 00551, 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 81260

JUN 18 11 50 AM '79

LIBER ____ FOLIO ____

N. 235
00947

Recond June 18, 1979 at 11:50 O'clock am corporation liber 28

ARTICLES OF INCORPORATION

OF

PEN MAR PARK RESTORATIONS, INC. 6-18-79 A# 19074 ******5.00

We, the subscribers, A. Earl Mentzer, whose post office address is 600 Pin Oak Road, Hagerstown, Maryland, 21740, Robert R. Fleigh, whose post office address is 1321 Oak Hill Avenue, Hagerstown, Maryland, 21740, and Edwin M. Kemp, whose post office address is 1741 Edgewood Hills Circle, Hagerstown, Maryland, 21740, all being of full and legal age, being desirous of forming a corporation for charitable and philantropic purposes, 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.

ARTICLE I

The name of this organization shall be Pen Mar Park Restorations, Inc.

ARTICLE II

The corporation's principal office shall be located in Washington County, Maryland.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The corporation is formed for charitable, educational, scientific, historical and religious purposes exclusively, including, but not limited to, promoting, sponsoring and encouraging the restoration of the pavilions, buildings, amusements and other facilities of Pen Mar Park and environs, whether in the State of Maryland or elsewhere, for the enjoyment and education of the general public; and, for said purposes, the corporation shall have the following powers and be subject to the following restrictions:

Section 1. To acquire by purchase, gift, contribution, bequest and devise funds and other property, and to hold, accrue, manage, administer, invest, sell and transfer, mortgage and reinvest the same and use the income therefrom and the principal and the proceeds from any such sale or mortgage for such purposes.

Section 2. To acquire, establish and maintain institutions and agencies which may tend to advance the objects of the corporation, to contribute to the support of charitable, educational, scientific, historical and religious institutions and agencies, and to expend money or donate property for charitable, educational, scientific, historical and religious purposes.

Section 3. To invest and reinvest any money on hand, whether principal or income, in bonds, stocks, mortgages, real estate or any interest or estate therein, securities and any other medium of investment without limitation, and to deal with and expend the income and the principal of the corporation in such manner as in the absolute judgment of its Board of Trustees will best promote its objects and purposes.

Section 4. To borrow or raise money for any of the purposes of the corporation, and to evidence any such borrowing and in order to secure the same, to give notes or mortgages on corporate property.

Section 5. To make 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).

Section 6. The above granted powers to the corporation are in furtherance and not in limitation of the general powers conferred by law upon the corporation.

Section 7. Neither the income nor the principal of the corporation's funds may be used for carrying on propaganda, or otherwise attempting, to influence legislation, nor may the corporation directly or indirectly participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. All of the direct charitable, educational, scientific, historical and religious activities of the corporation shall be carried on within the United States of America or its possessions exclusively. All of the charitable, educational, scientific, historical and religious institutions and agencies to which contributions may be given by the corporation shall be only such that are created or organized in the United States or in any possessions thereof or under the laws of the United States or any Territory of any possession of the United States, and such that the contributions will be used within the United States of America or its possessions, exclusively.

Section 8. Expenditures from the income and principal of the corporation shall be made as determined by the Board of Trustees of the corporation and shall include but not be limited to the following specific uses and purposes:

(1) To pay, or to contribute toward the payment of, the cost of construction or other expenses involved in erecting said Pen Mar Park pavilions, buildings, amusements and other facilities; to pay for media coverage publicizing the availability of said pavilions, buildings, amusements and other facilities to the public and announcing any special events being held thereat; to pay the expenses of any events held by the Corporation for the purpose of raising money to contribute toward said construction costs and other expenses and generally to expend funds to promote, build and maintain any restoration at said Pen Mar Park.

(2) To carry on programs of hobbies and other activities at said Park among children and young people for the purpose of furnishing wholesome recreation or other activities for such persons.

(3) To carry on educational, historical and scientific projects at said Park for any worthy public purpose.

(4) To raise and collect funds necessary for the carrying out of any of its purposes by any lawful means.

(5) To do all other things necessary, desirable or useful in carrying out the above purposes.

Section 9. The corporation cannot accumulate out of income, without disbursing during the same taxable year, amounts unreasonable in size or duration to carry out its purpose or function. Funds are not to be invested in such a manner as to jeopardize the carrying on of such purpose or function.

ARTICLE V

The membership of this corporation shall consist of the members of the Board of Trustees.

ARTICLE VI

The post office address of the place at which the principal office of the corporation in this State will be located is: 600 Pin Oak Road, Hagerstown, Maryland 21740. The resident agent of the corporation is: A. Earl Mentzer. Said resident agent is a citizen of the State of Maryland and actually resides therein at 600 Pin Oak Road, Hagerstown, Maryland 21740.

ARTICLE VII

The corporation shall have no capital stock and no part of the corporation's income or principal shall inure to the private benefit of any individual except in payment for authorized services for the administration and conduct of the affairs of the corporation or in carrying out its charitable, educational, scientific, historical and religious purposes, including matters dealing with restorations at said Pen Mar Park.

ARTICLE VIII

Section 1. The corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

Section 2. Such By-laws may be amended by a majority vote of the membership present at any regular meeting of said Board of Trustees, or any special meeting called for that purpose.

ARTICLE IX

Section 1. The property of the corporation shall be held and its business affairs managed and controlled by said Board of Trustees, the number, method of selection and term of office of whom shall be determined as set forth in the By-laws, but whose number shall never be less than three (3).

Section 2. The following persons shall act as Trustees of the corporation until the first annual meeting or until their successors are duly elected: A. Earl Mentzer, Robert R. Fleigh and Edwin M. Kemp.

ARTICLE X

The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as may be provided in the By-laws.

ARTICLE XI

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

(1) A State, a Territory, a possession of the United States, or any political subdivision of any of the aforegoing; or to the United States or the District of Columbia, to be used exclusively for public purposes, or

(2) A corporation, trust, or community chest, fund or foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States or Territory, the District of Columbia, or any possession of the United States;

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization, listed above, shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

ARTICLE XII

Section 1. These Articles of Incorporation may be amended at any regular meeting of the Board of Trustees, or special meeting called for that purpose, by an affirmative vote of two-thirds of the members present, provided that notice of intent to submit such amendments shall have been given to each of the Trustees at least four (4) weeks prior to such meeting date.

IN WITNESS WHEREOF, We, the incorporators herein named, have hereunto set our respective hands and seals this 9th day of JAN. , 1979.

WITNESS:

Betty J. Snook — A. Earl Mentzer (SEAL)

Betty J. Snook — Robert R. Fleigh (SEAL)

Betty J. Snook — Edwin M. Kemp (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 9th day of January , 1979, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared, A. Earl Mentzer, Robert R. Fleigh and Edwin M. Kemp, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Betty J. Snook
Notary Public

My Commission Expires:
July 1, 1982

239

ARTICLES OF INCORPORATION

OF

PEN MAR PARK RESTORATIONS, INC.

789

approved and received for record by the State Department of Assessments and Taxation of Maryland January 31, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2436, folio 00946, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5.00

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

JUN 18 11 50 AM '79

LIBER FOLIO

LAND

VAUGHN J. BAKER, CLERK

A 81304

bt

02161

Received For Record June 18, 1979 at 11:50 O'clock am corporation liber 28

ARTICLES OF MERGER

MERGING

C.V. TRANSPORT CO. JUN 18-79 A 19075 ******5.00

(A Corporation of the State of Pennsylvania)

INTO

SOLLIDAY OIL CO., INC.

(A Corporation of the State of Maryland)

FIRST: C.V. TRANSPORT CO., a corporation organized and existing under the laws of the State of Pennsylvania and SOLLIDAY OIL CO., INC., a corporation organized and existing under the laws of the State of Maryland, agree that said C.V. TRANSPORT CO. shall be merged into said SOLLIDAY OIL CO. INC. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these articles of merger.

SECOND: SOLLIDAY OIL CO., INC., a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the name SOLLIDAY OIL CO., INC.

THIRD: The parties to the articles of merger are SOLLIDAY OIL CO., INC., a corporation organized and existing under the laws of the State of Maryland, and C.V. TRANSPORT CO. a corporation incorporated on the first day of September, 1954, under the Business Corporation Law of the State of Pennsylvania, which corporation was registered to do business in the State of Maryland on the 10th day of June, 1952.

FOURTH: The total number of shares of stock of all classes which said C.V. TRANSPORT CO. has authority to issue is ten thousand (10,000) shares of common stock of the par value of Ten Dollars ($10.00) each amounting in the aggregate to One Hundred Thousand Dollars ($100,000.00).

The total number of shares of stock of all classes which said SOLLIDAY OIL CO., INC. has authority to issue is ten thousand (10,000) shares of common stock of the par value of Ten Dollars ($10.00) each amounting in the aggregate to One Hundred Thousand Dollars ($100,000.00).

FIFTH: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

> Each share of common stock of the merged corporation which shall be outstanding on the effective date of this agreement, and all rights in respect thereof shall forthwith be changed and converted into one share of common stock of the surviving corporation.

SIXTH: The principal office of said SOLLIDAY OIL CO, INC., organized under the laws of the State of Maryland, is located in the County of Washington, State of Maryland.

Said C.V. TRANSPORT CO. owns no property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

SEVENTH: The terms and conditions of the transaction set forth in the articles were advised, authorized, and approved by each corporation party to the articles in the manner and by the vote required by its charter and the laws of the place where it is organized.

EIGHTH: The merger was (a) duly advised by the board of directors of said SOLLIDAY OIL CO., INC., by the adoption, on November 15, 1978, of a resolution, declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these articles

of merger and directing that the proposed articles of merger be submitted for action thereon at a special meeting of the stockholders of said corporation, and (b) duly approved by the stockholders of said corporation at said meeting of the stockholders held on November 15, 1978, by the affirmative vote of the holders of all of the stock entitled to vote thereon.

NINTH: The terms and conditions as set forth in these articles of merger were approved in the following manner. The merger to be effected by these articles of merger was duly advised and authorized and approved by said C.V. TRANSPORT CO. in the manner and by the vote required by the laws of the State of Pennsylvania and by the charter of the said corporation.

TENTH: The following other provisions are deemed by the merging corporations necessary to effect the merger:

> The first board of directors of the surviving corporation after the date when the articles of merger shall become effective shall be the directors in office at that date.

IN WITNESS WHEREOF, SOLLIDAY OIL CO., INC. and C.V. TRANPSORT CO., the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporated names and on their behalf by their respective presidents or vice presidents and witnessed or attested by their respective secretaries or assistant secretaries all as of the 15 day of January, 1979.

SOLLIDAY OIL CO., INC.

By Roy A. Grow
President

Attest: Ruby E. Grow
Secty.

SOLLIDAY OIL INCORPORATED MARYLAND COMPANY

C.V. TRANSPORT CO.

By Roy Q Grow
President

Attest:

Becky E. Grow
Secretary

THE UNDERSIGNED of SOLIDAY OIL CO., INC., who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Roy Q Grow
President

THE UNDERSIGNED of C.V. TRANSPORT CO., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Roy Q Grow
President

244

ARTICLES OF MERGER

MERGING

C. V. TRANSPORT CO. (A Penna. Corp.)

INTO

SOLLIDAY OIL CO., INC. (MD. CORP.) Survivor

810

approved and received for record by the State Department of Assessments and Taxation of Maryland February 5, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2436, folio 02160, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5.00

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

JUN 18 11 50 AM '79

LIBER____ FOLIO____

CLRK

A 81447

02199

Received For Record June 18, 1979 at 11:50 o'clock am corporation liber 28 245

CREAGER & BUTTON, P.A.

ARTICLES OF AMENDMENT

JUN 18-79 A 19076 ******$.00

CREAGER & BUTTON, P.A., a Maryland professional corporation, having its principal office at 1329 Pennsylvania Avenue, Washington County, Hagerstown, Maryland, (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 Charter of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following:

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

CREAGER, BUTTON & DAY, P.A.

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 duly advised the foregoing amendment 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 amendment.

IN WITNESS WHEREOF, CREAGER & BUTTON, P.A. 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 29th day of January, 1979, and its President acknowledges that these Articles of Amendment are the act and deed of CREAGER & BUTTON, P.A. 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: CREAGER & BUTTON, P.A.

Edward N. Button, Secretary

By: Charles E. Creager, President

247

810

ARTICLES OF AMENDMENT

OF

CREAGER AND BUTTON, P.A.

Changing its name to:

CREAGER, BUTTON & DAY, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 2, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2436, folio 02198, 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 $ 5.00

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

A 81456

JUN 18 11 50 AM

LAND RECORDS
VOL. 1 PAGE CLERK

Received For Record June 18, 1979 at 11:50 o'clock am corporation liber 28

JUN 18-79 A 19077 ******5.00

ARTICLES OF INCORPORATION

OF

HINKLE & SONS, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Jimmie W. Hinkle, whose post office address is Route #3, Box 328H, Hagerstown, Maryland, 21740, Kenneth J. Mackley, whose post office address is 1219 Mt. Aetna Road, Hagerstown, Maryland, 21740, and Karen M. Palmer, whose post office address is 1025 Beechwood 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 and more specifically The Corporations and Associations Article.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is HINKLE & SONS, INC.

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

To engage in the cultivation and improvement of farms, gardens and agricultural lands, the raising and improving of live stock, and incidentally to own and control under lease, or otherwise, such lands, buildings and personal property necessary to the conduct and operation of such business.

To manufacture, buy, sell, import, export, and generally deal in furniture, household and kindred furnishings and to carry on the business of interior decorating and furnishings of every nature and description.

To engage in the business of buying, owning, improving, platting, selling and dealing in apartment houses, tenements, lands and hereditaments, and real, mixed and personal estate and property.

To import, export, manufacture, buy and sell at wholesale and retail men's, women's and children's clothing and wearing apparel of every kind, nature and description, woolens, silks, cloths of all descriptions, and kindred lines pertaining to the apparel industry.

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

To manufacture, buy, sell, deal in, and to engage in, conduct, and carry on the business of manufacturing, buying, selling, and dealing in, goods, wares, and merchandise of every class and description.

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 Route #3, Box 328H, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Jimmie W. Hinkle, Route #3, Box 328H, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars ($100,000.00). Common stock of the Corporation shall be issued as small business corporation stock in accordance with a plan under the provisions of Section 1244 of the Internal Revenue Code of 1954.

SIXTH: The number of Directors of the Corporation shall be one (1), so long as there is but one stockholder. The name of the Director who shall act until his successor is duly chosen and qualifies is Jimmie W. Hinkle.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 30th day of January, 1979.

WITNESS:

Donna Rudow _____ Jimmie W. Hinkle _____ (SEAL)

Donna Rudow

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

Donna Rudow

Karen M. Palmer (SEAL)
Karen M. Palmer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30th day of January, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jimmie W. Hinkle, Kenneth J. Mackley and Karen M. Palmer, who did each acknowledge that he/she executed the foregoing Articles of Incorporation as his/her voluntary act.

WITNESS my hand and Official Notarial Seal.

Donna Rudow
Notary Public

My Commission Expires:
July 1, 1982

835

ARTICLES OF INCORPORATION

OF

HINKLE & SONS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 5, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2436, folio 03253, 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 $ 5.00

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

JUN 18 11 50 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN L. KEEFER, CLERK

A 81558

gcp

252

00112

Received For Record June 18, 1979 at 11:50 o'clock am corporation liber 28

ARTICLES OF AMENDEMENT

OF

FORTY WEST ENTERPRISES, INC. JUN 18 79 AM 19078 ******5.00

FORTY WEST ENTERPRISES, 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:

SUBURBAN FASHIONS, INC.

The Board of Directors of the Corporation at a special meeting duly convened and held on January 16, 1979. adopted a Resolution in which was set forth the aforegoing 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, FORTY WEST ENTERPRISES, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 11 day of January, 1979.

ATTEST: FORTY WEST ENTERPRISES, INC.

Secretary By President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 11 day of January, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gerald H. Mullening President of Forty West Enterprises, 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 andyear last above written.

Betty Baker
Notary Public

Commission Expires:
July 1, 1982

J 254

838

ARTICLES OF AMENDMENT

OF

FORTY WEST ENTERPRISES, INC.

Changing its name to

SUBURBAN FASHIONS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 19, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2437, folio 00111, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5.00

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

JUN 18 11 50 AM '79

LIBER ____ FOLIO ____

LAND

VAUGHN [illegible] CLERK

gcp

A 81632

Received For Record June 18, 1979 at 11:50 O'clock am Corporation liber 28

ARTICLES OF AMENDMENT

MAUGANSVILLE ELEVATOR AND LUMBER COMPANY, INC.

JUN 18 79 A 19079 ******5.00

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Maugansville Elevator and Lumber Company, Inc., a Maryland corporation, having its principal office at Maugansville, Maryland 21767, at a meeting duly convened and held on January 25, 1979, adopted the following resolution:

"RESOLVED, that it is advisable to amend the Charter of the Corporation by amending the first sentence of ARTICLE FIFTH of the Articles of Incorporation to read as follows:

"FIFTH - The Corporation shall have a Board of Directors consisting of not less than three (3) members nor more than eight (8) members."

SECOND: That proper notice was duly given to all stockholders of record, entitled to vote thereon, setting forth the proposed amendment upon which action would be taken at a Special Meeting of Stockholders slated for January 26, 1979 at 2:00 P.M.

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

IN WITNESS WHEREOF, Maugansville Elevator and Lumber Company, Inc. has caused these presents to be signed in its name and on its behalf by its President and its President's

signature witnessed by its Secretary this 26th day of January, A.D., 1979.

MAUGANSVILLE ELEVATOR AND
LUMBER COMPANY, INC.

By James S. Martin
President

Attest to Signature
and Corporate Seal:

Leo E. Martin
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 26th day of January, A.D., 1979, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared James S. Martin, President of Maugansville Elevator and Lumber Company, Inc., a Maryland 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 Leo E. Martin, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of his information, knowledge and belief.

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

Roberta Pottberger
Notary Public

My Commission Expires:
July 1, 1982

257

841

ARTICLES OF AMENDMENT

OF

MAUGANSVILLE ELEVATOR AND LUMBER COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 13, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2437, folio 006, 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 $ 5.00

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. Lippincott

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 18 11 50 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 81715

02449 28
Received For Record June 18, 1979 at 11:50 O'clock am corporation liber
JUN 18-79 A 19080 ******5.00

ARTICLES OF INCORPORATION

OF

DRS. NEWMAN, WAGSHAL & WOOSTER, P.A.

FIRST: I, the undersigned, GEORGE C. NEWMAN, JR., M.D., whose post office address is 1825 Howell Road, Hagerstown, Maryland, being at least twenty-one years of age, do, under and by virtue of Sections 430-44 of the General Laws of the State of Maryland, the Professional Services Corporation Act, authorizing the formation of professional corporations, hereby act as Incorporator for the purposes of forming a Professonal Services Corporation.

SECOND: The name of the Corporation is:

DRS. NEWMAN, WAGSHAL & WOOSTER, P.A.

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

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

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character

by the General Laws of the State of Maryland now or hereafter in force.

FOURTH: The post office address of the principal office of the Corporation in the State is 1825 Howell Road, Hagerstown, Maryland. The name of the resident agent of the corporation in this State is George C. Newman, Jr., M.D., who is a resident of this State, and the post office address of the resident agent is Rt. #9, Box 361, Beaver Creek Road, Hagerstown, Maryland.

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

SIXTH: The number of directors of the Corporation shall be one, which number may be increased or decreased pursuant to the by-laws of the Corporation. At no time shall there be less than one director. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualifies is:

GEORGE C. NEWMAN, JR., M.D.

SEVENTH: The duration of the corporation shall be perpetual.

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

DATED: 1-1-79

George C. Newman, Jr.

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

260

ARTICLES OF INCORPORATION

OF

DRS. NEWMAN, WAGSHAL & WOOSTER, P.A.

862

approved and received for record by the State Department of Assessments and Taxation of Maryland February 15, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2437, folio 2118, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5.00

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 ·

A 81907

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 18 11 50 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN [illegible] CLERK

02505 261

Received ForRecord June 18, 1979 at 11:51 O'clock am corporation liber 28

ARTICLES OF AMENDMENT JUN 18-79 A 19081 ******5.00

MEYERS, WAGAMAN & YOUNG, P.A.

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Meyers, Wagaman & Young, P.A., a Maryland Professional Service Corporation, having its principal office at 421 Maryland National Bank Building, Hagerstown, Maryland 21740, at a meeting duly convened and held on February 5, 1979, adopted the following resolution:

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

"MEYERS, YOUNG & VARNER, P.A."

SECOND: That a proper notice was duly given to all stockholders of record, entitled to vote thereon, setting forth the proposed amendment to be effective March 1, 1979, upon which action would be taken at a Special Meeting of Stockholders slated for February 5, 1979.

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

IN WITNESS WHEREOF, Meyers, Wagaman & Young, P.A. has caused these presents to be signed in its name and on its behalf by its President, and its President's signature

witnessed by its Secretary this 9th day of February, A.D., 1979.

MEYERS, WAGAMAN & YOUNG, P.A.

By Lynn F. Meyers
President

Attest:

Conrad W. Varner
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 9th day of February, A.D., 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lynn F. Meyers, President of Meyers, Wagaman & Young, P.A., a Maryland Professional Service 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 Conrad W. Varner, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of his information, knowledge and belief.

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

Roberta Poffenberger
Notary Public

My Commission Expires:
1 July 1982

862

ARTICLES OF AMENDMENT

OF

MEYERS, WAGAMAN & YOUNG, P.A.

Changing its name to:

MEYERS, YOUNG & VARNER, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 13, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2437, folio 02504, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5.00

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

JUN 18 11 50 AM '79

LIBER ____ FOLIO ____

LAND ☐ ☐

VAUGHN J. BAKER, CLERK

A 81919

bt

264

02931

Received for record June 18, 1979 at 11:50 O'clock am corporation liber 28

JUN 18-79 A 19083 *******.75

JUN 18-79 A 19082 *******.50

2528 Meadow Lane
Hagerstown, Maryland 21740
February 7, 1979

Aled Corp.
c/o Mr. Joseph Scott
705 Sawyer Court
Towson, Maryland 21204

Gentlemen:

I hereby resign as Resident Agent of Aled Corp. effective immediately. By copy of this letter to the Charter Department at the State Department of Assessments and Taxation I am requesting that they record this resignation.

Very truly yours,

S O Wood

Samuel O. Wood

To: Charter Department
State Department of Assessments and Taxation

Gentlemen:

Please record the above Resignation of Resident Agent. Enclosed is check in the amount of $8.00 to cover cost of same.

S O Wood

Samuel O. Wood

265

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

ALED CORP.

817

received for record February 13, 1979 2 , at 8:30 A. M.

and recorded on Film No. 2436 Frame No. 02930 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 № 17032

Special Fee Paid	$5.00	
Recording Fee Paid	$3.00	.50
Total	$8.00	.25

Mr. Clerk Mail to: Samuel O. Wood
2528 Meadow Lane
Hagerstown, Maryland 21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 18 11 50 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J BAKER, CLERK

rmc

Received For Record June 18, 1979 at 11:50 O'clock am corporation liber 28

2281

ARTICLES OF INCORPORATION

JUN 18-79 A 19084 ******5.00

OF

HUNTZBERRY TRANSPORTATION CO., INC.
A Close Corporation

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 HUNTZBERRY TRANSPORTATION CO., INC.

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

(a) To provide trucking vehicle and transportation services and such other uses incidental 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, 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 the, 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.

The aforegoing enumeration of the purposes, objects and the 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 to 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, Smithsburg, Maryland, 21783. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 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 is One Hundred Thousand ($100,000.00) Dollars. The issuance or sale of any stock of the Corporation including treasury stock shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding, any: (1) securities which are convertible into stock. (2) voting securities other than stock or (3) option, warrants, or other rights to subscribe for or purchase any of its stock, unless they are nontransferable.

SIXTH: The number of Directors of the Corporation shall be (1) until this Charter document is approved and becomes effective at which time the Corporation whereby elects to have no Board of Directors pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland; the name of the Director who shall act until the Charter is approved shall be Roger Huntzberry.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of December, 1978.

WITNESS:

Cathy Stuhar

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 19th day of December, 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.

WITNESS my hand and Notarial Seal.

Notary Public

My Commission Expires: 7/1/82

LAW OFFICES RICHARD W. LAURICELLA

270

ARTICLES OF INCORPORATION
OF
HUNTZBERRY TRANSPORTATION CO., INC.

660

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

5

Recorded in Liber 2433, folio 228 0 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 $ 5.00

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
JUN 18 11 50 AM '79
LIBER ____ FOLIO ____
LAND ☐ ____ ☐

A 80129

Received For Record June 18, 1979 at 11:51 O'clock am corporation liber 2296
28

GARDENHOUR ROOFING COMPANY, INC.

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

JUN 18-79 A 19085 ******6.00

ARTICLES OF INCORPORATION

FIRST: The undersigned, Richard Lee Gardenhour, whose Post Office address is Havenwood Hill, RFD # 4, Box 253, Smithsburg, Maryland 21783, 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 Gardenhour Roofing Company, Inc.

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

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

(1) To manufacture, purchase, sell, and deal in, apply, lay, construct, install, and repair roofing, whether of tin, copper, or other metal, slate, wood, tile, paper, tar, slag, gravel, composition, or other substance, and all kinds of roofing materials and supplies, cornices, ventilators, smoke pipes and stacks, duct collectors, leaders, gutters,

valleys, and all parts and things used in the construction of buildings; to manufacture, work, and deal in sheet metal and copper and all things made wholly or partly therefrom.

(2) To carry on the business of the construction, improvement, building, renovation, and generally to engage in and to perform any and all acts reasonably necessary or incidental to the conduct of a retail business or merchandising operation or a general business dealing in home improvement, construction, building, renovation, restoration and improvement of buildings and structures, new or otherwise, commercial or residential, and in the purchase, sale and exchange of any and all equipment, machinery, supplies, parts, building supplies, accessories, or other merchandise incidental thereto and to deal in, buy, sell, lease and exchange tangible personal property of every nature and description.

(3) To make estimates for itself and others, and to bid upon, enter into and carry out contracts for the construction of residential or commercial property as aforesaid or in the conduct of said roofing business, and in general, to carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise dealing with construction.

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

(5) 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.

(6) 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.

(7) 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 Havenwood Hill, RFD # 4, Box 253, Smithsburg, Maryland 21783. The name and post office address of the resident agent of the Corporation in Maryland are Richard Lee Gardenhour, Havenwood Hill, RFD # 4, Box 253, Smithsburg, Maryland 21783. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000)

shares at a par value of Ten ($10.00) Dollars per share, all of one class, and having an aggregate par value of One Hundred Thousand ($100,000.00) Dollars.

SEVENTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are: Richard Lee Gardenhour and Joseph Otto Gardenhour.

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 19th day of December, A.D., 1978.

Witness:

Loretta J. Thornhill

Richard Lee Gardenhour
Richard Lee Gardenhour

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 19th day of December, A.D., 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard Lee Gardenhour, 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.

Loretta J. Thornhill
Notary Public

LORETTA J. THORNHILL NOTARY PUBLIC WASHINGTON CO. MD.

My Commission Expires:
July 1, 1982

278

ARTICLES OF INCORPORATION
OF
GARDENHOUR ROOFING COMPANY, INC.

660

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

8

Recorded in Liber 2433, folio 2295, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

6 00

Bonus tax paid $ 20.00 Recording fee paid $ 24.00 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

JUN 18 11 51 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 80132

Received For Record June 18, 1979 at 2:30 O'Clock pm corporation 2626
Liber 28

ARTICLES OF AMENDMENT

HAGERSTOWN EYE SPECIALISTS,

DRS. RUSSELL & KEENER, P.A. JUN 18 79 A 19086 ******5.00

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Hagerstown Eye Specialists, Drs. Russell & Keener, P.A., a Maryland Professional Service Corporation, having its principal office at 251 East Baltimore Street, Hagerstown, Maryland 21740, at a meeting duly convened and held on June 20, 1978 adopted the following resolution:

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

"Hagerstown Eye Specialists, Drs. Russell, Keener, & Edmonds, P.A."

SECOND: That a proper notice was duly given to all stockholders of record, entitled to vote thereon, setting forth the proposed amendment upon which action would be taken at a Special Meeting of Stockholders slated for June 20, 1978 at 5:30 P.M.

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

IN WITNESS WHEREOF, Hagerstown Eye Specialists, Drs. Russell & Keener, P.A. has caused these presents to be

signed in its name and on its behalf by its President, and its President's signature witnessed by its Secretary this 26th day of December, A.D., 1978.

HAGERSTOWN EYE SPECIALISTS,
DRS. RUSSELL & KEENER, P.A.

Attest:

By Robert M. Russell
President

Wilmer J. Keener M.D.
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 26th day of December, A.D., 1978, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Robert M. Russell, President of Hagerstown Eye Specialists, Drs. Russell & Keener, P.A., a Maryland Professional Service 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 Wilmer J. Keener, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of his information, knowledge and belief.

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

Loretta J. Thornhill
Notary Public

My Commission Expires:
July 1, 1982

281

ARTICLES OF AMENDMENT

OF

HAGERSTOWN EYE SPECIALIST, DRS. RUSSELL & KENNER, P.A. 662

Changing its name to:

HAGERSTOWN EYE SPECIALISTS, DRS. RUSSELL, KEENER, & EDMONDS, P.A.

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

3

Recorded in Liber 2433, folio 2625, 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 $ 5.00

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. Limmore

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 18 11 51 AM '79

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

A 80152

Received For Record June 18, 1979 at 11:51 o'clock am corporation liber 28

282 2951

DAGMAR ASSOCIATES, INCORPORATED

(a close corporation under Title 4)

JUN 18 79 A 19087 ******5.00

ARTICLES OF INCORPORATION

FIRST: The undersigned, Hilton C. Smith, Jr., whose post office address is 50 Summit Avenue, Hagerstown, Maryland, being at least eighteen 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 DAGMAR ASSOCIATES, INCORPORATED.

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

FOURTH: The purposes for which the Corporation is formed are as follows: general business consulting, bookkeeping and tax services, real estate management services, and such other lawful purposes as may be authorized under the law of the State of Maryland.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 50 Summit Avenue, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in Maryland are Hilton C. Smith, Jr., 50 Summit Avenue, Hagerstown, MD.

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

All shares shall have equal rights of voting, with dividends to be determined by the Board of Directors.

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 (2) directors, whose names are Hilton C. Smith, Jr., and John A. Chase.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on 12/9/78

(Hilton C. Smith, Jr.)
50 Summit Avenue, Hagerstown, MD

STATE OF Maryland

County of Washington ss:

I HEREBY CERTIFY that on 12/15/78, before me, the subscriber, a notary public of the State of Md. in and for the County of Washington personally appeared Hilton C. Smith, Jr. and adknowledged the foregoing Articles of Incorporation to be his act.

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

Lucille E. Shifler
Notary Public

My commission expires
7-1-82

283

ARTICLES OF INCORPORATION

OF

DAGMAR ASSOCIATES, INCORPORATED

673

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

2

Recorded in Liber 2433, folio 2950, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5.00

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

JUN 18 11 51 AM '79

LIBER FOLIO

LAND

VAUGHN J BAKER, CLERK

A 80204

2991

Received For Record June 18, 1979 at 11:51 o'clock am corporation liber 28

MOUNTAIN VIEW BAPTIST CHURCH, INC.

ARTICLES OF INCORPORATION JUN 18-79 A 19088 *****2.50

FIRST: We, Larry E. Lee, whose post office address is Route #3, Box 145, Clear Spring, Maryland 21722, Ronald W. Martin, whose post office address is Route #2, Box 260, Greencastle, Pennsylvania 17225, Eugene J. Thomas, Jr., whose post office address is Route #1, Box 340, Clear Spring, Maryland 21722 and Billy Lynn Clark, whose post office address is Route #3, Box 114, Clear Spring, Maryland 21722, all being at least eighteen (18) years of age, are 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 MOUNTAIN VIEW BAPTIST CHURCH, 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 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 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, buy 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 sub-paragraphs (a) and (b) of this Article THIRD are the following:

To organize a congregation for the worship of God; to conduct church services and provide for the spiritual needs of the community in the area of Indian Springs in Washington County, Maryland; to hold services and carry out the commands of God and to promote and promulgate the Christian faith.

FOURTH: The post office address of the principal office of the Corporation in this State is Route #3, Box 114, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State is Larry E. Lee, Route #3, Box 145, Clear Spring, Maryland 21722. 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 that four (4). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

1) Larry E. Lee - Route #3, Box 145, Clear Spring, Maryland 21722
2) Ronald W. Martin - Route #2, Box 260, Greencastle, PA 17225
3) Eugene J. Thomas, Jr. - Route #1, Box 340, Clear Spring, MD 21722
4) Billy L. Clark - Route #3, Box 114, Clear Spring, Maryland 21722

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 puposes" 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 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 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, we have signed these Articles of Incorporation this 21st day of December, A.D., 1978, and each does acknowledge the same to be their respective act.

WITNESS:

William L. Zepp	Larry E. Lee Larry E. Lee
Robert L. Rafferberger	Ronald W. Martin Ronald W. Martin
John Koontz, Jr.	Eugene J. Thomas, Jr. Eugene J. Thomas, Jr.
Donald C. Hollinger	Billy L. Clark Billy L. Clark

288

ARTICLES OF INCORPORATION

OF

MOUNTAIN VIEW BAPTIST CHURCH, INC.

673

approved and received for record by the State Department of Assessments and Taxation of Maryland December 26, 1978 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2433, folio 2990, 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 80211

JUN 18 11 51 AM '79

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

bt

Received For Record June 18, 1979 at 11:51 o'clock am corporation
Liber 28

JUN 18-79 A № 19089 ******5.00

ARTICLES OF INCORPORATION
FOR

FRIENDSHIP VILLA (SLIGO), INC.

We, the undersigned natural persons of age twenty-one or more and citizens of the United States of America, and being the duly elected and qualified President and Secretary of Friendship Villa, Inc., a body corporate organized and existing under the laws of the State of Colorado, acting as incorporators pursuant to the Corporations and Associations Article, Annotated Code of Maryland, 1957, as recodified by L.1975, c.311, Sections 1-101 through 4-603, et seq., adopt the following Articles of Incorporation:

1.

The name of the corporation is FRIENDSHIP VILLA (SLIGO), INC.

2.

The period of duration is perpetual unless otherwise dissolved or terminated according to law.

3.

The purpose or purposes for which the corporation is organized are as follows:

To purchase, lease or otherwise acquire or own nursing home properties and facilities as well as other real and personal properties of value, including the management and operation thereof, together with all activities, services and other business operations incidental thereto;

To provide health care and health care services; to obtain financial assistance available from any public or private agency or source, including participation in and reimbursement under all Medicare and Medicaid programs administered by the State of Maryland or the United States of America, or other funded health service reimbursement programs as are now or hereafter enacted, authorized, instituted or implemented; and to do all other lawful acts which pertain to the management and operation of nursing homes and nursing home facilities;

To buy, sell, trade and deal in all and every kind of materials, supplies, equipment, products and services as a principal, for itself or on behalf of others;

To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, hire, rent, mortgage, exchange, improve or otherwise deal in and/or dispose of real estate and real property or any right, interest or estate therein, including without limitation the right to be a general or limited partner, venturer or co-venturer, or manager or managing agent thereof or therefor; to lend money or other things of value, provided, however, that nothing herein shall operate or be construed so as to confer any banking powers upon the corporation; to borrow money or contract for property, both real and personal, and issue therefor, corporate notes, bonds, debentures and/or other evidences of indebtedness, including without limitation the right to secure same by leases, mortgages, deeds of trust, contracts for deed or other security instruments;

To purchase, acquire and hold for investment or otherwise, bonds, notes, stocks, leases, property rights, contracts for deed, partnership or corporate interests, or other securities, including without limitation the right to invest in affiliate or subsidiary corporations, partnerships or other lawfully constituted business entities;

To enter into contracts or obligations of any kind or type essential, necessary or proper to the transactions of its ordinary affairs, or for the purposes of the corporation;

To act as manager, co-manager, agent or consultant and in such capacity to render service, advice or other accommodations in the health care field as permitted by law, including without limitation the right to make and enter into management and consulting agreements to operate and manage nursing homes and similar type health care facilities which may or may not include furnishing personnel, bookkeeping, accounting, data processing, nursing, dietary and other personnel supervision and ancillary services;

And to do all and such other things as may be lawfully permitted under the Corporations and Associations Article, Annotated Code of Maryland, 1957, as amended or recodified, and the respective corporation or business codes of all states, territories or possessions in which this corporation may hereafter be authorized to transact business.

4.

The aggregate number of shares of capital stock which the corporation shall have authority to issue is Two Hundred (200) Shares, all of which are without par value.

5.

Cumulative voting of shares of stock of the corporation is not authorized.

6.

The preemptive rights of shareholders to acquire additional or treasury shares of stock in the corporation are not authorized and all such rights are denied by these Articles of Incorporation.

7.

The address of the initial registered office of the corporation and the name of its initial registered agent at such address is:

Christopher Johns
1300 Virginia Avenue
Hagerstown, Maryland 21740
(Washington County)

8.

The number of directors shall not be less than three (3) nor more than fifteen (15); there shall be three (3) persons constituting the inital board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their respective successors are elected and qualified are:

Wallace R. Carlson
Janis E. Tietjen
Lee F. Sutliffe

all of whose address is 300 Greenwood Plaza West, 5670 South Syracuse Circle, Englewood, Arapahoe County, Colorado 80111. Directors of the corporation shall not be required to be shareholders.

The name and address of the incorporators, who are the President and Secretary respectively of Friendship Villa, Inc., a Colorado Corporation, of which this corporation shall be a subsidiary, are as follows:

Wallace R. Carlson
Lee F. Sutliffe

each of whose principal mailing address is 300 Greenwood Plaza West, 5670 South Syracuse Circle, Englewood, Arapahoe County, Colorado 80111.

The foregoing Articles of Incorporation were adopted by the undersigned at Englewood, Colorado on the 1st day of January, A.D., 1979.

Wallace R. Carlson

Lee F. Sutliffe

STATE OF COLORADO
COUNTY OF ARAPAHOE ss.

Before me, the undersigned Notary Public in and for the State of Colorado at large, personally came and appeared Wallace R. Carlson and Lee F. Sutliffe, known to me to be the President and Secretary respectively of Friendship Villa, Inc., a Colorado Corporation, and the persons in and who executed the foregoing Articles of Incorporation, and who, being by me duly cautioned and sworn according to law, severally declared upon oath that they are the persons who executed the foregoing Articles of Incorporation; that they executed same as the act and deed of Friendship Villa, Inc.; that their execution thereof was duly authorized; and that these matters and facts are true, correct and material in all respects under penalties of perjury.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office at Arapahoe County, Colorado on this the 1st day of January, A.D., 1979.

Leonard A. Metallo, Notary Public

My Commission Expires:
September 20, 1982

293

ARTICLES OF INCORPORATION

OF

FRIENDSHIP VILLA (SLIGO), INC.

693

approved and received for record by the State Department of Assessments and Taxation of Maryland January 5, 1979 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2434, folio 1410, 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 $ 5.00

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

JUN 18 11 51 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 80449

Received For Record June 18, 1979 at 11:51 o'clock am corporation liber 28

ARTICLES OF INCORPORATION
FOR
FRIENDSHIP VILLA (COLONIAL), INC. JUN 18 79 A 19090 ******5.00

We, the undersigned natural persons of age twenty-one or more and citizens of the United States of America, and being the duly elected and qualified President and Secretary of Friendship Villa, Inc., a body corporate organized and existing under the laws of the State of Colorado, acting as incorporators pursuant to the Corporations and Associations Article, Annotated Code of Maryland, 1957, as recodified by L.1975, c.311, Sections 1-101 through 4-603, et seq., adopt the following Articles of Incorporation:

1.

The name of the corporation is FRIENDSHIP VILLA (COLONIAL), INC.

2.

The period of duration is perpetual unless otherwise dissolved or terminated according to law.

3.

The purpose or purposes for which the corporation is organized are as follows:

To purchase, lease or otherwise acquire or own nursing home properties and facilities as well as other real and personal properties of value, including the management and operation thereof, together with all activities, services and other business operations incidental thereto;

To provide health care and health care services; to obtain financial assistance available from any public or private agency or source, including participation in and reimbursement under all Medicare and Medicaid programs administered by the State of Maryland or the United States of America, or other funded health service reimbursement programs as are now or hereafter enacted, authorized, instituted or implemented; and to do all other lawful acts which pertain to the management and operation of nursing homes and nursing home facilities;

To buy, sell, trade and deal in all and every kind of materials, supplies, equipment, products and services as a principal, for itself or on behalf of others;

To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, hire, rent, mortgage, exchange, improve or otherwise deal in and/or dispose of real estate and real property or any right, interest or estate therein, including without limitation the right to be a general or limited partner, venturer or co-venturer, or manager or managing agent thereof or therefor; to lend money or other things of value, provided, however, that nothing herein shall operate or be construed so as to confer any banking powers upon the corporation; to borrow money or contract for property, both real and personal, and issue therefor, corporate notes, bonds, debentures and/or other evidences of indebtedness, including without limitation the right to secure same by leases, mortgages, deeds of trust, contracts for deed or other security instruments;

To purchase, acquire and hold for investment or otherwise, bonds, notes, stocks, leases, property rights, contracts for deed, partnership or corporate interests, or other securities, including without limitation the right to invest in affiliate or subsidiary corporations, partnerships or other lawfully constituted business entities;

To enter into contracts or obligations of any kind or type essential, necessary or proper to the transactions of its ordinary affairs, or for the purposes of the corporation;

To act as manager, co-manager, agent or consultant and in such capacity to render service, advice or other accommodations in the health care field as permitted by law, including without limitation the right to make and enter into management and consulting agreements to operate and manage nursing homes and similar type health care facilities which may or may not include furnishing personnel, bookkeeping, accounting, data processing, nursing, dietary and other personnel supervision and ancillary services;

And to do all and such other things as may be lawfully permitted under the Corporations and Associations Article, Annotated Code of Maryland, 1957, as amended or recodified, and the respective corporation or business codes of all states, territories or possessions in which this corporation may hereafter be authorized to transact business.

4.

The aggregate number of shares of capital stock which the corporation shall have authority to issue is Two Hundred (200) Shares, all of which are without par value.

5.

Cumulative voting of shares of stock of the corporation is not authorized.

6.

The preemptive rights of shareholders to acquire additional or treasury shares of stock in the corporation are not authorized and all such rights are denied by these Articles of Incorporation.

7.

The address of the initial registered office of the corporation and the name of its initial registered agent at such address is:

Christopher Johns
1300 Virginia Avenue
Hagerstown, Maryland 21740
(Washington County)

8.

The number of directors shall not be less than three (3) nor more than fifteen (15); there shall be three (3) persons constituting the inital board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their respective successors are elected and qualified are:

Wallace R. Carlson
Janis E. Tietjen
Lee F. Sutliffe

all of whose address is 300 Greenwood Plaza West, 5670 South Syracuse Circle, Englewood, Arapahoe County, Colorado 80111. Directors of the corporation shall not be required to be shareholders.

The name and address of the incorporators, who are the President and Secretary respectively of Friendship Villa, Inc., a Colorado Corporation, of which this corporation shall be a subsidiary, are as follows:

Wallace R. Carlson
Lee F. Sutliffe

each of whose principal mailing address is 300 Greenwood Plaza West, 5670 South Syracuse Circle, Englewood, Arapahoe County, Colorado 80111.

The foregoing Articles of Incorporation were adopted by the undersigned at Englewood, Colorado on the 1st day of January, A.D., 1979.

Wallace R. Carlson

Lee F. Sutliffe

STATE OF COLORADO
COUNTY OF ARAPAHOE } ss.

Before me, the undersigned Notary Public in and for the State of Colorado at large, personally came and appeared Wallace R. Carlson and Lee F. Sutliffe, known to me to be the President and Secretary respectively of Friendship Villa, Inc., a Colorado Corporation, and the persons in and who executed the foregoing Articles of Incorporation, and who, being by me duly cautioned and sworn according to law, severally declared upon oath that they are the persons who executed the foregoing Articles of Incorporation; that they executed same as the act and deed of Friendship Villa, Inc.; that their execution thereof was duly authorized; and that these matters and facts are true, correct and material in all respects under penalties of perjury.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office at Arapahoe County, Colorado on this the 1st day of January, A.D., 1979.

Leonard A. Metallo, Notary Public

My Commission Expires:
September 20, 1982

298

ARTICLES OF INCORPORATION

OF

FRIENDSHIP VILLA (COLONIAL), INC.

693

approved and received for record by the State Department of Assessments and Taxation of Maryland January 5, 1979 at 4:00 o'clock P M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2434, folio 1415, 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 $ 5.00

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

A 80450

JUN 18 11 51 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

bt

Received For Record June 18, 1979 at 11:51 O'clock am corporation liber 28

JUN 18 79 A 19091 ******5.00

ARTICLES OF INCORPORATION
FOR
CUMBERLAND VILLA, INC.

We, the undersigned natural persons of the age twenty-one or more and citizens of the United States of America, and being the duly elected and qualified President and Secretary of Friendship Villa Equity Corporation, a body corporate organized and existing under the laws of the State of Colorado, acting as incorporators pursuant to the Corporations and Associations Article, Annotated Code of Maryland, 1957, as recodified by L.1975, c.311, Sections 1-101 through 4-603, et seq., adopt the following Articles of Incorporation:

I

The name of the corporation is CUMBERLAND VILLA, INC.

II.

The period of its duration is perpetual unless otherwise dissolved or terminated according to law.

III

The purpose or purposes for which the corporation is organized is as follows:

To purchase, lease or otherwise acquire or own nursing home properties and facilities as well as other real and personal properties of value, including the management and operation thereof, together with all activities, services and other business operations incidental thereto;

To establish and operate nursing homes, solicit nursing home patients and residents, provide all facilities and/or services which are necessary for the care of patients and residents, including but not limited to laundry facilities, the sale of articles required for nursing home patients and residents; to provide health care and health care services; to obtain any financial assistance available from any public or private agency including participation in and reimbursement under all State or federally administered Medicare and Medicaid programs

or other funded health services reimbursement programs as are now or hereafter enacted, authorized, instituted or implemented; and to do all other lawful acts which pertain to the management and operation of nursing homes and nursing home facilities;

To buy, sell, trade and deal in all and every kind of materials, equipment, supplies, products and services as a principal, for itself or on behalf of others;

To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve or otherwise deal in and/or dispose of real estate and real property or any interest or right therein, including without limitation the right to be a general or limited partner, venturer or co-venturer, or manager or managing agent thereof or therefor; to lend money or other things of value, provided, however, that nothing herein shall operate or be construed to confer any banking powers upon the corporation; to borrow money and issue therefor, corporate notes, bonds, debentures and/or other evidences of indebtedness, including without limitation the right to secure same by mortgage, deed of trust or other security instrument on real estate and property it owns or may acquire, and to make advances from time to time on bonds or other indebtedness secured by mortgages for future advances on real estate;

To purchase or acquire and hold for investment or otherwise, bonds, notes, stocks or other securities, including without limitation the right to invest in affiliate or subsidiary corporations, partnerships or other lawfully constituted business entities;

To act as manager, co-manager, agent or consultant and in such capacity to render service, advice or other accommodations in the health care field as permitted by law, including without limitation the right to make and enter into management and consulting agreements to operate and manage nursing homes and similar type health care facilities which may or may not include furnishing personnel, bookkeeping, accounting, data processing, nursing, dietary and other personnel supervision and ancillary services;

And to do all and such other things as may be lawfully permitted under the Corporations and Associations Article, Annotated Code of Maryland, 1957, as amended or recodified, and the respective corporation or business codes of all states, territories or possessions in which this corporation may hereafter be authorized to transact business.

IV.

The aggregate number of shares of capital and common stock which the corporation shall have authority to issue is Two Hundred (200) Shares, all of which are without par value.

V.

Cumulative voting of shares of stock of the corporation is not authorized.

VI.

The preemptive rights of shareholders to acquire additional or treasury shares of stock in the corporation are not authorized and all such rights are denied by these Articles of Incorporation.

VII.

The address of the initial registered office of the corporation in the State of Maryland is: 1300 Virginia Avenue, Hagerstown, Washington County, Maryland, 21740.

VIII.

The name and address of the Registered Agent for the corporation and the person upon whom the process of service may be made within the State of Maryland is:

Christopher Johns, 1300 Virginia Avenue, Hagerstown,
Washington County, Maryland 21740

IX.

The number of directors shall not be less than three (3) nor more than fifteen (15); the number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their respective successors shall be duly elected and qualified are as follows:

Wallace R. Carlson
Janis E. Tietjen
Lee F. Sutliffe

each of whose principal address is 300 Greenwood Plaza West, 5670 South Syracuse Circle, Englewood, Colorado 80111.

