

Received For record December 7, 1979 at 10:13 o'clock am liber 29

## ARTICLES OF INCORPORATION

DEC -7-79 A# 17517 \*\*\*\*\*5.00

## C&amp;R LIQUORS, INC.

ME.  
FIRST: I, Gerald Lee Reed, whose post office address is Box 151, Main Street, Hancock, Maryland 21750 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 C&R LIQUORS, INC.

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

(1) To engage in 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 1300 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Gerald Lee Reed, Box 151, Main Street, Hancock, Maryland 21750. 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: Gerald Lee Reed, Betty Jane Reed and Irene Ellen Clopper.

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 6<sup>th</sup> day of July, 1979, and I acknowledge the same to be my act.

WITNESS:

Pamela Sue Ambrose

Gerald Lee Reed  
Gerald Lee Reed

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

I HEREBY CERTIFY, That on this 6<sup>th</sup> day of July 1979, before me, the subscriber, a Notary Public in and for the State and County afore-said, personally appeared Gerald Lee Reed and acknowledged the afore-going Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Pamela Sue Jones Ambrose  
Notary Public

ARTICLES OF INCORPORATION  
OF  
C&R LIQUORS, INC.

45

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 10, 1979 at 11:30 o'clock A. M. as in conformity  
with law and ordered recorded.

*H*

Recorded in Liber 2449, folio 1561 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 86979

DEC 7 10 13 AM '79

LIBER 29 FOLIO 11  
Incorporation Record  
VAUGHN J. BAKER, CLERK

Received For Record December 7, 1979 at 10:13 o'clock am corporation liber 29

01169  
5

DEC -7-79 A 17518 \*\*\*\*\*5.00

W.  
D.K./1/79

ARTICLES OF INCORPORATION  
OF  
ALLISON ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Richard F. McGrory, whose post office address is 152 West Washington Street, Hagerstown, Maryland 21740, being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, by the execution and filing of these Articles intend to form a corporation.

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

ALLISON ENTERPRISES, INC.

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

A. To engage in, conduct and carry on the business of buying, selling, leasing, chartering, maintaining and repairing boats and vessels, either sail, mechanically powered or a combination of both sail and power, to corporations, partnerships, joint ventures, sold proprietorships, individuals and to members of the general public for "bare boat" charter and hire for use on navigable rivers, waters, bays and oceans, and to supply all services, goods and merchandise in connection with the same.

B. To purchase, lease or otherwise acquire real property, machinery, sailing equipment, tools, motor vehicles, vessels, and other personal property and to own, hold, lease, sell and convey, exchange, encumber by mortgage or deed of trust, or otherwise deal in, utilize or dispose of such property, real and personal, as well as any rights, interests, leases, equities, mortgages, and options in, upon or affecting any such property, and also to acquire, improve, construct, build, own, operate and maintain, lease and sell structures and improvements that may or will be used to assist, aid and benefit the aforementioned sailing vessel(s).

C. To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduct, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trade-names, trade-marks, brands, labels, patent rights, letters patent of the United States or of any other country or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise.

D. To purchase, lease or otherwise acquire, all or any part of the property (real and/or personal), rights, businesses, contracts, good-will, franchises, licenses 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 stocks, bonds, or other securities of the Corporation or otherwise.

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

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

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

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

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

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located at 1101 Jefferson Boulevard, Hagerstown, Washington County, Maryland 21740. The Resident Agent of the Corporation is Caleb C. Ewing, Jr., whose post office address is 1101 Jefferson Boulevard, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three Directors, and Caleb C. Ewing, Jr., Jacqueline H. Ewing and Howard B. Bowen shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of Directors may be changed in such lawful manner as the By-Laws may from time to time provide but shall never be less than three.

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is one thousand (1,000) shares of common stock of the par value of One Hundred Dollars (\$100.00) each, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00). Each share of Common Stock shall be entitled to one vote.

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

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

B. The 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.

C. The Board of Directors shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

D. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of 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: No contract or other transaction between the Corporation and any other corporation or corporations, 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 of such other corporation or corporations; 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, 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, firm or corporation, and each and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 5th day of July, 1979.