X.

The name and address of the incorporators, who are the President and Secretary respectively of Friendship Villa Equity Corporation, a Colorado Corporation, of which this corporation shall be a subsidiary, are as follows:

Wallace R. Carlson
Lee F. Sutliffe

each of whose principal address is 300 Greenwood Plaza West, 5670 South Syracuse Circle, Englewood, Colorado 80111.

The foregoing Articles of Incorporation were adopted by the undersigned at Englewood, Colorado on the 1st day of January, A.D., 1979.

Wallace R. Carlson
Wallace R. Carlson

Lee F. Sutliffe
Lee F. Sutliffe

STATE OF COLORADO
COUNTY OF ARAPAHOE ss.

Before me, a Notary Public, in and for the State of Colorado, personally came and appeared Wallace R. Carlson and Lee F. Sutliffe, known to me to be the President and Secretary respectively of Friendship Villa Equity Corporation, a Colorado Corporation, and the persons in and who executed the foregoing Articles of Incorporation, and who, being by me duly cautioned and sworn according to law, severally declared upon oath that they are the persons who executed the foregoing Articles of Incorporation; that they executed same as the act and deed of the said Friendship Villa Equity Corporation; that their execution thereof was duly authorized; and that these matters and facts are true in all material respects under penalties of perjury.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal of office at Arapahoe County, Colorado on this the 1st day of January, A.D., 1979.

Leonard A. Metallo, Notary Public
My Commission Expires September 20,1982

303

ARTICLES OF INCORPORATION

OF

CUMBERLAND VILLA, INC.

698

approved and received for record by the State Department of Assessments and Taxation of Maryland January 5, 1979 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2434, folio 1420, 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 $ 5.00

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

JUN 18 11 51 AM '79

LIBER 1010

LAND

VAUGHN J. BAKER, CLERK

A 80453

Received For Record June 18, 1979 at 11:51 o'clock am corporation
Liber 28

ARTICLES OF INCORPORATION
FOR

JUN 18-79 A 19092 ******5.00

WESTMINISTER VILLA, INC.

We, the undersigned natural persons of the age twenty-one or more and citizens of the United States of America, and being the duly elected and qualified President and Secretary of Friendship Villa Equity Corporation, a body corporate organized and existing under the laws of the State of Colorado, acting as incorporators pursuant to the Corporations and Associations Article, Annotated Code of Maryland, 1957, as recodified by L.1975, c.311, Sections 1-101 through 4-603, et seq., adopt the following Articles of Incorporation:

I

The name of the corporation is WESTMINISTER VILLA, INC.

II.

The period of its duration is perpetual unless otherwise dissolved or terminated according to law.

III

The purpose or purposes for which the corporation is organized is as follows:

To purchase, lease or otherwise acquire or own nursing home properties and facilities as well as other real and personal properties of value, including the management and operation thereof, together with all activities, services and other business operations incidental thereto;

To establish and operate nursing homes, solicit nursing home patients and residents, provide all facilities and/or services which are necessary for the care of patients and residents, including but not limited to laundry facilities, the sale of articles required for nursing home patients and residents; to provide health care and health care services; to obtain any financial assistance available from any public or private agency including participation in and reimbursement under all State or federally administered Medicare and Medicaid programs

or other funded health services reimbursement programs as are now or hereafter enacted, authorized, instituted or implemented; and to do all other lawful acts which pertain to the management and operation of nursing homes and nursing home facilities;

To buy, sell, trade and deal in all and every kind of materials, equipment, supplies, products and services as a principal, for itself or on behalf of others;

To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve or otherwise deal in and/or dispose of real estate and real property or any interest or right therein, including without limitation the right to be a general or limited partner, venturer or co-venturer, or manager or managing agent thereof or therefor; to lend money or other things of value, provided, however, that nothing herein shall operate or be construed to confer any banking powers upon the corporation; to borrow money and issue therefor, corporate notes, bonds, debentures and/or other evidences of indebtedness, including without limitation the right to secure same by mortgage, deed of trust or other security instrument on real estate and property it owns or may acquire, and to make advances from time to time on bonds or other indebtedness secured by mortgages for future advances on real estate;

To purchase or acquire and hold for investment or otherwise, bonds, notes, stocks or other securities, including without limitation the right to invest in affiliate or subsidiary corporations, partnerships or other lawfully constituted business entities;

To act as manager, co-manager, agent or consultant and in such capacity to render service, advice or other accommodations in the health care field as permitted by law, including without limitation the right to make and enter into management and consulting agreements to operate and manage nursing homes and similar type health care facilities which may or may not include furnishing personnel, bookkeeping, accounting, data processing, nursing, dietary and other personnel supervision and ancillary services;

And to do all and such other things as may be lawfully permitted under the Corporations and Associations Article, Annotated Code of Maryland, 1957, as amended or recodified, and the respective corporation or business codes of all states, territories or possessions in which this corporation may hereafter be authorized to transact business.

IV.

The aggregate number of shares of capital and common stock which the corporation shall have authority to issue is Two Hundred (200) Shares, all of which are without par value.

V.

Cumulative voting of shares of stock of the corporation is not authorized.

VI.

The preemptive rights of shareholders to acquire additional or treasury shares of stock in the corporation are not authorized and all such rights are denied by these Articles of Incorporation.

VII.

The address of the initial registered office of the corporation in the State of Maryland is: 1300 Virginia Avenue, Hagerstown, Washington County, Maryland, 21740.

VIII.

The name and address of the Registered Agent for the corporation and the person upon whom the process of service may be made within the State of Maryland is:

Christopher Johns, 1300 Virginia Avenue, Hagerstown,
Washington County, Maryland 21740

IX.

The number of directors shall not be less than three (3) nor more than fifteen (15); the number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their respective successors shall be duly elected and qualified are as follows:

Wallace R. Carlson
Janis E. Tietjen
Lee F. Sutliffe

each of whose principal address is 300 Greenwood Plaza West, 5670 South Syracuse Circle, Englewood, Colorado 80111.

X.

The name and address of the incorporators, who are the President and Secretary respectively of Friendship Villa Equity Corporation, a Colorado Corporation, of which this corporation shall be a subsidiary, are as follows:

Wallace R. Carlson
Lee F. Sutliffe

each of whose principal address is 300 Greenwood Plaza West, 5670 South Syracuse Circle, Englewood, Colorado 80111.

The foregoing Articles of Incorporation were adopted by the undersigned at Englewood, Colorado on the 1st day of January, A.D., 1979.

Wallace R. Carlson
Wallace R. Carlson

Lee F. Sutliffe
Lee F. Sutliffe

STATE OF COLORADO
COUNTY OF ARAPAHOE ss.

Before me, a Notary Public, in and for the State of Colorado, personally came and appeared Wallace R. Carlson and Lee F. Sutliffe, known to me to be the President and Secretary respectively of Friendship Villa Equity Corporation, a Colorado Corporation, and the persons in and who executed the foregoing Articles of Incorporation, and who, being by me duly cautioned and sworn according to law, severally declared upon oath that they are the persons who executed the foregoing Articles of Incorporation; that they executed same as the act and deed of the said Friendship Villa Equity Corporation; that their execution thereof was duly authorized; and that these matters and facts are true in all material respects under penalties of perjury.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal of office at Arapahoe County, Colorado on this the 1st day of January, A.D., 1979.

Leonard A. Metallo, Notary Public
My Commission Expires September 20,1982

308

ARTICLES OF INCORPORATION

OF

WESTMINISTER VILLA, INC.

693

approved and received for record by the State Department of Assessments and Taxation of Maryland January 5, 1979 at 4:00 o'clock P.M. as in conformity with law and ordered recorded.

Recorded in Liber 2434, folio 1425, 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 $ 5.00

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

JUN 18 11 51 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 80454

Received For Record June 18, 1979 at 11:52 o'clock am corporation libe
28

ARTICLES OF INCORPORATION
FOR

JUN 18-79 A 19093 ******5.00

FRIENDSHIP VILLA (COLTON), INC.

We, the undersigned natural persons of age twenty-one or more and citizens of the United States of America, and being the duly elected and qualified President and Secretary of Friendship Villa, Inc., a body corporate organized and existing under the laws of the State of Colorado, acting as incorporators pursuant to the Corporations and Associations Article, Annotated Code of Maryland, 1957, as recodified by L.1975, c.311, Sections 1-101 through 4-603, et seq., adopt the following Articles of Incorporation:

1.

The name of the corporation is FRIENDSHIP VILLA (COLTON), INC.

2.

The period of duration is perpetual unless otherwise dissolved or terminated according to law.

3.

The purpose or purposes for which the corporation is organized are as follows:

To purchase, lease or otherwise acquire or own nursing home properties and facilities as well as other real and personal properties of value, including the management and operation thereof, together with all activities, services and other business operations incidental thereto;

To provide health care and health care services; to obtain financial assistance available from any public or private agency or source, including participation in and reimbursement under all Medicare and Medicaid programs administered by the State of Maryland or the United States of America, or other funded health service reimbursement programs as are now or hereafter enacted, authorized, instituted or implemented; and to do all other lawful acts which pertain to the management and operation of nursing homes and nursing home facilities;

To buy, sell, trade and deal in all and every kind of materials, supplies, equipment, products and services as a principal, for itself or on behalf of others;

To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, hire, rent, mortgage, exchange, improve or otherwise deal in and/or dispose of real estate and real property or any right, interest or estate therein, including without limitation the right to be a general or limited partner, venturer or co-venturer, or manager or managing agent thereof or therefor; to lend money or other things of value, provided, however, that nothing herein shall operate or be construed so as to confer any banking powers upon the corporation; to borrow money or contract for property, both real and personal, and issue therefor, corporate notes, bonds, debentures and/or other evidences of indebtedness, including without limitation the right to secure same by leases, mortgages, deeds of trust, contracts for deed or other security instruments;

To purchase, acquire and hold for investment or otherwise, bonds, notes, stocks, leases, property rights, contracts for deed, partnership or corporate interests, or other securities, including without limitation the right to invest in affiliate or subsidiary corporations, partnerships or other lawfully constituted business entities;

To enter into contracts or obligations of any kind or type essential, necessary or proper to the transactions of its ordinary affairs, or for the purposes of the corporation;

To act as manager, co-manager, agent or consultant and in such capacity to render service, advice or other accommodations in the health care field as permitted by law, including without limitation the right to make and enter into management and consulting agreements to operate and manage nursing homes and similar type health care facilities which may or may not include furnishing personnel, bookkeeping, accounting, data processing, nursing, dietary and other personnel supervision and ancillary services;

And to do all and such other things as may be lawfully permitted under the Corporations and Associations Article, Annotated Code of Maryland, 1957, as amended or recodified, and the respective corporation or business codes of all states, territories or possessions in which this corporation may hereafter be authorized to transact business.

4.

The aggregate number of shares of capital stock which the corporation shall have authority to issue is Two Hundred (200) Shares, all of which are without par value.

5.

Cumulative voting of shares of stock of the corporation is not authorized.

6.

The preemptive rights of shareholders to acquire additional or treasury shares of stock in the corporation are not authorized and all such rights are denied by these Articles of Incorporation.

7.

The address of the initial registered office of the corporation and the name of its initial registered agent at such address is:

Christopher Johns
1300 Virginia Avenue
Hagerstown, Maryland 21740
(Washington County)

8.

The number of directors shall not be less than three (3) nor more than fifteen (15); there shall be three (3) persons constituting the inital board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their respective successors are elected and qualified are:

Wallace R. Carlson
Janis E. Tietjen
Lee F. Sutliffe

all of whose address is 300 Greenwood Plaza West, 5670 South Syracuse Circle, Englewood, Arapahoe County, Colorado 80111. Directors of the corporation shall not be required to be shareholders.

The name and address of the incorporators, who are the President and Secretary respectively of Friendship Villa, Inc., a Colorado Corporation, of which this corporation shall be a subsidiary, are as follows:

Wallace R. Carlson
Lee F. Sutliffe

each of whose principal mailing address is 300 Greenwood Plaza West, 5670 South Syracuse Circle, Englewood, Arapahoe County, Colorado 80111.

The foregoing Articles of Incorporation were adopted by the undersigned at Englewood, Colorado on the 1st day of January, A.D., 1979.

Wallace R. Carlson

Lee F. Sutliffe

STATE OF COLORADO
COUNTY OF ARAPAHOE ss.

Before me, the undersigned Notary Public in and for the State of Colorado at large, personally came and appeared Wallace R. Carlson and Lee F. Sutliffe, known to me to be the President and Secretary respectively of Friendship Villa, Inc., a Colorado Corporation, and the persons in and who executed the foregoing Articles of Incorporation, and who, being by me duly cautioned and sworn according to law, severally declared upon oath that they are the persons who executed the foregoing Articles of Incorporation; that they executed same as the act and deed of Friendship Villa, Inc.; that their execution thereof was duly authorized; and that these matters and facts are true, correct and material in all respects under penalties of perjury.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office at Arapahoe County, Colorado on this the 1st day of January, A.D., 1979.

Leonard A. Metallo, Notary Public

My Commission Expires:
September 20, 1982

ARTICLES OF INCORPORATION

OF

FRIENDSHIP VILLA (COLTON), INC.

608

approved and received for record by the State Department of Assessments and Taxation of Maryland January 5, 1979 at 4:00 o'clock P.M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2434, folio 1430, 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 $ 5.00

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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 18 11 51 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 80455

314

1664

Received For Record June 18, 1979 at 11:52 o'clock am corporation liber 28

MAD POTTER, INC.

ARTICLES OF INCORPORATION

JUN 18-79 A 19094 ******5.00

FIRST: I, THOMAS A. WADE, 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 virture of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is MAD POTTER, INC.

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

(1) To engage in the business operation of a commercial flower shop; 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 49 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Susan K. Saum, 49 West Washington 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 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 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:

Susan K. Saum
Nancy S. Rase
Steven T. Sager

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: (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 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 2nd day of January, 1979, and I acknowledge the same to be my act.

WITNESS:

Joan L. Finfrock

Thomas A. Wade

317

ARTICLES OF INCORPORATION

OF

MAD POTTER, INC.

698

approved and received for record by the State Department of Assessments and Taxation of Maryland January 4, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2434, folio 1663, 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 $ 5.00

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

JUN 18 11 52 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 80465

2466

Received For Record June 18, 1979 at 11;52 O'clock am corporation liber 28

ARTICLES OF INCORPORATION

OF

JUN 18 79 A 19095 *****5.00

DRS. BYRD & CAREY, P.A.

THIS IS TO CERTIFY THAT:

FIRST: I, Ellen Metzger, whose post office address is 19th Floor, 10 Light Street, Baltimore, Maryland 21202, being at least eighteen (18) years of age, do hereby form a Professional Service Corporation under the general laws of the State of Maryland.

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

Drs. Byrd & Carey, P.A.

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or elsewhere as may be permitted by law, is to engage in every aspect of the practice of medicine. The professional services involved in the Corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly authorized and licensed to render such professional services in the State of Maryland. The Corporation shall not engage in any business other than the practice of medicine, but may engage in every aspect thereof as may be permitted by law. The Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment. The Corporation may own any and all real or personal property necessary for the rendering of professional services by it.

The Corporation may do all and everything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation or any amendment thereof, and in general, either alone or in association with other corporations, firms, or individuals, may carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of the purposes or the attainment of the objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

FOURTH: The post office address of the principal office of the Corporation in this State is 1190 Mt. Aetna Road, Hagerstown, Maryland. The Resident Agent of the Corporation is Dr. Edward B. Byrd whose post office address is 1190 Mt. Aetna Road, Hagerstown, Maryland 21740; said Resident Agent is a citizen of this State and resides herein.

FIFTH: The total number of shares of all classes of stock which the Corporation has the authority to issue is five thousand (5,000) shares of stock, without par value, all of one class.

The Corporation may not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to engage in some aspect of the practice of medicine in this State. No stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock. If any stockholder of this Corporation who has been rendering professional service to the public becomes legally disqualified to render such service within the State of Maryland, or is elected to a public office that, or accepts employment that, pursuant to then existing law, prohibits his continued rendering of such professional service, he shall immediately sever all employment with, and, as hereinafter provided, all financial interest in, this Corporation. No stockholder of this Corporation may sell, transfer, hypothecate or pledge any of his shares in the Corporation except to the Corporation or to another individual who is eligible to be a stockholder herein and then only after the proposed sale, transfer, hypothecation or pledge has been first approved by the holders of not less than a majority of the outstanding shares of voting stock of the Corporation, excluding the shares of stock proposed to be sold or transferred; provided, however, nothing contained herein shall prevent the stockholders of the Corporation from making any other arrangement, either in the By-Laws of the Corporation or by contract, relating to approval

of the sale, transfer, hypothecation or pledge of shares in the Corporation. Whenever all stockholders of this Corporation cease at any one time and for any reason to be licensed, certified or registered in some aspect of the practice of medicine, the Corporation thereupon shall be deemed to be converted into, and shall operate henceforth solely as, an ordinary business corporation of the State of Maryland.

SIXTH: Within one hundred twenty days following the date of death of a stockholder, or his disqualification as hereinbefore provided to own shares in the Corporation, or the sale, transfer, hypothecation or pledge of any shares by a stockholder contrary to the provisions hereof, or the levying of an execution upon any such shares, all of the shares theretofore owned by such stockholder shall be transferred to, and acquired by, the Corporation or persons (approved as provided in Article FIFTH hereof) qualified to own the shares. If no other provision to accomplish this transfer and acquisition is in effect and carried out within this period, the Corporation thereafter shall purchase and redeem all of the shares of stock of such stockholder at book value, determined as of the end of the month immediately preceding death or disqualification. The book value shall be determined from the books and records of the Corporation in accordance with the regular methods of accounting used by the Corporation for the purpose of determining net taxable income for federal income tax purposes; and no subsequent adjustment of this income, whether by the Corporation itself, by federal income tax audit made and agreed to, or by a court decision which has become final, shall alter the redemption price. Nothing contained in this Article SIXTH shall prevent the stockholders of the Corporation from making any other arrangement, either in the By-Laws of the Corporation or by contract, to transfer the shares of the deceased or disqualified stockholder to the Corporation or to persons qualified to own the shares, whether made before or after the death or disqualification of the stockholder, provided that within the one hundred twenty day period herein specified all the stock involved shall have been so transferred.

SEVENTH: The number of Directors of the Corporation shall be two, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but there shall never be less than one director. The names of the Directors who shall act until the first Annual Meeting of the Stockholders or until their successors are duly chosen and qualify are:

Edward B. Byrd
Jack P. Carey

EIGHTH: In carrying on its business, or for the purpose of attaining or furthering any of its purposes or objects, the Corporation shall have all of the rights, powers and privileges granted to professional service 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 an officer or director or in which any Director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud, no contract or other transaction shall be thereby affected or invalidated; provided that in case a Director, or 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 fact shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any Director of the Corporation who is also a Director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, 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 consideration 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, this Charter, or the laws of the State of Maryland;

(2) By articles supplementary to this Charter, to classify or reclassify any unissued shares by fixing or altering in any one or more aspects, 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.

NINTH: No holder of stock of any class shall have any pre-emptive right to subscribe to or purchase any additional shares of any stock of any class, or of any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of any class, confer any pre-emptive 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, the undersigned has executed these Articles of Incorporation and acknowledges the same to be his act, on this 21st day of December, 1978.

Ellen Metzger

Ellen Metzger

323

ARTICLES OF INCORPORATION

OF

DRS. BYRD & CAREY, P.A.

715

approved and received for record by the State Department of Assessments and Taxation of Maryland January 2, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2434, folio 2465, 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 $ 5.00

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

JUN 18 11 52 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 80524

bt

324

2543

Received For Record June 18, 1979 at 11:52 O'clock am corporation liber 28

JUN 18 79 A 19096 ******5.00

ARTICLES OF INCORPORATION

OF

SNUG HARBOR, INC.

FIRST: We, the undersigned, GORDON R. THOMPSON, whose post office address is Route 2, Box 369A, Williamsport, Maryland; JEANINE J. THOMPSON, whose post office address is Route 2, Box 369A, Williamsport, Maryland; and RUSSELL G. THOMPSON, whose post office address is 14225 Grand Pre Road, Apt. 204, Wheaton, Md.; 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:

SNUG HARBOR, INC.

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

1. To engage in the business of operating a facility commonly referred to as a "campground" to provide areas to accommodate recreational vehicles of all types, including but not limited to, motor homes, pull type trailers, truck campers, tent campers as well as areas to be used by those persons utilizing tents.

2. To engage in the business of stocking and reselling to the users of the campground as well as to the general public all types of supplies, groceries, meats, foods of all types, beverages and sundries.

3. To engage in the business of repairing, storing, buying, selling or leasing all types of recreational vehicles as well as the selling of all types of camping supplies and recreational vehicles accessories.

4. To engage in the business of selling liquid petroleum as well as any other type of fuel which is usually and normally used by recreational vehicles or campers.

5. To operate and maintain for rental to the general public or users of the campground, meeting halls, pavilions or structures and areas of any type for the purpose of wedding receptions, banquets, picnics, meetings, parties or any other lawful functions.

6. To operate a catering service and to generally dispense food and beverages for consumption by the general public.

7. To engage in the business of conducting all types of lawful leasure and recreational activities.

8. To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, exchange, let or in any manner encumber or dispose of real property wheresoever situate in the United States or the District of Columbia.

9. To expressly possess all purposes as set forth in the General Corporation Laws of the State of Maryland and to engage in and promote any legal activity subject to the limitations relative to Corporations which are contained in said Laws.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 369A, Williamsport, Maryland. The resident agent of the Corporation is GORDON R. THOMPSON, whose post office address is Route 2, Box 369A, Williamsport, Maryland. Said resident agent is a citizen of this

State and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is ONE HUNDRED THOUSAND (100,000) shares of common stock of the par value of ONE ($1.00) DOLLAR each.

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

SEVENTH: The number of the Directors of the Corporation shall be three which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are GORDON R. THOMPSON, JEANINE J. THOMPSON, and RUSSELL G. THOMPSON.

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 06 day of December, ~~A.D.~~ 1978.

TEST:

Gordon R. Thompson

Jeanine J. Thompson

Russell G. Thompson

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 6th day of December A.D., 1978, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared GORDON R. THOMPSON and JEANINE J. THOMPSON, his wife, known to me to be the persons whose names are subscribed to the aforegoing Articles of Incorporation and did acknowledge the same to be their act.

WITNESS my Hand and Official Notarial Seal.

Notary Public

My Commission expires:
July 2, 1982

STATE OF MARYLAND, MONTGOMERY COUNTY, to-wit:

I HEREBY CERTIFY, that on this 16th day of October, A. D., 1978, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared RUSSELL G. THOMPSON, known to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation and did acknowledge the same to be his act.

WITNESS my Hand and Official Notarial Seal.

Susan M. Fleming
Notary Public

My Commission expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

SNUG HARBOR, INC.

716

approved and received for record by the State Department of Assessments and Taxation of Maryland January 3, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2434, folio 2542, one 5 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 $ 5.00

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

JUN 18 11 52 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

CHARLES E. RIDER, CLERK

A 80539

329

Received For Record June 18, 1979 at 11:52 O'clock am 3481
corporation liber 28

JUN 18 79 A 19097 *****5.00

SUBSOIL, INC.

ARTICLES OF AMENDMENT

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

FIRST: The charter of the Corporation 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 P.D.P. Industries, Inc.

SECOND: The board of directors of the Corporation, by informal action on December 1, 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 special meeting of the stockholders of the Corporation to be held on December 1, 1978.

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. The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders by informal action on December 1, 1978.

IN WITNESS WHEREOF, Subsoil, 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 day of January, 1979.

Attest: Subsoil, Inc.

Edda Della Mea (SEAL) By: Aldo Della Mea (SEAL)
Edda Della Mea, Secretary Aldo Della Mea, President

STATE OF MARYLAND,
SS:
COUNTY OF WASHINGTON,

I HEREBY CERTIFY that on the 5th day of January, 1979, before me the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Aldo Della Mea, President of Subsoil, Inc., and Edda Della Mea, Secretary of Subsoil, 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 their knowledge, information and belief.

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

Suzanne M. Sullivan
Notary Public

My Commission Expires: 7/1/82

732

ARTICLES OF AMENDMENT

OF

SUBSOIL, INC.

changing its name to:

P.D.P. INDUSTRIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 8, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber ~~[illegible]~~ 2434, folio 3480, 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 $ 5.00

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

JUN 18 11 52 AM '79

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

A 80646

bjc

Received For Record June 18, 1979 at 11:52 O'clock am corporation liber 28

HARRY AND HARVEY BROWN BUILDERS, INC.

ARTICLES OF DISSOLUTION

HARRY AND HARVEY BROWN BUILDERS, 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 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 15 Peach Tree Lane, Williamsport, Maryland, 21795.

SECOND: The name and post office address of the Resident Agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereinafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up are Harry E. Brown, 15 Peach Tree Lane, Williamsport, Maryland, 21795. Said Resident Agent is an individual actually residing in this State.

THIRD: The name and post office address of each of the Directors of the Corporation are as follows:

Harvey L. Brown	12 Sunset Avenue Williamsport, MD 21795
Harry E. Brown	15 Peach Tree Lane Williamsport, MD 21795
George G. Snyder	34 Cumberland Street Clear Spring, MD 21722

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

Harvey L. Brown, President	12 Sunset Avenue Williamsport, MD 21795
Harry E. Brown, Secretary - Treasurer	15 Peach Tree Lane Williamsport, MD 21795

FIFTH: The entire Board of Directors of the Corporation at a meeting of the Board of Directors duly convened and held on October 6, 1978, adopted resolutions declaring the dissolution of the Corporation to be advisable and adopting a Plan of Complete Liquidation and Dissolution and directing that the proposed dissolution of the Corporation and Plan of Liquidation be referred to the stockholders for action thereon.

SIXTH: The dissolution of the Corporation as proposed and advised by the Board of Directors was authorized by the stockholders of the Corporation at a meeting duly convened and held on October 6, 1978, by the affirmative vote of all of the stock entitled to vote thereon.

SEVENTH: The dissolution of the Corporation has been duly advised by the Board of Directors and authorized by the stockholders in the manner and by the vote required by the provisions of Article 23 of the Annotated Code of Maryland.

EIGTH: The Corporation has no known creditors.

NINTH: The Corporation is hereby dissolved.

TENTH: These Articles of Dissolution are accompanied by Certificates of the Comptroller of the Treasury of the State of Maryland and of the Treasurer of Washington County, Maryland, stating in effect that all taxes levied on assessments made by the State Department of Assessments and Taxation and billed by and payable to such collecting authorities by the Corporation have been paid or provided for in a manner satisfactory to the Comptroller of the Treasury and such authorities except taxes barred by Section 212 of Article 81 of the Annotated Code of Maryland or otherwise but including taxes billed for the year in which the dissolution of the Corporation is to be effected.

IN WITNESS WHEREOF, Harry and Harvey Brown Builders, 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 duly attested by its Secretary on this 31st day of October, 1978.

HARRY AND HARVEY BROWN BUILDERS, INC.

By Harvey L. Brown
Harvey L. Brown, President

(CORP SEAL)

ATTEST: Harry E. Brown
Harry E. Brown, Secretary

Alternate to Acknowledgment and Verification under Section 127B:

THE UNDERSIGNED, Secretary of Harry and Harvey Brown Builders, Inc., who executed on behalf of said corporation the foregoing Articles of Dissolution, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Dissolution 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.

Harry E. Brown
Harry E. Brown, Secretary

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

HARRY & HARVEY BROWN BUILDERS, INC.

were received for record on, DECEMBER 28, 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

336

0310

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 269-3819

ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

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

HARRY AND HARVEY BROWN BUILDERS, INC.

have been paid.

WITNESS my hand and official seal this

Fifth day of December A.D. 1978.

Jane M Ruby
Deputy Comptroller

PS-409

337

ARTICLES OF DISSOLUTION

OF

HARRY & HARVEY BROWN BUILDERS, INC.

738

approved and received for record by the State Department of Assessments and Taxation of Maryland December 28, 1978 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2435, folio 0305, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 22.00 Special Fee paid $ 30.00

5.50

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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JUN 18 11 52 AM '79
LIBER ____ FOLIO ____
LAND ____
VAUGHN J. BAKER, CLERK

A 80699

bt

Received For Record June 18, 1979 at 11:52 o'clock am corporation liber 28

THE BRETHREN MUTUAL INSURANCE COMPANY

****

JUN 18-79 A 19099 ******5.00

ARTICLES OF AMENDMENT

****

The Brethren Mutual Insurance Company, a Maryland Corporation, having its principal office at 100 West Washington Street, Hagerstown, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments & Taxation of Maryland, that:

FIRST: The Articles of Incorporation are hereby amended by striking out "Section 4" of said Articles of Incorporation, and substituting in lieu thereof the following:

"4. The postoffice address of the place at which the principal office of the Corporation in this State will be located at 149 North Edgewood Drive, Hagerstown, Washington County, Maryland, 21740. The Resident agent of the Corporation is Paul D. Horst, whose postoffice address is 149 North Edgewood Drive, Hagerstown, Maryland. Said Resident agent is a citizen of the State of Maryland and actually resides therein".

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on October 6, 1978, adopted a resolution in which was set forth the aforegoing 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 Corporation at a 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 proposed Amendment to the Charter to be acted upon was given the members of the Corporation in conformity with the By-Laws and the General Laws of Maryland.

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 Corporation present at the meeting held on the December 2, 1978.

IN WITNESS WHEREOF, The Brethren Mutual Insurance Company has caused these presents to be signed in its name and on its behalf by the President and its Corporate Seal to be hereunto affixed and attested to by its Secretary on this 4th day of December, 1978.

WITNESS AND ATTEST
AS TO CORPORATE SEAL:

Calvin M. Wakely, Sec.

THE BRETHREN MUTUAL INSURANCE COMPANY

BY: Paul D. Horst
Paul D. Horst, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 4th day of December, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul D. Horst, President of The Brethren Mutual Insurance Company, a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Paul D. Horst, and made oath in due form of law that he was Secretary of the Meeting of Members of said Corporation at which the Amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Charles T. Eyler, Jr.
Notary Public

My Commission Expires:
July 1, 1982

CERTIFICATE OF INSURANCE COMMISSIONER

I HEREBY CERTIFY, That the foregoing Articles of Amendment to the Articles of Incorporation of The Brethren Mutual Insurance Company have been submitted to me for examination and have been found to be in accordance with the Insurance Laws of the State of Maryland. (Post Office Address Change.)

IN WITNESS WHEREOF, I have hereunto set my Hand and affixed the official Seal of my Office in the City of Baltimore, this 15 day of December, 1978.

EDWARD J. BIRRANE, JR.
Insurance Commissioner of Maryland

ARTICLES OF AMENDMENT

OF

THE BRETHREN MUTUAL INSURANCE COMPANY

738

approved and received for record by the State Department of Assessments and Taxation of Maryland January 8, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2435, folio 0320, 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 $ 5.00

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

JUN 18 11 52 AM '79

LIBER ____ FOLIO ____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

A 80702

bt

Received For Record June 18, 1979 at 11:52 o'clock am liber 28

ARTICLES OF INCORPORATION

OF

BROADFORDING MEMORIAL GARDEN, INC.

FIRST: That we, the subscribers, John W. Resh, whose post office address is 208 Hager Street, Hagerstown, Washington County, Maryland 21740; Seibert G. Kretzer, whose post office address is 322 West Side Avenue, Hagerstown, Washington County, Maryland 21740; David L. Resh, whose post office address is 2303 Gay Street, Hagerstown, Washington County, Maryland 21740; Ralph E. Resh, whose post office address is Box 2, Big Pool, Washington County, Maryland 21711; and William A. Spade, whose post office address is Route 4, Box 100, Hagerstown, Washington County, Maryland 21740; all being of full legal age and sui juris and residents and citizens of the State of Maryland, do under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation, hereinafter called "the Corporation" is

BROADFORDING MEMORIAL GARDEN, INC.

THIRD: The post office address of said Corporation in this State shall be Route 4, Box 170, Hagerstown, Washington County, Maryland.

FOURTH: The resident agent of said Corporation shall be David L. Resh, whose post office address is 2303 Gay Street, Hagerstown, Washington County, Maryland, and said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have perpetual existence.

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

(1) To establish, conduct, and maintain a cemetery for the burying therein of human remains.

(2) To effectuate said purposes, the Corporation shall have the right to acquire by purchase, devise, bequeath, gift, lease, or

any other manner, and to receive, hold, operate, manage, use, lease, mortgage, encumber, sell, and dispose of or otherwise deal with any property, real, personal, or mixed, situated within or without the State of Maryland, which the Corporation may deem appropriate or desirable to accomplish any of its purposes and objects.

(3) To carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects.

(4) The Corporation shall have all the general powers conferred upon like Corporations by the General Laws of the State of Maryland and all the amendments thereto, and the enumeration of such specific powers in these Articles of Incorporation are in furtherance of, and not in limitation of the general powers conferred upon it by law.

SEVENTH: The Corporation shall have no capital stock and no part of the assets of the Corporation, principal or income, shall inure to the private benefit of any of the members thereof, except in payment for authorized services for the administration and conduct of the affairs of the Corporation.

EIGHTH: The members of the Corporation shall be all of the enrolled members of "Broadfording Memorial Garden, Inc.," who are eighteen years of age and over, and the officers of the Corporation shall be elected by said members at the regular annual congregational meeting of said church.

NINTH: (1) The property of the Corporation shall be held and the business affairs shall be managed and controlled by a Board of Directors, the number, and terms of office of whom shall be determined as set forth in the By-Laws of the Corporation.

(2) If at any time the Church shall become entirely inactive and non-existent as a Church, then the control of the cemetery shall pass to those having burial rights in the cemetery, and they shall assume and have the same rights to elect officers as the members of the church.

(3) The members of the Corporation shall have the right to enact, by a majority vote of those present and entitled to vote

thereat, any By-Laws that may be deemed necessary for time to time governing the conduct of the business and carrying out the purposes of the Corporation.

(4) The following persons shall act as directors of the Corporation until the first annual congregational meeting of the Church, or until their successors are duly elected and qualified, namely: John W. Resh, whose post office address is 208 Hager Street, Hagerstown, Washington County, Maryland 21740; Seibert G. Kretzer, whose post office address is 322 West Side Avenue, Hagerstown, Washington County, Maryland 21740; David L. Resh whose post office address is 2303 Gay Street, Hagerstown, Washington County, Maryland 21740; Ralph E. Resh, whose post office address is Box 2, Big Pool, Washington County, Maryland 21711; and William A. Spade, whose post office address is Route 4, Box 100, Hagerstown, Washington County, Maryland 21740.

IN WITNESS WHEREOF, we have hereunto signed our names and affixed our seals this 3rd day of January, 1979.

WITNESS:

John W. Resh (SEAL)
John W. Resh

Seibert G. Kretzer (SEAL)
Seibert G. Kretzer

David L. Resh (SEAL)
David L. Resh

Ralph E. Resh (SEAL)
Ralph E. Resh

Dick L. Geller

William A. Spade (SEAL)
William A. Spade

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 3rd day of January, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John W. Resh, Seibert G. Kretzer, David L. Resh, Ralph E. Resh, and William A. Spade, known to me to be the persons whose names are subscribed to the aforegoing Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Dick L. Geller
Notary Public

My Commission Expires:
July 1, 1982

345

ARTICLES OF INCORPORATION

OF

BROADFORDING MEMORIAL GARDEN, INC.

738

approved and received for record by the State Department of Assessments and Taxation of Maryland January 8, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2435, folio 0342, 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 $ 5.00

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

JUN 18 11 52 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 80708

hr

Received For Record June 18, 1979 at 11:52 o'clock am corp. liber 28

ARTICLES OF AMENDMENT

WHEREAS, the Board of Trustees of the Calvary Brethren Church of Hagerstown, Maryland, proposed an amendment to the Amended Charter of said religious organization that the name should be changed to "Calvary Grace Brethren Church of Hagerstown, Maryland."

WHEREAS, said Board of Trustees having heretofore complied with Section 5-308 and 309 of Corporations and Associations of the Maryland Code and with Article 10 of the Amended Charter of the Corporation, the congregation voted by a 94% majority to approve the aforesaid regulation on November 19, 1978.

Article 1 of the Articles of Amendment, which states "The name of the corporation shall be "THE CALVARY BRETHREN CHURCH OF HAGERSTOWN, MARYLAND", is hereby changed to the "CALVARY GRACE BRETHREN CHURCH OF HAGERSTOWN, MARYLAND".

WITNESS:

Curtis W. Stroman
Curtis W. Stroman, Pastor

Elmer W. Selby
Elmer Selby, Trustee

Rollin R. Carpenter
Rollin Carpenter, Trustee

Preston R. Stine
Preston R. Stine, Trustee

Frank B. Allen
Frank B. Allen, Trustee

Richard E. Gantz
Richard Gantz, Trustee

Vernon B. Trumpower
Vernon B. Trumpower, Trustee

I HEREBY CERTIFY, that the aforegoing is a true and correct copy of the Articles of Amendment as adopted by the congregation of the Calvary Brethren Church of Hagerstown, Maryland, at a special meeting of said congregation on November 19, 1978.

WITNESS:

Yvonne H. Trumpower

Curtis W. Stroman
Curtis W. Stroman
Pastor

0909

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 10th day of January, A. D., 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Curtis W. Stroman, Pastor of The Calvary Brethren Church of Hagerstown, Maryland, who did acknowledge that the aforegoing Articles of Amendment are true and correct and are the act of the congregation and the Board of Trustees.

WITNESS my hand and Official Notarial Seal.

Cathy A. Webster
Notary Public

My Commission Expires: 7-1-82

348

ARTICLES OF AMENDMENT

OF

THE CALVARY BRETHREN CHURCH OF HAGERSTOWN, MARYLAND

Changing its name to:

CALVARY GRACE BRETHREN CHURCH OF HAGERSTOWN, MARYLAND 743

approved and received for record by the State Department of Assessments and Taxation of Maryland January 12, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2435, folio 0907, 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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 18 11 52 AM '79

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

A 80798

bt

Received For Record June 18, 1979 at 11:52 O'clock am corporation liber 28 0415

POOR RED'S LIMITED
ARTICLES OF INCORPORATION

JUN 18 '79 AM 11 19102 *****5.00

FIRST: I, John W. Billett, whose post office address is 237 Potomac Heights, 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 Poor Red's Limited.

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

(1) To engage in the business of operating restaurants including the sale of alcoholic beverages; 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 401 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John W. Billett, 237 Potomac Heights, 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, with par value of Ten ($10.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be at least three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: John W. Billett, Donna B. Billett, Charles R. Berry and Marie C. Berry.

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: (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 are 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 10th day of January, 1979, and I acknowledge the same to be my act.

WITNESS:

John W. Billett

352

ARTICLES OF INCORPORATION

OF

POOR RED'S LIMITED

738

approved and received for record by the State Department of Assessments and Taxation of Maryland January 11, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2435, folio 0414, 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 $ 5.00

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

JUN 18 11 52 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN Igop CLERK

A 80722

Received For Record June 18, 1979 at 11:53 o'clock am corporation liber 28

ARTICLES OF INCORPORATION

MEMORIAL SOCIETY OF THE TRI-STATE AREA, INC.

A NON-STOCK, NON-PROFIT CORPORATION

FIRST: We, the undersigned, Jone Thurmond, whose post office address is 1230 Mt. Aetna Road, Hagerstown, Maryland 21740; Roger Burtner, whose post office address is Route #1, Box 5, Keedysville, Maryland 21756; Roderick J. Wagner, whose post office address is 2740 Virginia Avenue, Williamsport, Maryland 21795; Dean Miller, whose post office address is 15 South Mulberry Street, Hagerstown, Maryland 21740; J. Russell Robinson, whose post office address is 120 West Washington Street, Hagerstown, Maryland 21740; Alice Shane, whose post office address is Harpers Ferry, West Virginia 25425; William D. Nofziger, whose post office address is King Street, Hagerstown, Maryland 21740; Robert H. Cordell, 190 Williamson Avenue, Greencastle, Pennsylvania 17225; and Harry T. Baxter, whose post office address is 812 Summit Avenue, 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 hereafter called the Corporation) is

MEMORIAL SOCIETY OF THE TRI-STATE AREA, 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 promote the dignity, simplicity and spiritual values of funeral rites and memorial services.

2. To reduce unjustifiable costs of burial, cremation and other fureral services.

3. To promote the opportunity for every person to predetermine the type of funeral or memorial service which that person desires.

4. To provide guidance to its members and to promote their interests in achieving the foregoing and other activities pertaining to the care, disposition or utilization of human remains.

5. 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.

6. 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 15 South Mulberry Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this state is Mrs. Jone Thurmond, 1230 Mt. Aetna Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of this state and actually resides therein.

FIFTH: This corporation shall have no capital stock. Any person, without regard to race, creed, or national origin, who is in sympathy with the purposes of the organization, and pays the prescribed enrollment fee, shall be eligible for membership.

SIXTH: The number of Directors of the Corporation shall be seven (7) which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than seven; 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 Jone Thurmond, Roger Burtner, Roderick J. Wagner, Dean Miller, J. Russell Robinson, Alice Shane, Harry T. Baxter, William D. Nofziger and Robert H. Cordell.

SEVENTH: The corporation has no authority to issue capital stock.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 20th day of December, 1978.

WITNESS:

J. Russell Robinson
as to all

Jone Thurmond (SEAL)

Roger Burtner (SEAL)
Roger Burtner

Roderick J. Wagner (SEAL)
Roderick J. Wagner

Dean M. Miller (SEAL)
Dean Miller

J. Russell Robinson (SEAL)
J. Russell Robinson

William D. Nofziger (SEAL)
William D. Nofziger

Robert H. Cordell (SEAL)
Robert H. Cordell

Alice Shane (SEAL)
Alice Shane

Harry T. Baxter (SEAL)
Harry T. Baxter

J. Russell Robinson
as to all

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

I HEREBY CERTIFY, That on this 20th day of December, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Jone Thurmond, Rogert Burtner, Roderick J. Wagner, Dean Miller, J. Russell Robinson, Alice Shane and Harry T. Baxter, 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.

Karen R. Luther
Notary Public

My Commission Expires:
July 1, 1982

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

I HEREBY CERTIFY, That on this 20th day of December, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared William D. Nofziger and Robert H. Cordell, 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.

Karen R. Luther
Notary Public

My Commission Expires:
July 1, 1982

356

ARTICLES OF INCORPORATION

OF

MEMORIAL SOCIETY OF THE TRI-STATE AREA, INC.

750

approved and received for record by the State Department of Assessments and Taxation of Maryland January 18, 1979 at 8:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2435, folio 1473, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5.00

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

JUN 18 11 52 AM '79

LIBER FOLIO

LAND

VAUGHN L. BAKER, CLERK

A 80910

ARTICLES OF INCORPORATION
OF
LEMUEL G. HALTERMAN, D.V.M., P.A.

ARTICLE ONE

The undersigned Lemuel G. Halterman, D.V.M., whose post office address is 362 Virginia Avenue, Hagerstown, Maryland, 21740, being at least twenty-one years of age, does hereby form a corporation under the general laws of the State of Maryland, including particularly the Professional Service Corporation Act.

ARTICLE TWO

The name of the Corporation, which is hereinafter called the Corporation, is LEMUEL G. HALTERMAN, D.V.M., P.A.

ARTICLE THREE

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

a) To engage in the general practice of veterinary medicine.

b) To invest its funds in real estate mortgages, stocks, bonds or any other type of investment, or to own real or personal property necessary for the rendering of the professional services specified above.

c) To do such acts and carry on such business as may be permitted by the Professional Service Corporation Act of the State of Maryland, subject to the limitations thereof.

ARTICLE FOUR

The post office address of the principal office of the Corporation

in Maryland is 362 Virginia Avenue, Hagerstown, Maryland, 21740, Washington County. The name and post office address of the resident agent of the Corporation in Maryland is Dr. Lemuel G. Halterman, 362 Virginia Avenue, Hagerstown, Maryland, 21740, Washington County. Said resident agent is a citizen of Maryland and actually resides therein.

ARTICLE FIVE

The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares without par value, all of one class.

ARTICLE SIX

The number of Directors of the Corporation shall be not less than one, which number may be increased pursuant to the Bylaws of the Corporation, but shall never be less than one; and the name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is Lemuel G. Halterman, D.V.M.

ARTICLE SEVEN

The following provisions restrict the Corporation and its shareholders in the sale, conversion and ownership of the stock of the Corporation:

a) Shares of stock of this Corporation may be owned only by persons duly licensed to practice veterinary medicine in the State of Maryland.

b) Shares of stock may not be sold by shareholders without giving a right of first refusal to the Corporation and to other shareholders.

c) Shares of stock may be voted only by duly licensed

veterinarians.

d) Notwithstanding the other provisions in these Articles, shares may be owned by an heir or the estate of a deceased shareholder for a reasonable period of time as is required to find a suitable purchaser of the shares of stock.

ARTICLE EIGHT

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 3rd day of January, 1979.

Lemuel G. Halterman D.V.M.
Lemuel G. Halterman, D.V.M.
Incorporator

WITNESS:
P. Dolan Ford
R. Elaine Kallmyer

STATE OF MARYLAND)
) SS.
COUNTY OF WASHINGTON)

I hereby certify that on the 3rd day of January, 1979, before me, the subscriber, a notary public of the State of Maryland, County of Washington, personally appeared Lemuel G. Halterman, D.V.M. and acknowledged the signing of the foregoing Articles of Incorporation to be his act.

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

My Commission Expires:
7-1-82

Lucille E. Shifler
Notary Public

360

ARTICLES OF INCORPORATION

OF

LEMUEL G. HALTERMAN, D.V.M., P.A.

750

approved and received for record by the State Department of Assessments and Taxation of Maryland January 17, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2435, folio 2087, 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 $ 5.00

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

A 81010

JUN 18 11 52 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

bt

2125

Received For Record June 18, 1979 at 11:53 o'clock am corporation liber 28

MTG INDUSTRIES, LTD.

ARTICLES OF INCORPORATION JUN 18-79 A 19105 ******5.00

FIRST: I, William C. Geist, Jr., whose post office address is 6 Orchard Place, Sykesville, Maryland 21784, being at least eighteen (18) years of age, do hereby form a corporation under and by virture of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

MTG INDUSTRIES, LTD.

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

1. To own and carry on the business of an Automative Specialty Shop.

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 1876 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is William C. Geist, Jr., whose post office address is 6 Orchard Place, Sykesville, Maryland 21784. 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 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: William C. Geist, Jr., Paul E. Miller, and Charles L. Texter.

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 Corporaton 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.

EIGHT: 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 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 8th day of January, 1972, and I acknowledge the same to my act.

WITNESS:

Muriel A. Day

William C. Geist, Jr. (SEAL)
William C. Geist, Jr.

365

756

ARTICLES OF INCORPORATION

OF

MTG INDUSTRIES, LTD.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 19, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2435, folio 2124 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5.00

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

A 81019

JUN 18 11 53 AM '79

LIBER ____ FOLIO ____

366

2401

Received For Record June 18, 1979 at 11:53 o'clock am corporation liber28

ARTICLES OF INCORPORATION

OF

W. J. TEACH & ASSOCIATES, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, William J. Teach, whose post office address is Rt. 1, Box 57B, Big Pool, Maryland 21711, being an adult, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, seek to form 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 W. J. TEACH & ASSOCIATES, INC.

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

(a) To survey, subdivide, plat, lay-out, improve and develop land for the purpose of sale or otherwise, and to do and perform all things necessary and lawful for the development and improvement of the same for residence, trade or business.

(b) To engage in a general engineering business and in the general practice of engineering in any or all of its branches, and in that capacity to make, conduct and supervise research, surveys and investigations into all matters and things in the fields of science, electronics and technology.

(c) To engage in any other lawful purpose and/or business; and 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 Rt. 1, Box 57B, Big Pool, Maryland 21711. The name and post office address of the Resident Agent of the Corporation in this State is William J. Teach, Rt. 1, Box 57B, Big Pool, Maryland 21711. 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.

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

Each stockholder shall offer to the Corporation or to the other stockholders, if any, of the Corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock at book value at the end of nearest tax year.

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:

(a) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(b) 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:

William J. Teach, Big Pool, Maryland 21711
Karen L. Teach, Big Pool, Maryland 21711
Daniel M. Sheedy, Boonsboro, Maryland 21713

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

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

(b) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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: (a) 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.

(b) 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.

(c) 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 16TH day of JANUARY, 1979, and I acknowledge the same to be my act.