WITNESS:

Carol A. Miller

Richard F. McGrory  
Richard F. McGrory

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 5th day of July, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard F. McGrory, and he acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my Hand and Official Notarial Seal.

Carol A. Miller  
Notary Public

My Commission Expires: 7/1/82

ARTICLES OF INCORPORATION  
OF  
ALLISON ENTERPRISES, INC.

44

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 9, 1979 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

*Ce*

Recorded in Liber *2449*, folio *168*, 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. ...*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 86950

DEC 7 10 13 AM '79

LIBER *29* FOLIO *5*  
Incorporation Record  
LAND VAUGHN J. BAKER, CLERK

Received For Record December 7, 1979 at 10:13 o'clock a m liber 29

D. S. MORNINGSTAR, INC.

ARTICLES OF AMENDMENT

DEC -7-79 A# 17519 \*\*\*\*\*5.00

10  
D. S. Morningstar, 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 FOURTH and inserting in lieu thereof, the following:

"FOURTH: The post office address of the principal office of the Corporation in this State is 360 South Burhans Boulevard, Hagerstown, Maryland 21740.

The resident agent of the Corporation is David S. Morningstar, whose post office address is 360 South Burhans Boulevard, 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 April 2, 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 April 2, 1979.

THIRD: Notice setting forth said amendment of the Charter and stating that a purpose of the meeting of the Stockholders would be to take action thereon, was given as required by law, to all Stockholders 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, D. S. Morningstar, 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 April 2, 1979.

Attest to Signature  
and Corporate Seal:

D. S. MORNINGSTAR, INC.

*Beverly J. Morningstar*  
Beverly J. Morningstar,  
Secretary

By *David S. Morningstar*  
David S. Morningstar, President

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

I HEREBY CERTIFY that on this *26th* day of *June*, A.D., 1979, before me the subscriber, a notary public in and for the State and County aforesaid, personally appeared David S. Morningstar, President of D. S. Morningstar, 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

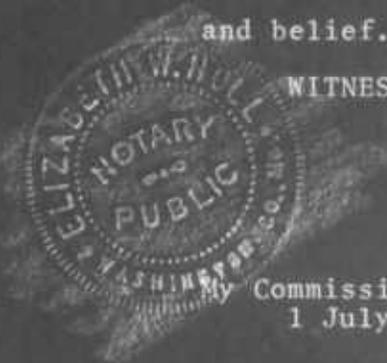
00242

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thereof are true to the best of his knowledge, information and belief.

WITNESS my hand and official Notarial seal.

*Elizabeth H. Hall*  
Notary Public



My Commission Expires:  
1 July 1982

24

ARTICLES OF AMENDMENT  
OF  
D. S. MORNINGSTAR, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 3, 1979 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber 2449, folio 0239, 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. [Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 86803

DEC 7 10 13 AM '79  
LIBER 29 FOLIO 11  
Incorporation Record  
VAUGHN J. BAKER, CLERK

Received For Record December 7, 1979 at 10:13 o'clock am liber 29

ARTICLES OF INCORPORATION

DEC -7-79 A# 17520 \*\*\*\*\*5.00

OF

MCDADE FARMS HOMEOWNERS ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That I, John H. Urner, the subscriber, as Incorporator, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgment and filing of these Articles.

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

MCDADE FARMS HOMEOWNERS ASSOCIATION, INC.

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

(a) To create a recreational and residential community in Washington County, Maryland by delegating to the landowner-stockholders, thereof, the power to maintain and administer community property and facilities and to enforce covenants and restrictions and to collect and disburse assessments and charges from the landowner-stockholders.

(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.

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

Corporation is formed upon these articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative or corporations which are contained in the general laws of this State.

FOURTH: This Corporation is not organized for profit and is not authorized to pay dividends to its stockholders.

FIFTH: The post office address of the principal office of the Corporation in this State is 1919 Blaine Drive, Hagerstown, Maryland 21740. The resident agent of the Corporation is Edward A. Blaine, whose address is 1919 Blaine Drive, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation shall have authority to issue is forty-three (43) shares at a par value of Twenty-Five Dollars (\$25.00) per share for an aggregate par value of One Thousand Seventy Five Dollars (\$1,075.00).

SEVENTH: The Corporation shall have three (3) directors and Edward A. Blaine, Alvin H. Santmyer and Clair Miller shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 29<sup>TH</sup> day of June, 1979.

WITNESS:

Mary M. Buckley John H. Urner (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 29<sup>TH</sup> day of June, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Urner and acknowledged the foregoing Articles of Incorporation to be his act.

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



Mary M. Buckley  
Notary Public

Commission Expires:  
July 1, 1982

ARTICLES OF INCORPORATION  
OF  
MCDADE FARMS HOMEOWNERS ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 2, 1979 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber 2448, folio 3327 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 86769

DEC 7 10 13 AM '79

LIBER 29 FOLIO 14  
Incorporation Record  
VAUGHN J. BAKER, CLERK

Received For Record December 7, 1979 at 10:13 o'clock am corporation liber 29

## ARTICLES OF INCORPORATION

DEC -7-79 A# 17521 \*\*\*\*\*5.00

OF

BAR REAL, INC.

## THIS IS TO CERTIFY:

FIRST: We, the undersigned, DONALD S. ANSELL, whose post office address is 924 Spruce Street, Hagerstown, Maryland, 21740; JAMES E. HUTZELL, whose post office address is 109 West Franklin Street, Hagerstown, Maryland, 21740; and DOLORES ANN LONG, whose post office address is 931 Spruce Street, Hagerstown, Maryland, 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as Incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is BAR REAL, INC.

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

The purchase and resale of food, liquor and other beverages in a tavern setting.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is in care of Bugg's Place, 40 East Washington Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are DONALD S. ANSELL, 924 Spruce Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Donald S. Ansell, James E. Hutzell, and Dolores A. Long.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 6 day of June, 1979.

WITNESS:

Kathleen M. Leonard

Donald S. Ansell  
Donald S. Ansell

Kathleen M. Leonard

James E. Hutzell  
James E. Hutzell

Kathleen M. Leonard

Dolores A. Long  
Dolores A. Long

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 6 day of June, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald S. Ansell, James E. Hutzell, and Dolores A. Long, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

Kathleen M. Leonard



ARTICLES OF INCORPORATION  
OF  
BAR REAL, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 2, 1979 at 4:00 o'clock p. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2448, folio 3262 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 86757

DEC 7 10 14 AM '79

LIBER 29 FOLIO 17  
Incorporation Record  
VAUGHN J. BAKER, CLERK

Del 9-17-84 ATTY. ED MILLER

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

GLASSIE, PEWETT, BEEBE & SHANKS

1727 H STREET N W WASHINGTON, D C 20006

which said agreement of merger was duly approved by said Department on

July 31, 1979, at 10:00 AM

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

(a) The names of the merging corporations are

BAER BROTHERS, INC. (MD. CORP.)

(b) The name of the new corporation is

G. A. STEWART ENTERPRISES, INC. (DEL CORP.) Survivor

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

(d) The Agreement of Merger is dated July 24, 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

July 31, 1979, at 10:00 AM

Received For Record December 12, 1979 at 11:12 o'clock Am Corporation Liber 29

RESOLUTION OF THE BOARD OF INCORPORATION  
OF THE MARYLAND-VIRGINIA ELDERSHIP  
OF THE CHURCHES OF GOD, GENERAL CONFERENCE

The Board of Incorporation of the Maryland-Virginia Eldership (the "Corporation") at a meeting of the Corporation held at the Winebrenner Church of God on Rose Hill Avenue in Hagerstown, Md. at 7:30 P.M. on June 8<sup>th</sup>, 1979, hereby certifies that the following resolution was duly made, seconded and passed unanimously by all members present at the meeting:

"RESOLVED that the name and post office address of the resident agent of the Corporation in this state is Rev. Duane L. Beck, President of the Maryland-Virginia Eldership, 8204 Edgewood Church Road, Frederick, Maryland 21701."