WITNESS:

Joseph Chukla Jr. William J Leach

ARTICLES OF INCORPORATION

OF

W. J. TEACH & ASSOCIATES, INC.

759

approved and received for record by the State Department of Assessments and Taxation of Maryland January 22, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2435, folio 2400, 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 $ 5.00

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

A 81050

JUN 18 11 53 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

Received for Record June 18, 1979 at 11:53 o'clock am liber 88

18-79 A# 19107 ******5.00

ROYAL OAK PRINTS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Michael G. Day, whose post office address is 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virture of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

ROYAL OAK PRINTS, INC.

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

1. To own and carry on the business of creating and distributing limited edition prints.

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 10, 334-S Artisan Street, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation is Michael G. Day, whose post office address is 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be 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 name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: 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 Corporaton 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.

EIGHT: 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 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.

2429

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of January, 1979, and I acknowledge the same to my act.

WITNESS:

Debra J. Hesson

Michael G. Day
Michael G. Day

374

759

ARTICLES OF INCORPORATION

OF

ROYAL OAK PRINTS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 19, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2435, folio 2425, 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 $ 5.00

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

JUN 18 11 53 AM '79 A 81055

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

Received For Record June 18, 1979 at 11:53 O'clock am corporation liber 28

MIDTGAARD & ASSOCIATES, INC.

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

JUN 18 79 A 10108 *****5.0

Articles of Incorporation

1. Incorporators. The undersigned, Siguurd M. Midtgaard, whose post office address is 222 Summer Street, Hagerstown, Maryland, 21740, Barbara Ann Midtgaard, whose post office address is 222 Summer Street, Hagerstown, Maryland 21740, and Vernon D. Bowman, whose post office address is Route 1, Box 327, White Oak Road, 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 Midtgaard & Associates, 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 engage in, conduct and carry on the business of general contractors and builders for the purpose of building, erecting, installing, altering, repairing or doing any other work in connection with any and all classes of building construction and improvement, equipment and machinery, of every kind and nature whatsoever, including the building, rebuilding, alteration, maintenance, repairing or improvement of houses, factories, warehouses, buildings, works or erections of every kind and description whatsoever; and generally to do and perform any and all works as builder and contractor, general, mechanical, electrical, painting or interior decorating, and to that end, to solicit, obtain, make, perform and carry out contracts covering the building and construction business, home improvement business and the work connected therewith.

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 222 Summer Street, Hagerstown, Maryland 21740, in the County of Washington. The name and post office address of the resident agent of the Corporation in Maryland are Barbara Ann Midtgaard, 222 Summer Street, 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 ten thousand (10,000.00) shares with a par value of One ($1.00) Dollar per share.

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: Siguurd M. Midtgaard,, 222 Summer Street, Hagerstown, Maryland 21740, Barbara Ann Midtgaard, 222 Summer Street, Hagerstown, Maryland 21740, and Vernon D. Bowman, Route 1, Box 327, White Oak Road, 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: Siguurd M. Midtgaard
(2) Vice-President: Vernon D. Bowman
(3) Secretary-Treasurer: Barbara Ann Midtgaard

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 One Thousand ($1,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 19th day of January, 1979.

Siguurd M. Midtgaard (SEAL)
Siguurd M. Midtgaard

Barbara Ann Midtgaard (SEAL)
Barbara Ann Midtgaard

Vernon D. Bowman (SEAL)
Vernon D. Bowman

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

I HEREBY CERTIFY, That on this 19th day of January A.D., 1979, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Siguurd M. Midtgaard, Barbara Ann Midtgaard, and Vernon D. Bowman, 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 Steinmetz
Notary Public

My Commission Expires: 7/1/82

378

760

ARTICLES OF INCORPORATION

OF

MIDTGAARD & ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 22, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2435, folio 2482, 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 $ 5.00

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

JUN 18 11 53 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 81069

gcp

Received For recordd June 18, 1979 at 11:53 O'clock am liber 28

ARTICLES OF INCORPORATION

OF

SCHELLER FARMS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Rachel G. Scheller, whose postoffice address is 58 A. Main Street, Keedysville, Maryland, 21756; and Jean Scheller Hollyday, whose postoffice address is 3 Greenbriar Circle, Hagerstown, Maryland, 21740; and Elaine Geeting Strausner, whose postoffice address is Larch Lane, Middletown, Maryland, 21769, each being at least eighteen (18) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation is:

SCHELLER FARMS, INC.

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

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

(b) To buy or otherwise acquire real estate and to subdivide, plat and sell the same, improved or unimproved, and generally to buy, sell and deal in real and personal property of every kind and description in such manner and upon such terms as the Board of Directors may determine; to act as trustee in every kind of fiduciary capacity, and generally to do all things necessary or convenient which are incident to or connected with the general business above mentioned, which a natural person would or might do.

(c) To develop real estate for both residential, business, commercial and industrial purposes, to construct and build streets, curbing, sidewalks, water and sewer mains, and sewer and water facilities of every nature and description; to grant and convey and acquire real estate and to give and acquire mortgages, notes and other obligations of every

nature and description'

(d) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, businesses, contracts, goodwill, franchise, and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

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

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

(g) To carry out all or any part of the aforesaid

purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries, and to engage in any other lawful purposes and business.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 3 Greenbriar Circle, Hagers town, Maryland 21740. The Resident Agent of the Corporation is Jean S. Hollyday, whose postoffice address is 3 Greenbriar Circle, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of directors of the Corporation shall be not less than three (3) nor more than five (5); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Rachel G. Scheller, Jean S. Hollyday, and Elaine G. Strausner.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares of the par value of One Hundred ($100.00) Dollars each, all of which shares are of one class and are designated as common stock. The aggregate value of all shares having a par value of Five Hundred Thousand ($500,000.00) Dollars.

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

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

(b) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the

stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options subscribed for, purchased or otherwise acquire such shares.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 2nd day of January, and we acknowledge the same to be our act.

WITNESS:

Nancy A. Crampton

Rachel G. Scheller
Rachel G.Scheller

Jean S. Hollyday
Jean S. Hollyday

Elaine G. Strausner
Elaine G.Strausner

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 2nd day of January, 1979, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Rachel G. Scheller, Jean S. Hollyday and Elaine G. Strausner and acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Official Notarial Seal.

NANCY A. CRAMPTON NOTARY PUBLIC WASHINGTON COUNTY

My Commission Expires:
7/1/82

Nancy A. Crampton
Notary Public

384

ARTICLES OF INCORPORATION

OF

SCHELLER FARMS, INC.

770

approved and received for record by the State Department of Assessments and Taxation of Maryland January 16, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2435, folio 2759, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 100.00 Recording fee paid $ 20.00 Special Fee paid $ 5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded 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 18 11 53 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 81097

bt

Received For Record June 18, 1979 at11:53 O'clock am corporation liber 28 03352

ARTICLES OF INCORPORATION

OF

RUPERT, INC.

THIS IS TO CERTIFY:

FIRST: The undersigned, Sydney L. Machat, whose post office address is P. O. Box 247, Keedysville, Washington County, Maryland, 21756, and Rupert Cuneen, whose post office address is P. O. Box 276, Williamsport, Washington County, Maryland, 21795, each being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation, (hereinafter called the Corporation) is Rupert, Inc.

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

(a) To engage in the purchase, sale and development of real estate;

(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

KAYLOR, SPENCE & WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation;

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

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

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

KAYLOR, SPENCE
& WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in any or all 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 post office address of the principal office of the Corporation in Maryland is P. O. Box 73 , Boonsboro, Washington County, Maryland, 21713. The name and post office address of the resident agent of the Corporation in Maryland is: Sydney L. Machat, P. O. Box 73 , Boonsboro, Washington County, Maryland, 21713. 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 10,000 shares of the par value of $10.00 a share, all of one class, and having an aggregate par value of $100,000.00.

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

KAYLOR, SPENCE
& WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

are: Sydney L. Machat, Joycelyn B. Machat, and Rupert Cuneen.

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

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

03357

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 26th day of December, 1978.

WITNESS:

Gloria S. Moore — Sydney L. Machat (SEAL)

Joann Pickett — Rupert Cuneen (SEAL)

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

I HEREBY CERTIFY, that on this 26th day of December, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Sydney L. Machat and did acknowledge the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

My Commission expires:
7/1/82

Gloria S. Moore
Notary Public

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

I HEREBY CERTIFY, that on this 21 day of December, 1978, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Rupert Cuneen and did acknowledge the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

My Commission expires:
7/1/82

Joann Pickett
Notary Public

JO ANN PICKETT
NOTARY PUBLIC
WASHINGTON CO., MARYLAND

KAYLOR, SPENCE & WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

391

774

ARTICLES OF INCORPORATION

OF

RUPERT, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 25, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2435, folio 033511, 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 $ 5.50

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

MARYLAND
COUNTY
RECORD

53 AM '79

LAND
VAUGHN J. BAKER, CLERK

A 81178

bt

392

Received For Record June 18, 1979 at 11:53 o'clock am
Corporation Liber 28

JUN 18-79 A 1911 639 ******2.00

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 Michael Stannert, Esq. c/o 100 N. Market Street, Frederick, Maryland 21701 which said Articles of Transfer were duly approved by said Department on August 11, 1978 and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is WEIL BROTHERS, INC. (A MD. CORP.)

the name of the transferee is PHOENIX, INC. (A MD. CORP.)

(b) The location of the principal office of the transferee is P. O. Box 676, Frederick, Maryland 21701

(c) The Articles of Transfer are dated August 10, 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 August 11, 1978 at 11:00 A. M.

Recorded for record June 18, 1979 at 11:53 O'clock am liber 26

CHANGE OF RESIDENT AGENT
FOR
TRAVEL PLANS, INC.

Resolved, by the Directors and Officers of Travel Plans, Inc., a Maryland Corporation, that Ralph H. France, II, Esquire, 81 West Washington Street, Hagerstown, Maryland 21740, be and he hereby is appointed resident agent of Travel Plans, Inc., in compliance with Section 2-108, Corporations and Associations, Annotated Code of Maryland, and the three Directors execute on behalf of the corporation, and under its corporate seal, the requisite and proper certficate of appointment and cause the same to be filed in the Office of the State Department of Assessments and Taxation, Baltimore, Maryland.

Be it further resolved, that the appointment of the present resident agent of this Corporation, namely, Sue Ellen Schlotterbeck, 41 McKee Avenue, Hagerstown, Maryland 21740, is hereby revoked as of this date.

We, Ralph H. France, II, Bonnie K. Diehl and Carol B. France, Directors of Travel Plans, Inc., a corporation duly organized and existing under the laws of the State of Maryland, hereby certify that the foregoing is a true and correct copy of the resolution duly and legally adopted by the Directors of said corporation at a meeting held on January 2, 1979, at 81 West Washington Street, Hagerstown, Washington County, Maryland.

WITNESS our hands and seals this 2nd day of January, 1979.

Ralph H. France II
Ralph H. France, II

SEAL

Bonnie K. Diehl
Bonnie K. Diehl

Carol B. France
Carol B. France

I. Ralph H. France, II, Esquire, 81 West WAshington Street, Hagerstown, Washington County, Maryland, do hereby certify that I am a citizen of the State of Maryland, and that I have accepted appointment as resident agent for Travel Plans, Inc., a corporation, and have agreed to comply with Section 2-108, Corporations and Associations, Annotated Code of Maryland.

WITNESS:

Kelly L. Dandu

Ralph H. France II
Ralph H. France, II
81 West Washington Street
Hagerstown, Maryland 21740
Telephone: 797-0100

394

NOTICE OF CHANGE OF RESIDENT AGENT &
AGENT'S ADDRESS

OF

TRAVEL PLANS, INC.

695

received for record January 9, 1979 , at 8:30 A. M.
and recorded on Film No. 2434 2 Frame No. 1153 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 № 16890

Special Fee Paid	$5.00
Recording Fee Paid	$3.00
Total	$8.00

.50
.75

Mr. Clerk Mail to: Ralph H. France, II
81 West Washington Street
Hagerstown, Maryland 21740

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JUN 18 11 53 AM '79
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. ROKER, CLERK

rmc

Received For Record June 21, 1979 at 11:27 O'clock am corp liber 28 395

01589

JUN 21 '79 AM 19554 ******8.50

ARTICLES OF INCORPORATION

OF

HORN CORPORATION

THIS IS TO CERTIFY:

FIRST: That I, WALTER R. STONE, whose post office address is 7th Floor, IBM Building, 100 East Pratt Street, Baltimore, Maryland 21202, of the age of majority, 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 HORN CORPORATION.

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

(A) Primarily, to purchase, own, and hold the stock of other corporations, and to do every act and thing covered generally by the denomination "holding corporation", and especially to direct the operations of other corporations through the ownership of stock therein; to purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, create security interests in, pledge, or otherwise dispose of shares or voting trust certificates for shares of the capital stock, or any bonds, notes, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or district or country, nation, or government and also bonds or evidences of

indebtedness of the United States or of any state, district, territory, dependency, or country or subdivision or municipality thereof; to issue in exchange therefor shares of the capital stock, bonds, notes, or other obligations of the Corporation and while the owner thereof to exercise all the rights, powers, and privileges of ownership including the right to vote on any shares of stock or voting trust certificates so owned; to promote, lend money to, and guarantee the dividends, stocks, bonds, notes, evidences of indebtedness, contracts, or other obligations of, and otherwise aid in any manner which shall be lawful, any corporation or association of which any bonds, stocks, voting trust certificates, or other securities or evidences of indebtedness shall be held by or for this Corporation, or in which, or in the welfare of which, this Corporation shall have any interest, and to do any acts and things permitted by law and designed to protect, preserve, improve, or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness or the property of this Corporation.

(B) To carry on any and all other business or businesses permitted by the laws of the State of Maryland to be carried on by a domestic corporation; and in pursuance of any and all businesses, whether or not specifically described in these Articles, to exercise and enjoy any and all powers, privileges, purposes and objects granted business corporations under 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, or 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 corporation 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 330 West Oak Ridge Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is George F. Horn, Jr., 330 West Oak Ridge Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual residing in the State of Maryland.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is 154,000 shares divided into 4,000 shares of Non-Cumulative Preferred Stock of the par value of $100.00 each; 50,000 shares of Class A Common Stock of the par value of $10.00 each; and 100,000 shares of Class B Common Stock of the par value of $10.00 each. The aggregate par value of all shares having par value of all classes is One Million Nine Hundred Thousand Dollars ($1,900,000.00).

A description of each class with the preferences, conversion, and other rights, voting preferences, conversion and other rights, voting powers, limitations as to dividends, restrictions, and qualifications of each class is as follows:

NON-CUMULATIVE CONVERTIBLE PREFERRED STOCK

(a) Dividends. The holders of non-cumulative convertible preferred shares, in preference and priority to the holders of common stock, shall be entitled to receive, when and as declared by the Board of Directors, non-cumulative dividends at the rate of Six Dollars ($6.00) a share per year, and no more, payable to shareholders of record at the close of business on such date preceding the payment thereof as may be fixed by the Board of Directors on declaring any such dividend. Such dividend shall not be cumulative and the holders of non-cumulative convertible preferred shares shall have no right to such dividend even though the Corporation has funds legally available for the payment of dividends unless the same shall have been declared by the Board of Directors, but such dividend shall be paid or declared and set apart for payment in any year before dividends for such year are declared and paid on the common shares.

(b) Preferences Upon Liquidation, etc. In the event of liquidation, dissolution, or winding up of the Corporation (whether voluntary or involuntary) the holders of the issued and outstanding Non-Cumulative Convertible Preferred Stock shall be entitled to receive out of the assets before any distribution to the holders of any other class of stock a sum equal to One Hundred Dollars ($100.00) for each such share plus all accumulated and unpaid dividends thereon.

A consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up within the meaning of this subparagraph.

(c) Voting Rights. Except as may be herein provided, or otherwise provided by law, the holders of the Non-Cumulative Convertible Preferred Stock shall not be entitled to vote under any circumstances, or in connection with any action taken by the Corporation.

(d) Redemption. Except as hereinafter provided, at the option of the Board of Directors, the whole or any part of the Non-Cumulative Convertible Preferred Stock outstanding at any time may be offered for redemption at any time on a non-pro rata basis on any of the respective dates

fixed for the payment of dividends thereon at the redemption price per share of One Hundred Dollars ($100.00), together with all unpaid dividends accrued thereon to the date of redemption.

The holders of record of the Non-Cumulative Convertible Preferred Stock shall be given at least thirty (30) days written notice of said offer to redeem prior to the effective date of such redemption. Each of the holders of record of the Non-Cumulative Convertible Preferred Stock shall have the option within fifteen (15) days from the date of the sending of such written notice of converting all or a portion of said holder's Non-Cumulative Convertible Preferred Stock into Class B Comon Stock in accordance with the terms of succeeding subparagraph (e) hereof, provided said holder shall at that time be entitled to exercise said conversion privilege. In the event such holder of record elects to exercise the aforementioned conversion privilege, said holder's shares of Non-Cumulative Convertible Preferred Stock to be converted pursuant to the exercise of said option shall be so converted into Class B Common Stock and only the remainder of said holder's Non-Cumulative Convertible Preferred Stock shall be subject to the offer of redemption herein provided. Upon the effective date of the redemption, all of the remaining Non-Cumulative Convertible Preferred Stock which is then subject to the offer of redemption shall be so redeemed by the Corporation. In the event that less than all of the outstanding Non-Cumulative Convertible Preferred Stock is subject to the offer of redemption, the redemption may be effected either by lot or pro rata, except as provided above as to the right to have the Non-Cumulative Convertible Preferred Stock converted into Class B Common Stock, in such manner as may be prescribed by resolution of the Board of Directors. After any of the outstanding Non-Cumulative Convertible Preferred Stock shall have been called for redemption, all rights for conversion to Class B Common Stock as set forth above having expired, with the holders thereof having been duly notified and the funds necessary to effect such redemption have been set aside by the Board of Directors, the holders thereof shall have no further rights as Stockholders of the Corporation as to the shares so redeemed but shall be entitled only upon presentation of the certificates properly endorsed to receive the redemption value thereof, as above set forth. Notice of redemption shall be deemed to have been given when addressed to such Non-Cumulative Convertible Preferred Stockholders at their addresses recorded on the books of the Corporation and deposited in the United States Mail.

(e) Conversion

(1) Conversion Privilege. Each Non-Cumulative Convertible Preferred share shall be convertible at the

option of the holder thereof at any time after the date specified in subparagraph (5) below; provided such date be on or before fifteen (15) days from the date, if any, fixed for the redemption of such shares as provided in the preceding subparagraph (d), upon surrender to the Corporation of the certificates for the shares to be converted into fully paid and nonassessable Class B common shares of the Corporation at the following conversion rate:

The conversion rate shall be based upon the book value of each share of Class B Common Stock as shown on the then most recent Balance Sheet of the Corporation prepared by the Corporation's regular accountants in accordance with generally accepted accounting principles; provided, however, in no event shall said Balance Sheet be dated earlier than the date on which the last fiscal year of the Corporation ended. After the book value of each share of Class B Common Stock has been determined, in the event the book value per share is less than One Hundred Dollars ($100.00), the sum of One Hundred Dollars ($100.00) plus the amount of all unpaid dividends accrued on said share of Non-Cumulative Convertible Preferred shall be divided by the amount of said book value per share and the resulting quotient shall represent the number of shares of Class B Common Stock to be received for each share of Non-Cumulative Convertible Preferred Stock to be surrendered. In the event the book value per share is greater than One Hundred Dollars ($100.00), the amount of said book value per share shall be divided by the sum of One Hundred Dollars ($100.00) plus the amount of all unpaid dividends accrued on said share of Non-Cumulative Convertible Preferred Stock and the resulting quotient shall represent the number of shares of Class B Common Stock to be received for each share of Non-Cumulative Convertible Preferred Stock to be surrendered.

The Non-Cumulative Convertible Preferred shares so exchanged and converted shall not be reissued by the Corporation.

(2) Conversion Rate Adjustment. The conversion rate shall be subject to adjustment from time to time, so as to preserve to the holders of the Non-Cumulative Convertible Preferred Stock their conversion rights substantially without diminution on the occurrence of any of the following events:

(a) The Corporation subdivides the outstanding Class B Common shares into a greater number of shares;

(b) The Corporation reduces the outstanding Class B Common shares into a smaller number of shares;

(c) The Corporation changes the outstanding Class B Common shares into the same or a given number of shares of any other class or classes of shares;

(d) The Corporation declares on or in respect of the Class B Common shares a dividend payable in shares or other securities of the Corporation;

(e) The Corporation offers to the holders of Class B Common shares any rights to subscribe for Class B Common shares or other securities of the Corporation;

(f) A recapitalization or any other type of reclassification of the Corporation takes place affecting said Class B Common shares; or

(g) Any other action is taken by the Corporation affecting the number of outstanding Class B Common shares or which, in the opinion of the Board of Directors, would affect materially and adversely the conversion rights of the holders of the Non-Cumulative Convertible Preferred Stock.

The Corporation shall at all times reserve and keep available out of its authorized but unissued Class B Common shares the full number of Class B Common shares deliverable upon the conversion of all preferred shares from time to time outstanding.

(3) Merger. In the event the Corporation at any time while any of the Non-Cumulative Convertible Preferred shares are outstanding shall be consolidated with or merged into any other corporation or corporations, or shall sell or lease all or substantially all of its property and business as an entirety, lawful provision shall be made as part of the terms of such consolidation, merger, sale, or lease that the holder of any Non-Cumulative Convertible Preferred shares may thereafter receive in lieu of such Class B Common shares otherwise issuable to said holder upon conversion of the Non-Cumulative Convertible Preferred shares of said holder, but at the conversion rate which would otherwise be in effect at the time of conversion as hereinbefore provided, the same

kind and amount of securities or assets as may be issuable, distributable, or payable upon such consolidation, merger, sale, or lease, with respect to said Class B Common shares of the Corporation.

(4) Fractional Shares. The Corporation shall not issue fractional shares in satisfaction of the conversion privilege of the Non-Cumulative Convertible Preferred shares but, in lieu of fractional shares, the Corporation at its option may make a cash settlement in respect thereof on the basis of the conversion price of the Class B Common shares on the date of conversion, or may issue scrip certificates exchangeable together with other such scrip certificates aggregating one or more full shares for certificates representing such full share or shares. Until the exchange thereof for certificates representing full Class B Common shares, the holder of any such scrip certificates shall not be entitled to receive dividends thereon or to have any other rights by virtue thereof as a holder of Class B Common shares of the Corporation, except such rights, if any, as the Board of Directors may in its discretion determine in the event of dissolution of the Corporation.

(5) Earliest Date Upon Which Conversion Privilege May Be Exercised. The conversion privilege may not be exercised by a holder of Non-Cumulative Convertible Preferred Stock until the earlier of:

a) The date which is thirty-seven (37) months from the date of the original issuance of said shares; or

b) The date of the death of the original holder of said shares.

COMMON STOCK

(a) Dividends. Subject to the foregoing provisions, dividends may be declared on outstanding Class A shares and Class B shares out of any assets at the time legally available therefor. Any dividends so declared shall be distributed among and paid to the holders of the outstanding Class A shares and Class B shares without distinction according to their respective shares.

(b) Voting Rights. Except as may be herein provided, the holders of Class A shares shall have and possess the exclusive voting rights and powers, and the holders of Class B shares shall not be entitled to notice of Shareholders' Meetings, or to vote upon the election of

directors or upon any questions affecting the management or affairs of the Corporation, except where such notice or vote is required by law or by the provisions set forth herein.

GENERAL

PREEMPTIVE RIGHT. No holder of shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or receive any part of any new or additional shares of any class, whether now or hereafter authorized, or of bonds, debentures, or other evidences of indebtedness convertible into or exchangeable for shares, but all such new or additional shares of any class, or bonds, debentures, or other evidences of indebtedness convertible into or exchangeable for shares, may be issued and disposed of by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and the By-Laws of the Corporation, and to such person or persons as the Board of Directors in their absolute discretion may deem advisable.

SIXTH: The Corporation shall be managed by a Board of Directors of not less than three (3) nor more than ten (10) directors, and GEORGE F. HORN, JR., ROBERT D. HORN, and BETTY P. STUBITS shall act as directors until the first annual meeting, or until their successors are duly chosen and qualify. Said directors may, by a majority vote, increase or decrease the number of directors at the first meeting of the Board or at any subsequent meeting, to such number not less than three (3) nor more ten (10) as they may from time to time deem necessary or advisable.

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 the full power, without the necessity of seeking stockholder approval,

to adopt By-Laws and to enter into agreements to indemnify officers and directors, to the full extent permitted by law of the State of Maryland, against the expense of defending any actions or suits or any and all other expenses which are permissible subjects of indemnification on the part of the Corporation, its employees, directors, officers, and agents.

(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 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 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 may deem expedient.

(D) The Board of Directors shall have power, subject to any limitations or specific 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 time and prices of redemption of, and the conversion rights of, such shares.

EIGHTH: The Corporation shall indemnify its directors, officers, employees, and agents to the maximum extent possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the

Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to indemnify such directors, officers, employees, and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 12th day of March, 1979.

WITNESS:

Catherine Papathakis

Walter R. Stone

Walter R. Stone

ARTICLES OF INCORPORATION

OF

HORN CORPORATION

949

approved and received for record by the State Department of Assessments and Taxation of Maryland March 12, 1979 at 3:00 o'clock A M. as in conformity with law and ordered recorded.

13

Recorded in Liber 2439, folio 01588 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 290.00 Recording fee paid $ 34.00 Special Fee paid $ 8.50

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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
A 82688
JUN 21 10 39 AM '79
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

bt

408

01555

Received For Record June 21, 1979 at 11:27 O'clock am corp liber 28

WASHINGTON COUNTY ASSOCIATION

FOR RETARDED CHILDREN, INC.

ARTICLES OF AMENDMENT

JUN 21 79 A 19561 ******5.00

Washington County Association for Retarded Children, Inc., a Maryland corporation, having its principal office in Hagerstown, Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the Department of Assessment and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Washington County Association for Retarded Children, Inc., in Paragraph SECOND of the Articles of Incorporation (or Certificate of Corporation) and inserting in lieu thereof the following: Washington County Association for Retarded Citizens, Inc.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on the 13th day of November, 1978, adopted a resolution in which was set forth the foregoing amendment of the charter was advisable and directing that it be submitted for action thereon at a meeting of the members of the Corporation to be held on the 15th day of January, 1979.

THIRD: Notice setting forth the amendment of the charter and stating that the purpose of the meeting of the members would be to take action thereon, was given as required by law, to all members entitled to vote thereon.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the members of the Corporation by the affirmative vote of two-thirds of the members.

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

IN WITNESS WHEREOF, Washington County Association for Retarded Children, 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 22nd day of January, 1979.

Attest to Signature and Corporate Seal:

WASHINGTON COUNTY ASSOCIATION FOR RETARDED CHILDREN, INC.

Patsy I. Boward
Secretary

By: William Justice
William Justice
President

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 22nd day of January, A.D., 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William Justice, President of Washington County Association for Retarded Children, 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 Patsy I. Boward and made oath in due form of law that Patsy I. Boward was Secretary of the meeting of the members of said corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in the said Articles of Amendment are true to the best of their knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

R R Shumaker
Notary Public

My Commission Expires:
July 1 1982

R. SHUMAKER NOTARY PUBLIC WASHINGTON CO. MD.

410

902

ARTICLES OF AMENDMENT

OF

WASHINGTON COUNTY ASSOCIATION FOR RETARDED CHILDREN, INC.

Changing its name to:

WASHINGTON COUNTY ASSOCIATION FOR RETARDED CITIZENS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 26, 1979 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2438, folio 01554, 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 $ 5.00

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 ·

A 82227

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 21 11 27 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. HAFER, CLERK

Received For Record June 21, 1979 at 11:27 o'clock am corporation liber 28

ARTICLES OF INCORPORATION

OF

FELFOOT FARM, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Austin A. Flook, whose post office address is Route 1, Keedysville, Maryland 21756; JoAnne M. Flook, whose post office address is Route 1, Keedysville, Maryland 21756; and F. Groveine Robinson, whose post office address is Route 1, Hagerstown, Maryland 21740, all being at least twenty-one hears 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 FELFOOT FARM, INC.

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

(a) To carry on the business of farming, dairying, truck and market gardening, and of producing, merchandising, manufacturing and preserving all kinds of farm, dairy, fruit, vegetable and garden products.

(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.

KAYLOR, SPENCE & WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

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

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

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

KAYLOR, SPENCE
& WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

foreign country; and while the owner of 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, pwers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(g) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance 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.

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

KAYLOR, SPENCE
& WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

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

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other 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 1, Keedysville, Maryland. The resident agent of the Corporation is Austin A. Flook, whose post office address is Route 1, Keedysville, Maryland 21756. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares 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 Five Hundred Thousand ($500,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased pursuant to the by-laws of the Corporation but shall never be less than three; the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Austin A. Flook, JoAnne M. Flook, and F. Groveine Robinson.

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 form 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 affacted 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 corproation; any directors individually, or any firm of which any

KAYLOR, SPENCE
& WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

(d) 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, we have signed these Articles of Incorporation this 23rd day of February, 1979.

Witness:

Gloria S Moore — Austin A. Flook
Austin A. Flook

Gloria S Moore — JoAnne M. Flook
JoAnne M. Flook

Gloria S Moore — F. Groveine Robinson
F. Groveine Robinson

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 23rd day of February, 197 , before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared

KAYLOR, SPENCE & WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

Austin A. Flook, JoAnne M. Flook and F. Groveine Robinson and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

My commission expires:
7/1/82

Notary Public

KAYLOR, SPENCE
& WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

925

ARTICLES OF INCORPORATION

OF

FELFOOT FARM, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 7, 1979 at 10:00 o'clock AM. as in conformity with law and ordered recorded.

9

Recorded in Liber 2438, folio 02982, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 100.00 Recording fee paid $ 26.00 Special Fee paid $ 6.50

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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JUN 21 11 27 AM '79
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JUN 21 11 27 AM '79
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 82415

Received For Record June 21, 1979 at 11:27 O'clock am corp. liber 28

ARTICLES OF INCORPORATION

OF

JUN 21 79 A$ 19556 ********6.00

CUSTOM SECURITY SERVICES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Russell Leroy Rhinehart, whose post office address is Route #3, Box 43, Downsville Pike, Hagerstown, Maryland, Carolyn Evelyn Rhinehart, whose post office address is Route #3, Box 43, Downsville Pike, Hagerstown, Maryland, and Barbara Jordan, whose post office address is Route #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 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: Custom Security Services, 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 manufacture, assemble, buy, distribute, sell, instal, and deal generally in and with all and every variety of product, device, system, and plan for the suppression or prevention of burglary, theft, robbery, and other criminal acts; to develop generally devices and systems for the suppression of criminal activity and the apprehension of criminals; to patent or otherwise legally protect and exploit new designs and ideas in such fields; and to undertake all other lawful activities necessary or appropriate to such endeavors.

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: Custom Security Systems, Inc., Route #3, Box 43, Downsville Pike, Hagerstown, Maryland. The resident agent of the corporation is Ralph H. France, II, 81 West Washington Street, Hagerstown, Maryland.

FIFTH: The total number of share which the Corporation has the authority to issue is 10,000 shares with the par value of $10.00 per share, all of which share 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 seven, but not less than three, directors; and Russell Leroy Rhinehart, Carolyn Evelyn Rhinehart and Barbara Jordan 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 By-Laws of the Corporation.

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

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the share 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 24th day of February, 1979.

WITNESS:

Vicki L. Grimm
as to Russell Leroy Rhinehart

Russell L. Rhinehart
Russell Leroy Rhinehart

Vicki L. Grimm
as to Carolyn Evelyn Rhinehart

Carolyn E. Rhinehart
Carolyn Evelyn Rhinehart

Vicki L. Grimm
as to Barbara Jordan

Barbara Jordan
Barbara Jordan

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 24th day of February, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell Leroy Rhinehart, Carolyn Evelyn Rhinehart and Barbara Jordan, and each acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my Hand and Official Notarial Seal.

VICKI L. GRIMM NOTARY PUBLIC WASHINGTON CO.

My Commission Expires:
July 1, 1982

Vicki L. Grimm
Notary Public

427

928

ARTICLES OF INCORPORATION

OF

CUSTOM SECURITY SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 8, 1979 at 10:00 o'clock A.M. as in conformity with law and ordered recorded.

8

Recorded in Liber 2439, folio 00281, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 24.00 Special Fee paid $ 6.00

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

JUN 21 11 27 AM '79

LIBER ____ FOLIO ____

A 82517

428

WRS:cmp 2/26/79

Received For Record June 21, 1979 at 11:27 O'clock am corporation
liber 28 01586

HORN CORPORATION

JUN 21 79 A 19555 ******5.00

ARTICLES OF AMENDMENT
CHANGING NAME OF CORPORATION

Resident
NO

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

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

> SECOND: The name of the corporation (which is hereinafter called the "Corporation") is HORN MECHANICAL AND ELECTRICAL, INC.

SECOND: The Directors of the Corporation, a Maryland corporation, by an Informal Action and Consent dated the 5th day of February, 1979, adopted a resolution in which was set forth the foregoing Amendment to the Charter, declaring that the said amendment of the Charter was advisable.

THIRD: An Informal Action and Consent dated the 6th day of February, 1979, was signed by all of the shareholders of the Corporation, which Informal Action and Consent approved the amendment of the Charter of the Corporation as hereinabove set forth.

IN WITNESS WHEREOF, HORN CORPORATION has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on the 8th day of March, 1979.

ATTEST:

HORN CORPORATION

Betty P. Stubits,
Secretary

By George F. Horn, Jr.,
President

01587

STATE OF MARYLAND, BALTIMORE ~~CITY~~ County, SS:

I HEREBY CERTIFY that on this 8th day of March, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore ~~City~~ County aforesaid, personally appeared GEORGE F. HORN, JR., President of HORN CORPORATION, a Maryland corporation, and in the name and behalf of the Corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and, at the same time, personally appeared BETTY P. STUBITS and made oath in due form of law that she is the Secretary of HORN CORPORATION and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information, and belief.

AS WITNESS my hand and Notarial Seal this 8th day of March, 1979.

Ruby J. Cooper
Notary Public

My commission e xpires:
7/1/82

430

ARTICLES OF AMENDMENT

OF

HORN CORPORATION

Changing its name to:

HORN MECHANICAL AND ELECTRICAL, INC.

949

approved and received for record by the State Department of Assessments and Taxation of Maryland March 12, 1979 at 2:00 o'clock p M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2439, folio 01585 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 $ 5.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
JUN 21 11 27 AM '79
LIBER ____ FOLIO ____
LAND ☐
CHG / TRANS. 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 ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 82687

bt

Received For Record June 21, 1979 at 11:27 O'clock am corporation liber 28 431
00897

ARTICLES OF INCORPORATION

OF

HELPLINE OF WASHINGTON COUNTY, INC.

JUN 21-79 A.E. 19562 ******5.00

FIRST: We, the undersigned Hazel S. Chilcote, whose post office address is 43 Wayside Avenue, Hagerstown, Maryland 21740, Joseph P. Sacchet, whose post office address is 37 Mealy Parkway, Hagerstown, Maryland 21740, and Kenneth C. Stewart, whose post office address is 328 Englewood Road, Hagerstown, Maryland 21740, all being over eighteen (18) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form a non-stock charitable corporation by the execution and filing of these Articles of Incorporation.

SECOND: The name of the corporation, hereinafter referred to as the "Corporation", is

HELPLINE OF WASHINGTON COUNTY, INC.

THIRD: The Corporation is formed as a non-profit, charitable organization for the purpose of providing the following services to the Washington County, Maryland area:

(a) To operate as a telephone listening and referral service.

(b) To provide training in active listening and other communication skills to prepare individuals to serve the Corporation.

(c) To provide training in active listening and other communication skills for other groups in the community.

(d) To accept and receive from Federal, State, County, Municipal and/or other governmental sources grants of monies or other aid and assistance, and to receive from persons, firms or corporations property, real and personal, monies, securities and other items of value by gift, bequest or otherwise, for the purpose and for the furtherance of the programs for which the Corporation is organized.

(e) To own, hold, manage, invest, sell, convey, mortgage and otherwise dispose of any property of the Corporation, real and personal, and reinvest from time to time the assets of the Corporation and to use and apply the net income and the principal of all of such property in such manner and at such time as the Corporation may deem best for the support and benefit or furtherance of the activities or programs of the Corporation.

(f) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon corporations by the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is P. O. Box 10, Funkstown, Maryland 21734. The resident agent of the Corporation in this State is Hazel S. Chilcote, whose post office address is 43 Wayside Avenue, Hagerstown, Maryland 21740. Said resident

agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock nor any membership certificate.

SIXTH: (a) The affairs of the Corporation shall be managed by a Board of Directors, the number of which shall initially be nine (9), all being at least eighteen (18) years of age. The following four (4) persons shall be Directors until the first Annual General Membership Meeting or until their successors are duly chosen and qualified:

Charles F. Andrews

Jacob B. Berkson

Jon P. Galley

David A. MacLeod

Members of the Executive Committee of the Corporation shall also serve on the Board of Directors. The following five (5) persons, presently constituting the Executive Committee, shall serve as Directors until their successors are duly chosen and qualified according to the By-Laws of the Corporation governing election of Officers to serve on the Executive Committee:

Barbara L. Jones

A. Joann Miller

Barbara A. Murphy

Marie K. Potter

Joseph P. Sacchet

Members of the Board of Directors, except those members on the Executive Committee, shall be chosen annually by a majority vote of all members of the Corporation in active status as defined

in the By-Laws of the Corporation. The number of Directors may be increased or decreased by a majority vote of all members of the Corporation in active status, as defined in the By-Laws of the Corporation, but shall never be less than three (3).

(b) The qualifications, tenure, powers, duties and responsibilities of said Board shall be established from time to time by the By-Laws of the Corporation.

SEVENTH: Anything herein contained to the contrary notwithstanding, the powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) The Corporation is organized and at all times hereafter shall be operated exclusively for charitable purposes in conformity with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954.

(b) In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic or foreign corporations or associations having a similar or analogous character or purpose; provided, however, that any such transferee or transferees shall qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, and its Regulations as they now exist or as they may hereafter be amended.

EIGHTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of the members of the Corporation in active status, as defined in the

Corporation's By-Laws, any amendments to these Articles which may now or hereafter be authorized by law.

NINTH: The duration of the Corporation shall be perpetual

IN WITNESS WHEREOF, we have signed these Articles of Incorporation as of this 7th day of February, A.D., 1979.

WITNESS:

Paula A. Blickenstaff AS OF Hazel S. Chilcote
Hazel S. Chilcote

Linda Shawalter AS OF Joseph P. Sacchet
Joseph P. Sacchet

Mary Jean Collarott AS OF Kenneth C. Stewart
Kenneth C. Stewart

State of MARYLAND)
)
County of WASHINGTON)

I hereby certify that on this 23 day of February, 1979, before the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Hazel S. Chilcote, Joseph P. Sacchet and Kenneth C. Stewart and acknowledged the foregoing Articles of Incorporation to be their respective act.

Linda M. Rohrer

My commission expires 7-1-82.

436

ARTICLES OF INCORPORATION

OF

HELPLINE OF WASHINGTON COUNTY, INC.

893

approved and received for record by the State Department of Assessments and Taxation of Maryland February 26, 1979 at 12:00 o'clock Noon M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2438, folio 00896 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 $ 5.00

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 S. Timmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
MAR 21 11 27 AM '79
LIBER ___ FOLIO ___
LAND ☐ gcp ☐
VAUGHN L. BAKER, CLERK

A 82137

Received For Record June 21, 1979 at 11:27 O'clock am corporation lib er 28

ARTICLES OF INCORPORATION

OF

WILLIAMSPORT ASSEMBLY OF GOD, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Roger Jordan, whose post office address is Route #1, Box 228, Williamsport, Maryland 21795, Robert Bowers, whose post office address is P. O. Box 173, Mercersburg, Pennsylvania 17236, George Rhodes, whose post office address is Route #3, Box 233, Williamsport, Maryland 21795, Gerald Rhodes, whose post office address is Route #3, Box 234, Williamsport, Maryland 21795, Earl Melott , whose post office address is Route #3, Box 280, Williamsport, Maryland 21795, and Donald Ruse, whose post office address is Route #1, Box 231, Williamsport, Maryland 21795, each 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 church corporations, associate ourselves as trustees, with the intention of forming a corporation and filing these Articles.

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

WILLIAMSPORT ASSEMBLY OF GOD, INC.

THIRD: The purpose of this Corporation shall be to provide a place to worship God, to provide the preaching of the Gospel of Jesus Christ, to practice loving service towards the needy, to further Christian unity and promote Christian fellowship.

FOURTH: The supreme legislative and administrative power of the Corporation is vested in the said congregation itself, assembled in meeting duly and legally called as provided for in the By-Laws of the Corporation. The Corporation shall have an annual meeting and such other meetings as are

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

provided for in its By-Laws. One-tenth (1/10) of the communicant members shall constitute a quorum.

FIFTH: All members of the Corporation must be communicant member in good and regular standing and of legal age.

Communicant members are persons received by confirmation, letter of transfer, or profession of faith and are in good standing if they:

(a) Commune at least once a year.

(b) Attend public worship faithfully.

(c) Contribute time, abilities and possessions regularly to the support of the Church.

Only communicant members in good and regular standing can represent the Corporation as trustees or hold any office in auxiliary organizations or committees.

SIXTH: The administration of the Corporation shall be in charge of the Church Council. The Church Council shall consist of six (6) elected members, which number may be increased or decreased pursuant to the By-Laws of the Corporation. The manner of election, term of office, rights and duties are defined in the By-Laws.

SEVENTH: The property of the Corporation, whether real or personal, and all monies and legacies, shall be under the care and control of the trustees, who shall hold the property as a sacred trust for the Corporation and keep the church edifice and other buildings belonging to the Corporation in proper repair and adapted for uses it approves. All equipment purchased, made or given for use in the church shall be the property of the entire Corporation.

The congregation, in its corporative name, shall be authorized and capable in law of acquiring, selling and conveying, mortgaging and leasing such church buildings, parsonage, lands, tenements, rents, franchises and hereditaments as shall be required to carry out the purposes of the congregation and shall further be authorized to issue bonds, upon the recommendation of

the trustees approved by a majority of the church membership at a regular or special meeting duly convened upon proper notice as provided in the By-Laws of the congregation.

EIGHTH: 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).

NINTH: Upon the dissolution of the Corporation, the trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious purposes and the advancement of religion as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the trustees shall determine. Any such

assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

TENTH: The post office address of the principal office of the Corporation in this State is P. O. Box 347, Williamsport, Maryland 21795. The Resident Agent of the Corporation is Robert V. McIntosh, whose post office address is P. O. Box 347, Williamsport, Maryland 21795. Said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 22d day of December, 1978.

WITNESS:

Mary M. Murray

Roger Jordan (SEAL)
Roger Jordan

Helen Miller

Robert Bowers (SEAL)
Robert Bowers

Mary M. Murray

George Rhodes (SEAL)
George Rhodes

Mary M. Murray

Gerald W. Rhodes (SEAL)
Gerald Rhodes

Mary M. Murray

Earl Melott (SEAL)
Earl Melott

Mary M. Murray

Donald Ruse (SEAL)
Donald Ruse

Mary M. Murray

STATE OF PENNSYLVANIA, Franklin COUNTY, to-wit:

On this 17th day of December, 1978, before me, the undersigned officer, personally appeared Robert Bowers, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Helen G. Miller
Notary Public

Helen G. Miller, Notary Public
Mercersburg Borough, Franklin County
My Commission Expires Aug. 30, 1982
Member, Pennsylvania Association of Notaries

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

On this 22nd day of December, 1978, before me, the undersigned officer, personally appeared Roger Jordan, George Rhodes, Gerald Rhodes, Earl Melott , and Donald Ruse, 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.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Ary M. Mennig
Notary Public

My Commission Expires:
July 1st. 1982

442

ARTICLES OF INCORPORATION

OF

WILLIAMSPORT ASSEMBLY OF GOD, INC.

926

approved and received for record by the State Department of Assessments and Taxation of Maryland March 5, 1979 at 1:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2438, folio 3085 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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 21 11 27 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 82433

03120- 443

Received For Record June 21, 1979 at 11:27 o'clock am corporation liber n28

ARTICLES OF INCORPORATION

JUN 21 79 A 19558 ******5.00

OF

STALEY McDAVID, INCORPORATED

FIRST: That we, the undersigned, CECIL F. McCONIGA, residing at 1710 The Terrace, Hagerstown, Maryland 21740, STEPHEN L. STALEY, residing at Route #5, Box 414, Hagerstown, Maryland 21740 and GARY S. DAVID, residing at 102 Archer Lane, Williamsport, Maryland 21795, each being at least twenty-one years of age and a resident of the State of Maryland, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

STALEY McDAVID, INCORPORATED

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

1) To engage in the retail and wholesale food business.

2) And, to do all such other things as a natural person may lawfully do in the course of business for profit and anything permitted by Section 9 of Article 23 of the Maryland Code, as amended from time to time.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is: 1710 The Terrace, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in This State is: CECIL F. McCONIGA, 1710 The Terrace, Hagerstown, Maryland 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 Five Hundred (500) Shares, the stock to have a no-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, and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: CECIL F. McCONIGA, STEPHEN L. STALEY and GARY S. DAVID.

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

directors and stockholders:

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

2) The Board of Directors of the Corporation is hereby authorized to repurchase the stock of any stockholder who desires to withdraw from the Corporation, the purchase price to be established by referring with a book value of said stock in accordance with ordinary accounting means. All stock of this Corporation is hereby restricted from free public sale and limited to purchase by the Corporation itself, with right of resale by the Board of Directors to any person approved by them.

EIGHTH: The Corporation shall provide any indemnification required or permitted by the Laws of Maryland for Directors and Officers of the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 28th day of February, 1979.

WITNESS:

Ruth B. Biden as to Cecil F. McConiga (SEAL)
CECIL F. McCONIGA

Patricia A. McConiga as to Stephen L. Staley (SEAL)
STEPHEN L. STALEY

Patricia A. McConiga as to Gary S. David (SEAL)
GARY S. DAVID

STATE OF MARYLAND
to wit:
WASHINGTON COUNTY

I HEREBY CERTIFY that on this 28th day of February, 1979, before me, the subscriber, a Notary Public in and for the State of Maryland, County

03122

of Washington aforesaid, personally appeared CECIL F. McCONIGA, STEPHEN L. STALEY and GARY S. DAVID, who did acknowledge that they executed the aforegoing Articles of Incorporation.

AS WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:

July 1, 1982

446

926

ARTICLES OF INCORPORATION

OF

STALEY McDAVID, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland March 12, 1979 at 12:00 o'clock Noon M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2438, folio 03119, 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 $ 5.00

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

JUN 21 11 27 AM '79

LIBER ____ FOLIO ____

LAND ____

VAUGHN [illegible] CLERK

A 82439

gcp

Received For Record June 21, 1979 at 11:27 O'clock am corporation liber 28

ARTICLES OF INCORPORATION

OF

G & G INDUSTRIES, INC.

JUN 21-79 A 19557 ******5.00

THIS IS TO CERTIFY:

That we, the subscribers: Claude C. Greenleaf, whose post office address is 415 North Colonial Drive, Hagerstown, Maryland, Joan Greenleaf, whose post office address is 415 North Colonial Drive, Hagerstown, Maryland, and Emma C. Greenleaf, whose post office address is 1231 North 54th Street, Philadelphia, Pennsylvania, 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:

G & G INDUSTRIES, INC.

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

(a) to engage in the fabrication, manufacture, sale and distribution of aviation parts and components;

(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 rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation;

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

such bonds, notes, or other obligations of the Corporation for its corporate purpose;

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

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

(g) to carry out all or any part of the aforesaid purposes, and to conduct its business in any or all 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.

THIRD: The post office address of the principal office of the Corporation in Maryland is 415 North Colonial Drive, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in Maryland is Claude C. Greenleaf, 415 North Colonial Drive, Hagerstown, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FOURTH: The number of shares of stock which the Corporation has authority to issue is 10,000 shares of par value of $10.00 per share, all of one class, having an aggregate par value of $100,000.00.

FIFTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Claude C. Greenleaf, Joan Greenleaf and Emma C. Greenleaf.

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

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote 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.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 27th day of February, 1979.

Witness:

Margo L. Jones

Claude C. Greenleaf

Joan Greenleaf

Joan Greenleaf

Gail Kennedy

Emma C. Greenleaf

Emma C. Greenleaf

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 27th day of February, 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Claude C. Greenleaf and Joan Greenleaf, and acknowledged the aforegoing Articles of Incorporation to be their act.