At the time of the passage of the above resolution all members entitled to vote thereon, except Mr. Harry May, were present, voting in the affirmative. The secretary was instructed to forward a certified copy of the resolution to the Department of Assessments and Taxation, 301 West Preston Street, Baltimore, Maryland 21201.

IN WITNESS WHEREOF, The Maryland-Virginia Eldership of the Churches of God, General Conference has caused these presents to be signed in its name and on its behalf by its President, and attested by its Secretary on the 16<sup>th</sup> day of July, 1979.



Barbara T. Keefe  
Secretary

Maryland-Virginia Eldership  
Duane L. Beck  
President



NP Seal.

Witnessed my hand and Notarial Seal  
This 19<sup>th</sup> day of July in the year of our  
Lord one Thousand Nine Hundred and Seventy Nine.

Barbara T. Keefe

BARBARA T. KEEFER, NOTARY PUBLIC  
MONTGOMERY TOWNSHIP  
FRANKLIN COUNTY  
MY COMMISSION EXPIRES APR. 23, 1981

NOTICE OF DESIGNATION OF RESIDENT AGENT

OF

THE MARYLAND AND VIRGINIA ELDERSHIP OF THE CHURCHES OF GOD

228

received for record August 27, 1979

, at 8:30 A. M.

and recorded on Film No. 453

Frame No. 1598 one of

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

To the clerk of the Circuit court of Washington County

AA No 17876

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

50  
75

MEMBER OF THE  
 MARYLAND AND VIRGINIA  
 ELDERSHIP OF THE CHURCHES OF GOD  
 VAUGHN J. BAKER, CLERK

STATE OF MARYLAND  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD

Dec 12 11 12 AM '79

Mail to: Rev. Duane L. Beck  
 8204 Edgewood Church Road,  
 Frederick, Maryland 21701

03197  
23

Received For Record December 12, 1979 at 11:12 o'clock am Corporation Liber 29

DEC 12-79 A# 18016 \*\*\*\*\*5.00

AB

ARTICLES OF INCORPORATION  
OF  
THEC INCORPORATED

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

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

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

(a) To engage in the business of the manufacture, distribution, sales and service of machine tools and products of steel and other metallic substances and all other purposes incident thereto and inherent therein.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

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

LAW OFFICES RICHARD W. LAURICELLA

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

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

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 60 West Oak Ridge 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 as Class A preferred stock is Five Thousand (5,000) shares at One Thousand (\$1,000.00) Dollar par value, which said stock shall be non-voting stock. The total number of shares of stock which the Corporation has authority to issue as Class B common stock shall be One Thousand (1,000) shares having no par value, which said shares shall be classified as voting stock. The aggregate par value of all shares having par value is Five Million (\$5,000,000.00) Dollars. The non-voting status of the preferred shares may be amended, altered and changed pursuant to the By-Laws of the Corporation.

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 Eric Lorentzen, Peter Lorentzen and Bernie Clements.

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

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

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

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of July, 1979.

WITNESS:

*Marian Marshall*

*Richard W. Lauricella*  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 27th day of 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 foregoing Articles of Incorporation to be his act and deed.  
WITNESS my hand and Official Notarial Seal.

My Commission expires:

7/1/82

*Marian Marshall*  
Notary Public

LAW OFFICES RICHARD W. LAURICELLA



ARTICLES OF INCORPORATION  
OF  
THEC INCORPORATED

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

*6*

Recorded in Liber *2450*, folio *3196* one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 410.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_  
*5.28*

To the clerk of the Circuit Court of Washington County

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

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

*William J. Sommers*



A 87610

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

DEC 12 11 12 AM '79

LIBER *29* FOLIO *23*  
Incorporation Record  
VAUGHN J. RAYOR, CLERK

Received For Record December 12, 1979 at 11:13 o'clock am Corporation Liber 29

DEC 12-79 A# 18017 \*\*\*\*\*5.50

ARTICLES OF INCORPORATION

EUREKA MASONIC TEMPLE ASSOCIATION, INCORPORATED.