Margo L. Jones
Notary Public

My Commission Expires:
July 1, 1982

COMMONWEALTH OF PENNSYLVANIA, PHILADELPHIA COUNTY, to-wit:

I HEREBY CERTIFY, That on this 17th day of February, 1979, before me, the subscriber, a Notary Public of the Commonwealth and County aforesaid, personally appeared Emma C. Greenleaf and acknowledged the aforegoing Articles of Incorporation to be her act.

Notary Public

My Commission Expires:

Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires January 12, 1980

927

ARTICLES OF INCORPORATION

OF

G & G INDUSTRIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 7, 1979 at 12:00 o'clock Noon M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2439, folio 00113, 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 $ 5.00

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

JUN 21 11 27 AM '79

LIBER ____ FOLIO ____

A 82490

gcp

Received for Record June 21, 1979 at 11:27 O'clock am corporation Liber 28 02651

ARTICLES OF SALE OF ALL OR SUBSTANTIALLY ALL OF THE PROPERTY AND ASSETS OF MARTIN'S FINE FURNITURE, INC., A MARYLAND CORPORATION, TO LONGMEADOW FURNITURE, INC., A MARYLAND CORPORATION

Pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland (1975 Edition)

FIRST: Martin's Fine Furniture, 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 Longmeadow Furniture, Inc., hereinafter referred to as "Transferee", and the post office address of the principal place of business of the Transferee is 62 Longmeadow Road, Hagerstown, Washington County, Maryland.

THIRD: The parties to these Articles of Sale are said Martin's Fine Furniture, Inc., Transferor, a corporation of the State of Maryland, and Longmeadow Furniture, Inc., Transferee, a corporation of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by the Transferee to the Transferor is the sum of Three Hundred Twenty-four Thousand Six Hundred Thirty-six ($324,636.00) Dollars in cash.

FIFTH: The principal office of the Transferor is located at 62 Longmeadow Road, Hagerstown, Washington County, Maryland, and the principal office of the Transferee is located at 62 Longmeadow Road, Hagerstown, Washington County, Maryland.

SIXTH: The assets forming the subject matter of the sale hereby made consist of the following: Certain assets of the Transferor including all goods, stock in trade, equipment, and two motor vehicles, more particularly described as Exhibit No. 1 in the Agreement of Sale between the Transferor and Transferee

J. RUSSELL ROBINSON
ATTORNEY AT LAW
HAGERSTOWN, MD.

dated February 27, 1979.

SEVENTH: These Articles of Sale were (a) duly advised by the adoption by the Board of Directors on the 24th day of February, 1979, of a resolution declaring said sale therein 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 24th day of February, 1979, 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.

IN WITNESS WHEREOF, the Transferor has caused these Articles of Sale to be signed by its corporate name and on its behalf by its President and witnessed by its Secretary this 27th day of February, 1979, and the Tranferee has caused these Articles of Sale to be signed by its corporate name and on its behalf by its President and witnessed by its Secretary this 27th day of February, 1979.

WITNESS:

MARTIN'S FINE FURNITURE, INC.

James E. Martin, Secretary

By: Aldus L. Martin (SEAL)
Aldus L. Martin, President

LONGMEADOW FURNITURE, INC.

Mary Wiggong
SECRETARY

By: Charles Wiggong (SEAL)
PRESIDENT

02653

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 27th day of February, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Aldus L. Martin, President of Martin's Fine Furniture, 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 James L. Martin, 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.

Dora R. Keller
Notary Public

My commission expires:
July 1, 1982

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 27th day of February, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ward L. Wiefong President of Longmeadow Furniture, 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.

Roberta Pfefferberger
Notary Public

My commission expires:
July 1, 1982

455

ARTICLES OF SALE

BETWEEN

MARTIN'S FINE FURNITURE, INC. (MD. CORP.) Transferor

AND

LONGMEADOW FURNITURE, INC. (MD. CORP.) Transferee

97

approved and received for record by the State Department of Assessments and Taxation of Maryland March 2, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2439, folio 02650 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 $ 5.00

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. Lanning

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 21 11 27 AM '79

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

A 82819

456

Received For Record June 21, 1979 at 11:27 O'clock am corporation 00012
liber 28

~~00484~~

JUN 21-79 A# 19552 ******5.00

147

ARTICLES OF INCORPORATION

OF

NEGLEY FARMS INCORPORATED

A Close Corporation

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 NEGLEY FARMS INCORPORATED.

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

(a) To engage in the business of farming and such other purposes inherent therein or related thereto.

(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 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 the, 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.

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 to 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 1, Box 218, 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 Two Thousand (2,000) 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 Two Hundred Thousand ($200,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting

securities other than stock or (3) Option, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SIXTH: The number of Directors of the Corporation shall be one (1) until this Charter document is approved and becomes effective, at which time the Corporation whereby elects to have no Board of Directors pursuant to Section 4-302, Corporations and Associations, Annotated Code of Code of Maryland; the name of the Director who shall act until the Charter is approved shall be John Negley.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of February, 1979.

Witness:

Marian Marshall

Richard W. Lauricella

LAW OFFICES RICHARD W. LAURICELLA

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 15th day of March, 1979, 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:
7/1/82

460

ARTICLES OF INCORPORATION

OF

NEGLEY FARMS INCORPORATED

981

approved and received for record by the State Department of Assessments and Taxation of Maryland March 19, 1979 at 12:00 o'clock Noon M. as in conformity with law and ordered recorded.

Recorded in Liber 2440, folio 00011, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $40.00 Recording fee paid $ 20.00 Special Fee paid $ 5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded 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 21 11 27 AM '79

LIBER

LAND

A 82887

gcp

Received For Record June 21, 1979 at 11:28 o'clock am corporation liber 28

THE POTOMAC EDISON COMPANY

JUN 21-79 A # 19563 ******5.00

ARTICLES OF AMENDMENT

The Potomac Edison Company, a Maryland and a Virginia corporation having its principal office in the State of Maryland on Downsville Pike, Hagerstown, County of Washington, State of Maryland, and having its registered office in the Commonwealth of Virginia at 20 South Cameron Street, Winchester, Virginia (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland and the State Corporation Commission of the Commonwealth of Virginia, that:

First: The charter of the Corporation is hereby amended by striking out Article V, as amended by Articles of Amendment dated April 17, 1978, 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 15,075,000 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 9,625,000 shares without nominal or par value are Common Stock.

Second: The Board of directors of the Corporation on December 7, 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 in the best interestsof the Corporation 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 14th day of February, 1979, Allegheny Power System, Inc., the holder of all 8,125,000 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 8,125,000 shares of said stock, to the adoption of the aforesaid resolution. The holders of all 578,331 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 13,575,000 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 8,125,000 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 15,075,000 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 9,625,000 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 February 16, 1979.

THE POTOMAC EDISON COMPANY

By Paul M. Horst
PAUL M. HORST, JR.
Vice President

(SEAL)

Attest:

W. H. MacMULLEN
Secretary

STATE OF MARYLAND)
) ss:
COUNTY OF WASHINGTON)

I HEREBY CERTIFY that on February 16, 1979, 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.

Patricia L. Starliper
PATRICIA L. STARLIPER
Notary Public
My commission expires July 1, 1982

(NOTARIAL SEAL)

464

ARTICLES OF AMENDMENT

OF

THE POTOMAC EDISON COMPANY

881

approved and received for record by the State Department of Assessments and Taxation of Maryland February 21, 1979 at 1:00 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2438, folio 00213, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 600.00 Recording fee paid $ 20.00 Special Fee paid $ 5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and 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

JUN 21 11 28 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 82051

0050465

Received For Record June 21, 1979 at 11:28 O'clock am corporation liber 28

ARTICLES OF INCORPORATION

OF

RICHARD E. SMITH, M.D., P.A.

RW 21-79 A 19564 ******5.00

FIRST: I, the undersigned, RICHARD E. SMITH, M.D., whose post office address is 1708 Oak Hill Avenue, Hagerstown, Maryland, being at least twenty-one years of age, do, under and by virtue of Sections 430-44 of the General Laws of the State of Maryland, the Professional Services Corporation Act, authorizing the formation of professional corporations, hereby act as Incorporator for the purposes of forming a Professional Services Corporation.

SECOND: The name of the Corporation is:

RICHARD E. SMITH, M.D., P.A.

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

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

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character

by the General Laws of the State of Maryland now or hereafter in force.

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

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

SIXTH: The number of directors of the Corporation shall be one, which number may be increased or decreased pursuant to the by-laws of the Corporation. At no time shall there be less than one director. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualifies is:

RICHARD E. SMITH, M.D.

SEVENTH: The duration of the corporation shall be perpetual.

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

DATED: 1-1-79

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

887

ARTICLES OF INCORPORATION

OF

RICHARD E. SMITH, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 16, 1979 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2438, folio 00503, 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 $ 5.00

To the clerk of the Circuit Court of Washington Circuit

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded 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 82083

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 21 11 28 AM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

03391

Received For Record June 21, 1979 at 11:28 O'clock am corporation liber 28

GOOD-WAY, INC. JUN 21 79 A# 19565 ******5.00

ARTICLES OF AMENDMENT

GOOD-WAY, INC., a Maryland corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

SECOND: The name of the corporation is Goodway Transport, Inc.

SECOND: The Board of Directors of the corporation, by written consent to such action signed by all the members thereof and filed with the minutes of 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 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 notice of meeting of stockholders (but not to vote thereat) have waived in writing any rights they may have had 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 as hereinabove set forth, has been duly advised by the Board of Directors and approved by the stockholders of the corporation.

IN WITNESS WHEREOF, Good-Way, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on February 20th, 1979.

GOOD-WAY, INC.

ATTEST:

By: Sylvia Sweitzer
Sylvia Sweitzer, Secretary

By: Walter J. Seelig III
Walter J. Seelig, III, President

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF YORK)

I hereby certify that on February 20th, 1979, before me the subscriber, a Notary Public of the State of Pennsylvania in and for the County of York, personally appeared Walter J. Seelig, III, President of Good-Way, 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.

Alyce L. Soffer
Notary Public

My Commission Expires:

ALYCE L. SOFFER, Notary Public
York, York County, Pennsylvania
My Commission Expires 2/3/80

470

877

ARTICLES OF AMENDMENT

OF

GOOD-WAY, INC.

Changing its name to

GOODWAY TRANSPORT, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 26, 1979 at 12:00 o'clock Noon M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2437, folio 03390, 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 $ 5.00

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

JUN 21 11 28 AM '79

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

gcp

A 82037

Received For Record June 21, 1979 at 11:28 O'clock am corporation liber 28

LAKESIDE FIRE BRIGADE, INC.

JUN 21 79 A$ 10567 ******5.00

ARTICLES OF INCORPORATION

FIRST: We, Gary Bowles, whose post office address is 225 Shadybrook Terrace, Hagerstown, Maryland 21740, Donald Weaver, whose post office address is 160 Lakeside Drive, Hagerstown, Maryland 21740, Delores Shifflett, whose post office address is 230 Shadybrook Terrace, Hagerstown, Maryland 21740 and Eleanor Bowles, whose post office address is 225 Shadybrook Terrace, Hagerstown, Maryland 21740, all being at least eighteen (18) years of age, are 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 LAKESIDE FIRE BRIGADE, 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 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 exercies 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 recieved, 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 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, buy 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 of services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activites 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 sub-paragraphs (a) and (b) of this Article THIRD are the following:

To organize a Volunteer Fire Brigade for Lakeside Park and to acquire and own fire apparatus for use by the corporation in the protection of persons or property from injury, loss, damage or destruction by fire or other elements; to own and acquire land and to construct and erect buildings for the use of the members of the corporation in connection with the housing of fire apparatus and for the providing of a place of meeting for the members of the corporation; to give aid and assistance to the residents of the park who may be in need and particularly to provide them with food, clothing, shelter, medicine, especially those who have suffered loss or injury through fires occurring in the said trailor park.

FOURTH: The post office address of the principal office of the Corporation in this State is 230 Shadybrook Terrace, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Delores Shifflett, 230 Shadybrook Terrace, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be 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 four (4). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

1) Gary Bowles, 225 Shadybrook Terrace, Hagerstown, MD 21740
2) Donald Weaver, 160 Lakeside Drive, Hagerstown, MD 21740
3) Delores Shifflett, 230 Shadybrook Terrace, Hagerstown, MD 21740
4) Eleanor Bowles, 225 Shadybrook Terrace, Hagerstown, MD 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 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) Reference 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 activites 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 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 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, we have signed these Articles of Incorporation this 13th day of February, A.D., 1979, and each does acknowledge the same to be their respective act.

WITNESS:

Norman W. Shifflett Chief

Gary Bowles

Norman W. Shifflett Chief

Donald Weaver

Norman W. Shifflett

Delores Shifflett

Norman W. Shifflett Chief

Eleanor Bowles

ARTICLES OF INCORPORATION

OF

LAKESIDE FIRE BRIGADE, INC.

870

approved and received for record by the State Department of Assessments and Taxation of Maryland February 16, 1979 at 8:30 o'clock AM. as in conformity with law and ordered recorded.

5

Recorded in Liber 2437, folio 028-15, 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 $ 5.00

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
JUN 21 11 28 AM '79
CLERK

A 81970

02696

Received For Record June 21, 1979 at 11:28 o'clock am liber 28

JUN 21-79 A 19568 ******5.00

ARTICLES OF INCORPORATION

OF

BENSER, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Harvey H. Heyser, Jr., whose post office address is 1118 Oak Hill Avenue, Hagerstown, Maryland 21740; Alfred S. Bendell, III, more familiarly known as Bendy Bendell, whose post office address is 2085 Woodhill Drive, Hagerstown, Maryland 21740; and Alfred S. Bendell, Jr., whose post office address is 515 Gordon Circle, Hagerstown, Maryland 21740, all being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

Benser, Inc.

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

(a) To acquire by purchase, exchange, lease, hire, gift, 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 hold, own improve, develop, manage, operate, let as lessor, sell, grant, convey or encumber by mortgage or deed of trust or otherwise deal in, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, for any such property,rights, business, contracts, goodwill, franchises, real and personal property of every kind and description such as dwelling houses, home sites, apartment houses, farms, stores, factories, business blocks, shopping centers, retail stores, and bulk plants or assets by the issue, in accordance with the laws of the State of Maryland

of stock, bonds, or other securities of the Corporation or otherwise.

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

(c) 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.

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

(e) To 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 purposes 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 rear 339 West Antietam Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Alfred S. Bendell, III, whose post office address is 2085 Woodhill Drive, 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 Two Hundred Thousand (200,000) shares of the par value of One Dollar ($1.00) a share, all of one class; and having an aggregate par value of Two Hundred Thousand Dollars ($200,000.00).

SIXTH: That the number of Directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Harvey H. Heyser, Jr., Alfred S. Bendell, III, and Alfred S. Bendell, Jr.

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

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

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

EIGHTH: That no contract or other transaction between the Corporation and any other corporation or corporations, partnership or individuals and no act of this Corporation, shall be deemed to be affected or invalidated by the fact that any one or more or all of the directors or officers of this Corporation is or are interested in or is or are directors or officers or partners of such other corporation or corporations or partnership; and any director or officer, or directors or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, partnership, firm or corporation shall be affected or invalidated by the fact that any director or officer, or directors or officers, of this Corporation is or are a party or parties to or interested in such contract, act or transaction or in any way connected with such person or persons, partnership, firm or corporation, and each and every person who may

become a director of 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, We have signed these Articles of Incorporation as of this 17th day of February, A.D. 1979.

WITNESS:

John A. Phillips Jr. AS TO Harvey H. Heyser Jr.
Harvey H. Heyser, Jr.

John A. Phillips Jr. AS TO Alfred S. Bendell III
Alfred S. Bendell, III
Bendy Bendell

John A. Phillips Jr. AS TO Alfred S. Bendell Jr.
Alfred S. Bendell, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 17th day of February A.D. 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harvey H. Heyser, Jr., Alfred S. Bendell, III, and Alfred S. Bendell, Jr., and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

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

Grace N. Bond
Notary Public
My commission expires 7/1/82

ARTICLES OF INCORPORATION

OF

BENSER, INC.

865

approved and received for record by the State Department of Assessments and Taxation of Maryland February 23, 1979 at 1:00 o'clock P M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2437, folio 02695, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 40.00 Recording fee paid $ 20.00 Special Fee paid $ 5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded 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

N 21 11 28 AM '79

NUMBER FOLIO

LAND

VAUGHN J BAKER, CLERK

A 81944

03345

Received For Record June 21, 1979 at 11:28 O'clock am corporation liber 88

LONGMEADOW FURNITURE INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, E. Kenneth Grove, Jr., whose post office address is 82 W. Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Longmeadow Furniture, Inc.

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

1. To engage in and conduct a retail furniture and home furnishings 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 any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation 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 Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 62 Longmeadow Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Dharl L. Wilfong, 235 Petmar Circle, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1000) 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.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Dharl L. Wilfong
Mary L. Wilfong
E. Kenneth Grove, Jr.

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

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

(2) The Board of Directors of the Corporation 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of February, 1979, and I acknowledge the same to be my act.

WITNESS:

Robert Pfefferberger

E. Kenneth Grove, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 31st day of February, A. D., 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared E. Kenneth Grove, Jr., 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:
1 July 1982

877

ARTICLES OF INCORPORATION

OF

LONGMEADOW FURNITURE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 26, 1979 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2437, folio 033.14 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 $ 5.00

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
JUN 21 11 28 AM '79
LIBER ____ FOLIO ____
LAND ☐ ____ GRD ☐
VAUGHN J. BAKER, CLERK

A 82027

Received For Record Sept. 4, 1979 at 1:12 O'clock pm liber 28

488

SEP -4-79 A 17665 ******5.00

Comptroller of the Currency
TREASURY DEPARTMENT OF THE UNITED STATES
Washington, D. C.

WHEREAS, satisfactory evidence has been presented to the Comptroller of the Currency that all requisite legal and corporate action has been taken, in accordance with the statutes of the United States, to merge The Sharpsburg Bank of Washington County, Sharpsburg, Maryland, into The First National Bank of Maryland, Baltimore, Maryland, under the charter and title of "The First National Bank of Maryland";

NOW, THEREFORE, it is hereby certified that such merger was approved April 24, 1979, and is effective as of the opening of business June 1, 1979.

IN TESTIMONY WHEREOF, witness my signature and

seal of office this 30th day of May, 1979.

John G. Heimann
Comptroller of the Currency

Charter No. 1413

Merger No. 1477

CERTIFICATE FOR CERTIFIED COPY

Comptroller of the Currency
TREASURY DEPARTMENT OF THE UNITED STATES) SS
Washington, D. C.

I hereby certify that the foregoing is a true and complete copy of the certificate recorded in this office, dated the 30th day of May, 1979, merging the banks mentioned therein.

IN WITNESS WHEREOF, I have on JUL 11 1979 hereunto set my hand and caused the seal of the Comptroller of the Currency to be affixed to these presents.

Comptroller of the Currency

Received For Record Sept. 4, 1979 at 3:36 o'clock pm in corporation liber 28
SEP -4-79 A 17734 ******5.00

BYRON K. BYRD, D.D.S., P.A.

ARTICLES OF INCORPORATION

FIRST: I, Byron K. Byrd, whose post office address is 14 East Lincoln 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, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

BYRON K. BYRD, D.D.S., P.A.

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

1. To engage in the practice of dentistry and all related activities thereto.

2. To engage in any other lawful activity and/or business.

3. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 14 East Lincoln Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Byron K. Byrd, whose post office address is 14 East Lincoln Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Byron K. Byrd

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

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

2. The Board of Directors of the Corporaton 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.

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 sucscribe 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 action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes

entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directiors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

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 16th day of MARCH, 1979, and I acknowledge the same to my act.

WITNESS:

Michael G. Day

Byron K. Byrd DDS (SEAL)
Byron K. Byrd

494

ARTICLES OF INCORPORATION

OF

BYRON K. BYRD, D.D.S., P.A.

1086

approved and received for record by the State Department of Assessments and Taxation of Maryland April 2, 1979 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2441, folio 82650 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 40.00 Recording fee paid $ 20.00 Special Fee paid $ 5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Sumner

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 4 3 36 PM '79
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN E. BAKER, CLERK

A 83638

495
00665

Received For Record Sept. 4, 1979 at 3:36 o'clock pm Liber 28

SEP -4-79 A 17735 ******5.00

ARTICLES OF INCORPORATION

A CLOSE CORPORATION UNDER TITLE FOUR

ANTIETAM TIRE & FLEET SERVICE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Donald B. Yesacavage, whose Post Office address is Route 2, Box 105A, Smithsburg, Maryland 21783; Helen T. Yesacavage, whose Post Office address is Route 2, Box 105A, Smithsburg, Maryland 21783 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:

ANTIETAM TIRE & FLEET SERVICE, 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 engage in the business of repairing, renovating and servicing all types of new and used vehicles, 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

CHARLES F. WAGAMAN, JR.
ATTORNEY AT LAW
82 WEST WASHINGTON ST.
HAGERSTOWN, MD. 21740

dealing in all types of supplies used by all types of vehicles and motor vehicles; to engage in the buying and selling, at wholesale and retail, of new and recapped automobile tires of all kinds and descriptions and the conducting of the general business of vulcanizing, reinforcing, rebuilding, and repairing automobile tires of all kinds and descriptions, and such other and further objects as may be necessary and incidental to the carrying on of such business, including the buying and owning of the necessary tools and equipment for the business and the buying, leasing, holding releasing, selling, and conveying the real estate necessary or proper in connection with the 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 hreafter 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 67 West Baltimore Street, Hagerstown, Maryland 21740.

The Resident Agent of this Corporation is Donald B. Yesacavage, whose Post Office address is Route 2, Box 105A, 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 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 of 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

CHARLES F. WAGAMAN, JR.
ATTORNEY AT LAW
82 WEST WASHINGTON ST.
HAGERSTOWN, MD. 21740

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 July 1, 1979, 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: Donald B. Yesacavage, Helen T. Yesacavage and Charles F. Wagaman, Jr.

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 WHEREOF, We have signed these Articles of Incorporation and acknowledge the same to be our act on this 6th day of April, A. D., 1979.

Donald B. Yesacavage

Donald B. Yesacavage

Helen T. Yesacavage

Helen T. Yesacavage

Linda E. Wigfield

Linda E. Wigfield

CHARLES F. WAGAMAN, JR.
ATTORNEY AT LAW
82 WEST WASHINGTON ST.
HAGERSTOWN, MD. 21740

498

ARTICLES OF INCORPORATION

OF

ANTIETAM TIRE & FLEET SERVICE, INC.

1091

approved and received for record by the State Department of Assessments and Taxation of Maryland April 9, 1979 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 244 2, folio 0664 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 $ 5.00

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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

4 3 36 PM '79

LIBER FOLIO

CLERK

A 83838

499
00984

Received For Record Sept. 4, 1979 at 3:36 o'clock pm liber 28
SEP -4-79 A 17736 ******5.00

D AND J PLUMBING, HEATING & CONTRACTING, INC.

A Maryland Close Corporation,
Organized Pursuant to Title Four of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Midge C. Boteler, whose post office address is 9884 Main Street, Damascus, 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 D and J Plumbing, Heating & Contracting, 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 in the general business of installation of plumbing, including septic tanks and systems, and heating, as contractor or subcontractor, in new construction or as repairs or remodeling of existing structures; and to manufacture, buy, sell, and otherwise deal in plumbing fixtures, pipes, accessories, and fittings necessary or useful in such occupation; 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 of purposes herein mentioned; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 243, Keedysville, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Ernest J. Thompson, Route 1, Box 243, Keedysville, Maryland. 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 thousand (1,000) 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 Ernest J. Thompson.

APR 10 8 42 AM '79

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 or any Master Plumber who is or was a member of the Corporation and who is acting or has acted as the representative of the Corporation pursuant to County or State regulations 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 or Master Plumber who is or was a member of the Corporation, 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 or Master Plumber who is or was a member of the Corporation 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 or Master Plumber who is or was a member of the Corporation 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 or Master Plumber who is or was a member of the Corporation is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of April, 1979, and I acknowledge the same to be my act.

WITNESS:

Jules W Lesch

Midge C. Butler

501

ARTICLES OF INCORPORATION

OF

D AND J PLUMBING, HEATING & CONTRACTING, INC.

1094

approved and received for record by the State Department of Assessments and Taxation of Maryland April 10, 1979 at 10:00 o'clock AM. as in conformity with law and ordered recorded.

3

Recorded in Liber 2442, folio 0983, 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 $ 5.00

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. Lanmore

STATE DEPARTMENT OF ASSESSMENTS OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
FILED FOR RECORD

3 36 PM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

PC

A 83905

Received For Record Sept. 4, 1979 at 3:36 o'clock pm liber 28

ARTICLES OF INCORPORATION

SEP -4-79 A 17737 ******5.00

OF

HAGERSTOWN BASEBALL ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Reno S. Powell, Jr., whose post office address is 284 Frederick Street, Hagerstown, Maryland, Vera G. Powell, whose post office address is 284 Frederick Street, Hagerstown, Maryland, and G. David White, whose post office address is 3807 Melody Lane, Hagerstown, Maryland, all being twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

HAGERSTOWN BASEBALL ASSOCIATION, INC.

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

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

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

(A) To promote and provide supervised competitive baseball games and contests; to teach and implant firmly in the boys and adults of the community the ideals of good sportsmanship, honesty, loyalty, courage, and reverence, to purchase or lease, and to maintain and operate buildings, playing fields, or other structures

as incidental to the above purposes, and to sell, lease, mortgage, or otherwise dispose of the same.

FOURTH: The post office address of the principal office of the Corporation in this State is 284 Frederick Street, Hagerstown, Maryland. The resident agent of the Corporation is Reno S. Powell, Jr., whose post office address is 284 Frederick Street, Hagerstown, Maryland; said resident agent is a citizen of the State of Maryland and actually resides therein.

Washington County

FIFTH: The Corporation is not authorized to issue any capital stock. The following shall be the first members of the Corporation: Reno S. Powell, Jr., Vera G. Powell, and G. David White. Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the By-Laws, which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are chosen and duly qualified are: Reno S. Powell, Jr., Vera G. Powell, and G. David White.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 2nd day of April, 1979.

WITNESS:

Reno S. Powell Jr. (SEAL)
Reno S. Powell, Jr.

Vera G. Powell (SEAL)
Vera G. Powell

Vicki L. Keller

G. David White (SEAL)
G. David White

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 2nd day of April, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Reno S. Powell, Jr., Vera G. Powell, and G. David White and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

NICKI L. KELLER NOTARY PUBLIC WASHINGTON COUNTY

Nicki L. Keller
Notary Public

My Commission expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

HAGERSTOWN BASEBALL
ASSOCIATION, INC.

1094

approved and received for record by the State Department of Assessments and Taxation of Maryland April 5, 1979 at 3:30 o'clock PM. as in conformity with law and ordered recorded.

4

Recorded in Liber 2442, folio 00993 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 $ 5.00

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

OF MARYLAND
WASHINGTON COUNTY
FILED FOR RECORD

PC

3 36 PM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 83908

506

01582

Received For Record Sept. 4 1979 at 3:36 O*clock pm
liber 28

ARTICLES OF INCORPORATION
FOR
FRIENDSHIP VILLA-CLINTON, INC.

SEP -4-79 A 17738 ******5.00

We, the undersigned natural persons of age twenty-one or more and citizens of the United States of America, and being the duly elected and qualified President and Secretary of Friendship Villa Equity Corporation, a body corporate organized and existing under the laws of the State of Colorado, acting as incorporators pursuant to the Corporations and Associations Article, Annotated Code of Maryland, 1957, as recodified by L.1975, c.311, Sections 1-101 through 4-603, et seq., adopt the following Articles of Incorporation:

1.

The name of the corporation is FRIENDSHIP VILLA-CLINTON, INC.

2.

The period of duration is perpetual unless otherwise dissolved or terminated according to law.

3.

The purpose or purposes for which the corporation is organized are as follows:

To purchase, lease or otherwise acquire or own nursing home properties and facilities as well as other real and personal properties of value, including the management and operation thereof, together with all activities, services and other business operations incidental thereto;

To provide health care and health care services; to obtain financial assistance available from any public or private agency or source, including participation in and reimbursement under all Medicare and Medicaid programs administered by the State of Maryland or the United States of America, or other funded health service reimbursement programs as are now or hereafter enacted, authorized, instituted or implemented; and to do all other lawful acts which pertain to the management and operation of nursing homes and nursing home facilities;

To buy, sell, trade and deal in all and every kind of materials, supplies, equipment, products and services as a principal, for itself or on behalf of others;

To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, hire, rent, mortgage, exchange, improve or otherwise deal in and/or dispose of real estate and real property or any right, interest or estate therein, including without limitation the right to be a general or limited partner, venturer or co-venturer, or manager or managing agent thereof or therefor; to lend money or other things of value, provided, however, that nothing herein shall operate or be construed so as to confer any banking powers upon the corporation; to borrow money or contract for property, both real and personal, and issue therefor, corporate notes, bonds, debentures and/or other evidences or indebtedness, including without limitation the right to secure same by leases, mortgages, deeds of trust, contracts for deed or other security instruments;

To purchase, acquire and hold for investment or otherwise, bonds, notes, stocks, leases, property rights, contracts for deed, partnership or corporate interests, or other securities, including without limitation the right to invest in affiliate or subsidiary corporations, partnerships or other lawfully constituted business entities;

To enter into contracts or obligations of any kind or type essential, necessary or proper to the transactions of its ordinary affairs, or for the purposes of the corporation;

To act as manager, co-manager, agent or consultant and in such capacity to render service, advice or other accommodations in the health care field as permitted by law, including without limitation the right to make and enter into management and consulting agreements to operate and manage nursing homes and similar type health care facilities which may or may not include furnishing personnel, bookkeeping, accounting, data processing, nursing, dietary and other personnel supervision and ancillary services;

And to do all and such other things as may be lawfully permitted under the Corporations and Associations Article, Annotated Code of Maryland, 1957, as amended or recodified, and the respective corporation or business codes of all states, territories or possessions in which this corporation may hereafter be authorized to transact business.

4.

The aggregate number of shares of capital stock which the corporation shall have authority to issue is Two Hundred (200) Shares, all of which are without par value.

5.

Cumulative voting of shares of stock of the corporation is not authorized.

6.

The preemptive rights of shareholders to acquire additional or treasury shares of stock in the corporation are not authorized and all such rights are denied by these Articles of Incorporation.

7.

The address of the initial registered office of the corporation and the name of its initial registered agent as such address is:

Christopher Johns
1300 Virginia Avenue
Hagerstown, Maryland 21740
(Washington County)

8.

The number of directors shall not be less than three (3) nor more than fifteen (15); there shall be three (3) persons constituting the inital board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their respective successors are elected and qualified are:

Wallace R. Carlson
Janis E. Tietjen
Lee F. Sutliffe

all of whose address is 300 Greenwood Plaza West, 5670 South Syracuse Circle, Englewood, Arapahoe County, Colorado 80111. Directors of the corporation shall not be required to be shareholders.

9.

The name and address of the incorporators, who are the President and Secretary respectively of Friendship Villa Equity Corporation, a Colorado Corporation, of which this corporation shall be a subsidiary, are as follows:

Wallace R. Carslon
Lee F. Sutliffe

each of whose principal mailing address is 300 Greenwood Plaza West,

5670 South Syracuse Circle, Englewood, Arapahoe County, Colorado 80111.

The foregoing Articles of Incorporation were adopted by the undersigned at Englewood, Colorado on the 1st day of April, A.D., 1979.

Wallace R. Carlson

Wallace R. Carlson

Lee F. Sutliffe

STATE OF COLORADO)
) ss.
COUNTY OF ARAPAHOE)

Before me, the undersigned Notary Public in and for the State of Colorado at large, personally came and appeared Wallace R. Carlson and Lee F. Sutliffe, known to me to be the President and Secretary respectively of Friendship Villa Equity Corporation, a Colorado Corporation, and the persons in and who executed the foregoing Articles of Incorporation, and who, being by me duly cautioned and sworn according to law, severally declared upon oath that they are the persons who executed the foregoing Articles of Incorporaton; that they executed same as the act and deed of Friendship Villa Equity Corporation; that their execution thereof was duly authorized; and that these matters and facts are true, correct and material in all respects under penalties of perjury.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office at Arapahoe County, Colorado on this 1st day of April, A.D., 1979.

Evelyn I. Danser

Evelyn I. Danser, Notary Public

My Commission Expires:
February 15, 1982

510

ARTICLES OF INCORPORATION

OF

FRIENDSHIP VILLA-CLINTON, INC.

1096

approved and received for record by the State Department of Assessments and Taxation of Maryland April 25, 1979 at 4:15 o'clock P. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2442, folio 01581, 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 $ 5.00

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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 4 3 36 PM '79
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 83990

511
01493

Received For Record Sept. 4, 1979 at 3:36 o;clock p m liber 28
MOOSE'S LIQUOR'S, INC.

SEP -4-79 A 17739 ******5.50

(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 P. Young, Jr., whose Post Office address is 900 The Terrace, 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 Moose's Liquor's, 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 acquire by purchase, exchange, transfer or otherwise all manner of alcoholic beverages which shall include but not necessarily be limited to beers, wines, liquors and other spirits.

(2) To sell, exchange and otherwise dispose of beers, wines, liquors, and other spirits in connection with a retail operation under a class A (off-sale) liquor license

in Washington County, Maryland or such other place or places as the Corporation may, from time to time, select for the purposes of transacting its business.

(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 54 West Church

Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are William F. Nailey, 815 South Main Street, Keedysville, Maryland 21756. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares at a par value of Ten ($10.00) Dollars per share, all of one class, and having an aggregate par value of One Hundred Thousand ($100,000.00) Dollars.

SEVENTH: The number of Directors of the Corporation shall be Two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than 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: Amos Charles Stine, Jr. and Leah Catherine Stine.

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 Corpora-

tion 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 30th day of March, A.D., 1979.

Witness:

Roberta Poffenberger

William P. Young, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 9th day of April, A.D., 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William P. Young, Jr., 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

ARTICLES OF INCORPORATION

OF

MOOSE'S LIQUOR'S, INC.

1096

approved and received for record by the State Department of Assessments and Taxation of Maryland April 12, 1979 at 12:00 o'clock Noon M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2442, folio 01192 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 $ 5.50

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 P. Lemmond

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

F MARYLAND
TON COUNTY
FOR RECORD

3 36 PM '79

FOLIO

LAND

VAUGHN J. BAKER, CLERK

PC

A 83974

Received For Record Sept. 4, 1979 at 3'36 o'clock pm liber 28

SEP -4-79 A 17740 ******5.0

ARTICLES OF INCORPORATION

OF

SHAWLEY'S INCORPORATED
A Close Corporation

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 SHAWLEY'S INCORPORATED.

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

(a) To engage in retail and wholesale sales of oil, coal, feed and other sundry items.

(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 or 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, 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 business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of the, 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.

The aforegoing enumeration of the purposes, objects and the 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 to restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

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

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 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 is One Hundred Thousand ($100,000.00) Dollars. The issuance or sale of any stock of the Corporation including treasury stock shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding, any: (1) securities which are convertible into stock, (2) voting securities other than stock or (3) option, warrants, or other rights to subscribe for or purchase any of its stock, unless they are nontransferable.

SIXTH: The number of Directors of the Corporation shall be (1) until this Charter document is approved and becomes effective at which time the Corporation whereby elects to have no Board of Directors pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland; the name of the Director who shall act until the Charter is approved shall be Fred W. Shawley, Sr.

02508
521

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of April, 1979.

WITNESS:

Josephine A. Zimmerman

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 18th day of April, 1979, 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.

WITNESS my hand and Notarial Seal.

Josephine A. Zimmerman
Notary Public

My Commission Expires: 7/1/82

LAW OFFICES RICHARD W. LAURICELLA

522

1114

ARTICLES OF INCORPORATION

OF

SHAWLEY'S INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland April 20, 1979 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2442, folio 025041, 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 $ 5.00

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
1979 APR 4 3 36 PM '79
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 84117

gcp

523

00460

Received Fro Record Sept. 4, 1979 at 3'36 o'clock pm liber 88

ARTICLES OF INCORPORATION

SEP -4-79 A 17741 ******5.00

THE LOST WORLD RADIO CORPORATION

NO

We the undersigned, natural persons of the age of 24 years or more, acting as incorporators under the general laws of the State of Maryland, adopt the following Articles of Incorporation for the purposes of forming a corporation (which is hereinafter called the Corporation.)

FIRST: The name of the Corporation is: The Lost World Radio Corporation.

SECOND: The period of incorporation is perpetual.

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

a) To engage primarily in the specific business of transmitting, broadcasting, cablecasting, publishing, recording, reproducing, duplicating, researching, developing, manufacturing, marketing, distributing, franchising, selling, advertising, or by any and all lawful means otherwise acquiring, promoting, publicizing, or disposing of works of artistic conception, services, and real and personal property of any kind or description, whether now known or hereafter to be discovered or invented.

b) To engage in any business from time to time authorized or approved by the Board of Directors of the Corporation, or to carry on, whether as principal or agent, any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on in connection with or auxiliary to those enumerated and described in Article 3(a) above, and to perform all such actions as may be conducive or incidental to the attainment of the foregoing objects and purposes, or of any of them.

c) To generally engage in, do, and perform any enterprise, act, or vocation that a natural person might or could do or perform, and to have and to exercise all rights and powers that are now or may hereafter be granted to a corporation by law or custom.

d) To do business in the State of Maryland or any other place authorized or approved by the Board of Directors.

e) To become a member of, or terminate membership in, any partnership, association, or joint venture, and to enter into any lawful arrangement for sharing profits and/or losses in any transaction or transactions, and to promote and organize other corporate entities.

f) To acquire, hold, lease, encumber, convey, or otherwise dispose of real and personal property within or without the State of Maryland, and to take real and personal property by will, gift, or bequest.

g) To assume any obligations, enter into any contracts, or perform any acts incidental to the transaction of its business, to the issue of its securities, or expedient for the attainment of its obligations by mortgage or otherwise.

h) To borrow money and issue bonds, debentures, notes, and evidence of indebtedness, and to secure the payment of performance of its obligations by mortgage or otherwise.

i) To acquire, subscribe for, hold, own, pledge, and otherwise dispose of and represent shares of stock, bonds, and securities of any other corporation, foreign or domestic.

j) To enact Bylaws, and to modify or amend such Bylaws and/or these Articles of Incorporation by lawful and appropriate action of the Board of Directors.

k) To appoint such subordinate officers and agents as its business may require.

l) To adopt, use, and at will, alter a corporate seal, but failure to affix a seal shall not affect the validity of any instrument executed by the directors, officers, or agents of the Corporation.

The foregoing shall be construed as objects, purposes, and powers of the Corporation, and the enumeration thereof shall not be held to limit or in any manner restrict the powers now or hereafter conferred upon the Corporation by the laws of the State of Maryland or any other state within which its business may lawfully be conducted.

The objects, purposes, and powers specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any purposes, and powers specified in each of the several clauses or paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes, or powers.

The Corporation may in its Bylaws confer powers, not in conflict with law, upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute, and all other acts authorized by law.

FOURTH: The total amount of the authorized stock of the Corporation is one hundred thousand (100,000) shares of common stock having a par value of one dollar ($1.00), for an aggregate par value of one hundred thousand dollars ($100,000).

The Board of Directors of the Corporation is hereby empowered to from time to time authorize the issuance of shares of its stock, of any class, at a one dollar ($1.00) par value, and securities convertible into shares of stock, of any class, at a one dollar ($1.00) par value, 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 Bylaws of the Corporation.

FIFTH: Cumulative voting of shares of stock is not authorized.

SIXTH: Limitation or denial of the preemptive right of shareholders to acquire additional or treasury shares of the Corporation is not authorized.

SEVENTH: Provisions for the regulation of the internal affairs of the Corporation shall be enumerated in the corporate By-laws.

EIGHTH: The address of the initial registered office of the Corporation is 1310 West Washington Street, Hagerstown, Maryland 21740, and the name of its initial registered agent at such address is Stephen E. Moore.

NINTH: The address of the principal place of business of the Corporation is 1310 West Washington Street, Hagerstown, Maryland 21740.

TENTH: The number of Directors shall be established in the corporate Bylaws, and shall not be less than three. Unless and until a different number is so set, the number of Directors constituting the Board of Directors is four, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Stuart Lee Adams	Route 1, Box 388 Boonsboro, Maryland 21713
Dirk DeVault	1808 York Road Hagerstown, Maryland 21740
Gerard F. Masiello	Route 3, Box 503A Boonsboro, Maryland 21713
Stephen E. Moore	38 East Poplar Street Funkstown, Maryland 21734

ELEVENTH: The name and address of each incorporator is:

Stuart Lee Adams	Route 1, Box 388 Boonsboro, Maryland 21713
Dirk DeVault	1808 York Road Hagerstown, Maryland 21740
Gerard F. Masiello	Route 3, Box 503A Boonsboro, Maryland 21713
Stephen E. Moore	38 East Poplar Street Funkstown, Maryland 21734

Stuart Lee Adams

Dirk DeVault

Gerard F. Masiello

Stephen E. Moore

Incorporators

Subscribed and sworn to before me this 4th day of April, 1979.

Notary Public

My Commission Expires

-oOo-

526

ARTICLES OF INCORPORATION

OF

THE LOST WORLD RADIO CORPORATION

1091

approved and received for record by the State Department of Assessments and Taxation of Maryland April 9, 1979 at 10:00 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2442, folio 0159 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 $ 5.00

To the clerk of the Circuit Court Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded 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
SEP 4 3 36 PM '79
LIBER FOLIO
LAND
VAUGHN J. BAKER, CLERK

A 83814

GDW

Received For Record Sept. 4, 1979 at 3'36 o'clock pm SEP -4-79 A 17217 ******5.00
liber 28

DOUGLAS W. BLACK, CONTRACTOR/BUILDER, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Douglas W. Black, whose post office address is Route 1, Box 74, Big Spring, Maryland 21712; Mary M. Black, whose post office address is Route 1, Box 74, Big Spring, Maryland 21712; and Craig L. Moats, whose post office address is Route 1, Hancock, Maryland 21750; 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

DOUGLAS W. BLACK, CONTRACTOR/BUILDER, 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 act as a general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvements of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

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 Route 1, Box 74, Big Spring, Maryland 21712. The name and post office address of the resident agent of the Corporation in this state is Douglas W. Black, Route 1,

Box 74, Big Spring, Maryland 21712. 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 [illegible] (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 Douglas W. Black, Mary M. Black and Craig L. Moats.

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 19th day of March, 1979.

WITNESS:

Douglas W. Black — Douglas W. Black (SEAL)

Anna Kathryn Black — Mary M. Black (SEAL)

Mary R. Myers — Craig L. Moats (SEAL)

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

I HEREBY CERTIFY, That on this 19th day of March, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Douglas W. Black, Mary M. Black and Craig L. Moats, 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.

Karen R. Luther
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

DOUGLAS W. BLACK, CONTRACTOR/BUILDER, INC.

1034

approved and received for record by the State Department of Assessments and Taxation of Maryland March 21, 1979 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2440, folio 179, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5.00

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. Sumner

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
4 3 36 PM '79
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 83019

530

00443

Received For Record Sept. 4, 1979 at 3'36 o'clock pm liber 28

ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND

COMMUNICATION CLUB, INC.

rf

SEP -4-79 A 17743 ******5.0(

FIRST: That I, Jacqueline B. Thompson whose postoffice address is 441 Guilford Avenue, 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, signify my intention of forming a corporation by the execution and filing of these Articles.

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

WESTERN MARYLAND COMMUNICATION CLUB, INC.

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

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

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

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

MAR 26 8 32 PM '79

C. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, and assets of every kind, of any Corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in full or in part any activities that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, businesses, contracts, good will, franchises or other assets in any manner that charitable corporations are authorized so to do under the laws of the State of Maryland.

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

E. To purchase or otherwise acquire, hold exchange or sell any shares of stock, or voting trust certificates for any shares of stock, or any bonds or other securities or evidences of indebtedness issued or created by, corporations or associations having the power to issue the same, organize under the laws of the State of Maryland or any other state, territory, district, or 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, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned.

F. To borrow or raise money for any of the purposes of the Corporation and to grant such security therefore as may be authorized to charitable corporations under the laws of the State of Maryland, including the securing of the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the timed owned or thereafter acquired.

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

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitations, of the powers conferred upon the Corporation by laws, object of business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned or to limit or restrict any of the powers of the Corporation. The Corporation is formed under the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations (and particularly to the limitations relative to eleemosynsry corporations) which are contained in the laws of this State.

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

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

SIXTH: The Corporation shall be governed by a Board of Directors consisting of not less than five nor more than twelve Directors. The Directors shall consist of the President, Vice President, Secretary, Treasurer and Executive Board. The following shall be the first Directors of the Corporation:

Travis E. Thompson, President, Gary Wolfe Vice President, Jacqueline B. Thompson, Secretary, Debbie J. Kennedy, Treasurer, Irene Brumage, Donald Turner , Executive Directors. The Executive Directors may resign or be removed, vacancies may be filled and additional Directors elected, as provided in the By-Laws.

00416
533

IN WITNESS WHEREOF, I have these Articles of Incorporation this 23rd day of March, 1979

Jacqueline B. Thompson

Jacqueline B. Thompson

WITNESS:

Brari Thompson

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

This is to certify that on the 23rd day of March 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared

who acknowledged the foregoing Articles of Incorporation to be his act.

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

BETTY J. FLOOK NOTARY PUBLIC WASHINGTON COUNTY

Betty J. Flook

Notary Public

My Commission expires July 1, 1982.

534

ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND COMMUNICATION CLUB, INC.

1056

approved and received for record by the State Department of Assessments and Taxation of Maryland March 28, 1979 at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2441, folio 00412, 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 $ 5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Sommers

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
4 3 36 PM '79
LIBER FOLIO
LAND
VAUGHN J. BAKER, CLERK

A 83266

535
00709

Received For Record Sept 4, 1979 at 3:36 o'clock pm liber 28

ELECTRONIC REPAIR CO., INC.

ARTICLES OF INCORPORATION

SEP -4-79 A 17744 ******5.00

J. D.

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 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 Electronic Repair Co., Inc.

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

1. To assemble, install, repair, purchase, or otherwise acquire, sell, and in any manner deal in or with parts, equipment, apparatus, instruments, devices, machines, articles, and commodities including radio, television, and wired or wireless telephone and telegraph equipment, apparatus, instruments, and devices and accessories therefor, and parts, equipment, apparatus, instruments, and devices of all kinds for transmitting, conducting, receiving, distributing, recording, or reproducing sound, images, electrical energy or impulses, and for electromagnetic waves, variations, or impulses radiated through space by any method or process now in use or hereafter discovered.

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 any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation 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 Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1120 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Theodore G. Reeder, Jr., 1242 Ravenwood Heights, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

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, with a par value of Ten ($10.00) Dollars per share.

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..

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Theodore G. Reeder, Jr.
Janice L. Reeder
Mark B. Reeder
Theodore G. Reeder, III

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of March, 1979, and I acknowledge the same to be my act.

WITNESS:

Alison R. Locke

Lynn F. Meyers

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 27th day of March, A. D., 1979, 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.

Loretta J. Thornhill
Notary Public

My Commission Expires:
1 July 1982

540

1065

ARTICLES OF INCORPORATION

OF

ELECTRONIC REPAIR CO., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 29, 1979 at 12:00 o'clock Noon M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2441, folio 07108, 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 $ 5.00

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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
4 3 36 PM '79
LIBER ___ FOLIO ___
LAND ☐ ☐
VAUGHN J. BAKER, CLERK

A 83318

gcp

541

Received Fro Record Sept 4, 1979 at 3:36 o'clock pm liber 28 01179

SEP -4-79 A 17745 ******5.00

ARTICLES OF INCORPORATION

OF

LOTUS OF HAGERSTOWN INCORPORATED

A Close Corporation

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 LOTUS OF HAGERSTOWN INCORPORATED.

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

(a) To engage in the business of a restaurant and 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 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 enchance 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.

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 to 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 40 North Potomac Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 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. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock or (3) Option, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

01182

SIXTH: The number of Directors of the Corporation shall be one (1) until this Charter document is approved and becomes effective, at which time the Corporation whereby elects to have no Board of Directors pursuant to Section 4-302, Corporations and Associations, Annotated Code of the Code of Maryland; the name of the Director who shall act until the Charter is approved shall be Sandra Wong.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of March, 1979.

Witness:

Marian Marshall

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21st day of March, 1979, 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.