THIS IS TO CERTIFY:

First.- That we, the subscribers, Donald D. Kretzer, Sharpsburg, Maryland; Page T. Otto, whose post office address is Sharpsburg, Maryland; and Marvin E. Printz, whose post office address is Boonsboro, Maryland; and Gary L. Gruber, whose post office address is Williamsport, Maryland; and Woodrow F. Robertson, whose post office address is Sharpsburg, Maryland; and Thurman P. Cline, whose post office address is Sharpsburg, Maryland, all being of full legal age, do, under and by virtue of the General Laws of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

Second.- The name of the corporation (which is hereinafter called the corporation) is EUREKA MASONIC TEMPLE ASSOCIATION, INCORPORATED.

Third.- The purposes for which the corporation is formed and the objects to be carried on and promoted by it are as follows: To use its funds exclusively for religious, fraternal, /scientific, literary, recreational or educational purposes, so that no part thereof shall inure to the benefit of any member or individual having a personal and private interest in the activities of the corporation; and to make any gift or gifts to other corporations or associations organized and operated exclusively for religious, fraternal, /scientific, literary, recreational or educational purposes, no part of the net income of which inures to the benefit of any private shareholder or individual having a personal or private interest in the activities of the corporation; provided no substantial part of the funds of the corporation shall be used to carry on propaganda, or otherwise to influence legislation.

To maintain, control, conduct and superintend any and all charities, benevolences, religious, scientific, literary, fraternal, recreational or educational activities, facilities or purposes which are or may be established, maintained, owned and controlled by the corporation or any subsidiary or affiliated corporation or successor thereof.

To receive and maintain a fund or funds and apply the income and principal thereof to promote the advancement and diffusion of knowledge and understanding by aiding schools, institutions of higher learning, libraries, individuals, scientific research and useful publications, and by such other agencies and means as shall from time to time be found appropriate therefor; and to make awards, grant scholarships and create endowments for the purpose of promoting or carrying on any of its objects and purposes.

To take and hold by bequest, devise, gift, purchase or lease, either absolutely or in trust, for any of its purposes, any property, real or personal, without limitation as to amount or value; to convey such property and to invest and re-invest any such property and any increase or income therefrom, and to deal with and expend the income and principal of said corporation in such manner as in the judgment of its members or trustees will best promote its objects.

To purchase or otherwise acquire, to hold, use, mortgage, pledge, sell, assign and transfer, or otherwise dispose of real and personal property of every class and description, and, in particular, lands, buildings, mortgages, shares, stocks, debentures, securities, concessions, policies, book debts and claims, and any interest in real or personal property as may be necessary for investment and for the use, maintenance or purposes of the corporation.

*Incident and auxiliary to the purpose for which this corporation is organized, as hereinbefore set forth, and in order to produce income and to accumulate funds with which to carry out its purposes, and in order that it may be self-supporting, this corporation may engage in business activities, the gain or profits derived therefrom to be used; however, only in such manner as shall be most conducive to the proper carrying out of the charitable and other purposes hereinbefore stated, and, for those purposes to purchase, or otherwise acquire, to hold, use, operate, manufacture, conduct, mortgage, pledge, sell, convey or otherwise dispose of, real and personal property of every class and description, and, in particular, lands, machinery, equipment, raw materials, manufactured articles, buildings, mortgages, shares, stocks, bonds, debentures, securities of all kinds, concessions, policies, book debts, claims and any interest in real and personal property as may be necessary or advisable for investment and for the use, maintenance or purposes of the corporation; to borrow money for any for the purposes of the corporation and to issue promissory notes, bonds, debentures or other obligations from time to time, and to secure the same by mortgage, pledge, deed of trust or otherwise; to carry on and conduct any business or undertaking acquired by the corporation for the purposes hereinbefore set forth.*

*In pursuance of and not in limitation of the objects hereinabove set forth it is expressly provided that this corporation shall also have power:*

*To do all such acts as are necessary or convenient to attain the objects hereinabove set forth, to the same extent as any natural person could or might do, and as are not forbidden by law or by these Articles of Incorporation or by the ByLaws.*

To have offices and to promote and carry out its objects within and without the State of Maryland, in the States, District of Columbia, territories or colonies of the United States, or any other place in the world.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of 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 place at which the principal office of the corporation in this State will be located is S. Mechanic Street, Sharpsburg, Maryland. The resident agent of the corporation is Page T. Otto, 112 N. Mechanic Street, Sharpsburg, Maryland. Said resident agent is a citizen of Maryland, and actually resides therein.

Fifth.- The affairs and business of the corporation shall be managed and conducted by a Board of six Directors, and Donald D. Kretzer, Sharpsburg, Maryland, and Page T. Otto, Sharpsburg, Maryland, shall serve as Directors of said corporation for a term of three (3) years; Marvin E. Frintz and Gary L. Gruber shall serve as Directors of said corporation for a term of two (2) years, and Woodrow F. Robertson and Thurman P. Cline shall serve as Directors of said corporation for a term of one (1) year, and shall act as such for the respective terms or until the first annual meeting or until their successors are duly chosen and qualified.

Sixth.- The corporation shall not have any capital stock, and a Director of the corporation shall receive no compensation for his services as a Director.

Seventh.- All members in good standing of EUREKA Lodge No. 105 Ancient Free and Accepted Masons, a fraternal and beneficial society, shall be members of this corporation and entitled to a vote therein.

*Eighth.- The officers of the corporation shall be President, Vice President, Secretary and Treasurer, who shall be elected by the Board of Directors in such manner and for such term, and who shall have such powers and duties as may be prescribed from time to time in the By Laws. The President of the corporation shall be chosen from among the members of the Board of Directors and shall act as Chairman of the Board of Directors. Such other officers with such powers and duties as may be deemed necessary may be designated and duly elected by the Board of Directors.*

*Ninth.- In the event of the dissolution of the corporation, after the payment or satisfaction of all debts of the corporation, the remaining assets and funds of the corporation shall be conveyed or transferred to such religious, charitable, scientific, literary, fraternal, recreational or educational organization or organizations, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, as the Board of Directors in their absolute discretion may determine, and no funds or property shall be distributed among or revert to any member, officer or director of this corporation.*

*Tenth.- Meetings of members and directors may be held either within or without the State of Maryland.*

*Eleventh.- The duration of the corporation shall be perpetual.*

*Twelfth.- The private property of the members and directors of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.*

IN WITNESS WHEREOF, we have severally signed this Articles of Incorporation on this 10th day of July, A. D. 1979.

Donald D. Kretzer (SEAL)  
Donald D. Kretzer

Page T. Otto (SEAL)  
Page T. Otto

Marvin E. Printz (SEAL)  
Marvin E. Printz

Gary L. Gruber (SEAL)  
Gary L. Gruber

Woodrow F. Robertson (SEAL)  
Woodrow F. Robertson

Thurman P. Cline (SEAL)  
Thurman P. Cline

Test:

Elizabeth K. Crampton

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:

I HEREBY CERTIFY, That on this 10th day of July, A. D. 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Donald D. Kretzer, Page T. Otto, Marvin E. Printz, Gary L. Gruber, Woodrow F. Robertson, and Thurman P. Cline, and did each acknowledge the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and official Notarial Seal.

Elizabeth K. Crampton  
Notary Public  


ARTICLES OF INCORPORATION  
OF  
EUREKA MASONIC TEMPLE ASSOCIATION, INCORPORATED

126

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 31, 1979 at 3:00 o'clock P. M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2451, folio 355, 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. Sumner*



MARYLAND  
WASHINGTON COUNTY  
RECORDED FOR RECORD

A 87698

Dec 12 11 13 AM '79

LIBER 29 JULIO 29  
Incorporation Record  
VAUGHN J. HAKER, CLERK

Del. 9-17-84 ATTY. ED MURKOP

36

696001:21

00535

Received For Record December 12, 1979 at 11:13 o'clock am Corporation Liber 29

ARTICLES OF MERGER

MERGING

DEC 12-79 A# 18018 \*\*\*\*\*5.00

BAER BROTHERS, INC.