Marian Marshall
Notary Public

My Commission expires:
7/1/82

1068

ARTICLES OF INCORPORATION

OF

LOTUS OF HAGERSTOWN INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland March 27, 1979 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2441, folio 1178, 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 $ 5.00

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 OF MARYLAND

MARYLAND
ON COUNTY
FOR RECORD

3 36 PM '79

FOLIO

LAND

VAUGHN J. BAKER, CLERK

A 83386

546

01457

Received For Record Sept. 5, 1979 at 3;06 o'clock pm liber 28

SEP -4-79 A 17746 ******3.00

ARTICLES OF INCORPORATION

OF

MARINE FIBERGLASS REPAIR SERVICES, INC.

A Close Corporation

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 MARINE FIBERGLASS REPAIR SERVICES, INC.

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

(a) To engage in the sale and repair of boating equipment and such other activities as are related thereto or 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, businesses, 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 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.

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 to 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) 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. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; or (3) Option, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SIXTH: The number of Directors of the Corporation shall be one (1) until this Charter document is approved and becomes effective, at which time the Corporation whereby elects to have no Board of Directors pursuant to Section 4-302, Corporations and Associations, Annotated Code of the Code of Maryland; the name of the Director who shall act until the Charter is approved shall be Charles C. Clarke.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of March, 1979.

Witness:

Marian Marshall

Richard W. Lauricella (SEAL)
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 28th day of March, 1979, 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:
7/1/82

550

ARTICLES OF INCORPORATION

OF

MARINE FIBERGLASS REPAIR SERVICES, INC.

1069

approved and received for record by the State Department of Assessments and Taxation of Maryland March 30, 1979 at 12:00 o'clock Noon M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2441, folio 1456, 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 $ 5.00

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 E. Lammond

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 4 3 36 PM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 83425

551
02364

Received For Redord Sept. 4, 1979 at 3'36 o'clock pm liber 28
SEP -4-79 A 17747 ******5.00

TAXPAYERS ALERT COMMITTEE, INC.

20

ARTICLES OF INCORPORATION

FIRST: The undersigned Bornard J. Morgan and Charles R. Smith, whose post office addresses are Route 1, Box 207, Keedysville, Maryland 21756 and 57 S. Potomac St., Hagerstown, Maryland 21740, respectively, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is TAXPAYERS ALERT COMMITTEE, INC.

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

a. To preserve our traditional private property - free enterprise way of life;

b. To work for the repeal of laws which jeopardize private property and free enterprise;

c. To limit the expenditure of tax money to those services which are NECESSARY:

d. To keep the reins of government in the hands of elected rather than appointed officials;

e. To protect the taxpayers of Maryland from unreasonable and inequitable tax practices;

f. To urge action by public officials toward the legitimate attainment of these ends; and

g. To create public opinion favorable to the accomplishment of these ends.

Aug 2 11 15 AM '79

FOURTH: The post office address of the principal office of the Corporation in Maryland is P.O. Box 1276, Hagerstown, Washington County, Maryland, 21740. The name and post office address of the resident agent of the Corporation in Maryland are Charles R. Smith, 57 South Potomac Street, Hagerstown, Washington County, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK, AND SHALL BE A NON-PROFIT ORGANIZATION.

02365

SIXTH: The number of directors of the Corporation shall be nine (9), which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three (3) members, the number of directors may be less than the number of members, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Bonnard J. Morgan and Charles R. Smith.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation and severally acknowledged the same to be our act on March 24, 1979
Date

Witness:

Bonnard J. Morgan

Charles R. Smith

553

ARTICLES OF INCORPORATION

OF

TAXPAYERS ALERT COMMITTEE, INC.

1084

approved and received for record by the State Department of Assessments and Taxation of Maryland April 2, 1979 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2441, folio 0230 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 $ 5.00

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

4 3 36 PM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 83583

554

02367

ceived For Record Sept 4, 1979 at 3:36 o'clock pm liber 28

SEP -4-79 A 17748 ******5.00

K & S LOCKSMITHS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Robert Eugene Knode, whose post office address is 1070 South Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virture of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

K & S LOCKSMITHS, INC.

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

1. To own and operate a locksmith business and all activities related 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 1070 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Robert Eugene Knode, whose post office address is 1070 South Potomac 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 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 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 name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Robert Eugene Knode.

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 Corporaton 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.

EIGHT: 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 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 20 day of March, 1972, and I acknowledge the same to my act.

WITNESS:

Robert Eugene Knode (SEAL)
Robert Eugene Knode

557

ARTICLES OF INCORPORATION

OF

K & S LOCKSMITHS, INC.

1084

approved and received for record by the State Department of Assessments and Taxation of Maryland April 2, 1979 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2441, folio 02366 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 40.00 Recording fee paid $ 20.00 Special Fee paid $ 5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Sammons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 4 3 36 PM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 83584

558

02372

Received For Record Sept 4, 1979 at 3:36 o'clock pm liber 28

SEP -4-79 A 17749 ******5.00

APPALACHIAN LOGCRAFT INCORPORATED
(NON-STOCK CORPORATION)
ARTICLES OF INCORPORATION

ARTICLE ONE: The undersigned Blaine L. Griffith of Mt. Aetna Road, Route #1 Box 217-A, Hagerstown, Maryland 21740; Wesley R. Johnson of 2904 Enterprise Road, Mitchellville, Maryland 20716; and John E. Bittner of 4000 Queen Mary Drive, Olney, Maryland 20832 respectively, each being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

ARTICLE TWO: The name of the corporation (hereinafter called the Corporation) is Appalachian Logcraft Incorporated.

ARTICLE THREE: The purpose of the Corporation is to promote, sell, and install log homes, recreational buildings, and assorted utility buildings. The Corporation will also promote, sell, and install accessories relevant to log homes and recreational buildings.

ARTICLE FOUR: The official address for the Corporation will be Mt. Aetna Road, Route #1 Box 217-A, Hagerstown, Maryland 21740. The resident agent of the Corporation will be Blaine L. Griffith of Mt. Aetna Road, Route #1 Box 217-A, Hagerstown, Maryland 21740. Blaine L. Griffith is a citizen of Maryland and actually resides therein.

ARTICLE FIVE: The Corporation shall not be authorized to issue capital stock.

ARTICLE SIX: The number of directors of Appalachian Logcraft Incorporated will be three. The number of members of the Corporation will be, but not limited to, three. New members will be elected through the by-laws of the Corporation. One Director will be Blaine L. Griffith of Route 1 Box 217-A Mt. Aetna Road Hagerstown, Maryland. 21740.

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

SEVEN-A: Members of the Board of Directors will meet annually to conduct general business and to approve an annual report.

SEVEN-B: All new members must meet the unaminous approval of the Board of Directors.

SEVEN-C: Officers for the Corporation will be elected annually by the Board of Directors. Officers shall consist of a President, Vice President, Treasurer, and Secretary or any other positions as deemed necessary by the unanimous approval of the Board of Directors.

SEVEN-D: All operating procedures for the Corporation will be contained in the corporate by-laws to be drafted and approved by the Board of Directors at the first annual meeting of the Corporation to be held as soon as the Corporation is approved by the State of Maryland.

ARTICLE EIGHT: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and severally acknowledged the same to be our act on March 24, 1979.

Witness:

Jane F. Griffith

Blaine L. Griffith

Wesley R. Johnson

John E. Bittner

561

ARTICLES OF INCORPORATION

OF

APPALACHIAN LOGCRAFT INCORPORATED

1084

approved and received for record by the State Department of Assessments and Taxation of Maryland April 2, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2441, folio 371, 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 $ 5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Sumner

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 4 3 37 PM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 83585

562

01595

SEP -4-79 A# 17750 ******5.0(

Received For Record Sept. 4, 1979 at 3:36 o'clock pm Liber 28

AMENDED ARTICLES OF INCORPORATION

Gilbert Zimmerman certifies:

That no stock has been issued and that he is the only incorporator of Vinyl and Aluminum Siding, Inc., a Maryland Corporation, and that he hereby amends the Articles of Incorporation to change the name of the Corporation to VINYL AND ALUMINUM SIDING COMPANY and re-state the Articles of Incorporation as follows:

1. The name of the corporation (which is hereinafter called the Corporation) is the Vinyl and Aluminum Siding Company.

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

(a) To engage in the business of a home improvement contractor within the meaning of Article 56, Section 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 otherwise 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 post office address of the principal office of the Corporation in this State is 927 Pennsylvania Avenue, Hagerstown, Maryland, 21740 . The name and post office address of the resident agent of the Corporation in this State are Gilbert Zimmerman, 32 Manor Drive, Hagerstown, Maryland 21740 . Said resident agent is a citizen actually residing in this State.

4. 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).

5. 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 Gilbert Zimmerman, Donna K. Zimmerman and Theodore Zimmerman.

6. 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 stock of any class or classes, whether now or hereafter authorized.

7. The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed this Certificate of Amendment on March 28, 1979.

WITNESS:

Joanne Snyder

Joanne Snyder

Gilbert Zimmerman

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on March 28, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Gilbert Zimmerman and severally acknowledged the foregoing Certificate of Amendment to be his act.

WITNESS my hand and Official Notarial Seal.

Joanne Snyder

Notary Public Joanne Snyder

My Commission Expires:

July 1, 1982

565

1096

AMENDED ARTICLES OF INCORPORATION

OF

VINYL AND ALUMINUM SIDING, INC.

Changing its name to:

VINYL AND ALUMINUM SIDING COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland April 16, 1979 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2442, folio 1594, 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 $ 5.00

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 OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

4 3 37 PM '79

NUMBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 83994

566

WRS:cmp 3/20/79

02434

Received For Record Sept 4, 1979 at 3:36 o'clock pm liber 88

SEP -4-79 A 17751 ******5.00

HORN MECHANICAL AND ELECTRICAL, INC.

ARTICLES OF AMENDMENT
CHANGING NAME OF CORPORATION

HORN MECHANICAL AND ELECTRICAL, INC., a Maryland corporation, having its principal place of business in Washington County, State of Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation, as amended, is hereby amended by striking out Paragraph Second of the Articles of Incorporation and inserting in lieu thereof the following:

> SECOND: The name of the corporation (which is hereinafter called the "Corporation") is HORN MECHANICAL/ELECTRICAL, INC.

SECOND: The Directors of the Corporation, a Maryland corporation, by an Informal Action and Consent dated the 23rd day of March, 1979, adopted a resolution in which was set forth the foregoing Amendment to the Charter, declaring that the said amendment of the Charter was advisable.

THIRD: An Informal Action and Consent dated the day of March, 1979, was signed by all of the shareholders of the Corporation, which Informal Action and Consent approved the amendment of the Charter of the Corporation as hereinabove set forth.

IN WITNESS WHEREOF, HORN MECHANICAL AND ELECTRICAL, INC. has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on the 23rd day of March, 1979.

ATTEST:

Betty P. Stubits,

HORN MECHANICAL AND ELECTRICAL, INC.

By George P. Horn, Jr.,

567

02435

STATE OF MARYLAND, ~~WASHINGTON~~ BALTIMORE CITY ~~COUNTY~~, SS:

I HEREBY CERTIFY that on this 23rd day of March, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for ~~Washington~~ BALTIMORE CITY ~~County~~ aforesaid, personally appeared GEORGE F. HORN, JR., President of HORN MECHANICAL AND ELECTRICAL, INC., a Maryland corporation, and in the name and behalf of the Corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and, at the same time, personally appeared BETTY P. STUBITS and made oath in due form of law that she is the Secretary of HORN MECHANICAL AND ELECTRICAL, INC. and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information, and belief.

AS WITNESS my hand and Notarial Seal this 23rd day of March, 1979.

John C Hayden III

Notary Public

JOHN A. HAYDEN, III
NOTARY PUBLIC
BALTIMORE CITY, MD.

My Commission expires:
July 1, 1982

568

1084

ARTICLES OF AMENDMENT

OF

HORN MECHANICAL AND ELECTRICAL, INC.

Changing its name to

HORN MECHANICAL/ELECTRICAL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 27, 1979 at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2441, folio 0243, 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 $ 5.00

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 4 3 37 PM '79
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

A 83596

00417
569

Received For Record Sept 4, 1979 at 3:36 o'clock pm liber 28

ARTICLES OF AMENDMENT OF

THE MARYLAND CHIROPRACTIC ASSOCIATION, INC. A# 17752 ******5.00

THIS IS TO CERTIFY:

FIRST: We, the subscribers, being the Directors of The Maryland Chiropractic Association, Inc., which is hereinafter called the "Corporation," have on March 18, 1979 approved this Amendment to the Charter of the Corporation and the membership thereafter approved the same.

SECOND: The name of the Corporation is: The Maryland Chiropractic Association, Inc.

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

1. To promote continuing legal education programs and seminars to improve and enhance the quality of chiropractic services available in the State of Maryland.
2. To engage in and promote professional activities designed to provide better health care in the State of Maryland.
3. To participate in joint medical and scientific discussions, seminars and meetings, with medical and other allied groups, to improve the quality of health care available in the State of Maryland.
4. To engage and conduct seminars and study programs relating to diseases and ailments of all parts of the human body, as related to the vertebral column, the spinal nerves and related neural systems.
5. To initiate and maintain educational programs to better acquaint the public with the nature and purposes of chiropractic.
6. To support programs designed to advance the professional stature of chiropractors.
7. To support programs designed to advance the health of Maryland citizens and to support legislation to improve their health.

FOURTH: The post office address of the place where the principal office of the Corporation in this state will be located is 306 North Potomac Street, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is William H. Adolph, D.C., 8305 Liberty Road, Baltimore, Maryland 21207 (Baltimore County). The said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation shall have no authority to issue capital stock.

SIXTH: The Corporation shall have seven (7) Directors, which number may be changed from time to time, subject to the provisions of the By-Laws, but shall never be less than seven (7) and the following individuals shall act as such until the next annual meeting, or until their successors are duly chosen and qualified:

James G. Steele, D.C.
42 West Mechanic Street
Frostburg, Maryland 21532

F. Keen Blaker, D.C.
5007 York Road
Baltimore, Maryland 21212

Harry D. Deschamps, D.C.
239 West Main Street
Hancock, Maryland 21750

Ronald C. Gillum, D.C.
Box 82
Grantsville, Maryland 21536

William S. Rehm, D.C.
4920 Frankford Avenue
Baltimore, Maryland 21206

Frank L. Roberts, D.C.
5212 Harford Road
Baltimore, Maryland 21214

Christian Snyder, D.C.
5th Avenue (Extended)
Denton, Maryland 21629

SEVENTH: In order to be a member of the Corporation, an individual must be a licensed Doctor of Chiropractic in the State of Maryland; all other matters relating to membership in the Corporation shall be as set forth in the By-Laws of the Corporation.

EIGHTH: Upon dissolution of the Corporation, its assets shall be distributed as authorized by the Corporations and Assocations Article of the Annotated Code of Maryland.

NINTH The By-Laws of the Corporation may make any other provisions or requirements for the arrangement or conduct of the business of the Corporation not inconsistent with these Articles of Amendment or contrary to the laws of the State of Maryland or of the United States.

Each of the undersigned Directors acknowledges these Articles of Amendment to be his act as witnessed by the hands and seals of the said Directors this 18th day of March, 1979.

Witness	F. Keen Blaker, Director (SEAL)
Witness	Harry D. Deschamps, Director (SEAL)
Witness	Ronald C. Gillum, Director (SEAL)
Witness	William S. Rehm, Director (SEAL)
Witness	Frank L. Roberts, Director (SEAL)
Witness	Christian Snyder, Director (SEAL)
Witness	James G. Steele, Director and Vice Pres. (SEAL)
Witness	Harold F. Carbaugh, Secretary (SEAL)

The undersigned, JAMES G. STEELE, Vice President of The Maryland Chiropractic 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 perjury.

James G. Steele

James G. Steele, Vice President

572

ARTICLES OF AMENDMENT

OF

THE MARYLAND CHIROPRACTIC ASSOCIATION, INC.

105

approved and received for record by the State Department of Assessments and Taxation of Maryland March 28, 1979 at 12:00 o'clock NOON M. as in conformity with law and ordered recorded.

Recorded in Liber 2441, folio 00416, 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 $ 5.00

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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 4 3 37 PM '79

LIBER____ FOLIO____

LAND ☐ _____ ☐

VAUGHN J. BAKER, CLERK

A 83260

573
00773

Received For Record Sept 4, 1979 at 3:37 o'clock pm liber 28

W.C.A.R.C., INC.

ARTICLES OF AMENDMENT SEP -4-79 A 17753 ******5.00

W.C.A.R.C., Inc., a Maryland corporation, having its principal office in Hagerstown, Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessment and Taxation that:

FIRST: The charter of the Corporation is hereby amended by striking out W.C.A.R.C., Inc. in Paragraph SECOND of the Articles of Incorporation and inserting in lieu thereof the following: TRANSCOR, INC.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on the 1st day of March , 1979, adopted a resolution in which was set forth that the foregoing amendment of the charter was advisable and directed that it be submitted for action thereon at a meeting of the members of the Corporation to be held on the 19th day of March , 1979.

THIRD: Notice setting forth the amendment of the charter and stating that the purpose of the meeting of the members would be to take action thereon, was given as required by law, to all members entitled to vote thereon.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the members of the Corporation by the affirmative vote of two-thirds of the members.

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

IN WITNESS WHEREOF, W.C.A.R.C, 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 19th day of March, 1979.

Attest to Signature
and Corporate Seal:

W.C.A.R.C, Inc.

Secretary

By Jacob L. Hoffman
Jacob L. Hoffman, President

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

I HEREBY CERTIFY, that on this 19th day of March, A.D., 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jacob L. Hoffman, President of W.C.A.R.C., 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 George W. Sellers III and made oath in due form of law that George W. Sellers III was Secretary of the meeting of the members of said corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and

facts set forth in the said Articles of Amendment are true to the best of their knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

Notary Public

My Commission Expires:
1 July 1982

575

ARTICLES OF AMENDMENT

OF

W. C. A. R. C., INC.

Changing its name to:

TRANSCOR, INC.

1066

approved and received for record by the State Department of Assessments and Taxation of Maryland April 2, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2441, folio 00773 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 $ 5.00

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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
FILED FOR RECORD

3 37 PM '79

FOLIO

LAND

VAUGHN J. BAKER, CLERK

A 83334

576

WRS:cmp 2/27/79

02419

Received For Record Sept 4, 1979 at 3:37 o'clock pm Liber 28

SEP -4-79 A № 17754 ******5.50

ARTICLES OF MERGER

OF

GEORGE HORN, INCORPORATED

INTO

HORN CORPORATION

THESE ARTICLES OF MERGER, dated this 21st day of March, 1979, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code"), are entered into by and between the corporations named in Article SECOND below, which are referred to herein collectively as the "Constituent Corporations".

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are GEORGE HORN, INCORPORATED, a Maryland corporation, (hereinafter referred to as "GHI") and HORN CORPORATION a Maryland corporation, (hereinafter referred to as "Horn Corp.").

THIRD: Horn Corp. shall be the successor corporation (hereinafter sometimes referred to as "Successor").

FOURTH: The principal office of Horn Corp. in the State of Maryland is 330 West Oak Drive located in Hagerstown, Washington County. The principal office of GHI in the State of Maryland is 330 West Oak Drive, located in Hagerstown, Washington County. GHI owns interests in land located in Washington County, the title to which could be affected by the recording of an instrument among the land records. Horn Corp. owns no property in any county, the title to which could be affected by the recording of an instrument among the land records.

FIFTH: The terms and conditions of this merger as set forth in these Articles of Merger were advised, authorized, and approved by GHI in the manner and by the vote required by its charter and the laws of the State of Maryland. Such advice, authorization, and approval is set out in Informal Actions and Consents of the directors and shareholders of the corporation, noting the unanimous consent of the directors and shareholders.

SIXTH: The terms and conditions of this merger as set forth in these Articles of Merger were advised, authorized, and approved by Horn Corp. in the manner and by the vote required by its charter and the laws of the State of Maryland. Such advice, authorization, and approval is set out in Informal Actions and Consents of the directors and shareholders of the corporation, noting the unanimous consent of the directors and shareholders.

SEVENTH: There shall be no changes or amendments to the Articles of Incorporation of the Successor caused by the merger.

EIGHTH: GHI has authority to issue One Thousand (1,000) shares of stock of all classes consisting of One Thousand (1,000) shares of Common stock of the par value of One Hundred Dollars ($100.00) each.

NINTH: Horn Corp. has authority to issue One Hundred Fifty-four Thousand (154,000) shares of stock of all classes divided into four Thousand (4,000) shares of Non-cumulative convertible Preferred Stock of the par value of One Hundred Dollars ($100.00) each; Fifty Thousand (50,000) shares of Class A Common stock of the par value of Ten Dollars ($10.00) each and One Hundred Thousand (100,000) shares of Class B Common stock of the par value of Ten Dollars ($10.00) each.

TENTH: GHI is a wholly owned subsidiary of Horn Corp. and its shares shall be cancelled and be surrendered by the stockholder and no additional shares shall be issued to the stockholder at the time of such surrender. Each share of the capital stock of Horn Corp. which is issued and outstanding on the Effective Date shall remain issued and outstanding as a share of the capital stock of Horn Corp.

ELEVENTH: Upon the Effective Date:

A. The assets and liabilities of GHI shall be taken up on the books of the Successor at the amount at which they shall at that time be carried on the books of GHI, subject to such adjustments, if any, as may be necessary to conform to the Successor's accounting procedures, and

B. All of the rights, privileges, immunities, powers, purposes, and franchises of GHI and all property, real, personal, and mixed, and all debts due to GHI on whichever account shall be vested in the Successor, and all property rights, privileges, immunities, powers, purposes, and franchises, and all and every other interest shall be thereafter as effectually the property of the Successor as they were of GHI and all debts, liabilities, obligations, and duties of GHI shall thenceforth attach to the Successor and may be enforced against it to the same extent as if said debts, liabilities, obligations, and duties had been incurred or contracted by it.

TWELFTH: The Constituent Corporation, by mutual consent of their respective Board of Directors, may amend, modify, and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; provided, however, that no such amendment, modification, or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

THIRTEENTH: The merger provided for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of GHI, except insofar as continued by statute, shall cease on the date that these Articles of Merger, duly advised, approved, signed, acknowledged, sealed, and verified by GHI and Successor as required by the laws of the State of Maryland, are filed for record with the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland, or on the date specified by the parties hereto as provided by the laws of the State of Maryland, whichever is later.

FOURTEENTH: No other consideration is to be paid, transferred, or issued by the Successor for shares of stock surrendered in connection with the merger of the parties to these Articles of Merger.

FIFTEENTH: Notwithstanding any other provision herein, confirmatory deeds, assignments, or other like instruments may be made and delivered in the name of either of the Constituent Corporations by the last surviving officers or directors thereof or by the corresponding officers or directors of the Successor whenever the same are deemed desirable for the purpose of evidencing the transfer, vesting, devolution of any property right, privilege, or franchise of either of the Constituent

02423

Corporations.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed and acknowledged in the name of and on behalf of each of the corporations a party hereto by its President or Vice President and attested by its Secretary or Assistant Secretary on this 21st day of March, 1979.

ATTEST:

GEORGE HORN, INCORPORATED

By

HORN CORPORATION

By

THE UNDERSIGNED, President of GEORGE HORN, INCORPORATED who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

George E. Horn, Jr.

THE UNDERSIGNED, President of HORN CORPORATION who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

George E. Horn, Jr.

582

ARTICLES OF MERGER

BETWEEN

GEORGE HORN, INCORPORATED (A MD. CORP.)

INTO

HORN CORPORATION (A MD. CORP.)-SURVIVOR

1084

approved and received for record by the State Department of Assessments and Taxation of Maryland March 27, 1979 at 2:30 o'clock P. M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2441 ; folio 02118 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 22.00 Special Fee paid $_____

24.00 Certificates to Washington County Land

$ 46.00 Total Record Office

57.50

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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
FILED FOR RECORD

3 37 PM '79

FOLIO

LAND

VAUGHN J. BAKER, CLERK

A 83594

gcp

583

WRS:cmp 2/26/79

Received for Record Sept 4, 1979 at 3:37 O'clock pm liber 28

02426

SEP -4-79 A 17755 ******6.00

ARTICLES OF MERGER

OF

HORN SERVICE AGENCY, INC.

INTO

HORN MECHANICAL AND ELECTRICAL, Inc.

THESE ARTICLES OF MERGER dated this 22nd day of March, 1979, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code"), are entered into by and between the corporations named in Article SECOND below, which are referred to herein collectively as the "Constituent Corporations".

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are HORN MECHANICAL AND ELECTRICAL, INC., a Maryland corporation, (hereinafter referred to as "HME") and HORN SERVICE AGENCY, INC., a Maryland corporation, (hereinafter referred to as "HSA").

THIRD: HME shall be the successor corporation (hereinafter sometimes referred to as "Successor").

FOURTH: The principal office of HME in the State of Maryland is 330 West Oak Ridge Drive located in Hagerstown, Washington County, Maryland. The principal office of HSA in the State of Maryland is 330 West Oak Ridge Drive, located in Hagerstown, Washington County, Maryland. Neither HME nor HSA owns property in any county in Maryland, the title to which could be affected by the recording of an instrument among the land records.

FIFTH: The terms and conditions of this merger as set forth in these Articles of Merger were advised, authorized, and approved by HSA in the manner and by the vote required by its charter and the laws of the State of Maryland. Such advice, authorization, and approval is set out in Informal Actions and Consents of the directors and shareholders of HSA noting the unanimous consent of the directors and shareholders.

SIXTH: The terms and conditions of this merger as set forth in these Articles of Merger were advised, authorized, and approved by HME in the manner and by the vote required by its charter and the laws of the State of Maryland. Such advice, authorization, and approval is set out in Informal Actions and Consents of the directors and shareholders of HME noting the unanimous consent of the directors and shareholders.

SEVENTH: There shall be no changes or amendments to the Articles of Incorporation of the Successor, as amended by Articles of Amendment dated March 27, 1972, and March 22, 1979, caused by the merger.

EIGHTH: HSA has authority to issue One Thousand (1,000) shares of stock of all classes, consisting of One Thousand (1,000) shares of common stock of the par value of One Hundred Dollars ($100.00) each.

NINTH: HME has authority to issue Two Thousand Five Hundred (2,500) shares of stock of all classes, consisting of Two Thousand Five Hundred (2,500) shares of common stock of the par value of One Hundred Dollars ($100.00) each.

TENTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration and the treatment of any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

A. Each share of HSA Common stock, if any, which remains unissued on the Effective Date of this merger shall be cancelled.

B. Each share of HME Common stock which is issued and outstanding on the Effective Date shall remain issued and outstanding as one share of HME Common stock.

C. Each share of HSA Common stock which is issued and outstanding on the Effective Date shall be converted or exchanged by the Successor into the Common stock of the Successor as follows:

16.06 shares of the Common Stock of HME shall be issued in exchange for each share of the Common stock of HSA.

D. No scrip or fractional share certificates of HME shall be issued as a result of the merger transaction described hereinabove, but in lieu of each fractional interest, an HSA stockholder entitled to a fractional share equal to one-half or more of one share of the Common stock of HME shall receive a full share of the Common stock of HME, and any fractional share equal to less than one-half of one share of the Common stock of HME shall be eliminated.

E. After the merger transaction described above shall have become effective, except as otherwise provided by the Code with respect to dissenting stockholders, each holder of an outstanding certificate or certificates theretofore representing HSA Common stock shall surrender the same to Successor and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Common stock of HME into which the Common stock of HSA represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof.

Until such surrender, the Common stock of HSA shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of the Common stock of HME to be delivered with respect to such shares of such common stock. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of the Common stock of HME as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon surrender of any such certificate or certificates , there shall be paid to the record holder of the certificate or certificates of the Common stock of HME delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of the Common stock of HME.

If any holder of any outstanding certificate or certificates representing the Common stock of HSA shall deliver to Successor such affidavits, indemnity agreements, or surety bonds as HME shall reasonably require in conformity with its customary procedure with respect to lost stock certificates

of HME, Successor shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing the Common stock of HSA.

ELEVENTH: Upon the Effective Date:

A. The assets and liabilities of HSA shall be taken up on the books of the Successor at the amount at which they shall at that time be carried on the books of HSA, subject to such adjustments, if any, as may be necessary to conform to the successor's accounting procedures, and

B. All of the rights, privileges, immunities, powers, purposes, and franchises of HSA and all property, real, personal, and mixed, and all debts due to HSA on whichever account shall be vested in the Successor, and all property rights, privileges, immunities, powers, purposes, and franchises, and all and every other interest shall be thereafter as effectually the property of the Successor as they were of HSA, and all debts, liabilities, obligations, and duties of HSA shall thenceforth attach to the Successor and may be enforced against it to the same extent as if said debts, liabilities, obligations, and duties had been incurred or contracted by it.

TWELFTH: The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; provided, however, that no such amendment, modification, or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

THIRTEENTH: The merger provided for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of HSA, except insofar as continued by statute, shall cease on the date that these Articles of Merger, duly advised, approved, signed, acknowledged, sealed, and verified by HSA and Successor as required by the laws of the State of Maryland, are filed for record with the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland, or on the date specified by the parties hereto as provided by the laws of the State of Maryland, whichever is later.

FOURTEENTH: No other consideration is to be paid, transferred, or issued by the Successor for shares of stock surrendered in connection with the merger of the parties to these Articles of Merger.

FIFTEENTH: Notwithstanding any other provision herein, confirmatory deeds, assignments, or other like instruments may be made and delivered in the name of either of the Constituent Corporations by the last surviving officers or directors thereof or by the corresponding officers or directors of the Successor whenever the same are deemed desirable for the purpose of evidencing the transfer, vesting, devolution of any property right, privilege, or franchise of either of the Constituent Corporations.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed and acknowledged in the name of and on behalf of each of the corporations a party hereto by its President or Vice President and attested by its Secretary or Assistant Secretary on this 22nd day of March, 1979.

ATTEST:

HORN SERVICE AGENCY, INC.

By

ATTEST:

HORN MECHANICAL AND ELECTRICAL, INC.

By

THE UNDERSIGNED, President of HORN SERVICE AGENCY, INC., who executed on behalf of said Corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Merger, to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

George F. Horn, Jr.

THE UNDERSIGNED, President of HORN MECHANICAL AND ELECTRICAL, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Merger to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

George F. Horn, Jr.

590

1084

ARTICLES OF MERGER

BETWEEN

HORN SERVICE AGENCY, INC. (A MD. CORP.)

INTO

HORN MECHANICAL AND ELECTRICAL, INC. (A MD. CORP.)-SURVIVOR

approved and received for record by the State Department of Assessments and Taxation of Maryland March 27, 1979 at 2:45 o'clock P. M. as in conformity with law and ordered recorded.

8

Recorded in Liber 2441, folio 2425 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 $ 6.00

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

4 3 37 PM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

A 83595

gcp

591

Received For Record Sept 4, 1979 at 3:37 o'clock pm liber 28 /.00

SEP -4-79 A 17756 ******1.00

1084

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

Whiteford, Taylor, Preston, Trimble & Johnston

IBM Building, 100 East Pratt Street, Baltimore, Maryland 21202

which said agreement of merger was duly approved by said Department on

March 27, 1979

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

(a) The names of the merging corporations are GEORGE HORN, INCORPORATED (A MD. CORP.) INTO HORN CORPORATION (A MD. CORP.)-SURVIVOR

(b) The name of the new corporation is HORN CORPORATION

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

330 West Oak Drive, Hagerstown, Washington County, Maryland

(d) The Agreement of Merger is dated March 21, 1979

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was

March 27, 1979 at 2:30 P. M.

592
Recieved For Record Sept 4, 1979 at 3:37 o'clock pm liber 28

SEP -4-79 A 17758 ******1.00

1084

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

Whiteford, Taylor, Preston, Trimble & Johnston

IBM Building, 100 East Pratt Street, Baltimore, Maryland 21202

which said agreement of merger was duly approved by said Department on

March 27, 1979

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

(a) The names of the merging corporations are GEORGE HORN, INCORPORATED (A MD. CORP.) into HORN CORPORATION (A MD. CORP.)-SURVIVOR

(b) The name of the new corporation is HORN CORPORATION

(c) The location of the principal office of the new corporation is 330 West Oak Drive, Hagerstown, Washington County, Maryland

(d) The Agreement of Merger is dated March 21, 1979

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was March 27, 1979 at 2:30 P. M.

593

Received For Record Sept. 4, 1979 at 3:37o'clock pm liber 28

SEP -4-79 A 17760 ******1.00

1084

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

Whiteford, Taylor, Preston, Trimble & Johnston

IBM Building, 100 East Pratt Street, Baltimore, Maryland 21202

which said agreement of merger was duly approved by said Department on

March 27, 1979

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

(a) The names of the merging corporations are GEORGE HORN, INCORPORATED (A MD. CORP.) into HORN CORPORATION (A MD. CORP.)-SURVIVOR

(b) The name of the new corporation is HORN CORPORATION

(c) The location of the principal office of the new corporation is 330 West Oak Drive, Hagerstown, Washington County, Maryland

(d) The Agreement of Merger is dated March 21, 1979

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was March 27, 1979 at 2:30 P. M.

594

Received For Record Sept 4, 1979 at 3:37 o'clock p m liber 28

SEP -4-79 A 17762 ******1.00

1084

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

Whiteford, Taylor, Preston, Trimble & Johnston

IBM Building, 100 East Pratt Street, Baltimore, Maryland 21202

which said agreement of merger was duly approved by said Department on

March 27, 1979

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

(a) The names of the merging corporations are GEORGE HORN, INCORPORATED (A MD. CORP.) into HORN CORPORATION (A MD. CORP.)-SURVIVOR

(b) The name of the new corporation is HORN CORPORATION

(c) The location of the principal office of the new corporation is 330 West Oak Drive, Hagerstown, Washington County, Maryland

(d) The Agreement of Merger is dated March 21, 1979

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was March 27, 1979 at 2:30 P. M.

Received For Record Sept 4, 1979 at 3:37o'clock pm liber 28 595

SEP -4-79 A 17764 ******1.00

1084

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

Whiteford, Taylor, Preston, Trimble & Johnston

IBM Building, 100 East Pratt Street, Baltimore, Maryland 21202

which said agreement of merger was duly approved by said Department on

March 27, 1979

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

(a) The names of the merging corporations are GEORGE HORN, INCORPORATED (A MD. CORP.) INTO HORN CORPORATION (A MD. CORP.)-SURVIVOR

(b) The name of the new corporation is HORN CORPORATION

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

330 West Oak Drive, Hagerstown, Washington County, Maryland

(d) The Agreement of Merger is dated March 21, 1979

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was

March 27, 1979 at 2:30 P. M.

596 02198

Received For Record Sept. 4, 1979 at 3:37 o'clock pm liber 28

K-TECH, INC.

ARTICLES OF DISSOLUTION SEP -4-79 A rf 17766 ******5.50

K-TECH, INC., a Maryland corporation having its principal office in Hagerstown, Maryland, hereinafter called the Corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The 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 Mitchell Avenue, Hagerstown, Maryland.

THIRD: The name of the resident agent of the Corporation in the State of Maryland, who shall serve for one year after dissolution and until the affairs of the Corporation are wound up is Hubert A. Poole. The post office address of the resident agent is 1014 Pennsylvania Avenue, Hagerstown, Maryland.

FOURTH: The name and post office address of the sole director of the Corporation is as follows:

Name	Post Office Address
William S. Redd	45 Country Club Drive Las Vegas, Nevada 89109

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

Name	Title	Post Office Address
William S. Redd	President	45 Country Club Drive Las Vegas, Nevada 89109
Ralph W. Lawton	Secretary and Treasurer	25 Stuart Street Boston, Massachusetts 02116

SIXTH: The sole director by consent in writing, filed with the minutes of proceedings of the board, adopted a resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted to the stockholders for actional thereon at a special meeting of the Corporation to be held on May 29, 1978.

SEVENTH: A waiver of notice for such special meeting of stockholders, in writing and signed by all persons entitled to such notice, has been filed with the records of the meeting of the stockholders.

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 votes entitled to be cast thereon.

NINTH: The dissolution of the Corporation has been duly advised by the sole director and authorized by the stockholders of the Corporation in the manner and by the vote required by law and by the charter of the Corporation.

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 of Maryland) stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid or provided for in a manner satisfactory to the Comptroller of the Treasury and such authorities, respectively, except taxes barred by the statute of limitations or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely: 1978.

598

02200

IN WITNESS WHEREOF, K-TECH, INC. has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on May 30, 1978.

K-TECH, INC.

By William S. Redd
William S. Redd, President

Attest:

Ralph W. Lawton
Ralph W. Lawton, Secretary

THE UNDERSIGNED, President of K-TECH, INC., who executed on behalf of said corporation the foregoing Articles of Dissolution, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Dissolution 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.

William S. Redd
William S. Redd

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the K - TECH, INC.

were received for record on, April 16, 1979, in accordance with the provisions of Sec. 77 of Art. 23 of the Code (1957 Edition).

William L. Shoemaker
Director
William L. Shoemaker

599
02201

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

August 22, 1978

RE: Dissolution - K-TECH, INC.
Maryland Domestic

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

K-TECH, INC.
Maryland Domestic

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 22nd day of August A.D., 1978.

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

600

02202

CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

February 21, 1979

Mr. Peter Souza
C T Corporation Systems
235 Montgomery Street
Room 1815
San Francisco, California 94104

Dear Mr. Souza:

This is to certify that K-Tech Corporation, also known as Angstrohm Precision, Inc., is not located within the limits of the City of Hagerstown and therefore, is not and has never been subject to taxation by the City of Hagerstown Tax Office.

Very truly yours,

Florence M. Murdock

Florence M. Murdock
Tax Collector and
Treasurer

FMM/c

02203 601

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

K-TECH, INC.

have been paid.

WITNESS my hand and official seal this

Fifteenth day of February A.D. 1979.

Jane M. Ruby
Deputy Comptroller

PS-409

602

ARTICLES OF DISSOLUTION

OF

K - TECH, INC.

1112

approved and received for record by the State Department of Assessments and Taxation of Maryland April 16, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2442, folio 02197, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 22.00 Special Fee paid $ 30.00 5.50

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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Sep 4 3 37 PM '79

LIBER____ FOLIO____

LAND ☐ _____ ☐

VAUGHN J BAKER, CLERK

A 84072

ARTICLES OF DISSOLUTION
Received For Record Sept 4, 1979 at 3:37 o'clock pm liber 28
OF

WILLCRAFT HOSIERY MILLS, INC.

1. The name of the Corporation is Willcraft Hosiery Mills, Inc., and the post office address of its principal office in this State is 901 Preston Road, 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 Paul H. Fryer, 901 Preston Road, Hagerstown, Maryland 21740.

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

William F. Reynolds, Jr.
730 Orchard Road
Hagerstown, Maryland 21740

William R. Howard
1604 Templeton Road
Towson, Maryland 21204

Fred C. Wright, Jr.
49 Summit Avenue
Hagerstown, Maryland 21740

Paul M. Fryer
28 Pin Oak Terrace
Hagerstown, Maryland 21740

Paul H. Fryer
901 Preston Road
Hagerstown, Maryland 21740

4. The name, title, and post office address of each of the officers of the Corporation are: President - Paul H. Fryer, 901

Preston Road, Hagerstown, Maryland 21740; Vice President - Paul M. Fryer, 28 Pin Oak Terrace, Hagerstown, Maryland 21740; Secretary-Treasurer - William F. Reynolds, Jr., 730 Orchard Road, 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,

Willcraft Hosiery Mills, Inc.

By Paul H. Fryer (SEAL)
Paul H. Fryer, President

William F. Reynolds, Jr.
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 6th day of November, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul H. Fryer, President of Willcraft Hosiery Mills, 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.

Vicki L. Keller
Notary Public

My Commission Expires:
July 1, 1982

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 6th day of November, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William F. Reynolds, Jr., 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.

Vicki L. Keller
Notary Public

My Commission Expires:
July 1, 1982

0097605

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

January 4, 1978

RE: Dissolution - Willcraft Hosiery Mills 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

Willcraft Hosiery Mills Inc.

have been paid to and including the fiscal year July 1, 1974 to June 30, 1975. We have not received any certifications since that year.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 4th day of January A.D., 1978.

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

606

00979

The Town of Williamsport

MAYOR AND COUNCIL

WILLIAMSPORT - MARYLAND

January 15, 1979

State of Maryland
Department of Assessments and Taxation
Baltimore, Maryland

Gentlemen:

This is to certify that the Real Estate Taxes and Personal Property Taxes, Willcraft Hosiery Mills Inc., are paid in full to the Town of Williamsport, Maryland. As of the date of this Letter.

Very truly yours,
Warren M. Seymour Jr.
Warren M. Seymour, Jr. Tax Collector

607

00986

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

STATE TREASURY BUILDING

P. O. BOX 466 PHONE 269-3819

ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

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

WILLCRAFT HOSIERY MILLS, INC.

have been paid.

WITNESS my hand and official seal this

Seventh day of February A.D. 19 79 .

Mary Ellen Hopkins
Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

WILLCRAFT HOSIERY MILLS, INC.

were received for record on, January 18, 19 79,

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

William L. Shoemaker
Director

William L. Shoemaker

608

1066

ARTICLES OF DISSOLUTION

OF

WILLCRAFT HOSIERY MILLS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 18, 1979 at 4:30 o'clock P. M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2441, folio 0974 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 22.00 Special Fee paid $ 30.00 5.50

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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 4 3 37 PM '79
LIBER ____ FOLIO ____
LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

A 83339

gcp

609
01062

Received For Record Sept 4, 1979 at 3:37 o'clock pm liber 28

FOREST HILLS DEVELOPMENT CORPORATION

SEP -4-79 A 17768 ******5.00

ARTICLES OF REVIVAL

Forest Hills Development Corporation, a Maryland Corporation having its principal office in Washington County, Hagerstown, Maryland, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was Forest Hills Development Corporation.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be Forest Hills Development Corporation which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 200 Cambridge Drive, Hagerstown, Maryland, 21740, and said principal office is located in Washington County, Hagerstown, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland is Warren C. Schroeder of 200 Cambridge Drive, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this State. That the address of the resident agent as formerly recorded with the State Department of Assessments and Taxation was 113 East Magnolia Avenue, Hagerstown, Maryland; which address is no longer effective and which these presents are intended to correct for the record.

SIXTH: That prior to the filing of these Articles of Revival the Corporation has:

(a) Filed all annual reports required to be filed by

Corporation or which would have been required to be filed by the Corporation if its Charter had not be forfeited; and

(b) Paid all State and locat taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, The Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 28th day of March, 1979.

ATTEST: FOREST HILLS DEVELOPMENT CORPORATION

Myron S. Schroeder (SEAL) By: H. C. Schroeder (SEAL)
Last Acting Secretary Last Acting President

THE UNDERSIGNED, The last acting President and Secretary of Forest Hills Development Corporation who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge the foregoing Articles of Revival to be their act.

Dated: March 28th, 1979

H. C. Schroeder (SEAL)
Last Acting President

Myron S. Schroeder (SEAL)
Last Acting Secretary

611

ARTICLES OF REVIVAL

OF

FOREST HILLS DEVELOPMENT CORPORATION

1067

approved and received for record by the State Department of Assessments and Taxation of Maryland March 29, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2441, folio 061, 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 5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Sommers

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 4 3 37 PM '79

LIBER ____ FOLIO ____

LAND ☐ _____ ☐

VAUGHN [illegible] CLERK

A 83356

gcp

612

02990

Received For Record Sept 5, 1979 at 3:37 o'clock pm liber 28

STATEMENT CHANGING ADDRESS OF RESIDENT AGENTS SEP -4-79 A 17789 ******20

THE UNDERSIGNED, on behalf of the resident agents named below, hereby states to the State Department of Assessments and Taxation that the address of the resident agents of the following corporations has been changed to 1100 Charles Center South, 36 South Charles Street, Baltimore, Maryland 21201. The resident agents of each corporation named below remain as indicated, citizens of the State of Maryland who reside there. The change shall be effective as of the date of this Statement.

Name of Corporation and County of Principal Office	Resident Agent	Previous Address of Resident Agent
Aoki Construction Co., Ltd. Baltimore City	Frank R. Goldstein	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD. 21201
American Agriculture Foundation, Inc. Anne Arundel County	Joseph H. Langhirt	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD. 21201
Annapolis Housing Corporation Baltimore City	Mark Pollak	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD. 21201
Baytowne Corporation Baltimore County	Frank R. Goldstein	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD. 21201
Brit Am Construction Management, Ltd. Baltimore City	Frank R. Goldstein	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD. 21201
Cold Harbor Meadows Development, Inc. Baltimore City	Frank R. Goldstein	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD. 21201
Cold Harbor Gardens, Inc. Baltimore City	Frank R. Goldstein	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD. 21201
Cold Harbor Village Center, Inc. Baltimore City	Frank R. Goldstein	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD. 21201

Name of Corporation and County of Principal Office	Resident Agent	Previous Address of Resident Agent
Elnwood Development Corporation Baltimore County	Frank R. Goldstein	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
The Fannon Group, Inc. Baltimore County	Joseph G. Finnerty, Jr.	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Fredericktowne Development, Inc. Baltimore City	Frank R. Goldstein	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Ides Realty Company Baltimore County	Frank R. Goldstein	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Keystone Rubber Corporation Baltimore City	James J. Winn, Jr.	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Lovell/IMG Holdings, Inc. Baltimore City	Frank R. Goldstein	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Maryland Rubber Corporation Baltimore City	James J. Winn, Jr.	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Massey Ford, Inc. Washington County	Earl S. Wellschlager	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Massey Insurance Agency, Inc. Washington County	Earl S. Wellschlager	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Mondawin Corporation Baltimore City	Richard C. Tilghman, Jr.	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
The Office Network, Inc. Baltimore City	John Martin Jones	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201

Name of Corporation and County of Principal Office	Resident Agent	Previous Address of Resident Agent
Otterbein Housing Group, Inc. Baltimore City	Frank R. Goldstein	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201.
W. C. Pinkard & Co., Inc. Baltimore City	Frank T. Gray	900 First National Bank Building Baltimore, MD 21201
St. John's Church, Western Run Parish Baltimore County	James J. Winn, Jr.	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Scott's Corporation Anne Arundel County	Mark Pollak	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Ship Cafe, Inc. Worcester County	Mark Pollak	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Standard Building Systems, Inc. Frederick County	Larry P. Scriggins	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Utah Growth Properties, Inc. Baltimore County	Frank R. Goldstein	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Westreet Industries, Inc. Baltimore City	Joseph G. Finnerty, Jr.	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Wiegand Evaporators, Inc. Howard County	Decatur H. Miller	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Woodland Hills Village Development Corporation Baltimore City	Frank R. Goldstein	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201
Y.J. Lovell (America), Inc. Baltimore City	Frank R. Goldstein	2000 First Maryland Bldg. 25 South Charles Street Baltimore, MD 21201

IN WITNESS WHEREOF, each of the above resident agents has caused this statement to be signed on his behalf by the undersigned on April 24, 1979.

PIPER & MARBURY

By James J. Winn, Jr.
Parther

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

MASSEY FORD, INC.
MASSEY INSURANCE AGENTS, INC.

1111

4

received for record April 24, 1979 , at 8:30 A. M.

and recorded on Film No. 2442 Frame No 02989 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 № 17368

Special Fee Paid	$10.00	50
Recording Fee Paid	$ 9.00	2.25
Total	$19.00	

Mr. Clerk Mail to: Piper & Marbury
1100 Charles Center South
36 South Charles Street
Baltimore, Maryland 21201

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 4 3 37 PM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

616

03018

Received For Record Sept 4, 1979 at 3:37 o;clock pm liber 28 SEP -4-79 A 17772 *******.50

LAW OFFICES

WHITEFORD, TAYLOR, PRESTON, TRIMBLE & JOHNSTON

SEP -4-79 A 17771 *******.75

B. CONWAY TAYLOR, JR.
WILBUR D. PRESTON, JR.
ERNEST C. TRIMBLE
EDWARD A. JOHNSTON
GEORGE D. BOLTER
RICHARD C. WHITEFORD
WILLIAM H. NICKERSON
LOUIS G. CLOSE, JR.
WILLIAM B. WHITEFORD
STANLEY B. ROHD
WALTER R. STONE
ROBERT M. WRIGHT
BENJAMIN FORD DAVIS
ARCANGIO S. BOCCUTI
J. MORRIS BYRNES
NEVETT STEELE, JR.
JAN K. SUBEN
READ KEMP McCAFFREY
JOHN A. HAYDEN, III

2000 FIRST MARYLAND BUILDING
25 SOUTH CHARLES STREET
BALTIMORE, MARYLAND 21201
301 752-0987

RICHARD J. DAVID
WARD B. COE, III
M. NATALIE McSHERRY
GEORGE J. BACHRACH
DALE R. GARBUTT
ALFRED L. SCANLAN, JR.
PAUL W. MADDEN
GERSON B. MEHLMAN
PRISCILLA C. CASKEY
GEORGE H. CHURCH
BARBARA H. LEVINE
EILEEN C. SWEENEY
MICHAEL H. LAWRY
LARRY H. WABANCH

OF COUNSEL
W. HAMILTON WHITEFORD

TOWSON OFFICE
305 W. PENNSYLVANIA AVENUE
TOWSON, MARYLAND 21204
301 825-5512

April 25, 1979

Mr. Robert M. Cierkes
State Department of Assessments and Taxation
301 W. Preston Street
Baltimore, Maryland 21201

Dear Mr. Cierkes:

This is to certify that the address of the resident agent for the below listed Washington County corporation has been changed. The new address is:

Resagent, Inc.
First Maryland Building - 20th Floor
25 S. Charles Street
Baltimore, Maryland 21201

The corporation located in Washington County is:

Annapolis Cycle Center, Inc.

This corporation has been notified of the change of address.

Very truly yours,

Michael H. Lawry

Michael H. Lawry

MHL:khh

617

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

ANNAPOLIS CYCLE CENTER, INC.

1111

received for record April 25, 1979 2 , at 8:30 A. M.

and recorded on Film No. 2443 Frame No. 03017 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 № 17377

Special Fee Paid	$5.00	.50
Recording Fee Paid	$3.00	.75
Total	$8.00	

Mr. Clerk Mail to: Whiteford, Taylor, Preston, Trimble & Johnston
2000 First Maryland Building
25 South Charles Street
Baltimore, Maryland 21201
Attention: Michael Lawry, Esquire

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 4 3 37 PM '79

LIBER ____ FOLIO ____

LAND ☐ ____ ☐

VAUGHN J. BAKER, CLERK

618

Received For Record Sept. 4, 1979 t 3:37 o'clock pm liber 28 00170

ARTICLES OF SALE OF ALL OR SUBSTANTIALLY ALL OF THE PROPERTY AND ASSETS OF WILLCRAFT HOSIERY MILLS, INC., A MARYLAND CORPORATION, TO EMERSON S. BARRON, DARRELL E. BEERY, RANDALL E. BARRON, AND ALLEN SCOTT BARRON SEP -4-79 A# 17773 *****5.00

Pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland (1975 Edition)

FIRST: Willcraft Hosiery Mills, 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 names of the purchasers of such property and assets are Emerson S. Barron, Darrell E. Beery, Randall E. Barron, and Allen Scott Barron, hereinafter referred to as "Transferee", and the post office address of the principal place of business of the Transferee is Route 2, Box 203A, Hagerstown, Washington County, Maryland.

THIRD: The parties to these Articles of Sale are said Willcraft Hosiery Mills, Inc., Transferor, a Corporation of the State of Maryland, and Emerson S. Barron, Darrell E. Beery, Randall E. Barron, and Allen Scott Barron, Transferee, of Washington County, State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by the Transferee to the Transferor corporation is the sum of Ninety Thousand ($90,000.00) Dollars in cash.

FIFTH: The principal office of the Transferor is located at 901 Preston Road, Hagerstown, Washington County, Maryland, and the principal office of the Transferee is located at Route 2, Box 203A, Hagerstown, Washington County, Maryland; the Transferor owned four parcels of real estate in Washington County, Maryland, which is the assets being transferred and described below.

SIXTH: The assets forming the subject matter of the sale hereby made consist of the following: All the following described tracts or parcels of land, together with the improvements thereon,

situate in Williamsport, Washington County, Maryland, and more particularly described as follows:

PARCEL NO. 1: On the Southwest corner of Artizan Street and Potomac Street in said Town of Williamsport, and beginning at the intersection of the West marginal line of Artizan Street with the South marginal line of Potomac Street, and from said beginning point and with the South marginal line of Potomac Street West ninety-six (96) feet, more or less, to the East marginal line of an alley running parallel, or nearly so, with the East marginal line of said alley South one hundred and thirty-six (136) feet, three (3) inches, thence by a line parallel with Potomac Street East ninety-eight (98) feet, more or less, to the West marginal line of Artizan Street, thence with the West marginal line of Artizan Street North one hundred and thirty-six (136) feet, three (3) inches, to the place of beginning; and being the same property conveyed by Barnhart Overall Company, a partnership, to Williamsport Hosiery Corporation by deed dated August 1, 1939, and recorded among the Land Records of Washington County, Maryland, in Liber 210, folio 211.

PARCEL NO. 2: All the following described tract or parcel of land, together with all of the improvements thereon and all rights, ways, easements, privileges and appurtenances thereunto belonging or in any wise appertaining situate along the South side of Potomac Street between Artizan Street and Concocheague Street in Williamsport, Washington County, Maryland, and being more particularly described as follows: Beginning at the intersection of the South marginal line of Potomac Street with the West margin of the first public alley leading Southward from said Street West of Artizan Street, and running thence back from Potomac Street along the West margin of said alley South 0 degrees 45 minutes East 126.44 feet to the Northern boundary of the parcel of land conveyed by Charles E. Sprecher and wife to W. Wallace Taylor and Catherine S. Taylor, his wife, as Parcel No. 1 of the deed dated September 20, 1943, and recorded in Liber No. 224, folio 180, of the Washington County Land Records, thence leaving the alley and binding on said parcel of land South 89 degrees 25 minutes West 60.0 feet to a point, thence parallel with the aforementioned alley North 0 degrees 45 minutes West 126.44 feet to the South marginal line of Potomac Street, thence parallel with and 13.3 feet South of the South curb line of Potomac Street North 89 degrees 25 minutes East 60.0 feet to the place of beginning; and being the same property conveyed by H. Oliver Britner and Grace M. Britner, his wife, and Ronald O. Britner and Dorothy J. Britner, his wife, to Willcraft Hosiery Mills, Inc., by deed dated February 3, 1966, and recorded among the Land Records of Washington County, Maryland, in Liber 435, folio 652.

PARCEL NO. 3: All that lot or parcel of land situate on the Northwest corner of the intersection of the first public alley West of Artizan Street with the public alley South of Potomac Street, in Williamsport, Washington County, Maryland, and being more particularly described as beginning at the said intersection of the West marginal line of the first alley West of Artizan Street with the North margin of the alley South of Potomac Street and running thence along the North marginal line of the last mentioned alley South 89 degrees 25 minutes West 59.46 feet to a point, thence leaving the alley and running North 1 degree 14 minutes West 65.0 feet to a point, thence binding on the parcel of land conveyed by Williamsport Motor Company, Inc., to H. Oliver Britner and others by deed dated September 20, 1946, and recorded in Liber No. 237, folio 652, one of the Land Records of Washington County, Maryland, North 89 degrees 25 minutes East 60.0 feet to intersect the West marginal line of the first mentioned alley, thence binding thereon South 0 degrees 45 minutes East 65.0 feet to the place of beginning; and being the same property conveyed by W. Wallace Taylor and Catherine S. Taylor, his wife, to Willcraft Hosiery Mills, Inc.

by deed dated January 26, 1966, and recorded among the Land Records of Washington County, Maryland, in Liber 435, folio 682.

PARCEL NO. 4: Beginning at a point in the South marginal line of Potomac Street at its intersection with the East marginal line of the first public alley West of Artizan Street, and running thence back from Potomac Street along said East marginal line South 0 degrees 45 minutes East 136.25 feet to the Southwest corner of the parcel of land conveyed by Barnhart Overall Company to Williamsport Hosiery Corporation by deed dated August 1, 1939, and recorded in Liber No. 210, folio 211, one of the Land Records of Washington County, thence crossing said alley South 89 degrees 25 minutes West 12.0 feet to the West side thereof, thence along the West marginal line of said alley North 0 degrees 45 minutes West 136.25 feet to the South marginal line of Potomac Street, thence along said marginal line North 89 degrees 25 minutes East 12.0 feet to the place of beginning; being further defined as a portion of the bed of the first public alley West of Artizan Street, said portion extending Southward from Potomac Street for a distance of 136.25 feet; and being the same property conveyed by The Town of Williamsport, to Willcraft Hosiery Mills, Inc., by deed dated June 2, 1969, and recorded among the Land Records of Washington County, Maryland, in Liber 489, folio 418.

SEVENTH: These Articles of Sale were (a) duly advised by the adoption by the Board of Directors on the 26th day of February, 1977, of a resolution declaring said sale therein 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 26th day of February, 1977, 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.

IN WITNESS WHEREOF, the Transferor has caused these Articles of Sale to be signed by its corporate name and on its behalf by its President and witnessed by its Secretary this 9th day of October, 1978, and on behalf of the Transferee by the signatures of the individual Transferees this 9th day of October, 1978.

WITNESS:

WILLCRAFT HOSIERY MILLS, INC.

William F. Reynolds, Jr.
Secretary

By: Paul H. Fryer (SEAL)
Paul H. Fryer, President

Emerson S. Barron (SEAL)

Darrell E. Beery (SEAL)

Randall E. Barron (SEAL)

Allen Scott Barron (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 9th day of October, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul H. Fryer, President of Willcraft Hosiery Mills, 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 F. Reynolds, Jr., 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.

Notary Public

My Commission Expires:
July 1, 1982.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 9th day of October, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Emerson S. Barron, Darrell E. Beery, Randall E. Barron, and Allen Scott Barron acknowledged the aforegoing Articles of Sale to be their act and deed and made oath in due form of law that said Articles of Sale were duly advised, authorized, and approved by them.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:
July 1, 1982.

X 622

1066

ARTICLES OF SALE

BETWEEN

WILLCRAFT HOSIERY MILLS, INC. (A MD. CORP.)-TRANSFEROR

INTO

EMERSON S. BARRON, DARRELL E. BEERY, RANDALL E. BARRON AND ALLEN SCOTT BARRON-TRANSFEREES

approved and received for record by the State Department of Assessments and Taxation of Maryland January 18, 1979 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2441, folio 00969 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 $ 5.00
4.00 Certificate to Washington County Land Record Office
$ 24.00 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
SEP 4 3 38 PM '79
LIBER ____ FOLIO ____
LAND ☐ ☐
VAUGHN J. BAKER, CLERK

A 83338

gcp

Received For Record Sept. 4, 1979 at 3:38 o'clock pm liber 28 /. 00 623

SEP -4-79 A 17774 ******1.00

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

John A. Latimer, Jr.

120 W. Washington Street, Hagerstown, Maryland 21740

which said Articles of Sale were duly approved by said Department on January 18, 1979 and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is WILLCRAFT HOSIERY MILLS, INC. (A MD. CORP.)

the name of the transferee is EMERSON S. BARRON, DARRELL E. BERRY, RANDALL E. BARRON AND ALLEN SCOTT BARRON

(b) The location of the principal office of the transferee is

Route 2, Box 203A, Hagerstown, Washington County, Maryland

(c) The Articles of Sale are dated October 9, 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

January 18, 1979 at 4:00 P. M.

1066

624

Received For Record September 26, 1979 at 2:08 o'clock pm liber 28 00587

ARTICLES OF INCORPORATION

OF

SEP 26-79 A 1 163 ******7.00

A. F. ABDULLAH, M.D., P.A.

THIS IS TO CERTIFY:

FIRST: That I, Lynn F. Meyers, the subscriber, whose post office address is 745 Mount Vernon Drive, 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:

A. F. ABDULLAH, M.D., P.A.

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

(a) To engage in the practice of medicine, specializing in neurosurgery 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 318 North Potomac Street, Hagerstown, Maryland 21740.
The resident agent of the Corporation is A. F. Abdullah whose post office address as resident agent is 318 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 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:

A. F. Abdullah
Geraldine Reid

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 and acknowledge same to be my act on the 24th day of April, A.D., 1979.

WITNESS:

Lynn F. Meyers

Lynn F. Meyers

ARTICLES OF INCORPORATION

OF

A. F. ABDULLAH, M.D., P.A.

1167

approved and received for record by the State Department of Assessments and Taxation of Maryland April 30, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

10

Recorded in Liber 244, folio 00586, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $20.00 Recording fee paid $ 28.00 Special Fee paid $

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 '79 2 08 PM
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 '80 2 08 PM
CLERK
LAND
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 84772

gcp

Received for Record September 26,1979 at 2:08 o'clock pm liber 28

SEP 26-79 A 1 162 ******5.00

ARTICLES OF INCORPORATION

OF

INTERIORS BY GEORGE, INC.

FIRST: The undersigned, George A. Mudge, whose post office address is 927 Hamilton Blvd., Hagerstown, Maryland 21740, being over 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: Interiors by George, Inc.

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

A. To operate an interior design shop.

B. To buy and sell wallpapers, draperies, accessories, furniture, and merchandise of any and all kinds related to interior design and home improvements.

C. To manufacture, buy or otherwise acquire, hold, mortgage, pledge or otherwise encumber, sell or otherwise dispose of, repair, distribute and deal in goods, wares, merchandise and other personal property or equipment of every kind.

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

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

F. To purchase or otherwise acquire, hold and reissue, shares of its capital stock of any class.

G. To guarantee 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.

H. To borrow or raise money for any 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 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.

I. 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.

J. 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 or districts of the United States of America, and to maintain offices, stores and agencies in any or all states, territories or districts of the United States of America and in foreign countries.

K. 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 1725 Pennsylvania Avenue, Hagerstown, Maryland, 21740. The resident agent of the Corporation is George A. Mudge, whose post office address is 927 Hamilton Blvd., 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 dollars ($10.00) per share; all of one class and having an aggregate par value of one hundred thousand dollars ($100,000.00).

SIXTH: The transferability of the shares of stock issued by the Corporation shall be subject to such lawful restrictions as may be

agreed upon in writing by the Corporation and the holder or holders of such stock, provided that notice of the evidence of such restrictive agreement be set forth on the stock certificates subject thereto.

SEVENTH: The number of directors of the Corporation shall be three (3) which number may be increased pursuant to the bylaws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first regular meeting or until their successors are chosen and qualify are: George A. Mudge, Nicola M. Tauraso and Jan L. Motz.

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, 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.

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of April, 1979.

WITNESS:

Marie Lehman Foster

George A. Mudge

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I hereby certify that on this 22nd day of April, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George A. Mudge and acknowledged the foregoing Articles of Incorporation to be her act.

Witness my hand and Notarial Seal.

Marie Lehman Foster

Notary Public

638

1120

ARTICLES OF INCORPORATION

OF

INTERIORS BY GEORGE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 25, 1979 at 10:00 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2443, folio 0058, 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 $ 5.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 08 PM '79
LIBER ____ FOLIO ____
LAND ☐ VAUGHN A. ALLER, 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. Sommers

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 84318

GDW

Received For Record Sept. 26, 1979 at 2:08 o'clock pm liber 88

SEP 26-79 A 1 161 ******5.00

ARTICLES OF INCORPORATION

OCEAN WORLD INSTITUTE, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That I, R. CRESAP DAVIS, whose post office address is P. O. Box 215, Smithsburg, Maryland 21783, being of full legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, am hereby forming a corporation by the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is OCEAN WORLD INSTITUTE, INCORPORATED.

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

(a) To promote and support the broad dissemination of knowledge about the world ocean and the encouragement of active and informed public participation in ocean and coastal affairs.

(b) To engage in, within the State of Maryland and elsewhere, any and all lawful activities of a nonprofit scientific, literary, educational, and eleemosynary nature which are in furtherance of the above purposes and objects within the meaning of an exempt organization under the provisions of Section 501(c)(3) 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, and as an organization to which contributions are deductible under the provisions of Section 170(c)(2) of said Internal Revenue Code of 1954 as the same now exists, or as it may be amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is P. O. Box 215, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation is EMMA LOU DAVIS, Box 215, Corner of Greensburg Road and Maryland State Route 64, Smithsburg, Maryland 21783, and said Resident Agent is an individual actually residing within this State.

FIFTH: The Corporation is not organized for profit and it is not authorized to issue capital stock.

SIXTH: The Corporation shall have a Board of Trustees, the members of which shall constitute the members of the Corporation, consisting of not less than three (3) nor more than thirty (30) persons, and the following persons shall be the first members of the Corporation and shall act as the Board of Trustees until the first annual meeting, or until their successors are duly chosen and qualified: LUCILLE LANGLOIS, JAMES B. RICHARDSON, and R. CRESAP DAVIS. Members may resign or be removed, vacancies may be filled, additional members elected, and the Board of Trustees constituted, elected, and otherwise empowered to direct the affairs of the Corporation, as provided in the By-laws of the Corporation, which may prescribe different classes of members and the powers and duties of each class, and the qualifications thereof.

SEVENTH: The Corporation shall have no power, directly or indirectly, to engage in any activity which would invalidate its status as an organization exempt from Federal income taxation under Section 501(c)(3), or as an organization contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1954 as the same now exists, or as it may be amended from time to time; and no part of the net earnings of the Corporation shall inure to the benefit of any of its members, Trustees, officers, or other

private individuals, except that the Corporation shall be authorized to pay reasonable compensation for services rendered in furtherance of the purposes and objects of the Corporation as set forth in Article THIRD hereof.

EIGHTH: The duration of the Corporation shall be perpetual; but if the Corporation shall ever be dissolved or its existence otherwise terminated, then and at such time, none of its assets shall inure to the benefit of any of its members, Trustees, officers, or other private individual, but shall be turned over and delivered to such nonprofit scientific, literary, educational, or eleemosynary organization or organizations having a similar or analogous character or purpose, as the Board of Trustees of the Corporation may then designate.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of April, 1979.

WITNESS:

Emma Lou Davis

R. Cresap Davis

R. Cresap Davis

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on this 24th day of April, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared R. Cresap Davis, and did acknowledge the foregoing Articles of Incorporation to be his true and lawful act.

AS WITNESS my hand and seal Notarial.

EMMA LOU DAVIS NOTARY PUBLIC Washington Co., Maryland

Emma Lou Davis

Notary Public

My Commission expires July 1, 1982.

642

ARTICLES OF INCORPORATION

OF

OCEAN WORLD INSTITUTE, INCORPORATED

1120

approved and received for record by the State Department of Assessments and Taxation of Maryland April 25, 1979 at 2:30 o'clock P.M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2443, folio 0563 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5.00

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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 08 PM '79
LIBER FOLIO
LAND
VAUGHN J. BAKER, CLERK

To the clerk of the Circuit Court of Washington County

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

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

William J. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 84314

GDW

Received For Record September 26k,1979 at 2:08 o'clock SEP 26-79 A 1 160 ******5.00
pm liber28

ARTICLES OF INCORPORATION

OF

BUSINESS COMPUTER SYSTEMS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Joseph Clifton Hall, whose Post Office adress is Route 1, Box 272, Keedysville, Maryland 21756, 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: "Business Computer Systems, Inc."

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

(a) To engage in the general business of computer programming and to provide program products, software, hardware, goods, services, publications, education, installation, and all those support services known in the field trade and use of computer programming.

(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: Route 1, Box 272, Keedysville, Maryland 21756. The name and Post Office address of the Resident Agent of the Corporation in this State is: Joseph Clifton Hall, Route 1, Box 272, Keedysville, Maryland 21756. Said Resident Agent is an individually actually residing in this State.

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

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 quality, are: Joseph C. Hall, President; Dennis M. Dooley, Vice-President; and Catherine C. Hall, Secretary/Treasurer.

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

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

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17 day of April, A.D., 1979.

WITNESS:

W. Wendel Boone as to all three (3).

Joseph Clifton Hall (SEAL)
Joseph Clifton Hall

Dennis M. Dooley (SEAL)
Dennis M. Dooley

Catherine C. Hall (SEAL)
Catherine C. Hall

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

I HEREBY CERTIFY, That on this 17 day of April, A.D., 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph Clifton Hall, Dennis M. Dooley, and Catherine C. Hall, and acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Official Notarial Seal.

Martha Lu Repp
Notary Public

My Commission Expires:
July 1, 1982

1120

ARTICLES OF INCORPORATION

OF

BUSINESS COMPUTER SYSTEMS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 23, 1979 at 12:00 o'clock Noon M. as in conformity with law and ordered recorded.

5

Recorded in Liber 243, folio 0528 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 $

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 08 PM '79
LIBER ___ FOLIO ___
LAND ☐
VAUGHN J. BAKER, CLERK

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 84310

gcp

Received For Record September 26, 1979 at 2:08 o'clock pm liber 28

ARTICLES OF INCORPORATION

OF

R. BRUCE CARSON LIMITED
A Close Corporation

SEP 26-79 A 1 159 ******5.00

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 R. BRUCE CARSON LIMITED.

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

(a) To engage in the business of the retail and wholesale sales of jewelry, clocks, watches and general gift items.

(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 stockof 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, 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 business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of the, 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.

The aforegoing enumeration of the purposes, objects and the 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 to restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Alexander House , 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 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 is One Hundred Thousand ($100,000.00) Dollars. The issuance or sale of any stock of the Corporation including treasury stock shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding, any: (1) securities which are convertible into stock, (2) voting securities other than stock or (3) option, warrants, or other rights to subscribe for or purchase any of its stock, unless they are nontransferable.

SIXTH: The number of Directors of the Corporation shall be (1) until this Charter document is approved and becomes effective at which time the Corporation whereby elects to have no Board of Directors pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland; the name of the Director who shall act until the Charter is approved shall be Charles L. Newcomer.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of April, 1979.

WITNESS:

Josephine A. Zimmerman

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 18th day of April, 1979, 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.

WITNESS my hand and Notarial Seal.

Josephine A. Zimmerman
Notary Public

My Commission Expires: 7/1/82

652

1116

ARTICLES OF INCORPORATION

OF

R. BRUCE CARSON LIMITED

approved and received for record by the State Department of Assessments and Taxation of Maryland April 20, 1979 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2442, folio 03142, 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 $

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 08 PM '79
LIBER FOLIO
LAND
VAUGHN J. BAKER, CLERK

To the clerk of the Circuit Court of Washington County

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

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

William J. Sommers

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 84191

gcp

653
~~00665~~
01261

Received For Record Sept. 24, 1979 at 2'08 o'clock pm liber 28

WM. H. SLASMAN, M.D. & ASSOCIATES, P.A.

ARTICLES OF AMENDMENT

SEP 26-79 A 1 164 ******5.00

WM. H. SLASMAN, M.D. & ASSOCIATES, P.A., a Maryland Professional Service 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 I and inserting in lieu thereof the following:

HAGERSTOWN EAR, NOSE & THROAT ASSOCIATES,

DRS. SLASMAN, DRAWBAUGH & BANDY, P.A.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on March 15, 1979, adopted a resolution in which was set forth the foregoing amendment to the charter, to be effective May 1, 1979, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at an Annual Meeting of the Stockholders of the Corporation to be held on March 15, 1979.

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. The amendment of the charter of

the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED, President of WILLIAM H. SLASMAN, M.D. & ASSOCIATES, P.A., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest:

Annette O. Slasman
Annette O.Slasman, Secretary

William H. Slasman, MD
William H. Slasman, M.D.

STATE OF MARYLAND,

ss:

County of Washington,

I HEREBY CERTIFY that on 12 April, 1979, before me the subscriber, a notary public of the State of Maryland in and for the County of Washington personally appeared William H. Slasman, M.D, President of WILLIAM H. SLASMAN, M.D. & ASSOCIATES, P.A., 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.

Roberta Pfefferkorn
Notary Public

Commission Expires
1 July 1982

ARTICLES OF AMENDMENT

OF

WM. H. SLASMAN, M.D., & ASSOCIATES, P.A.

Changing its name to:

HAGERSTOWN EAR, NOSE & THROAT ASSOCIATES,
DRS. SLASMAN, DRAWBAUGH & BANDY, P.A.

1168

approved and received for record by the State Department of Assessments and Taxation of Maryland May 1, 1979 at 3:00 o'clock P M. as in conformity with law and ordered recorded.

3

Recorded in Liber ~~2444~~ 2445, folio ~~00664~~ 01260 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 $_____

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 08 PM '79
LIBER ____ FOLIO ____
LAND ☐ CLERK
VAUGHN TREES, 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 84785

Received For Record Sept. 26, 1979 at 2:08 o'clock pm liber 28

ARTICLES OF INCORPORATION

WHITE HOUSE TAVERN, INC.

SEP 26 79 A 1 165 ******5.00

FIRST: I, Frederick B. Rohrer, whose post office address is Route 3, Box 364, Boonsboro, Maryland 21713 being over 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 WHITE HOUSE TAVERN, INC.

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

(1) To engage in the operation ofa tavern and food establishment; 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 Route 1, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Frederick B. Rohrer, Route 3, Box 364, 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 one hundred thousand (100,000 shares of a par value of One ($1.00) Dollar per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers 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 elected and qualify are: Frederick B. Rohrer, Richard N. Trovinger and Lean M. Trovinger.

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: (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 are 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 1st day of May, 1979, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Stotelmyer Frederick B. Rohrer
Frederick B. Rohrer

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

I HEREBY CERTIFY, That on this 1st day of May 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Frederick B. Rohrer and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

EUNICE C. STOTELMYER NOTARY PUBLIC WASHINGTON CO.

Eunice C. Stotelmyer
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

WHITE HOUSE TAVERN, INC.

1163

approved and received for record by the State Department of Assessments and Taxation of Maryland May 3, 1979 at 10:00 o'clock A M. as in conformity with law and ordered recorded.

4

Recorded in Liber 244 4, folio 00035 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 $

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 08 PM '79
LIBER FOLIO
LAND
VAUGHN J. BAKER, CLERK

To the clerk of the Circuit Court of Washington County

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

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

William S. Sommers

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 84685

01463

Reci3ved For Record Sept. 26, 1979 at 2:08;o;clock pm liber 28

SEP 26-79 A 1 171 ******5.00

ARTICLES OF INCORPORATION

OF

SHOW BUSINESS, LTD.

(a close corporation)

I, David M. Guggenheim, 10 West College Terrace, Frederick, Maryland 21701, a natural person of the age of eighteen years or more, acting as incorporator of a close corporation under the Close Corporation Title of the Corporations and Associations Article of the Annotated Code of Maryland, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Show Business, Ltd.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - TYPE

This corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article, as amended.

ARTICLE IV - PURPOSES

The purposes for which this corporation is organized are:

1. To produce shows and other forms of entertainment.

2. To publish, distribute and produce any and all forms of printed material.

3. To do and accomplish any other lawful activity able to be engaged in by a Maryland corporation.

ARTICLE V - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares of par value stock at $1.00 per share. All stock shall be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE VI - AMENDMENTS

These Articles of Incorporation may be amended by the

AVID M. GUGGENHEIM
ATTORNEY AT LAW
FREDERICK, MD. 21701
(301) 663-4300

affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE VII - SHAREHOLDER RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors,or shareholders acting in said capacity, shall determine. Shareholders shall have preemptive rights to acquire unissued shares of the stock of this corporation.

ARTICLE VIII - INITIAL OFFICE AND AGENT

The post office address of the principal office of the corporation in Maryland is: Gapland Road, Gapland, Md. 21736. The name and post office address of the resident agent of the corporation in Maryland is: Noel P. Clark, Gapland Road, Gapland Md. 21736.

ARTICLE IX - DIRECTORS

After the completion of the organizational 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 three directors, whose names are:

1. David M. Guggenheim
   10 West College Terrace
   Frederick, Md. 21701

2. Noel P. Clark
   Gapland Rd.
   Gapland, Md. 21736

3. Hugh Metheny
   6935 Wisconsin Ave.
   Suite 500
   Bethesda, Md. 20015

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on the 7th day of May, 1979.

WITNESS:

Mary V. Candler — David M. Guggenheim (SEAL)

MARY V. CANDLER — DAVID M. GUGGENHEIM

AVID M. GUGGENHEIM
ATTORNEY AT LAW
REDERICK, MD. 21701
(301) 663-4300

ARTICLES OF INCORPORATION

OF

SHOW BUSINESS, LTD.

1184

approved and received for record by the State Department of Assessments and Taxation of Maryland May 9, 1979 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 244, folio 1162, 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 $ 5.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 09 PM '79
LIBER ____ FOLIO ____
LAND ☐ ____
VAUGHN J. BAKER, CLERK

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 84881

Received For Record Sept. 26, 1979 at 2:08 o'clock pm liber 28

ARTICLES OF INCORPORATION

OF

HOPEWELL MANUFACTURING, INC.

SEP 26-79 A 1 166 ******5.00

THIS IS TO CERTIFY:

FIRST: THAT We, the subscribers, Berkley H. Conrad, whose post office address is Route 2, Box 381, Hagerstown, Maryland 21740; Paul E. Kramer, whose post office address is Route 6, Box 54, Hagerstown, Maryland 21740; and Bettie L. Conrad, whose post office address is Route 2, Box 381, Hagerstown, Maryland 21740; all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: HOPEWELL MANUFACTURING, 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 fabricate, manufacture, construct, possess, build, install, buy, sell, and otherwise handle sheet metal, ornamental iron, bronz, 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.

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

DAVID K. POOLE, JR.
ATTORNEY AT LAW
HAGERSTOWN TRUST BLDG.
81 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND
21740

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 fore-

going 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 provisions 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 Route 2, Box 381, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Berkley H. Conrad, whose post office address is Route 2, Box 381, 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 Berkley H. Conrad, Paul E. Kramer and Bettie L. Conrad 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 27th day of April, 1979.

WITNESS:

Judith A. Bloyer
Judith A. Bloyer
Judith A. Bloyer

Berkley H. Conrad (SEAL)
Berkley H. Conrad

Paul E. Kramer (SEAL)
Paul E. Kramer

Bettie Lou Conrad (SEAL)
Bettie L. Conrad

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

I HEREBY CERTIFY that on this 27th day of April, 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Berkley H. Conrad, Paul E. Kramer and Bettie L. Conrad, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

JUDITH A. BLOYER NOTARY PUBLIC WASHINGTON CO., MD.

Judith A. Bloyer
Notary Public

My Commission Expires: 7/1/82

668

ARTICLES OF INCORPORATION

OF

HOPEWELL MANUFACTURING, INC.

1163

approved and received for record by the State Department of Assessments and Taxation of Maryland May 3, 1979 at 3:30 o'clock P M. as in conformity with law and ordered recorded.

6

Recorded in Liber 244 4, folio 0039, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5.00

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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 08 PM '79
LIBER ____ FOLIO ____
LAND ☐ ☐
VAUGHN TEEKER, 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 84686

PC

Recieved For Record Sept. 26, 1979 at 2:08 o'clock pm liber 88 26 79 A 1 167 ******5.00

M&S PRODUCTIONS, INC.

ARTICLES OF INCORPORATION

FIRST: I, THOMAS A. WADE, whose post office address is 138 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 M&S Productions, Inc.

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

(1) To conduct a theatrical booking agency in the city of Hagerstown, State of Maryland, and elsewhere within and without the State, and to buy, own, mortgage, deed in trust, grant, bargain, sell, and convey real and personal property necessary or convenient for carrying on business of the nature herein specified.

(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 43 North Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Michael B. Wicklein, 43 North Avenue, Hagerstown, Maryland. Said Resident Agent is actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased 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:

Michael B. Wicklein
Susan K. Saum

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 exchangable 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 sucessfully

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 2nd day of May, 1979, and I acknowledge the same to be my act.

WITNESS:

Joan L. Tinfeck

Thomas A. Wade

672

ARTICLES OF INCORPORATION

OF

M&S PRODUCTIONS, INC.

1165

approved and received for record by the State Department of Assessments and Taxation of Maryland May 4, 1979 at 2:00 o'clock P M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2444, folio 00439 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

5.00

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

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 08 PM '79
LIBER FOLIO
LAND
VAUGHN I 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 84742

FC

673
00522

Received For Record Sept 26, 1979 at 2:09 o'clock pm liber 88

EBL/RISER, CONSULTING ENGINEERS SEP 26 79 A 1 168 ******5.00

ARTICLES OF INCORPORATION

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 EBL/Riser, Consulting Engineers, Inc.

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

(1) To engage in the business of offering consulting services in the areas of mechanical and electrical engineering; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §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 879 Commonwealth Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Charles Raymond Riser, Route 1, Box 388-B, Manor Church Road, 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) 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 name of the Director who shall act until the first annual meeting or until his successors are duly chosen and qualified is:

Charles Raymond Riser

MAY 7 10 43 AM '87

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:

(1) As used in this Article NINTH, any word or words that are defined in §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 April, 1979, and I acknowledge the same to be my voluntary act and deed.

WITNESS:

Roger Schlossberg

676

ARTICLES OF INCORPORATION

OF

EBL/RISER, CONSULTING
ENGINEERS, INC.

1166

approved and received for record by the State Department of Assessments and Taxation of Maryland May 7, 1979 at 1:00 o'clock P M. as in conformity with law and ordered recorded.

4

Recorded in Liber 244 4, folio 0052 1 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 $ 5.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 09 PM '79
LIBER ____ FOLIO ____
LAND ☐ ____
VAUGHN L. HAYES, 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 84758

PC

677
00771

Received For Record Sept. 26, 1979 at 2:09 o'clock pm liber 28

SEP 26 79 A 1 169 ******2.50

ARTICLES OF INCORPORATION

OF

CHURCH OF GOD OF HAGERSTOWN

We, the undersigned elected Trustees, in the name of and on behalf of the Church, all being at least twenty-one years of age and all being, further, residents of the State of Maryland, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this religious corporation is CHURCH OF GOD OF HAGERSTOWN.

ARTICLE II

Status

The corporation is a non-profit, religious corporation.

ARTICLE III

Authorization

This corporation shall proceed under Subtitle 3, Religious Corporations, Corporations and Associations, Annotated Code of Maryland.

ARTICLE IV

Plan of the Church

(1) The purpose for which this corporation is organized shall be to establish and maintain a church and to provide a place of public worship and prayer in accordance with the traditions of the teachings of the Bible, in the City of Hagerstown, Washington County, Maryland; to establish, maintain and conduct a school for religious instruction of children and adults; to buy, sell, lease, mortgage or otherwise encumber, hold, or dispose of both real and personal property of the corporation; to further all religious and charitable work; to publish and circulate the Word of God when and where needed; and for such purposes to adopt and establish By-laws, rules and regulations in accordance with the law and not inconsistent with these Articles of Incorporation.

GILBERT W. HOVERMALE
ATTORNEY AT LAW
FIRST FEDERAL BUILDING
100 WEST WASHINGTON ST.
HAGERSTOWN, MD. 21740
AREA CODE 301
739-3570

(2) 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 services rendered to or for the corporation effecting one or more of its purposes), 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 by amended.

(3) 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.

(4) The Corporation shall be prohibited from engaging in any act of self-dealing as defined in the Internal Revenue Code of 1954 and anemdments thereto, and shall not retain excess business holdings as defined in said Code, nor shall it make any instruments 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.

(5) In the event that there should arise a dissention among the members and/or trustees to such an extent that it is necessary, for moral and spiritual reasons, for the congregation to divide,then the trustees shall, after paying or making provisions for payment of all of the liabilities of the Corporation make a distribution of all of the assets of the Corporation, in proportion to the number of members of the congregation in each

dissenting group, and to the organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall be organized by the dissenting groups, and in the event that the Corporation should be dissolved as above set forth or dissolved for any other reason whatsoever, such distribution shall be made only for such purposes as must qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be diposed of by the Circuit Court of the County in which the principal office of the Corporation is located, exclusively for such purposes.

(7) The name of the corporation and the church shall be the CHURCH OF GOD OF HAGERSTOWN.

(8) The Trustees shall be elected annually by the members of the Corporation as provided in the By-laws. Trustees shall be elected for a period of one, two or three year, to insure that new Trustees are serving and to retain the experience of Trustees previously elected.

(9) In order to vote at elections and to be elected to office, members must be at least twenty-one years of age; must have worshiped with the congregation for at least six months prior to election; and must have lived and be currently living in accordance with the teachings of the Church.

ARTICLE V

Place of Worship

The post office address of the Corporation's principal office and place of worship is 35 Hump Road, Hagerstown, MD 21740.

ARTICLE VI

Duration

The period of duration of this Corporation is perpetual.

ARTICLE VII

Non-Stock Corporation

This Corporation shall be non-stock, and no dividends or

pecuniary profits shall be declared or paid to the members thereof.

ARTICLE VIII

Trustees

The number of directors constituting the initial Board of Trustees of the corporation is five (5), and the names and addresses of the persons who are to serve as the initial Trustees are as follows:

(1) Earl E. Marquiss, Sr.
344 Westside Avenue
Hagerstown, Maryland 21740

(2) Robert G. Harris
708 Georgia Avenue
Hagerstown, Maryland 21740

(3) Mary V. Crim
35 Hump Road
Hagerstown, Maryland 21740

(4) Steven A. Harshman
900 Salem Avenue
Hagerstown, Maryland 21740

(5) Andy Stamper
Route 6
Hagerstown, Maryland 21740

ARTICLE IX

Corporate Officers

The general officers of the Corporation shall be President, Vice-President, Secretary and Treasurer, or Secretary-Treasurer.

ARTICLE X

Election of Officers

The officers shall be elected by the Trustees, who shall first be elected by the members of the Corporation.

ARTICLE XI

Resident Agent

The name of the resident agent shall be Earl E. Marquiss, Sr., whose address is 344 Westside Avenue, Hagerstown, Maryland 21740, and who actually resides within the State of Maryland.

ARTICLE XII

Amendments

These Articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE XIII

Incorporators

The names and addresses of the persons forming this Corporation are those Trustees elected by the adult members of this Church in order to form a religious corporation under the provisions of the Annotated Code of Maryland and are as follows:

(1) Earl E. Marquiss, Sr.
344 Westside Avenue
Hagerstown, Maryland 21740

(2) Robert G. Harris
708 Georgia Avenue
Hagerstown, Maryland 21740

(3) Mary V. Crim
35 Hump Road
Hagerstown, Maryland 21740

(4) Steven A. Harshman
900 Salem Avenue
Hagerstown, Maryland 21740

(5) Andy Stamper
Route 6
Hagerstown, Maryland 21740

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals this 2nd day of May, 1979.

Earl E. Marquiss Sr. (SEAL)
EARL E. MARQUISS, SR.

Robert G. Harris (SEAL)
ROBERT G. HARRIS

Mary V. Crim (SEAL)
MARY V. CRIM

Steven A. Harshman (SEAL)
STEVEN A. HARSHMAN

Andy Stamper (SEAL)
ANDY STAMPER

00776

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2nd day of May, 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Earl E. Marquiss, Sr., Robert G. Harris, Mary V. Crim, Steven A. Harshman, and Andy Stamper, and acknowledged the aforegoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Official Notarial Seal.

Naomi R. [illegible]
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

CHURCH OF GOD OF HAGERSTOWN

1168

approved and received for record by the State Department of Assessments and Taxation of Maryland May 7, 1979 at 3:00 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2444 , folio 0077 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
SEP 25 2 09 PM '79
LIBER ____ FOLIO ____
LAND ☐ ☐
VAUGHN J. BOWER, 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 84804

PC

01174

Received For Record Sept. 26, 1979 at 2:09 o'clock pm liber 28

ARTICLES OF INCORPORATION

D & R TRUCKING, INC.

SEP 26-79 A 1 170 ******5.00

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: D & R Trucking, 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 property, real, personal, intangible and/or mixed, of every nature and description, wherever situate.

(2) To engage generally in the business of leasing trucks to haul personal property and chattels of every nature and description and in connection with the leasing of said trucks to operate and maintain said trucks.

(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 as a limited and/or general partner of any partnership of which it may be a member, 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 3, Box 35, Smithsburg, Washington County, Maryland 21783. The name and post office address of the resident agent of the Corporation in Maryland is Randy M. Shifler, Route 4, Box 235, Hagerstown, Washington County, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 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 one (1) person, and the names of the directors who shall act until the First Annual Meeting of the Shareholders, or until their successors are duly chosen and qualified are: Randy M. Shifler, Donald Miller Snook, and Joseph S. Welty.

SEVENTH: The duration of the Corporation shall be perpetual.

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

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

by the stockholders, for such consideration as may be deemed advisable by the Board of Directors and without any further authorization other than initial authorization in the Articles of Incorporation of the Corporation and without any further action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption, and the conversion rights, of such shares, but no such action will affect the preemptive rights provided for in these Articles.

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

(4) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, 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; and, as long as all stockholders of a class are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

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.

NINTH: In each case where the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, 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 by way of example for (but not be limited to) each of the following Corporate actions: Charter amendments, consolidation, merger, transfer of assets, partial liquidation, and dissolution.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 3rd day of May, 1979.

WITNESS:

Anne L. Heavner — Anne L. Heavner

Joseph S Welty — JOSEPH S. WELTY (SEAL)

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 3rd day of May, 1979, 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 NOTARY PUBLIC FREDERICK CO. MD.

Anne L. Heavner
Anne L. Heavner
NOTARY PUBLIC

My Commission Expires:
July 1, 1982

688

ARTICLES OF INCORPORATION

OF

D & R TRUCKING, INC.

1170

approved and received for record by the State Department of Assessments and Taxation of Maryland May 9, 1979 at 10:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 244 4, folio 0117, 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 $ 5.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 09 PM '79
LIBER ____ FOLIO ____
LAND ☐ ____
VAUGHN L. 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 84854

bt

00157
689

Received For Record Septl 26m 1979 at 2:09 o'clock pm liber 28

ARTICLES OF INCORPORATION

OF

TALENT HOUSE, INC.

SEP 26-79 A 1 177 ******5.00

FIRST: We, the undersigned, Jack A. Chambers, whose post office address is 536 Pin Oak Road, Hagerstown, Maryland 21740, Martin B. Skane, whose post office address is 100 Sheridan Drive, Williamsport, Maryland 21795, and M. Evelyn Wagner whose post office address is 109 E. Franklin Street, Hagerstown, Maryland 21740, all being over eighteen (18) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form a non-stock charitable corporation by the execution and filing of these Articles.

SECOND: The name of the corporation, hereinafter referred to as the "Corporation", is:

TALENT HOUSE, INC.

THIRD: The Corporation is organized and shall be operated exclusively as a non-profit charitable organization with the following specific purposes and powers:

(a) To provide a residential half-way house for recovering alcoholics.

(b) To provide the human support necessary for life adjustment of the alcoholic in this setting.

(c) To provide guidance and assistance, where necessary, for the individual to return to the community as a useful citizen.

(d) To accept and receive from Federal, State, County, Municipal and/or other governmental sources grants of monies or other aid and assistance; and to receive from persons, firms or corporations property, real and personal, monies, securities and other items of value by gift, bequest or otherwise, for the purpose and for the furtherance of the programs for which the Corporation is organized.

MA 149 s Ag '79

(e) To own, hold, manage, invest, sell, convey, mortgage and otherwise dispose of, and reinvest from time to time the assets of the Corporation and to use and apply the net income and the principal of all of such property in such manner and at such time as the Corporation may deem best for the support and benefit or furtherance of the activities or programs of the Corporation.

(f) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon corporations by the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 324 North Locust Street, Hagerstown, Maryland 21740. The resident agent of the Corporation in this State is John J. Mulcahy, whose post office address is 132 Dogwood Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock nor any membership certificate.

SIXTH: (1) The affairs of the Corporation shall be managed by a Board of Members, the number of which shall initially be ten. The following persons shall be members until the first annual meeting of the Board of Members or until their successors are duly chosen and qualified:

Jack A. Chambers
Martin B. Skane
M. Evelyn Wagner
Thomas Allan
John Reusing
Rev. Joseph Davies
Rev. Bartow Harris
Dr. Richard T. Binford
Robert Linson
John J. Mulcahy

The number of Members may be increased or decreased by vote of a majority of the Board of Members but shall never be less than three (3).

(2) The Board of Members, pursuant to the authority conferred upon them by the By-Laws of the Corporation, may elect annually a Board of Directors for the Corporation, which shall never consist of less than three (3) Directors, the qualifications, tenure, powers, duties and responsibilities of said Board to be as established from time to time by the By-Laws of the Corporation.

SEVENTH: Anything herein contained to the contrary notwithstanding, the powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) The Corporation is organized and at all times hereafter shall be operated exclusively for charitable purposes in conformity with the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954.

(b) In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reasons whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic or foreign corporations or associations having a similar or analogous character or purpose; provided however, that any such transferee or transferees shall qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, and its Regulations as they now exist or as they may hereafter be amended.

EIGHTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its Members, any amendments to these Articles which may now or hereafter be authorized by law.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation as of this 10th day of May, A.D. 1979.

WITNESS:

Helen G. Wilson AS TO Jack A. Chambers

Jesse R Bishop AS TO M. Evelyn Wagner

Patricia A Mulcahy AS TO Martin B Skane

STATE OF MARYLAND
WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 10th day of May, A.D. 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jack A. Chambers, Martin B. Skane, and M. Evelyn Wagner, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

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

Katherine L. Skane
Katherine L. Skane
Notary Public

My Commission Expires
July 1, 1982

KATHERINE L. SKANE NOTARY PUBLIC WASHINGTON CO.

1208

ARTICLES OF INCORPORATION

OF

TALENT HOUSE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 16, 1979 at 2:00 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2445, folio 00156, 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 $ 5.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 09 PM '79
LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

To the clerk of the Circuit Court of Washington County

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

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

William S. Amoroso

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 85143

PC

Received For Record Setp. 26, 1979 at 2:09 o'clock pm liber 28

WARRENFELTZ LEASING COMPANY, INC.

ARTICLES OF INCORPORATION

SEP 26-79 A 1 176 ******5.00

FIRST: I, George Warrenfeltz, whose post office address is Route #1, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virture of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

WARRENFELTZ LEASING COMPANY, INC.

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

1. To own and carry on the business of equipment leasing.

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, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is George Warrenfeltz, whose post office address is Route #1, 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 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, 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 Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: George Warrenfeltz.

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 Corporaton 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.

EIGHT: 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 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 11th day of May, 1979, and I acknowledge the same to my act.

WITNESS:

(SEAL)
George Warrenfeltz

698

1207

ARTICLES OF INCORPORATION

OF

WARRENFELTZ LEASING COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 16, 1979 at 2:00 o'clock P M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2445, folio 00031, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 40.00 Recording fee paid $ 20.00 Special Fee paid $ 5.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 09 PM '79
LIBER ____ FOLIO ____
LAND ☐ ☐
VAUGHN J. BAKER, CLERK

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 85117

GDW

01038 ~~03117~~ 699
~~03165~~

SOUDERS HOMES, INC.

Received For Record Sept. 26, 1979 at 2:09 o'clock pm lbier 28

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

Articles of Incorporation

SEP 26 79 A 1 175 ******5.00

1. Incorporators. The undersigned, Steve H. Souders, whose post office address is Route 1, Box 200 Clearspring, Maryland 21722, Kathie S. Souders, whose post office address is Route 1, Box 200, Clearspring, Maryland 21722, and Duke E. Stouffer, whose post office address is 103 East Howard Street, 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 Souders Homes, 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) 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 strucutes, 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 law 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 1190 Mt. Aetna Road, Hagerstown, Maryland 21740, in the County of Washington. The name and post office address of the resident agent of the corporation in Maryland are Steve H. Souders, Route 1, Box 200, Clearspring, Maryland 21722. 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, shall serve until the first annual meeting as provided in the By-Laws: Steve H. Souders, Route 1, Box 200, Clearspring, Maryland 21722, Kathie S. Souders, Route 1, Box 200, Clearspring, Maryland 21722, and Duke E. Stouffer, 103 East Howard Street, 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: Steve H. Souders
(2) Vice-President: Kathie S. Souders
(3) Secretary: Duke E. Stouffer
(4) Treasurer: Steve H. Souders

9. Duration: The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the Corporation shall be One Hundred Thousand ($100,000.00) Dollars. Actual capitalization shall be Fifteen Thousand ($15,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of

01040 ~~03114~~
~~03167~~
701

Incorporation this 4th day of May, A.D., 1979.

Steve H. Souders (SEAL)
Steve H. Souders

Kathie S. Souders (SEAL)
Kathie S. Souders

Duke E. Stouffer (SEAL)
Duke E. Stouffer

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

I HEREBY CERTIFY, That on this 4th day of May A.D., 1979, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Steve H. Souders, Kathie S. Souders, and Duke E. Stouffer, 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.

Joann McLucas
Notary Public

My Commission Expires: 7/1/82

702

1206

ARTICLES OF INCORPORATION

OF

SOUDERS HOMES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 14, 1979 at 10:00 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2445, folio 01037, 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 $

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 09 PM '79
LIBER ___ FOLIO ___
LAND ☐ VAUCHER ☐ TITLE 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 85102

PC

Received For Record Sept, 26, 1979 at 2:09 o'clock pm liber 28

C & S AUTOMOTIVE AND BODY SHOP, INC.

ARTICLES OF INCORPORATION

(Under Section 4)

SEP 26-79 A 1 174 ******5.00

FIRST: We, the undersigned, Joseph James Consoletti, whose post office address is 107 Stuart Drive, Williamsport, Maryland, Carol Ann Consoletti, whose address is 107 Stuart Drive, Williamsport, Maryland, and ~~Harvey D. Stewart, 321 Mt. Oxford, Leadville, Colorado~~, each being of legal age do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation is C & S AUTOMOTIVE AND BODY SHOP, 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:

To procure, purchase, lease, own, lay out, build, equip, furnish, maintain and operate the following motor vehicle service facilities, or any of them: body, chassis and motor repair and/or paint shops; general motor vehicle service garages; gasoline service and filling stations; parking areas, places and lots; motor vehicle storage buildings, and open storage areas; car-wash facilities, both automatic and manual; and motor vehicle radio and/or electronic equipment sales and/or repair shops.

To manufacture, buy, sell, rent, let for hire, store, prepare, repair and care for motor vehicles of all kinds, both new and used, and to manufacture, buy, sell, rent, let for hire, prepare, repair and care for all motor vehicle parts, including tires, appurtenances, accessories, supplies, tools, equipment and all other personal property of every kind and description used or usable with motor vehicles, both new and used; and to make loans secured by motor vehicles, their parts, including tires, appurtenances, supplies and accessories, both new and used, and to deal in such securities.

To acquire, by purchase, lease, or otherwise, and to equip, maintain, and operate a general machine shop. To design and manufacture tools, machinery, boilers, engines, motors, and all things made wholly or partly from metals. To do repairing, welding, brazing, soldering, polishing, moulding, casting, pattern-making, lacquering, enameling, metal stamping and cutting, and electrical work of all kinds; to manufacture, buy, or otherwise acquire, and to sell, lease, repair, trade, and deal in and with, machine tools, machinery, motors, engines, and equipments, and their parts, accessories, appliances, tools, and implements.

To purchase or otherwise acquire, sell, and deal in, as principal or agent, on commission or otherwise, and at wholesale or retail, oil, gasoline, kerosene, or other kinds of fuel. To purchase, construct, rent, or otherwise acquire, control, maintain, and operate tanks and all kinds of storage and transportation facilities, apparatus, conveniences, and equipment suitable for the conduct of its business.

FOURTH: In carrying out the objects of the corporation as above set forth, or any of them, the corporation shall have the following powers:

(1) To purchase, acquire as a gift, rent, lease, or otherwise acquire, to hold, own, use, improve, mortgage, sell, exchange, lease, or otherwise dispose of real property, improved or unimproved.

(2) To borrow money from any person, firm or corporation to make and issue notes, bills, bonds, debentures, and other evidences of indebtedness of all kinds, and to secure the same by pledge, mortgage, or otherwise, without limit as to amount, and to provide for payment of the same by deposited cash, sinking funds, or otherwise.

(3) To hold, purchase, or otherwise acquire, and to sell, assign, transfer, mortgage or pledge, or otherwise dispose of shares of the capital stock and securities created by any other corporation or corporations and while the holder thereof to exercise all the priviledges of the owner, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

(4) The corporation may utilize and apply its surplus earnings or profits authorized by law to be so reserved, to the purchase or acquisition of its own capital stock, from time to time, and in such manner as may be legal and equitable as to other stockholders, and upon such terms as its Board of Directors shall determine.

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

(6) To conduct and carry on any other similar business which may be capable of being profitably carried on with the corporation's business or to carry on any similar business that is directly or indirectly adapted to add to the value of the corporation's property and profits of it authorized business.

(7) To do any of the things in this certificate set forth as objects, purposes, powers or otherwise to the same extent and as fully as natural persons might or could do, as principals, agents, trustees, or otherwise.

FIFTH: The post office address of the principal office of the corporation in this state is the rear of 30 East Baltimore Street, Hagerstown, Maryland 21740. The name and address of the resident agent of this corporation in this state is: Joseph James Consoletti, 107 Stuart Drive, Williamsport, Maryland 21795, who is a citizen of Maryland and actually resides therein.

SIXTH: The total amount of authorized capital stock of the corporation is Ten Thousand ($10,000) Dollars par value divided into One Thousand (1,000) shares of the par value of Ten ($10.00) Dollars per share.

SEVENTH: The number of directors of the corporation shall be three (3) which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Joseph James Consoletti, Carol Ann Consoletti, and Harvey D. Stewart.

EIGHTH: The duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on May, 11, 1979.

1. Joseph James Consoletti
Joseph James Consoletti

2. Carol Ann Consoletti
Carol Ann Consoletti

STATE OF MARYLAND,
WASHINGTON COUNTY, to wit:

I hereby certify, that on this 11th day of May, A.D., 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Joseph James Consoletti and Carol Ann Consoletti and severally acknowledged the aforegoing Articles of Incorporation to be their act and deed.

Witness my hand and Official Notarial Seal.

Laura Elaine Shuman
NOTARY PUBLIC

My Commission Expires: July 1st, 1982

LAURA ELAINE SHUMAN
NOTARY PUBLIC
WASHINGTON CO., MD.

706

1188

ARTICLES OF INCORPORATION

OF

C & S AUTOMOTIVE AND BODY SHOP, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 11, 1979 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2444, folio 2147 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 $

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 03 PM '79
LIBER ___ FOLIO ___
LAND ☐
VAUGHN J. BEAVER, 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 84958

gcp

707

01557

Received For Record Sept. 26, 1979 at 2:09 o'clock pm liber 28

ARTICLES OF INCORPORATION
OF
DOWNSVILLE GENERAL STORE, INC. SEP 26 79 A 1 173 ******5.00

FIRST: I, NELSON A. HARSH, JR., whose Post Office address is Route 1, Box 277, Williamsport, Maryland 21795, being at least 21 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 is DOWNSVILLE GENERAL STORE, INC.

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

(1) To operate as a general store in the sale of food, household goods and other items.

(2) To purchase household goods, food and other items for resale on a consignment basis or otherwise.

(3) To lease property in order to carry on said business.

(4) To improve, manage, operate, sell, convey, assign, mortgage or lease any real property and any personal property.

(5) To borrow money and issue evidences of indebtedness in furtherance of any and all of the objects of its business and to secure the same by mortgage, deed of trust, pledge or other lien.

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

(7) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.

(8) To do anything permitted by the laws of the State of Maryland.

FOURTH: The principal office of the Corporation in the State of Maryland will be maintained at Route 3, Box 267, Williamsport, Maryland 21795; the present Post Office address is Route 3, Box 267, Williamsport, Maryland 21795. The resident agent of the Corporation is John H. McDowell, whose Post Office address is 21 Summit Avenue, 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. Nelson A. Harsh, Jr. of Route 1, Box 277, Williamsport, Maryland 21795, Melanie E. Shank, of Route 1, Williamsport, Maryland 21795 and Patricia Williams, Route 1, Neck Road, Williamsport, Maryland 21795 shall act as such until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized stock of the Corporation is 5,000 shares of Common, no-par value.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, without par value, of any class, and securities convertible into shares of its stock, 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.

JOHN H. McDOWELL
ATTORNEY AT LAW
21 SUMMIT AVENUE
HAGERSTOWN, MD. 21740
(301) 790-2777

EIGHTH: 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 term 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of April, 1979.

Witness:

John H. McDowell

Nelson A. Harsh, Jr.

Nelson A. Harsh, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17th day of April, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared NELSON A. HARSH, JR. and acknowledged the aforegoing Articles of Incorporation to be his respective act and deed.

WITNESS my hand and Official Notarial Seal.

Debra A. McClure

Notary Public

My Commission Expires:
July 1, 1982

DEBRA A. McCLURE NOTARY PUBLIC WASHINGTON CO.

JOHN H. McDOWELL
ATTORNEY AT LAW
21 SUMMIT AVENUE
HAGERSTOWN, MD. 21740
(301) 790-2777

709

ARTICLES OF INCORPORATION

OF

DOWNSVILLE GENERAL STORE, INC.

1185

approved and received for record by the State Department of Assessments and Taxation of Maryland May 10, 1979 at 1:30 o'clock P. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2444, folio 01556, 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 $

5.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 09 PM '79
LIBER ___ FOLIO ___
LAND ☐
VAUGHN J. BAKER, CLERK

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 84900

710

01548

Received For Record Sept. 26, 1979 at 2:09 o'clock pm liber 28

THE JENSEN GROUP, INC.

ARTICLES OF INCORPORATION

SEP 26-79 A 1 172 ******5.00

FIRST: I, FREDERICK D. JENSEN, whose post office address is 9110 Rolling View Drive, Lanham, Maryland 20801, being at least twenty-one (21) 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 The Jensen Group, Inc.

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

(1) To purchase, lease and otherwise acquire, hold, mortgage and otherwise dispose of all kinds of property, real, personal and mixed, both in this State and in any other part of the world;

(2) To enter into partnerships, joint ventures and any other business association for any lawful purpose;

(3) To engage in the ownership of a restaurant and lounge, to operate, manage and do all other lawful activities respecting the operating of a restaurant business for the sale of food and a lounge business for the sale of liquor and other items, to do any and all other lawful business on such restaurant and lounge properties.

(4) To do anything permitted by Section 2-102 of the Corporations and Associations Article, Annotated Code of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 925 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is Frederick D. Jensen, whose address is 9110 Rolling View Drive, Lanham, Maryland 20801. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of Common Stock with a par value of One Dollar ($1.00), and One Hundred Thousand (100,000) shares of Preferred Stock with a par value of Ten Dollars ($10.00). The aggregate value of the authorized Common Stock shall be One Hundred Thousand Dollars ($100,000.00) and the aggregate value of the authorized Preferred Stock will be One Million Dollars ($1,000,000.00).

The holders of Preferred Stock shall be entitled to cumulative dividends in each year at the rate of __six__ per cent (6%) per year, payable out of the surplus profits of the company, and preference and priority to any dividends on the common stock. Dividends, when earned, shall be payable semi-annually. In the event of dissolution of the company, the holders of Preferred Stock shall be entitled to preference and priority in the distribution of its assets.

The holders of Preferred Stock shall not be entitled to vote at meetings of the stockholders of the company so long as dividends on the Preferred Stocks are paid; but in case of default for __2__ consecutive dividend periods in the payment of such dividends, then and thereafter, during the period of such default, the holders of Preferred Stock shall have voting rights equal to those of holders of Common Stock.

In the event of any reduction in capital stock of the corporation resulting in a reduction of the Preferred Stock either as to number of shares or as to the par value thereof, except a reduction in the number of shares thereof for the purpose of effecting a statutory cancellation of Preferred Stock, purchase for retirement or redemption, or in the event of a voluntary dissolution of the corporation, the holders of the shares of Preferred Stock affected by such reduction and to the extent thereof or affected by such voluntary dissolution, shall be entitled to receive and shall be paid an

JOHN H. McDOWELL
ATTORNEY AT LAW
21 SUMMIT AVENUE
HAGERSTOWN, MD. 21740
(301) 790-2777

amount of cash not less than Fifty per cent (50%) of the amount of the reduction or in the case of voluntary dissolution Fifty per cent (50%) of the par value of their shares, and in any case all cumulated and unpaid dividends thereon and a sum equal to a dividend at the rate of Ten per cent (10 %) per year from the last dividend date to the date of such redemption or voluntary dissolution.

Preferred Stock shall be convertible into Common Stock as hereinafter provided, and once so converted, such Preferred Stock shall be cancelled and retired and shall not be reissued as such and the Common Stock shall be increased by the amount thereof equal to the amount of the Preferred Stock so converted.

Any holder of Preferred Stock may anytime after One (1) year convert such stock into Common Stock of the corporation at the rate of per dollar par value, and on presentation and surrender to the corporation at its Stock Transfer Office or Agency in the city of Hagerstown, State of Maryland, or at any place or places where the corporation shall maintain a Transfer Agency, of the certificates of the first stock so to be converted. The holder of such stock, if he so elects, shall be entitled to receive in exchange therefore certificates or shares of the fully paid and non-assessable Common Stock of the Corporation at the rate aforesaid with a cash adjustment of dividends, all under suitable regulations to be prescribed by the directors of the corporation.

Prior to any conversion of Preferred Stock to Common Stock, having voting rights, the holder of the Preferred Stock shall first obtain agreement therefore by the vote of at least a majority of the Common Stock outstanding at the time of such request to convert Preferred Stock into Common Stock.

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

Frederick D. Jensen
Merle K. Rice
John H. McDowell

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 thereof:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants of other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

2. The Board of Directors may classify or reclassify any unissued shares of the stock of the Corporation of any class 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.

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 be pecuniary 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, however, that in the event that a director, or any firm of which a director is a member, or any corporation

JOHN H. McDOWELL
ATTORNEY AT LAW
21 SUMMIT AVENUE
HAGERSTOWN, MD. 21740
(301) 790-2777

or association of which a director may be an officer or director is so interested, such fact shall be disclosed or shall have been known to the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation or association or not so interested or a member of a firm so interested.

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: 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 attorney's 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 reasonably cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best 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 or officer or an amployee 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 attorney's 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

JOHN H. McDOWELL
ATTORNEY AT LAW
21 SUMMIT AVENUE
HAGERSTOWN, MD. 21740
(301) 790-3777

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 attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article EIGHTH.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of April, 1979, and I acknowledge the same to be my act.

Witness:

Margo L. Jones

Frederick D. Jensen
FREDERICK D. JENSEN

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 27th day of April, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared FREDERICK D. JENSEN, who acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Margo L. Jones
Notary Public

My Commission Expires:
July 1, 1982

MARGO L. JONES
NOTARY PUBLIC
WASHINGTON CO. MD.

JOHN H. McDOWELL
ATTORNEY AT LAW
21 SUMMIT AVENUE
HAGERSTOWN, MD. 21740
(301) 790-2777

714

ARTICLES OF INCORPORATION

OF

THE JENSEN GROUP, INC.

1185

approved and received for record by the State Department of Assessments and Taxation of Maryland May 10, 1979 at 1:30 o'clock P. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2444, folio 015.17 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 210.00 Recording fee paid $ 20.00 Special Fee paid $ 5.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 09 PM '79
LIBER ____ FOLIO ____
LAND ☐
VAUGHN L. BEAVER, 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 84898

01751

Received For Record Sept. 26, 1979 at 2:09o'clock pm liber 28 715

KNIGHT ELECTRIC SERVICE, INC. SEP 26-79 A 1 178 ******5.00

ARTICLES OF AMENDMENT

Knight Electric Service, Inc., a Maryland Corporation, having its principal office at 201 Jackson Avenue, Hagerstown, Maryland, (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 Charter of the Corporation is hereby amended by the addition of Article EIGHTH to the Charter of the Corporation. Article EIGHTH shall read as follows:

EIGHTH: 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.

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety Article FOURTH and SIXTH and by substituting in lieu thereof the following:

FOURTH: The post office address of the principal office of the Corporation in this state is 1033 Beechwood Drive, Hagerstown, Maryland. The resident agent of the Corporation is Daniel B. Shank, whose post office address is 1033 Beechwood Drive, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The number of directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation.

THIRD: 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 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.

IN WITNESS WHEREOF, Knight Electric 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 10th day of April, 1979, and its President acknowledges that these Articles of Amendment are the act and deed of Knight Electric Service, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST: KNIGHT ELECTRIC SERVICE, INC.

Secretary By President

ARTICLES OF AMENDMENT

OF

KNIGHT ELECTRIC SERVICE, INC.

1237

approved and received for record by the State Department of Assessments and Taxation of Maryland April 18, 1979 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2445, folio 01750, 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 $_____

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 09 PM '79
LIBER ____ FOLIO ____
LAND RECORDS
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. Sommers

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 85323

Received For Record Sept. 26, 1979 at 2:09 o"clock pm liber 28

MASSEY'S AUTO BODY SHOP, INC.

SEP 26-79 A 1 179 ******6.00

Articles of Dissolution

MASSEY'S AUTO BODY SHOP, INC. (hereinafter referred to as the "Corporation"), a Maryland corporation with its principal office in Washington County, Maryland, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the address of the principal office of the Corporation in the State of Maryland is Massey's Auto Body Shop, Inc., c/o Massey Ford, Inc., 30 East Baltimore Street, Hagerstown, Maryland 21740.

THIRD: The name and address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution, and thereafter until the affairs of the Corporation are wound up, is Earl S. Wellschlager, 2000 First Maryland Building, 25 South Charles Street, Baltimore, Maryland 21201.

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

Name	Post Office Address
Margaret K. Massey	2501 Virginia Avenue Williamsport, Maryland 21795

Name	Post Office Address
Jerry E. Massey	30 East Baltimore Street Hagerstown, Maryland 21740
J. Alvin Massey	P.O. Box 68 Burlington, West Virginia 26710

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

Name	Title	Post Office Address
Margaret K. Massey	President/Treasurer	2501 Virginia Avenue Williamsport, MD 21795
Jerry E. Massey	Vice-President/Secretary	30 East Baltimore Street Hagerstown, MD 21740

SIXTH: The entire Board of Directors of the Corporation, pursuant to a Consent of Directors dated October 31, 1978, adopted a resolution declaring that dissolution of the Corporation was advisable and directing that the proposed dissolution be submitted for approval to the Stockholders of the Corporation.

SEVENTH: The Stockholders, by a Consent of Stockholders dated October 31, 1978, approved and authorized the dissolution of the Corporation.

EIGHTH: The dissolution of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and authorized by the Stockholders of the Corporation in the manner and by the vote required by the charter of the Corporation and the General Corporation Law of Maryland.

NINTH: Notice of the approved dissolution was mailed to all known creditors of the Corporation on October 31, 1978.

TENTH: These Articles of Dissolution are accompanied

by a Certificate of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Department of Assessments and Taxation of Maryland) stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid or provided for in a manner satisfactory to the Comptroller of the Treasury and such authorities, respectively, except taxes barred by the statute of limitations or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected.

IN WITNESS WHEREOF, MASSEY'S AUTO BODY SHOP, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on January 5, 1979.

ATTEST: MASSEY'S AUTO BODY SHOP, INC.

Jerry E. Massey, Secretary — Margaret K. Massey, President

THE UNDERSIGNED, President of MASSEY'S AUTO BODY SHOP, INC., who executed on behalf of said Corporation the foregoing Articles of Dissolution, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, that the foregoing Articles of Dissolution are the corporate act of said Corporation, and further certifies that, to the best of

her 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.

Margaret K. Massey, President

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

Massey's Auto Body Shop, Inc.

were received for record on May 23, 19 79,

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

Director

William L. Shoemaker

722

02204

CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

May 14, 1979

Piper and Marbury
1100 Charles Center South
36 South Charles Street
Baltimore, Maryland 21201

TO WHOM IT MAY CONCERN:

I, Florence M. Murdock, Tax Collector and Treasurer for THE CITY OF HAGERSTOWN, do hereby certify that the records of this office do not show any unpaid MUNICIPAL TAXES, interest or penalties owing by MASSEY'S AUTO BODY SHOP, INC., Hagerstown, Maryland, up to and including the fiscal tax year 1978-79.

Florence M. Murdock
Florence M. Murdock
Tax Collector and Treasurer

FMM/c

02205
723

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

May 14, 1979

Dissolution
RE: Massey's Auto Body 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

Massey's Auto Body Shop Inc.

have been paid to and including the fiscal year July 1, 1978 to June 30, 1979.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 14th day of May A.D., 1979.

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

724

02206

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

MASSEY'S AUTO BODY SHOP, INC.

have been paid.

WITNESS my hand and official seal this

Fifth day of December A.D. 19 78.

James M. Ruby
Deputy Comptroller

725

1244

ARTICLES OF DISSOLUTION

OF

MASSEY'S AUTO BODY SHOP, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 23, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2445, folio 0219, 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 $ 30.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 10 PM '79
LIBER ___ FOLIO ___
LAND RECORDS / PATENTS 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 85387

gcp

02211

Received For Record Sept. 26, 1979 at 2:09 o'clock pm liber 28

PLASTIC SURGERY SERVICES, DR. JOHN W. CLARK, P.A.

ARTICLES OF AMENDMENT

SEP 26-79 A 1 180 ******5.00

Plastic Surgery Services, Dr. John W. Clark, P.A., a Maryland Professional Service 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 2 and inserting in lieu thereof the following:

PLASTIC SURGERY SERVICES, DR. JOHN W. CLARK
& DR. MICHAEL D. HALL, P.A.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on May 17, 1979, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held on May 17, 1979.

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. The amendment of the charter of the Corporation as hereinabove set forth was approved by the

stockholders of the Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED, President of Plastic Surgery Services, Dr. John W. Clark, P.A., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature
and Corporate Seal:

Mary Jane Auxt
Secretary

PLASTIC SURGERY SERVICES,
DR. JOHN W. CLARK, P.A.

By John W. Clark
John W. Clark, M.D.
President

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

I HEREBY CERTIFY that on this 31st day of May, A.D., 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John W. Clark, M.D., President of Plastic Surgery Services, Dr. John W. Clark, P.A., 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 and correct to the best of his knowledge, information and belief.

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

Notary Public

My Commission Expires:
1 July 1982

729

1244

ARTICLES OF AMENDMENT

OF

PLASTIC SURGERY SERVICES, DR. JOHN W. CLARK, P.A.

Changing its name to

PLASTIC SURGERY SERVICES, DR. JOHN W. CLARK, & DR. MICHAEL D. HALL, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 23, 1979 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2445, folio 022 4 10, 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 $5.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 10 PM '79
LIBER ____ FOLIO ____
LAND ☐ ____
VAUGHN J. HEBER, 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 85389

02599

Received For Record Sept. 26, 1979 at 2:09 o'clock pm liber 28

SEP 26-79 A 1 181 ******5.50

ARTICLES OF INCORPORATION

OF

POSH PRODUCTS, INC.

This is to certify:

First: That I, the incorporator, Rodney T. Pearson, whose post-office address is Route 1, Keedysville, Maryland 21756, being over eighteen (18) years of age, do under the general laws of the State of Maryland set forth these Articles with the intention of forming a corporation.

Second: The name of the corporation (hereinafter called the "Corporation") is POSH PRODUCTS, INC.

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

To conduct and engage in the business of purchasing and selling or reselling foods or food products; to manufacture, process, package, and otherwise prepare for sale and consumption, foods and food products of any description; to vend and sell at wholesale or retail to institutional or other purchasers such foods and food products; to hire and employ agents, servants, contractors or other employees however designated, for carrying on such business; to fix the compensation and other terms and conditions of such employees. To purchase, lease, hire, or otherwise acquire and manage and operate motor vehicles, carts, wagons or stands, cooking equipment, and any other types of equipment, items or articles which may be suitable for or convenient in the said business; to lease, sell, or otherwise convey any and all of such foods or food products to agents, servants or employees of the Corporation or to other persons,

associations or corporations.

To purchase or otherwise acquire, for the purpose of holding or disposing of same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures and other negotiable or transferrable instruments or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to the amount.

To engage in and carry on any other business which may conveniently be conducted with any of the business of the Corporation.

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

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trade names, trademarks, rights, processes, formulae, and the like, which may seem capable of use for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

To purchase or otherwise acquire, and to hold, sell or otherwise dispose of and to retire and reissue, shares of its

own stock of any class in any manner now or hereafter authorized or permitted by law.

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

To carry on the aforesaid objects within and without the State of Maryland, and in any or all states, territories, districts, and possessions of the United States of America and in foreign countries, and to carry out the same as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient and proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified.

The foregoing objects and purposes as limited or restricted by the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto, shall be construed as powers as well as objects and purposes.

Fourth: The post-office address of the principal office of the Corporation in the State of Maryland is Route 1, Keedysville, Maryland, 21756.

Fifth: The Resident Agent of the Corporation is Rodney T. Pearson, whose address is Route 1, Keedysville, Maryland 21756.

Said Resident Agent is a citizen and resident of the United States and the State of Maryland.

Sixth: A. The total authorized capital of the Corporation shall have an aggregate initial value of One Hundred Thousand and No/100 Dollars ($100,000.00), comprised of One Thousand (1,000) shares of stock having a par value of One Hundred and No/100 Dollars ($100.00) per share and all being of a single class called common stock.

B. The subscription for and the ownership of all shares of stock in this Corporation are made and taken upon the conditions that any stockholders desiring to sell, pledge or in any wise encumber the same shall first offer his or her stock to the Corporation at his or her lowest price and the Corporation shall have thirty (30) days in which to exercise its option to purchase the same. Said notice shall be given by a letter addressed to the principal office of the Corporation in the State of Maryland. Should the Corporation fail to exercise its option within thirty (30) days, the stockholders of this Corporation shall have thirty (30) days to exercise their option to purchase said stock at said price, in proportion to their holdings. After the expiration of sixty (60) days, the stockholder shall be free to make any other sale of his or her stock.

Seventh: The number of directors of the Corporation shall be three, and the names of the persons who shall serve as the initial directors until the first annual meeting and until their successors are duly elected and qualify are:

Rodney T. Pearson
Warren Orndorff
Sarah Herman

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

Ninth: The stock of this corporation may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors or the Stockholders, whichever is applicable, and any and all such shares so issued, when the consideration therefor is fixed by the Board of Directors or the Stockholders, has been fully paid or delivered, shall be full paid stock and shall not be liable to any further call or assessment thereon.

Tenth: The duration of the Corporation shall be perpetual.

Witness:

Nancy J. Pearson

Rodney T. Pearson Sr.
Rodney T. Pearson

ACKNOWLEDGEMENT

I, Rodney T. Pearson, do hereby acknowledge by my signature hereto that the foregoing Articles of Incorporation are my act.

Rodney T. Pearson Sr.
Rodney T. Pearson

736

ARTICLES OF INCORPORATION

OF

POSH PRODUCTS, INC.

1247

approved and received for record by the State Department of Assessments and Taxation of Maryland May 24, 1979 at 2:30 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2445, folio 025598 7, 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 $ 5.50

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
SEP 26 2 10 PM '79
LIBER ___ FOLIO ___
LAND ☐ ☐
VAUGHN J. BAKER, CLERK

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 85442

PC

02588 737

Received For Record Sept. 26, 1979 at 2:10 o'clock pm liber 28

La Mont Francisco

Route 2, Box 153
Hancock, Maryland 21750
January 25, 1979

SEP 26 79 AM 1 182 *******,79

White Oaks Estate Health and
Reconditioning Center
P. O. Box 1434
Hagerstown, Maryland 21740

Re: Employer Identification Number
52-1130210

Gentlemen:

As of today, January 25, 1979, I, LaMont Francisco, resign my position as President and Chairman of the Board of White Oaks Estate Health and Reconditioning Center.

As of the above date, I no longer have any connections and am not responsible for any actions whatsoever of this organization.

Very truly yours,

Pastor LaMont Francisco

738

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

WHITE OAKS ESTATE HEALTH AND RECONDITIONING CENTER, INC.

1198

received for record May 5, 1979 2 , at 8:30 A. M.

and recorded on Film No. 2444 Frame No. 02587 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 № 17430

Special Fee Paid	$5.00
Recording Fee Paid	$3.00
Total	$8.00

Mr. Clerk Mail to: LaMont Francisco
2113 - 65th Street
Lubbock, Texas 79412

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 26 2 10 PM '79

LIBER ____ FOLIO ____

LAND ☐ ____
VAUGHN J. HAYER, CLERK

rmc

Received for Record: November 29, 1979 at 12:32 p.m.
Incorporation Record No. 28

NOV 29-79 B 16700 ****43.00

AGREEMENT OF MERGER

AGREEMENT OF MERGER made by and between The Peoples Bank of Hancock, a Maryland trust company ("Peoples Bank"), and Antietam Bank Company, a Maryland bank ("Antietam Bank"), and joined in by Suburban Bancorporation, a Maryland corporation ("Bancorporation").

In consideration of the mutual covenants and agreements herein contained and the mutual benefits to be derived herefrom, the parties hereto do hereby agree as follows:

1. The Merger. As of the effective date set forth in paragraph 7, Antietam Bank shall be merged into Peoples Bank under the charter of Peoples Bank, and Peoples Bank shall be the resulting trust company under the name "The Peoples Bank of Hancock." The By-Laws of Peoples Bank shall be the By-Laws of the resulting trust company.

2. Location of the Parties.

(a) The location of the office of Antietam Bank is set forth on Schedule A attached hereto.

(b) The location of the office of Peoples Bank is set forth on Schedule A attached hereto.

3. The Resulting Trust Company.

(a) The name and location of each office of the resulting trust company is set forth on Schedule A attached hereto.

(b) The names and residences of the directors of the resulting trust company to serve until the next annual meeting of the stockholders of the resulting trust company are set forth on Schedule B attached hereto.

(c) The names and residences of the officers of the resulting trust company are set forth on Schedule C attached hereto.

(d) Upon the effective date of the merger the authorized capital of the resulting trust company shall be as provided in paragraph 3(f), and the paid-in capital

of the resulting trust company shall be $900,000* consisting of 90,000** shares of Common Stock of the par value of $10.00 per share.

(e) No preferred stock shall be issued by the resulting trust company pursuant to this agreement or in connection with the merger provided for herein.

(f) Article THIRD of the charter of the resulting trust company is hereby amended (as of the effective date set forth in paragraph 7) to read as follows:

"THIRD: The amount of capital stock of the Trust Company shall be One Million Dollars ($1,000,000) divided into One Hundred Thousand (100,000) shares of Common Stock of the par value of Ten Dollars ($10.00) each."

(g) No amendments to the By-Laws of the resulting trust company shall be made pursuant to this agreement or in connection with the merger provided for herein.

(h) The objects and purposes of the resulting trust company shall be to carry on the business of a trust company, and the resulting trust company shall have all rights and powers conferred upon trust companies under the laws of the State of Maryland.

4. Terms of the Exchange. The terms of the exchange of shares of capital stock of the constituent trust companies shall be as follows:

(a) Each share of Common Stock of Antietam Bank issued and outstanding when this merger becomes effective (other than shares of dissenting stockholders referred to in paragraph 5) shall, without any action on the part of the holders thereof, be converted into

---

* The amount shall be $900,000 plus $10.00 for each share of Antietam Bank issued from March 31, 1979 to the effective date under its stock option plans.

** The number of shares shall be 90,000 shares plus the number of shares issued by Antietam Bank from March 31, 1979 to the effective date under its stock option plan.

1.55 shares of Common Stock of Bancorporation. Certificates representing shares of the Common Stock of Antietam Bank (other than shares of dissenting stockholders) shall thereafter represent shares of Common Stock of Bancorporation in the aforementioned proportions. Such certificates may at any time thereafter be exchanged by the holders thereof for new certificates for the appropriate number of shares of Common Stock of Bancorporation, and the payment of dividends or other distributions on said stock may be withheld until the Antietam Bank certificates have been surrendered for exchange. When the new certificates are issued, the holders thereof shall be entitled to be paid the amount (without any interest thereon) of all withheld dividends or other distributions which have theretofore become payable with respect to such shares of Common Stock of Bancorporation.

(b) In lieu of issuing fractional shares of Common Stock of Bancorporation to which the stockholders of Antietam Bank will be entitled and only as a mechanical device for rounding shares to whole shares, Bancorporation will pay cash to stockholders of Antietam Bank at the fair market value of their fractional interests, as of the close of business on the effective date of the merger; however, a stockholder of Antietam Bank may not receive payment for fractional shares until all Antietam Bank stock certificates held by him are surrendered for exchange.

(c) Each share of Common Stock of Peoples Bank issued and outstanding when this merger becomes effective shall remain issued and outstanding as one share of Common Stock of the resulting trust company, without any action on the part of the holder thereof.

(d) For every share of Common Stock of Antietam Bank issued and outstanding as of the effective date of the merger (other than shares of dissenting stockholders referred to in paragraph 5), the resulting trust company shall issue one share of its Common Stock to Bancorporation.

5. Rights of Dissenting Stockholders. This Agreement of Merger has been approved by the sole stockholder of Peoples Bank and accordingly there are no dissenting stockholders of Peoples Bank. Each holder of shares of the Common Stock of Antietam Bank which are voted against the approval of the merger who, within 30 days after the effective date of the merger, makes written demand upon the resulting trust company for payment for such shares, accompanied by the surrender of the certificates for such shares, pursuant to the provisions of Section 113 of Article 11 of the Annotated Code of

Maryland (herein called a "dissenting stockholder"), shall be entitled to receive from the resulting trust company in cash the value of such shares of the Common Stock of Antietam Bank determined in accordance with the provisions of said Section 113 of Article 11 of the Annotated Code of Maryland. Upon payment of such cash, a number of shares of the resulting trust company equal to the number of shares of Antietam Bank held by dissenting stockholders shall be purchased by Bancorporation from the resulting trust company for the amount so paid to such dissenting stockholders.

6. Approval of Agreement. This Agreement of Merger is subject to the approval of the Bank Commissioner of Maryland and of the holders of at least two-thirds of the issued and outstanding Common Stock of Peoples Bank and of Antietam Bank, respectively, which has already occurred.

7. Effective Date. The merger provided for herein shall be effective midnight December 1, 1979.

IN WITNESS WHEREOF, Peoples Bank and Antietam Bank, have caused this Agreement of Merger to be duly executed on their respective behalfs by their respective proper officers and their respective corporate seals to be hereunto affixed and attested as of March 31, 1979.

ATTEST: [SEAL]

Sharon L. Davis
Secretary

THE PEOPLES BANK OF HANCOCK

By Glenn E. Miller
Glenn E. Miller
President

ATTEST: [SEAL]

William C. Hamilton
Secretary

ANTIETAM BANK COMPANY

By R. Raymond Tarrach
R. Raymond Tarrach
President

Suburban Bancorporation hereby joins in the foregoing Agreement of Merger, and undertakes that it will be bound thereby, that it will issue shares of Common Stock pursuant to the provisions of paragraph 4(a) thereof, and that it will purchase the shares contemplated by paragraph 5 hereof.

IN WITNESS WHEREOF, Suburban Bancorporation has caused this undertaking to be executed on its behalf by its proper officers and its corporate seal to be hereunto affixed as of March 31, 1979.

ATTEST: [SEAL]

SUBURBAN BANCORPORATION

William G. Norris
Secretary

By Robert F. Tardio
President and Chairman of the Board

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY that on this 27th day of April, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Glenn E. Miller, President, and Sharon L. Davis, Secretary, of The Peoples Bank of Hancock, and each in said capacity acknowledged the foregoing to be the act and deed of said body corporate and the seal affixed thereto to be its seal.

[NOTARY SEAL]

Notary Public

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY that on this 7th day of May, 1979, before me, the subscriber, a Notary Public in and for the State aforesaid, personally appeared R. Raymond Tarrach, President, and William C. Hamilton, Secretary, of Antietam Bank Company, and each in said capacity acknowledged the foregoing to be the act and deed of said body corporate and the seal affixed thereto to be its seal.

[NOTARY SEAL]

Daniel T. Powers
Notary Public

744

STATE OF MARYLAND, COUNTY OF MONTGOMERY, to wit:

I HEREBY CERTIFY that on this 27th day of April, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert F. Tardio, President and Chairman of the Board, and William G. Norris, Secretary, of Suburban Bancorporation, and each in said capacity acknowledged the foregoing to be the act and deed of said body corporate and the seal affixed thereto to be its seal.

[NOTARY SEAL]

Notary Public

My Commission Expires July 1, 1982

744

SCHEDULE A

Location of existing office of Antietam Bank Company which, together with the existing office of The Peoples Bank of Hancock, will become offices of the resulting trust company on the effective date:

name	address
Main Office (to become Antietam Office)	1625 Dual Highway Hagerstown, Maryland 21740

Location of the existing office of The Peoples Bank of Hancock which, together with the existing offices of Antietam Bank Company, will become offices of the resulting trust company on the effective date:

name	address
Main Office	6 East Main Street Hancock, Maryland 21750

745

SCHEDULE B

Names and residence addresses of the persons who will become directors of the resulting trust company on the effective date:

name	address
Michael G. Callas	Hagerstown, Maryland
Clayton E. Doing	Burkittsville, Maryland
Adna B. Fulton	Boonsboro, Maryland
William C. Hamilton	Hagerstown, Maryland
Arthur H. Katz	Hagerstown, Maryland
Lem E. Kirk	Hancock, Maryland
A. Hart McKinley, Jr.	Hancock, Maryland
A. Hart McKinley, Sr.	Hancock, Maryland
Cyril E. Maire, Jr.	Silver Spring, Maryland
Glenn E. Miller	Hagerstown, Maryland
Roy A. Plessinger	Warfordsburg, Pennsylvania
William G. Psillas	Hagerstown, Maryland
Russell R. Reid, Jr.	Smithburg, Maryland
Hyman Ross	Hagerstown, Maryland
Agnita M. Schreiber	Hagerstown, Maryland
Levearl E. Schriever	Warfordsburg, Pennsylvania
Benjamin C. Shaw	Silver Spring, Maryland
Thomas E. Stotler	Berkeley Springs, West Virginia
R. Raymond Tarrach	Hagerstown, Maryland
Harold N. Taylor	Hagerstown, Maryland
John M. Waltersdorf	Hagerstown, Maryland

SCHEDULE C

Names and residence addresses of persons who will become officers of the resulting trust company on the effective date:

name and position	address
Chairman of the Board	
A. Hart McKinley, Sr.	Hancock, Maryland
Vice Chairman of the Board	
John M. Waltersdorf	Hagerstown, Maryland
President	
Glenn E. Miller and Chief Executive Officer	Hagerstown, Maryland
Executive Vice President	
R. Raymond Tarrach	Hagerstown, Maryland
Vice President	
Connie D. Winebrenner and Treasurer	Hancock, Maryland
Secretary	
Sharon L. Davis and Assistant Treasurer	Hancock, Maryland
Assistant Vice President	
Bernard S. Santor	Hancock, Maryland
William C. Shaffer	Hagerstown, Maryland
Assistant Treasurer	
Beverly F. Bard	Warfordsburg, Pennsylvania
John E. Keefer	Hancock, Maryland
Pauline A. Leitner	Hagerstown, Maryland
Lois A. Myers	Hancock, Maryland

CERTIFICATE OF MERGER

I, the undersigned, W. H. Holden Gibbs, Bank Commissioner of Maryland, do hereby certify that The Peoples Bank of Hancock, a State bank existing under the Laws of the State of Maryland, with the principal office located in Hancock, Maryland, prior approval having been given by the Federal Deposit Insurance Corporation, has been duly merged with the Antietam Bank Company, Hagerstown, Maryland, the name of the resulting institution being The Peoples Bank of Hancock, and the merger shall be and become effective as of 9:00 A.M., December 1, 1979, and I hereby give my formal and complete approval to said Merger Agreement between these two constituent institutions, and the adoption of the Charter and By-Laws of the resulting institution.

WITNESS my hand and official seal this 26th day of November, 1979.

W H G Gibbs

Bank Commissioner of the
State of Maryland

Received for Record: November 29, 1979 at 12; 32 p.m.
Incorporation Record No. 28
748

THE PEOPLES BANK OF HANCOCK

ARTICLES OF AMENDMENT

THE PEOPLES BANK OF HANCOCK, a Maryland trust company, having its principal office in Washington County, Maryland (which is hereinafter called the "Trust Company"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Trust Company is hereby amended by striking out Article FIRST in its entirety and inserting in lieu thereof the following:

"FIRST: The name of the trust company (which is hereinafter called the "Trust Company') is: SUBURBAN BANK."

SECOND: No change in the authorized stock of the Trust Company is effected as a result of the foregoing amendment.

THIRD: The foregoing amendment to the Charter of the Trust Company has been advised by the Board of Directors and approved by the stockholders of the Trust Company. The manner of approval was as follows:

(a) The Board of Directors of the Trust Company at a meeting held on November 15, 1979 adopted a resolution which set forth the proposed amendment to the Charter of the Trust Company and declared that it was advisable and directed that the proposed amendment be submitted to stockholders for consideration by unanimous written consent.

(b) By written consent dated November 15, 1979, which was signed by the sole stockholder of the Trust Company and filed with the minutes of proceedings of stockholders, the proposed amendment was approved by the sole stockholder of the Trust Company.

FOURTH: The amendment provided for herein shall be effective on December 1, 1979 at 9:01 a.m.

IN WITNESS WHEREOF, The Peoples Bank of Hancock has caused these presents to be signed in its name and on its behalf by its President and Treasurer and witnessed by its Assistant Treasurer on November 15, 1979.

WITNESS:

Sharon L. Davis
Assistant Treasurer

THE PEOPLES BANK OF HANCOCK

By Glenn E. Miller
President

By Connie D. Winebrenner
Treasurer

THE UNDERSIGNED, President and Treasurer of the Peoples Bank of Hancock, who executed on behalf of the Trust Company the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledge in the name and on behalf of said Trust Company the foregoing Articles of Amendment to be the corporate act of said Trust Company and hereby certify that to the best of their knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

Glenn E. Miller
President

Connie D. Winebrenner
Treasurer

750

CERTIFICATE OF APPROVAL

The foregoing Articles of Amendment of The Peoples Bank of Hancock, Hancock, Maryland, changing its name are hereby approved this 26th day of November, 1979.

W. H. Holden Gibbs
Bank Commissioner of the
State of Maryland

01515

Received For Record December 7, 1979 at 1o:12 o'clock am corporation liber 28 751

DEC -7-79 A 7481 *******.75
DEC -7-79 A 7480 *******.50

June 18, 1979

Mr. Robert Morrison
Hennebergers Ltd.
29-31 South Potomac Street
Hagerstown, Maryland

Dear Mr. Morrison,
Having resigned as manager of Hennebergers Ltd. on March 31, 1979, I want my name, as resident agent, removed from your corporation effective immediately.

Sincerely,

Linda Wasilius

Linda Wasilius

cc: Mr. Robert Cierkes
State Department Of Assessments and Taxation
Baltimore, Maryland 21201

752

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

HENNEBERGER'S LIMITED, INC.

~~1330~~
1328

received for record June 19, 1979 2 , at 8:30 A. M.

and recorded on Film No. 2447 Frame No. 01514 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 № 17633

Special Fee Paid	$5.00	.50
Recording Fee Paid	$3.00	.75
Total	$8.00	

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Dec 7 10 12 AM '79
LIBER 28 FOLIO 751
Incorporation Record
LAND
VAUGHN T. BAKER, CLERK

Mr. Clerk Mail to: Linda Wasilius
61 West Meadow Road
Hagerstown, Maryland 21740

rmc

00982
753

Received For Record December 7, 1979 at 10:12 o'clock am corporation liber 28

DEC -7-79 A 17482 ******5.00

COUNTRY MARKET, INC.

ARTICLES OF AMENDMENT

COUNTRY MARKET, INC., a Maryland Corporation, having its principal office at 1520 Virginia Avenue, Hagerstown, Maryland, (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 Charter of the Corporation is hereby amended to change the name from Country Market, Inc. to Country Pantry, Inc.

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 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.

IN WITNESS WHEREOF, COUNTRY MARKET, 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 22 day of June, 1979, and its President acknowledges that these Articles of Amendment are the act and deed of COUNTRY MARKET, INC. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST: COUNTRY MARKET, INC.

Kenneth Snodgrass
Secretary

BY Joseph S. Weaver
President

COUNTRY MARKET, INC. CORPORATE SEAL 1979 MARYLAND

COUNTRY MARKET, INC. CORPORATE SEAL 1979 MARYLAND

754

1379

ARTICLES OF AMENDMENT

OF

COUNTRY MARKET, INC.

Changing its name to

COUNTRY PANTRY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 26, 1979 at 9:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2 4 4 8 , folio 00981 , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 20.00 5.00 Special Fee paid $_____

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
DEC 7 10 12 AM '79
IN BK 28 FOLIO 753
Corporation Records
JOHN J. BAKER, CLERK

To the clerk of the Circuit Court of Washington County

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

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

William J. Sommers

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

A 86517

gcp

6-22-79 bv

01716
F 755

Received For Record December 7, 1979 at 10:12 o'clock am liber 28

ARTICLES OF INCORPORATION DEC-7-79 A# 17483 ******5.00

OF

JEFFREY PEARLMAN, D.D.S., P.A.

A Close Corporation under Section 4-101 et seq.

FIRST: The undersigned Charles Cahn II, whose post office address is 9th Floor, Sun Life Building, Baltimore, Maryland 21201, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland, including particularly the Professional Service Corporation Act.

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

JEFFREY PEARLMAN, D.D.S., P.A.

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

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

(1) To engage in and expand the specialty practice of dentistry.

(2) To conduct, supervise and aid in the sponsorship of research in dentistry.

(3) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment.

(4) To own real or personal property necessary for the rendering of the professional services specified above.

(5) To do such acts and carry on such business as may be permitted by the Professional Services Corporation Act of the State of Maryland, subject to the limitations thereof.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Longmeadow Professional Arts

LAW OFFICES
OTTENHEIMER, CAHN
& PATZ, P. A.
9th FLOOR
SUN LIFE BUILDING
ALTIMORE, MD 21201

(301) 752-8308

Building, 100 Longmeadow Drive, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Jeffrey Pearlman, D.D.S., Longmeadow Professional Arts Building, 100 Longmeadow 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 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), to be issued or transferred only to individuals who are duly licensed by the State of Maryland to engage in the practice of dentistry in said State; provided, however, that a disqualified stockholder or the estate of a deceased stockholder may hold such shares of stock for a period of time not to exceed one hundred twenty (120) days from the date of disqualification or the date of death of such stockholder, as the case may be.

SEVENTH: The number of directors of the Corporation shall 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) unless the number of stockholders is less than three (3) in which event the number of directors shall not be less than the number of stockholders; and the name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is Jeffrey Pearlman, D.D.S.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of June, 1979, and acknowledges the same to be his act, and that to the best of his knowledge, information and belief all matters and facts stated herein are true in all material respects, and that this statement is made under the penalties of perjury.

Charles Cahn

Charles Cahn II

1387

ARTICLES OF INCORPORATION

OF

JEFFREY PEARLMAN, D.D.S., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 26, 1979 at 9:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 448, folio 715 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 $ 5.00

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

DEC 7 10 12 AM '79

LIBER 28 FOLIO 755
Incorporation Records
LAND
VAUGHN J. BAKER, CLERK

A 86621

gcp

Received For Record December 7, 1979 at 10:12 o'clock am DEC -7-79 A 17484 ******5.00 corporation liber 28

ARTICLES OF VOLUNTARY DISSOLUTION

Orchards of Marvania, Inc., a Maryland Corporation, having its principal office in Hancock, 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 Hancock, Maryland.

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 A. Latimer, Jr., 120 West Washington Street, Hagerstown, Maryland, 21740.

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

Edward Kaplan, 1743 Edgewood Circle, Hagerstown, Maryland
Louis Kaplan, Milestone Apartments, Apt. 3-F, Williamsport, Maryland

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

Edward Kaplan, President, 1743 Edgewood Circle, Hagerstown, Maryland
Muriel Kaplan, Vice-President, Milestone Apartments, Apt. 3-F, Williamsport, Maryland
Louis Kaplan, Secretary-Treasurer, Milestone Apartments, Apt. 3-F, Williamsport, Maryland

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 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 3-407(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, Orchards of Marvania, 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 June, 1979, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Orchards of Marvania, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

ATTEST TO CORPORATE SEAL: ORCHARDS OF MARVANIA, INC.

Louis Kaplan, Secretary

By Edward Kaplan, President

The Town of Hancock

MAYOR AND COUNCIL

HANCOCK, MARYLAND 21750

116 WEST HIGH STREET PHONE 678-6820

January 18, 1979

To Whom It May Concern:

This is to certify that the books and records of the Town of Hancock show that all taxes levied on assessments made by the State Department of Assessments and Taxation and billed by and payavle to the Town of Hancock, if any, by Orchards of Marvania Incorporated have been paid to and including the fiscal year July 1, 1975 through June 30, 1976.

David W. Sowers, Jr. SEAL
Mayor

DWS/s

760 02969

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

June 11, 1979

RE: Dissolution - Orchards of Marvania, 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

Orchards of Marvania, Inc.

have been paid to and including the fiscal year July 1, 1978 to June 30, 1979.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 11th day of June A.D., 1979.

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

02970

761

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

ORCHARDS OF MARVANIA, INC.

have been paid.

WITNESS my hand and official seal this

Eleventh day of June A.D. 19 79

Jane M. Ruby
Deputy Comptroller

PS-408

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION hereby gives notice that ARTICLES OF DISSOLUTION of the ORCHARDS OF MARVANIA, INC.

were received for record on, JUNE 20, 19 79, in accordance with the provisions of Sec. 77 of Art. 23 of the Code (1957 Edition).

William L. Shoemaker
William L. Shoemaker, Director

762

1366

ARTICLES OF DISSOLUTION

OF

ORCHARDS OF MARVANIA, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 20, 1979 at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 247, folio 02965 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

5.00

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

7 10 12 AM '79

LIBER 28 FOLIO 758
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 86375

02596

Received For Redord December 7,1979 at 10:12 o'clock am liber 28

DEC -7-79 A 17485 ******5.00

F. 763

ARTICLES OF INCORPORATION

OF

THREE MINUTE CAR WASH, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, GARY O. NACKE, whose post office address is 17645 Kohlhoss Road, in Poolesville, Maryland, 20837, and H. A. HESSE, whose post office address is 719 Frederick Street, Hagerstown, Maryland, 21740, and KATHLEEN R. NACKE, whose post office address is 17645 Kohlhoss Road, in Poolesville, Maryland, 20837 , each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is THREE MINUTE CAR WASH, INC.

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

The operation of a car wash and cleaning 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.

FOURTH: The post office address of the principal office of the Corporation in this State is in care of THREE MINUTE$ CAR WASH, INC., 234 North Jonathan Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent (who is a citizen actually residing in this State) of the Corporation in this State are GARY O. NACKE, 17645 Kohlhoss Road, Poolesville, Maryland, 20837.

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

SIXTH: The number of directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than four; and the names of the directors who shall act until the first annual meeting or until their respective successors are duly chosen and qualify are GARY O. NACKE, H. A. HESSE, KATHLEEN R. NACKE, and CLARE K. HESSE.

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 this 14 day of June, 1979.

WITNESS:

H. A. Hesse — Gary O. Nacke

Geraldine L. Stone — H. A. Hesse

Clare K. Hesse — Kathleen R. Nacke

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14 day of June, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared GARY O. NACKE, H. A. HESSE, and KATHLEEN R. NACKE, and severally acknowledged the execution of the foregoing Articles of Incorporation as their voluntary act.

WITNESS my hand and Notarial Seal.

Geraldine L. Stone

My Comm. Exp. 7-1-82 — Notary Public

765

1357

ARTICLES OF INCORPORATION

OF

THREE MINUTE CAR WASH, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 19, 1979 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2447, folio 595, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 20.00 Recording fee paid $ 20.00 Special Fee paid $ 5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded 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 7 10 12 AM '79
LIBER 28 FOLIO 763
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 86313

Received For Record December 7, 1979 at 10:12 o'clock am corporation liber 28
GLOBAL MAINTENANCE, INC. DEC -7-79 A 17486 ******5.00

ARTICLES OF INCORPORATION

FIRST: I, Barbara E. Kline, whose post office address is Post Office Box 72, Monessen, Pennsylvania 15062 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 Global Maintenance, Inc..

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

(1) To engage in the business of buying and selling building materials, tools, hardware, etc., and all other products of whatever name or nature; 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 45 Rochester Place, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Lloyd W. Gearhart, Jr., 1400 Haven Road, Apt. F32, 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 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 (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: Barbara E. Kline, Pamela J. Gouker and Lloyd W. Gearhart, Jr.

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

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

(2) The Board of Directors of the Corporation 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 Chapter 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 where 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 are 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 WHEREFO, I have signed these Articles of Incorporation this 30th day of DEC., 1978, and I acknowledge the same to be my act.

WITNESS:

Pamela J. Gordier

Barbara E. Kline

Barbara E. Kline

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

I HEREBY CERTIFY, That on this 30th day of DEC, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Barbara E. Kline and acknowledged the aforegoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and official Notarial Seal.

Da Baker

Notary Public

My commission Expires:

1 JULY 1982

769

1337

ARTICLES OF INCORPORATION

OF

GLOBAL MAINTENANCE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 15, 1979 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2447, folio 790, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $40.00 Recording fee paid $20.00 Special Fee paid $5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded 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 7 10 12 AM '79

LIBER 28 FOLIO 766
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 86213

gcp

Received For Record December 7, 1979 at 10:12 o'clock am corporation liber 28

MID-EAST BUILDERS, INC. DEC-7-79 A 17487 ******5.00
ARTICLES OF INCORPORATION

FIRST: I, Pamela J. Gouker, whose post office address is Route 2, Box 31D, 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 Mid-East Builders, Inc..

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

(1) To engage in the business of erecting or altering, under contract or otherwise, houses, churches, school houses, office buildings, manufacturing plants, public buildings, and all other buildings of whatever name or nature; to make estimates on and bid for the construction of such buildings and to do every act and thing commonly done by building contractors; to buy and sell building materials and to enter into contracts for the wrecking of buildings; 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 45 Rochester Place, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Pamela J. Gouker, Route 2, Box 31D, 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 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 (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: Barbara E. Kline, Pamela J. Gouker and George W. Bushey.

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: (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 are 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 26th day of December, 1978, and I acknowledge the same to be my act.

WITNESS:

Pamela Sue Ambrose

Pamela J. Gouker
Pamela J. Gouker

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

I HEREBY CERTIFY, That on this 26th day of December, 1978, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Pamela J. Gouker and acknowledged the aforegoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and official Notarial Seal.

PAMELA SUE JONES NOTARY PUBLIC WASHINGTON CO

Pamela Sue Jones Ambrose
Notary Public

My Commission Expires:
July 1, 1982

773

1337

ARTICLES OF INCORPORATION

OF

MID-EAST BUILDERS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 15, 1979 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2447, folio 91794 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $40.00 Recording fee paid $20.00 Special Fee paid $5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Lemmond

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 7 10 12 AM '79

LIBER 98 FOLIO 770
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 86214

gcp

Received For Record December 7, 1979 at 10:12 o'clock am corporation liber 28
DEC -7-79 A 17488 ******5.00

C & W FLYING, INC.

ARTICLES OF INCORPORATION

FIRST: I, George Warrenfeltz, whose post office address is Route #1, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virture of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

C & W FLYING, INC.

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

1. To own and operate pleasure and business aircraft.

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, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is George Warrenfeltz, whose post office address is Route #1, 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 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, 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 name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: George Warrenfeltz.

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 Corporaton 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.

EIGHT: 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 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 13 day of June, 1979, and I acknowledge the same to my act.

WITNESS:

Joan Ryan Miller

George Warrenfeltz (SEAL)
George Warrenfeltz

ARTICLES OF INCORPORATION

OF

C & W FLYING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 14, 1979 at 2:00 o'clock P. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2447, folio 1422, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 40.00 Recording fee paid $ 20.00 Special Fee paid $ 5.00

To the clerk of the Circuit Court of Washington County

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

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

William E. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 7 10 12 AM '79

LIBER 28 FOLIO 774
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 86174

gcp

Received For Record December 7, 1979 at 10:12 o'clock am corporation liber 28

TRI-STATE TANK LINES, INC.

DEC -7-79 A 17489 ******5.00

ARTICLES OF AMENDMENT

Tri-State Tank Lines, 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 4 and inserting in lieu thereof the following: Article 4

The post office address of the principal office of the Corporation in this state is 1219 West Washington Street, Hagerstown, Maryland 21740.

The resident agent of the Corporation is William R. Luther, Sr., whose post office address is 1219 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on May 21, 1979, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held on May 21, 1979.

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. The amendment of the charter of the Corporation as hereinabove set forth was approved by the Stockholders of the Corporation at said meeting by a unanimous vote.

IN WITNESS WHEREOF, Tri-State Tank Lines, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on May 21, 1979.

Attest to Signature
Corporate Seal:

William R. Luther, Jr.
Secretary

TRI-STATE TANK LINES, INC. and

By: William R. Luther, Sr.
William R. Luther, Sr.
President

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

I HEREBY CERTIFY that on this 6TH day of JUNE ,1979 A.D., 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William R. Luther, Sr., President of Tri-State Tank 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

further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

Witness my hand and official Notarial Seal.

Ronald Y. Holloway
Notary Public
2019 VIRGINIA AVE., HAGERSTOWN, MD.

My Commission Expires:
1 July 1982

780

ARTICLES OF AMENDMENT

OF

TRI-STATE TANK LINES, INC.

1317

approved and received for record by the State Department of Assessments and Taxation of Maryland June 11, 1979 at 12:00 o'clock Noon M. as in conformity with law and ordered recorded.

Recorded in Liber 2447, folio 00298, 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 $ 5.00

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 S. Simmons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 7 10 12 AM '79

LIBER 28 FOLIO 778
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 86034

03129

F 781

ARTICLES OF INCORPORATION

Received For Redord December 7, 1979 at 10:12 o'clock am corporation lbber 28

OF

MARKO, INC.

DEC -7-79 A 17490 ******5.00

FIRST: I, Michael C. Hodes, whose post office address is Suite 1123, Munsey Building, Baltimore, Maryland, 21202, being at least twenty-one (21) 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 hereinafter called the "Corporation") is MARKO, INC.

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

To engage in the retail sale of services and merchandise in the entire field of photography.

To import, export, produce, buy, sell and otherwise deal in and with, goods, wares and merchandise of every class and description.

To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.

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

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

To aid in any manner any person, firm, association, corporation or syndicate, of which any shares, bonds, debentures, notes, mortgages or other obligations, or any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for this Corporation, or in the welfare of which this Corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or any other property of this Corporation.

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

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, form, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

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

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post office address of the principal office of the Corporation in this State is 60 Sycamore Drive, Hagerstown, Maryland, 21740. The name of the resident agent of the Corporation in this State is Ronald Staley and the post office address of the resident agent is 60 Sycamore Drive, Hagerstown, Maryland, 21740.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is as follows:

Twenty thousand (20,000) shares of voting common stock of the par value of one cent ($.01) per share.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be changed in accordance with the by-laws of the Corporation. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

Elmont Birch
Ronald Staley

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

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

The board of directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation, and to direct and determine the use and disposition of any surplus and the net profits of the Corporation to be reserved before the payment of any dividend shall rest wholly in the discretion of the board of directors.

No holder of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any 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 of convertible securities which the board of directors may determine to offer for subscription to holders of stock may, as said board of directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

Notwithstanding any provision of law requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, the Corporation may take or authorize such action upon the concurrence of a majority of the aggregate number of the votes entitled to be cast thereon.

The Corporation reserves the right from time to time to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights as expressly set forth in its charter, of any outstanding stock.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act on this 25th day of May, 1979.

WITNESS:

Michael C. Hodes

1308

ARTICLES OF INCORPORATION

OF

MARKO, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 6, 1979 at 4:00 o'clock PM. as in conformity with law and ordered recorded.

Recorded in Liber 2446, folio 03128, 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 $ 3.00

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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 7 10 12 AM '79

LIBER 28 FOLIO 781
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 85927

03124
785

Received For Record December 7, 1979 at 10:13 o'clock am corporation liber 28
DEC -7-79 A 17491 ******5.00

VILLAGE ASSOCIATES, INC.

ARTICLES OF INCORPORATION

FIRST: I, Thomas O. Moore, whose post office address is Route 9, Box 135, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virture of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

VILLAGE ASSOCIATES, INC.

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

1. To own and carry on the business of selling all types and forms of insurance.

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 218 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Thomas O. Moore whose post office address is Route 9, Box 135, 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 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, 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:

Thomas O. Moore

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 Corporaton 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.

EIGHT: 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 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 30th day of May, 1979, and I acknowledge the same to my act.

WITNESS:

Thomas O. Moore (SEAL)

F 789

1308

ARTICLES OF INCORPORATION

OF

VILLAGE ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 7, 1979 at 2:00 o'clock P M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2446, folio 0312, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 40.00 Recording fee paid $ 20.00 Special Fee paid $ 5.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and 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 7 10 13 AM '79

LIBER 28 FOLIO 785
Incorporation Records
LAND
VAUGHN J. BAKER, CLERK

A 85926

GDW

Received For Record December 7, 1979 at 10:13 o'clock am corporation liber 28 DEL 7-79 A# 17492 ****5.00

Name OK
per Helen
12/31
RK

ARTICLES OF INCORPORATION

HORIZON ENTERPRISES, INC.

FIRST: I, John D. Griffin, whose post office address is 2625 Virginia Avenue, Williamsport, Maryland 21795 being over eighteen (18) years of age, hereby form a corporation under and by virture of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Horizon Enterprises, Inc.

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

(1) To engage in the purchasing and selling of real estate together with all transactions and operations connected thereto; 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 2625 Virginia Avenue, Williamsport, Maryland, 21795. The name and post office address of the Resident Agent of the Corporation in this State is John D. Griffin, 2625 Virginia Avenue, Williamsport, Maryland, 21795. 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 a par value of One ($1.00) Dollar per share.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation.

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: John D. Griffin.

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: (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) 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 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 are 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 31 day of May, 1979, and I acknowledge the same to be my act.

WITNESS:

Audrey R. Munson

John D. Griffin
John D. Griffin

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

I HEREBY CERTIFY, That on this 31st day of May 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John D. Griffin and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Judy Ann Stamps
Notary Public

My Commission Expires July 1, 1982

1276

ARTICLES OF INCORPORATION

OF

HORIZON ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 1, 1979 at 8:30 o'clock AM. as in conformity with law and ordered recorded.

Recorded in Liber 2446, folio 123, 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 $ 5.00

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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 7 10 13 AM '79

LIBER 28 FOLIO 790
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 85738

Received For Record December 7, 1979 at 10:13 o'clock am corporation liber 01281
794
DEC -7-79 A# 17493 ******8.50

ARTICLES OF MERGER

THESE ARTICLES OF MERGER, dated this 26 day of October, 1978, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code"), are entered into by and between the corporations named in Article SECOND below, which are referred to herein collectively as the Constituent Corporations.

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are AVALON MANOR, INC., a Maryland corporation, (hereinafter referred to as "AVALON"), MANOR FOOD SERVICES, INC., a Maryland corporation, (hereinafter referred to as "MANOR") and A. M. CONVALESCENT CENTER, INC., a Maryland corporation (hereinafter referred to as "A. M.").

THIRD: Avalon shall be the successor corporation (hereinafter sometimes referred to as "Successor").

FOURTH: The principal office of Avalon in the State of Maryland is Eden Road and Marsh Pike, Hagerstown, Maryland

21740, located in Washington County. The principal office of Manor in the State of Maryland is Eden Road and Marsh Pike, Hagerstown, Maryland 21740, located in Washington County. The principal office of A. M. in the State of Maryland is Eden Road and Marsh Pike, Hagerstown, Maryland 21740, located in Washington County. None of the Constituent Corporations owns property in any county in Maryland, the title to which could be affected by the recording of an instrument among the land records.

FIFTH: The Board of Directors of Manor, on October 15, 19 74, by majority vote of the entire Board of Directors, duly adopted a resolution, declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to a special meeting of stockholders held on October 16, 19 74. A notice stating that a purpose of the said meeting of stockholders would be to take action upon these Articles of Merger was mailed to each stockholder on October 16, 19 74, a date at least ten (10) days in advance of the said meeting of stockholders. The Articles of Merger were duly submitted to and approved by the affirmative vote of two-thirds of all of the votes entitled to be cast thereon at the said meeting of stockholders, as required by the Charter of Manor and the laws of the State of Maryland.

SIXTH: The Board of Directors of Avalon, on October 15 19 74, by majority vote of the entire Board of Directors,

duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to a special meeting of stockholders held on. . . . . October 16, 19.78. A notice stating that a purpose of the said meeting of stockholders would be to take action upon these Articles of Merger was mailed to each stockholder on. . . . . October 16, 19.78, a date at least ten (10) days in advance of the said meeting of stockholders. The Articles of Merger were duly submitted to and approved by the affirmative vote of two-thirds of all the votes entitled to be cast thereon at the said meeting of stockholders, as required by the Charter of Avalon and the laws of the State of Maryland.

SEVENTH: The Board of Directors of A.M., on. October 15 19.78, by majority vote of the entire Board of Directors, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to a special meeting of stockholders held on. . . . . October 16, 19.78. A notice stating that a purpose of the said meeting of stockholders would be to take action upon these Articles of Merger was mailed to each stockholder on. . . . . October 16, 19.78, a date at least ten (10) days in advance of the said meeting of stockholders. The Articles of Merger were duly submitted to and approved by the affirmative vote of two-thirds of all

the votes entitled to be cast thereon at the said meeting of stockholders, as required by the Charter of A. M. and the laws of the State of Maryland.

EIGHTH: The Articles of Incorporation of the Successor, namely, Article FIFTH, are hereby amended to read as follows:

"FIFTH: The total amount of the authorized capital stock of the Corporation is Two Hundred Thousand (200,000) shares without par value, all of which shares are of one class and are designated as common stock."

NINTH: Manor has authority to issue shares of one class of stock, namely One Hundred Thousand (100,000) shares of Common Stock with a par value of One ($.01) Cent per share (the "Manor Common Stock").

TENTH: Avalon has authority to issue shares of one class of stock, namely Ten Thousand (10,000) shares of Common Stock without par value (the "Avalon Common Stock").

ELEVENTH: A. M. has authority to issue shares of one class of stock, namely One Hundred Thousand (100,000) shares of Common Stock with a par value of Ten ($.10) Cents per share (the "A. M. Common Stock").

TWELFTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration and the treatment of any issued stock of the Constituent Corpora-

tions not to be so converted or exchanged on the Effective Date shall be as follows:

(a) Each share of Manor Common Stock, if any, which remains unissued on the Effective Date of this merger shall be cancelled.

(b) Each share of A. M. Common Stock, if any, which remains unissued on the Effective Date of this merger shall be cancelled.

(c) Each share of Avalon Common Stock which is issued and outstanding on the Effective Date shall remain issued and outstanding as one (1) share of Avalon Common Stock.

(d) Each share of Manor Common Stock which is issued and outstanding on the Effective Date shall be surrendered to Avalon.

(e) Each share of A. M. Common Stock which is issued and outstanding on the Effective Date shall be converted or exchanged by Successor into one (1) share of Avalon Common Stock.

(f) No scrip or fractional share certificates of Avalon shall be issued as a result of the merger transaction described hereinabove, but in lieu of each fractional interest, an A. M. stockholder entitled to a fractional share equal to one-half or more of one share of Avalon Common Stock shall receive a full share of Avalon Common Stock and any fractional share equal to less than one-half of one share of Avalon Common Stock shall be eliminated.

(g) After the merger transaction described above shall have become effective, except as otherwise provided by the Code with respect to dissenting stockholders, each holder of an outstanding certificate or certificates theretofore representing A. M. Common Stock shall surrender the same to Successor and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Avalon Common Stock into which the A. M. Common Stock represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof.

Until such surrender, A. M. Common Stock shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of Avalon Common Stock to be delivered with respect to such shares of such capital stock. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of Avalon Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates of Avalon Common Stock delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of Avalon Common Stock.

If any holder of an outstanding certificate or certificates representing A. M. Common Stock shall deliver to Successor such affidavits, indemnity agreements or surety bonds as Avalon shall reasonably require in conformity with its customary procedure with respect to lost stock certificates of Avalon, Successor shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing A. M. Common Stock.

THIRTEENTH: Upon the Effective Date:

(a) the assets and liabilities of Manor and A. M. shall be taken up on the books of the Successor at the amount at which they shall at that time be carried on the books of Manor and A. M. subject to such adjustments, if any, as may be necessary to conform to the Successor's accounting procedures, and

(b) all of the rights, privileges, immunities, powers, purposes, and franchises of Manor and A. M. and all property, real, personal and mixed, and all debts due to Manor and A. M. on whichever account shall be vested in the Successor, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Successor as they were of Manor and A. M., and all debts, liabilities, obligations and duties of Manor and A. M. shall thenceforth attach to the Successor and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or

contracted by it.

The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

The merger proved for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of Manor and A. M., except insofar as continued by statute, shall cease on the date that these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by Manor and A. M. and Successor as required by the laws of the State of Maryland, are filed for record with the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland, or on the date specified by the parties hereto as provided by the laws of the State of Maryland, whichever is later.

IN WITNESS WHEREOF, Manor Food Services, Inc., A. M. Convalescent Center, Inc., and Avalon Manor, Inc., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of 16 day of October, 19 78

ATTEST:

MANOR FOOD SERVICES, INC.

Jack D. Stoeber, Secretary

By Gerald J. Vigdor, President

ATTEST:

A. M. CONVALESCENT CENTER, INC.

Jack D. Stoeber, Secretary

By Gerald J. Vigdor, President

ATTEST:

AVALON MANOR, INC.

Jack D. Stoeber, Secretary

Gerald J. Vigdor, President

THE UNDERSIGNED, President of Manor Food Services, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Gerald J. Vigdor, President

THE UNDERSIGNED, President of A. M. Convalescent Center, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Gerald J. Vigdor, President

THE UNDERSIGNED, President of Avalon Manor, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Gerald J. Vagdor, President

805

1276

ARTICLES OF MERGER

MERGING

MANOR FOOD SERVICES, INC. (A MD. CORP.)

AND

A. M. CONVALESCENT CENTER, INC. (A MD. CORP.)

MERGING INTO

AVALON MANOR, INC. (A MD. CORP.)-SURVIVOR

approved and received for record by the State Department of Assessments and Taxation of Maryland May 31, 1979 at 9:30 o'clock A. M. as in conformity with law and ordered recorded.

12

Recorded in Liber 2446, folio 01280 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $ 320.00 Recording fee paid $ 34.00 Special Fee paid $ 8.50

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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 7 10 13 AM '79

LIBER 28 FOLIO 794
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 85717

Received For Record December 7, 1979 at 10:13 o'clock am corporation liber 28

BAY STATES NEWS DISTRIBUTORS, INC.

ARTICLES OF REVIVAL

DEC -7-79 A# 17494 ******5.00

Bay States News Distributors, Inc. , a Maryland corporation having its principal office in Washington County , Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENT AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on December 15, 1971 , 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 Bay States News Distributors, Inc.

THIRD: The name by which the Corporation will hereafter be known is Bay States News Distributors, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 210 S. Locust Street, Hagerstown, Maryland , and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Melvin C. Greenwald, Rte 2, Box 121-C, Boonsboro, Maryland 21713, Washington County. Said resident agent is a citizen actually residing in this State.

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

(a) Paid all fees required by law;

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

(c) Paid all State and Local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

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

IN WITNESS WHREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on October 30 ,198 .

Melvin C. Greenwald
Melvin C. Greenwald
Last Acting President

Brigitte E. Greenwald
Brigitte E. Greenwald
Last Acting Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on October 30, 1978, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Melvin C. Greenwald the last acting President and Brigitte E. Greenwald the last acting Secretary of Bay States News Distributors, 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.

Gloria S. Moores
Notary Public

My commission expires
July 1, 1982

1271

ARTICLES OF REVIVAL

OF

BAY STATES NEWS DISTRIBUTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 31, 1979 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2446, folio 00770, one 4 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
5.00

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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
DEC 7 10 13 AM '79
LIBER 28 FOLIO 809
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 85626

gcp

Received For Record December 7, 1979 at 10:13 o'clock am corporation liber 28

RESOLUTION OF BOARD OF DIRECTORS

OF

VINYL AND ALUMINUM SIDING COMPANY

BE IT RESOLVED this 30day of May, 1979, by unanimous action of the Board of Directors of Vinyl and Aluminum Siding Company that the principal office of the Corporation be and is hereby changed to 1115 B Maugans Avenue, Hagerstown, Maryland, 21740 and that the address of the resident agent for service of process be changed to Gilbert Zimmerman, 12 Kent Avenue, Hagerstown, Maryland, 21740.

Gilbert Zimmerman, President

I HEREBY CERTIFY that the aforegoing is a true and exact copy of a Resolution of the Board of Directors of Vinyl and Aluminum Siding Company adopted unanimously by said Board at its regularly scheduled meeting on May 30, 1979.

Donna Zimmerman, Secretary

80

NOTICE OF CHANGE OF PRINCIPAL OFFICE &
RESIDENT AGENT'S ADDRESS

OF

VINYL AND ALUMINUM SIDING COMPANY

received for record July 16, 1979 2 , at 8:30 A. M.

and recorded on Film No. 2456 Frame No. 0711 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 № 17736

Special Fee Paid	$5.00	.50
Recording Fee Paid	3.00	
	$8.00	.75

Mr. Clerk mail to: Vasco, Inc.
1115 B Maugans Ave.
Hagerstown, Maryland 21740

me

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 7 10 13 AM '79

LIBER 98 FOLIO 810
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

812 00497

Received For Record December 7, 1979 at 10:13o'clock am corporation liber 28

R. NOEL SPENCE
ATTORNEY AT LAW
138 WEST WASHINGTON STREET
HAGERSTOWN, MARYLAND 21740

JUN 29 9 40 AM

DEC-7-79 A 17506 *******.50

June 27, 1979

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

ATTN: Charter Division

RE: P & H Interiors, Inc.

Gentlemen:

This is to advise that Adolph Baer, 1835 Woodburn Drive, Hagerstown, Maryland, Resident Agent of the above mentioned corporation, has severed his connection with said corporation and desires to resign and withdraw as Resident Agent therefor. By copy of this letter to P & H Interiors, Inc., we are serving notice of Mr. Baer's intention to resign as Resident Agent.

Please advise of any formal steps required to accomplish the desired result.

Very truly yours,

R. Noel Spence

RNS/bld

cc: P & H Interiors, Inc.
Mr. Adolph Baer

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

P & H INTERIORS, INC.

15

received for record July 10, 1979 2 , at 8:30 A. M.

and recorded on Film No. 2449 Frame No. 00196 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 № 17698

Special Fee Paid	$5.00	.50
Recording Fee Paid	$ 3.00	.75
Total	$8.00	

Mr. Clerk Mail to: R. Noel Spence
138 West Washington Street
Hagerstown, Maryland 21740

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 7 10 13 AM '79

LIBER 28 FOLIO 813
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

Received For Record December 7, 1979 at 10:13 o'clock am corporation liber 28

ARTICLES OF INCORPORATION

DEC -7-79 A 17508 ******5.00

OF

FRANCE, METZNER & McDOWELL, P. A.

FIRST, I, the undersigned, Ralph H. France, II, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least twenty-one years of age, do, under and by virtue of Sections 430-44 of the Annotated Code of Maryland, the Professional Service Corporation Corporation Act, authorizing the formation of professional corporations, hereby act as Incorporator for the purpose of forming a Professional Service Corporation.

SECOND: The name of the corporation is: France, Metzner & McDowell, P.A.

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

(1) To engage in the general practice of law.

(2) To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, or to own real or personal property necessary for the rendering of the professional services specified above.

(3) To do such acts and carry on such business as may be permitted, now or hereafter, by the Professional Service Corporation Act of the State of Maryland, subject to the limitations thereof.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force.

FOURTH: The post office address of the principal office of the corporation is 81 West Washington Street, Hagerstown, Maryland. The name of the resident agent of the corporation in this State is Ralph H. France, II, a resident of this State, and the post office address of the resident agent is 81 West Washington Street, Hagerstown, Maryland.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is One Hundred Thousand (100,000) shares with par value of One ($1.00) Dollar each, all of one class.

SIXTH: The number of directors of the corporation shall be three which number may be increased or decreased pursuant to the By-Laws of the corporation. At no time shall there be less than one director. The name of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualifies are: Ralph H. France, II, Lewis C. Metzner, and John H. McDowell.

SEVENTH: The duration of the corporation shall be perpetual.

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

DATED: July 17, 1979

Ralph H. France II
Ralph H. France, II

816

110

ARTICLES OF INCORPORATION

OF

FRANCE, METZNER & McDOWELL, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 26, 1979 at 1:00 o'clock P. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2450, folio 02695 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 $ 5.00

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. Lemmond

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 7 10 13 AM '79

LIBER 28 FOLIO 814
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 87546

02486
817

Received For Record December 7, 1979 at 10:13 o'clock am corporation liber 28

ARTICLES OF INCORPORATION

DEC -7-79 A 17509 ******5.00

OF

F.P.J.C.M. INCORPORATED

A Close Corporation

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 F.P.J.C.M. INCORPORATED.

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

(a) To engage in the restaurant and food service business and all 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 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, businesses, 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 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.

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 to 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 any 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 4 East Franklin Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten ($10.00) Dollars each, all of which shares are of one class and are designated common stock. The aggreate par value of all shares having par value is One Hundred Thousand ($100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; or (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SIXTH: The number of Directors of the Corporation shall be one (1) until this Charter document is approved and becomes effective, at which time the Corporation whereby elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of the Code of Maryland; the name of the Director who shall act until the Charter is approved shall be Frank Malejko.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of July, 1979.

Witness:

Marian Marshall

Richard W. Lauricella (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 20th day of July, 1979, 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:
7/1/82

103

ARTICLES OF INCORPORATION

OF

F.P.J.C.M. INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland July 26, 1979 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber A 4 50, folio 02485 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 $ 5.00

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. Sammons

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 7 10 13 AM '79

LIBER 28 FOLIO 817
Incorporation Records
LAND
VAUGHN J. BAKER, CLERK

A 87529

822 02173

Received For Record December 7, 1979 at 10:13 o'clock am corporation liber 28

OK

DEC -7-79 A 17510 ******5.00

PARAMOUNT INTERIORS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Charles E. Lucas, whose post office address is 16907 Falls Road, Upperco, Baltimore County, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the Corporation) is PARAMOUNT INTERIORS, INC.

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

(a) To engage in the business of the sale and performance of interior decorating and design products and services; to manufacture, market, sell and distribute all products and perform all services related thereto; and to engage in any other lawful purpose for business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 5, Box 10, Hagerstown, Washington County, Maryland 21740.

The name and post office address of the Resident Agent of the Corporation in this State is Charles E. Lucas, 16907 Falls Road, Upperco, Baltimore County, Maryland 21155. Said Resident Agent is an individual actually residing in this State.

FIFTH: The number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock having a par value of One Hundred ($100.00) Dollars per share, all of one class 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, provided that:

(a) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(b) 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 name of the director who shall act until the first annual meeting or until his successor or successors are duly chosen and qualify is Charles E. Lucas.

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 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: (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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of July, 1979, and I acknowledge the same to be my act.

WITNESS:

Charles E. Lucas

826

100

ARTICLES OF INCORPORATION

OF

PARAMOUNT INTERIORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 25, 1979 at 3:30 o'clock P. M. as in conformity with law and ordered recorded.

5

Recorded in Liber A 450, folio 172, 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 $ 5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Sommers

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 7 10 13 AM '79

LIBER 1258 FOLIO 822
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 87494

01698
827

Received For Record December 7, 1979 at 10:13 o'clock am corporation liber 28

P.D.P. INDUSTRIES, INC. DEC-7-79 A 17511 ******5.00

ARTICLES OF AMENDMENT

P.D.P. Industries, Inc., a Maryland Corporation, having its principal office at 1742 Blue Ridge Road, Hagerstown, Maryland 21740, (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 Charter of the Corporation is hereby amended by striking in its entirety Article THIRD and substituting in lieu thereof the following:

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

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

(2) To distribute, sell, manufacture, process, wholesale, purchase and generally trade and deal in wine, beer and liquors and related products thereto, and beverages of every nature, kind and description.

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

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

Jul 23 8 56 PM '79

SECOND: The Board of Directors of the Corporation by informal action pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, on July 16, 1979, 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 meeting of the stockholders of the Corporation.

THIRD: The amendment of the Charter of the Corporation as hereinabove set forth was approved by the stockholders by informal action in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland on July 16, 1979.

IN WITNESS WHEREOF, P.D.P. Industries, 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 16th day of July, 1979.

ATTEST: P.D.P. INDUSTRIES, INC.

Aldo Della Mea, Secretary

By Aldo Della Mea (SEAL)
Aldo Della Mea, President

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

I HEREBY CERTIFY, that on this 16th day of July, 1979, before me, the subscriber, a Notary Public of the State of Maryland in and for Washington County, personally appeared Aldo Della Mea, President and Secretary of P.D.P. 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 further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

DELIA J. HENSON NOTARY PUBLIC WASHINGTON CO., MD.

Delia J. Henson
Notary Public

My commission expires:
7/1/82

94

ARTICLES OF AMENDMENT

OF

P.D.P. INDUSTRIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 23, 1979 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2450, folio 697, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid $_____ Recording fee paid $ 20.00 5.00 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. Jones

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 7 10 13 AM '79

LIBER 828 FOLIO 827
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 87432

830

01690

ARTICLES OF INCORPORATION

ReceivedFor Record December 7, 197 9 at 10:13 o'clock am corporation liber 28
of

KELLEY TRANSPORT, INCORPORATED

DEC -7-79 A 17512 ******5.00

FIRST: We, the undersigned, John A. Cavey, whose post office address is Rt. 2, Timberidge #1, Hancock, Maryland 21750; Josie G. Cavey, whose post office address is Rt. 2, Timberidge #1, Hancock, Maryland 21750; and Clinton D. deWitt, whose post office address is 15474 Roxbury Road, Glenwood, Maryland 21738; each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

KELLEY TRANSPORT, INCORPORATED

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

1. To conduct general transportation for private and governmental employers and contractors. To do transporting service work including, but not limited to, live stock transportation, medal transportation and non-medal transportation, raw goods transportation, finished goods transportation, work and process transportation, fuel transportation, and transportation of goods of all kinds, for government, business, residential, and customers of all kinds whatsoever. And to provide whatever transportation service the corporations own profits demand.

2. To acquire by purchase, exchange, lease, devise or otherwise deal in or dispose of, own, maintain, manage, improve, develop and operate, and to sell, transfer, convey, lease, mortgage, exchange or otherwise dispose of or deal in or with, real property, wheresoever situated, and any and all rights, interests or privileges therein; and to erect, construct, make, improve and operate, or to aid or subscribe toward the erection, construction, making, improvement and operation of offices, warehouses, plants, mills, stores, show rooms, dwelling units, workshops, buildings, and other establishments and installation, and to acquire and own equipment, machinery, apparatus and other facilities, of every kind and description.

3. To purchase or otherwise acquire, hold, own, use, pledge, mortgage, sell, convey, or otherwise dispose of, real and personal property of every kind and description, without restriction or limitation as to amount, in any of the states, territories, districts or possessions of the United States, or in any foreign countries, except where otherwise provided to the contrary by law.

4. To issue from time to time, when authorized by the Board of Directors, securities convertible into shares of its corporate stock.

5. To aid, by loan, subsidy, guaranty, or in any lawful manner whatsoever, any individual, association, partnership, corporation or other legal entity whose stocks, bonds, notes, debentures or other securities or evidences of indebtedness or obligations are in any manner directly or indirectly held or guaranteed by this Corporation, or by any corporation in which this Corporation may have an interest as stockholder, creditor, quarantor or otherwise, or whose shares or securities it wons, and to do any and all lawful acts and things designed to protect, preserve, improve or enhance the value of any stocks, bonds, notes, debentures or other securities, or evidences of indebtedness or obligations of any individual, association, partnership, corporation or other legal entity in which this Corporation has an interest as stockholder, guarantor, creditor, or otherwise, or whose shares or securities it owns, and to land money with or without collateral security.

6. To adopt any means whatsoever which the Board of Directors may deem appropriate for making known the name, business, merchandise, or products, or for enhancing the reputation, or for furthering the interests of this Corporation, or of any individual, association, partnership, corporation or

other legal entity in whose business this Corporation shall be in any manner interested, by advetising, circularization, purchase or exhibition of works of art or other objects, giving entertainment and exhibitions of any kind, publication and distribution of books, periodicals, pictures, or other publication, granting prizes, awards, and donations, giving gratuities, or in any other manner whatsoever.

7. To purchase, lease, or otherwise acquire, and to hold, exercise, and enjoy, all or any of the property, franchises, good will, rights, powers, and privileges held or enjoyed by any individual, association, partnership, corporation or other legal entity.

8. To enter into any arrangement with others for the sharing of profits, or union of interest, with respect to any transaction, operation or venture which the Corportation has power to conduct by itself, even if such arrangement involves sharing or delegation of control of such transaction, operation or venture with or to others.

9. To carry on any other business or businesses which may be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, to facilitate the Corporation 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 increase the value of the property or rights of the Corporation.

10. To borrow and raise money for any purpose whatsoever without limit upon any terms.

11. To carry out all or any part of the aforesaid purposes to the same extent and as fully as natural persons might or could do and to make and perform contracts of every kind and description in any of the states, territories, districts or possessions of the United States, or in any foreign country, except where otherwise provided to the contrary by law.

The aforegoing enumeration of the purposes, objects and businesses of the Corporation is made in furtherence and not in limitation of the powers conferred upon the Corporation by law, and it is expressly provided that said enumeration of specific powers shall not be held to limit or restrict in any manner the objects, purposes and powers of the Corporation.

Fourth: The post office address of the Principal office of the Corporation is Rt. 2, Timberidge #1, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this state is John A. Cavey, Rt. 2, Timberidge #1, Hancock, Maryland 21750, located in Washingtion County.

Fifth: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) of No par value, all of one class. These shares will be subject to transfer restriction in a shareholder's agreement to be executed later.

Sixth: The number of directors of the Corporation shall be three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly elected and qualified are John A. Cavey, Josie G. Cavey, and Clinton D. deWitt. The number of directore (3), 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, whether now or herafter authorized, or securities convertible into shares of its stock.

Eighth: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the day of ,1979.

John W. Poole

Clinton D. deWitt

STATE OF MARYLAND, HOWARD COUNTY, to wit:

I HEREBY CERTIFY, That on this 28 day of June 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for the jurisdiction aforesaid, personally appeared Clinton D. deWitt, the above-named Incorporator, and acknowledged the foregoing Articles of Incorporation to be their act.

Witness my hand and Notarial seal, the day and year above written.

My Commission Expires:
July 1, 1982

Rebecca L. Brown
Notary Public

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 16 day of JULY ,1979.

John A. Cavey

Josie G. Cavey

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:

I HEREBY CERTIFY, That on this 16 day of JULY 1979, before me, the subscriber. a Notary Public of the State of Maryland, in and for the jurisdiction aforesaid, personally appeared John A. Cavey and Josie G. Cavey, the above-named Incorporators, and acknowledged the foregoing Articles of Incorporation to be their act.

Witness my hand and Notarial seal, the day and year above written.

My Commission Expires: 7-1-82

R. Bruce Barlow
Notary Public

833

94

ARTICLES OF INCORPORATION

OF

KELLEY TRANSPORT, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland July 23, 1979 at 3:30 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2450, folio 689, 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 $ 5.00

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. Lemmond

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 7 10 13 AM '79

LIBER 128 FOLIO 830
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 87430

Received For Record December 7, 1979 at 10:13 o'clock am corporation liber 28

ARTICLES OF AMENDMENT
OF
PARAMOUNT INTERIORS, INC.

DEC -7-79 A 17513 ******5.00

Richard E. Shank and Robert L. Shank duly says:

FIRST: They are the President and the Secretary, respectively, and the sole shareholders of Paramount Interiors, Inc., a Maryland Corporation.

SECOND: That they do hereby waive any and all notice required by the corporation article of the Annotated Code of Maryland, or by the Articles of Incorporation or Bylaws of said corporation of a meeting to be held on the 17th day of July, 1979, at 10 o'clock a.m., for the purpose of amending the Articles of Incorporation and to consider the sale of all or substantially all of the assets of the corporation.

THIRD: That at a meeting of the Board of Directors of said corporation duly held in Hagerstown, Maryland, at 10 o'clock a.m. on July 17, 1979, the following resolutions were adopted:

> "Resolved: That Article One of the Articles of Incorporation of this corporation would be amended to read as follows: 'The name of this corporation is Paramount Holding Corporation.'"
>
> "Resolved: It is advisable that the corporation convey its real estate to Richard E. Shank and Robert L. Shank; and, further, that it is advisable that the corporation convey its inventory, accounts receivable, equipment, and goodwill to Charles E. Lucas, or a corporation to be furthered by him."
>
> "Resolved: That the above mentioned transaction be considered at a special meeting of the Stockholders at 10:30 o'clock a.m. on July 17, 1979."

FOURTH: We the Shareholders to hereby waive any and all notice required by the corporation articles of the Annotated Code of Maryland or by the Articles of Incorporation or Bylaws of this corporation of a meeting to be held on the 17th day of July, 1979, at 10:30 o'clock a.m. for the purpose of amending the Articles of Incorporation and to consider the sale of all or substantially all of the assets of the corporation.

FIFTH: That at a special meeting of the Shareholders of said corporation duly held at Hagerstown, Maryland on July 17, 1979, two resolutions were adopted, which resolutions are identical in form to the Directors' Resolutions set forth in Paragraph Three above.

SIXTH: That all of the shares eligible to vote, voted affirmatively for the adoption of the above resolutions.

Richard E. Shank (SEAL)
Richard E. Shank,
President

Robert L. Shank (SEAL)
Robert L. Shank,
Secretary

Each of the undersigned declare that the matters set forth in the foregoing certificate are true and correct and were executed at Hagerstown, Maryland, on July 17, 1979.

Richard E. Shank
Richard E. Shank, President

Robert L. Shank
Robert L. Shank, Secertary

p36

78

ARTICLES OF AMENDMENT

OF

PARAMOUNT INTERIORS, INC.

Changing its name to

PARAMOUNT HOLDING CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland July 17, 1979 at 3:00 o'clock P.M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2450, folio 0561, 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 $_____
5.00

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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
Dec 7 10 13 AM '79
LIBER 28 FOLIO 834
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 87311

gcp

03201
F. 837

Received For Record December7, 1979 at 10:13 o'clock am corporation liber 28

TRI-STATE CONCRETE, INC. DEC -7-79 A 17514 ******5.00

ARTICLES OF INCORPORATION

(4)

FIRST: We, the undersigned, H. Leon Weaver, whose post office address is Route # 10, Trovinger Mill Road, Hagerstown, Maryland 21740; Priscilla L. Weaver, whose post office address is Route # 10, Box 63-A, Trovinger Mill Road, Hagerstown, Maryland 21740; Timothy A. Davis, whose post office address is P. O. Box 451, Williamsport, Maryland 21795; each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

TRI-STATE CONCRETE, INC.

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

A. To engage in and carry on a general Retail and Wholesale business;

B. To engage in and carry on a general merchandise business;

C. To purchase, lease, manage, or otherwise acquire, hold, develop, improve, mortgage, exchange, let, or in any manner encumber or dispose of real property whereever situated;

D. To expressly possess all purposes as set forth in the General Incorporation Laws of the State of Maryland;

E. To engage in and promote any legal activity, subject to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this state is Route # 9, Whitehall Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is H.Leon Weaver, whose post office address is Route # 10, Trovinger Mill Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of this State and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is Five Hundred (500) shares, consisting of Five Hundred (500) fully paid and non-assessable shares of common stock with no par value.

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

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

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 29th. day of June, A. D. 1979.

H. Leon Weaver

H. Leon Weaver

Priscilla L. Weaver

Priscilla L. Weaver

Timothy A. Davis

Timothy A. Davis

TEST: Judith M. Shulman

STATE OF MARYLAND, WASHINGTON COUNTY, to-witness:

I HEREBY CERTIFY, that on this 29th day of June, A. D. 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared, H. Leon Weaver, Priscilla L. Weaver and Timothy A. Davis, known to me to be the persons whose names are subscribed to the aforegoing Articles to Incorporation, and did each acknowledge the same to be their respective act.

WITNESS my hand and Official Notarial Seal.

Judith H. Shulman
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

TRI-STATE CONCRETE, INC.

65

approved and received for record by the State Department of Assessments and Taxation of Maryland July 16, 1979 at 1:00 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2449, folio 83200, 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 $ 5.00

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. Lemmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Dec 7 10 13 AM '79

LIBER 28 FOLIO 837
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

A 87218

02787

841

Received For Record December 7, 1979 at 10:13 o'clock am corporation liber 28

DEC -7-79 A 17515 ******5.00

MUSEY BUS SERVICES, INC.
ARTICLES OF INCORPORATION

FIRST: I, John E. Musey, whose post office address is Route #1, Box 255, Sharpsburg, Maryland 21782, 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 MUSEY BUS SERVICES, INC.

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

(1) To engage in the business of transporting persons for hire by motor vehicle and other means of conveyance and to acquire, own, operate, lease and dispose of like business; 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 Route #1, Box 255, Sharpsburg, Maryland 21782. The name and post office address of the Resident Agent of the Corporation in this State is John E. Musey, Route #1, Box 255, Sharpsburg, Maryland 21782. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be THREE (3), which number shall never be less than the number of stockholders of the Corporation. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: John E. Musey, Grace B. Musey and Brenda L. Keefer.

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 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 it 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 attorney's 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 attorney's 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 denense of any action, suit, or proceedings 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 attorney's 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 proceedings 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 be deemed excluseve of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of July, A.D., 1979 and I acknowledge the same to be my act.

WITNESS:

Brenda Keefer

John E. Musey

844

62

ARTICLES OF INCORPORATION

OF

MUSEY BUS SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 13, 1979 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 249, folio 42786, 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 $ 5.00

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. Sennett

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION · OF MARYLAND ·

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 87157

Dec 7 10 13 AM '79

LIBER 98 FOLIO 841
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

02204

845

Received For Record December 7, 1979 at 10:13 o'clock am Corporation Liber 28

ARTICLES OF INCORPORATION

of

DEC -7-79 A 17516 ******5.00

NATIONAL BUSHEL FOR BARREL COMMITTEE, INC.

FIRST: That I, the Incorporator, Richard T. Stansbury, being at least eighteen (18) years of age, do, hereby 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 which is a nonstock corporation under Subtitle 2 of Title 5 of the Corporations and Associations Article of the Annotated Code of Maryland. My address is 36 South Charles St., 2000 Charles Center South, Balto., Md. 21201.

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

National Bushel for Barrel Committee, Inc.

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

(1) The Corporation is organized exclusively for charitable, educational and scientific purposes to promote public awareness and disseminate educational information regarding the energy crisis and the United States of America's dependence on foreign oil, 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 (the "Code") as they now exist or as they may hereafter be amended (or the corresponding provision of any future United States Internal Revenue Law), and to that end to take and hold by bequest, device, gift, grant, purchase, lease or otherwise, 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 income thereof in such a 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, these Articles of Incorporation, By-Laws of the Corporation, or any laws applicable thereto, and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for pecuniary profit or financial gain of its directors or officers except as permitted under Subtitle 2 of Title 5 of the Corporations and Associations Article of the Annotated Code of Maryland.

(2) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers of the Corporation or any private individual (except that reasonable compensation may be

paid for services rendered to or for the Corporation and reasonable payments and distributions may be made in furtherance of the purpose set forth in Article THIRD (1) hereof), and no members, trustees, directors, officers 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.

(3) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

(4) Included among the charitable, educational and scientific purposes for which the Corporation is organized, as qualified and limited by paragraphs (1) through (4) of this Article THIRD are the following:

(a) To facilitate the establishment and operations of geographic or interest-oriented groups or organizations of persons with similar, allied, or related objectives, throughout the nation.

(b) To solicit, receive, administer, invest and disburse funds or property and to take other appropriate actions, in furtherance of the foregoing purposes, and for any other purpose allowed by the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 5, Box 465, Hagerstown, Maryland 21740. The resident agent is Martin R. Palmer whose post office address is Route 5, Box 465, Hagerstown, Maryland 21740.

FIFTH:

(1) 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, provided that the number of directors shall never be less than permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland. The name and address of the Director who shall act until the first annual meeting and until his successor is duly chosen and qualified is:

Names	Address
Martin R. Palmer, Jr.	Route 5, Box 465 Hagerstown, Maryland 21740

(2) A majority vote of all votes cast by members at an annual meeting of the Members (as hereinafter defined) at which a quorum is present shall be sufficient to elect a Director.

SIXTH:

(1) A person shall be a Member of the Corporation and as such shall be entitled to vote at meetings of Members of the Corporation and shall be qualified to be elected as a director and officer of the Corporation if:

(a) Such person is a Director of the Corporation on the date these Articles of Incorporation are accepted for record by the State Department of Assessments and Taxation of Maryland; or

(b) Such person is designated as a member such by affirmative vote of a majority of all of the Members of the Corporation, at any annual or special meeting of the Members.

(2) A Member, once qualified as hereinabove provided, shall remain such as long as all rules and regulations of the Corporation, as determined by the Directors, are substantially complied with by such Member.

In the event a Member does not fulfill all of the requirements imposed by this Article SIXTH, Section (2), then such Member may be disqualified and removed as a Member by a majority vote of the Board of Directors.

SEVENTH: The existence of the Corporation shall be perpetual.

EIGHTH: The Corporation is not organized for profit, it shall have no capital stock and shall not be authorized to issue capital stock. The number, qualifications of, and other matters relating to, its Members shall be as set forth in these Articles of Incorporation and the By-Laws of the Corporation.

NINTH: 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 or contrary to the laws of the State of Maryland or of the United States.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10TH day of July, 1979, and I acknowledge the same to be my acts.

WITNESS:

Ina Wasserman

Richard T. Hanabury

848

51

ARTICLES OF INCORPORATION

OF

NATIONAL BUSHEL FOR BARREL COMMITTEE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 12, 1979 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2449, folio 472203, 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 $ 5.00

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
DEC 7 10 13 AM '79
LIBER 028 FOLIO 845
Incorporation Records
LAND
VAUGHN J. BAKER, CLERK

A 87091