INTO

G. A. STEWART ENTERPRISES, INC.

FIRST: G. A. Stewart Enterprises, Inc., a corporation organized and existing under the laws of the State of Delaware, and Baer Brothers, Inc., a corporation organized and existing under the laws of the State of Maryland, agree that said Baer Brothers Inc. shall be merged into said G. A. Stewart Enterprises, 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: G. A. Stewart Enterprises, Inc., a corporation organized and existing under the laws of the State of Delaware, shall survive the merger and shall continue under the name G. A. Stewart Enterprises, Inc.

THIRD: The parties to the articles of merger are G. A. Stewart Enterprises, Inc., a corporation organized on the 10th day of February, 1979, under the General Corporation Law of the State of Delaware, and Baer Brothers, Inc., a corporation organized and existing under the laws of the State of Maryland. G. A. Stewart Enterprises, Inc. qualified on July 27, 1979.

FOURTH: No amendment is made to the charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which said G. A. Stewart Enterprises, Inc. has authority to issue is one thousand (1,000) shares, common stock without par value.

The total number of shares of stock of all classes which said Baer Brothers, Inc. has authority to issue is ten thousand (10,000) shares of par value stock of the par value of Ten Dollars (\$10.00) each or the aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

The name and address of the resident agent of the survivor corporation is George A. Stewart, 348 W. Franklin St., Hagerstown, MD.

Jul 30 1979

SIXTH: The number of outstanding shares of each class of Baer Brothers, Inc., the subsidiary corporation and the number of shares of each class owned by G. A. Stewart Enterprises, Inc., the parent corporation is as follows:

<u>Class</u>	<u>Total shares outstanding</u>	<u>Shares owned by parent corporation</u>
Common	10,000	10,000

SEVENTH: The manner and basis of converting or exchanging issued stock of the merged corporation into different stock or other consideration and the manner of dealing with any issued stock of the merged corporation not to be so converted or exchanged shall be as follows:

All of the issued and outstanding shares of Baer Brothers, Inc., the subsidiary corporation are owned by G. A. Stewart Enterprises, Inc., the surviving corporation and no shares of the surviving corporation are to be issued or any other consideration given for shares of the said Baer Brothers, Inc., the merged corporation, but upon the effective date of the articles of merger, the shares of stock of the merged corporation shall be surrendered for cancellation to G. A. Stewart Enterprises, Inc. the parent corporation surviving the merger.

EIGHTH: The principal office of said Baer Brothers, Inc., organized under the laws of the State of Maryland, is located in the County of Washington, State of Maryland.

Said Baer Brothers, Inc. owns property in the County of Washington, State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

NINTH: The location of the principal office of the surviving corporation in the State of Delaware, the state of its incorporation, is 100 West Tenth Street, Wilmington, Delaware and the name and post office address of a resident agent of said surviving corporation in Maryland, is George Stewart, 348 West Franklin Street, Hagerstown, Maryland.

TENTH: The merger was duly approved by resolution adopted by a majority vote of the entire board of directors of Baer Brothers, Inc. on July 24, 1979. The effective date of this merger is July 31, 1979.

ELEVENTH: The merger to be effected by these articles of merger was duly advised and authorized and approved by said G. A. Stewart Enterprises Inc. in the manner and by the vote required by the laws of the State of Delaware and by the charter of said corporation by majority vote of the entire Board of Directors.

IN WITNESS WHEREOF, BAER BROTHERS, INC. and G. A. STEWART ENTERPRISES, INC., the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents and attested by their respective secretaries as of the 24th day of July, 1979.

ATTEST:

*Barbara Stewart*  
Barbara Stewart, Secretary

G. A. STEWART ENTERPRISES, INC.

By *George Stewart*  
George Stewart, President

ATTEST:

*Barbara Stewart*  
Barbara Stewart, Secretary

BAER BROTHERS, INC.

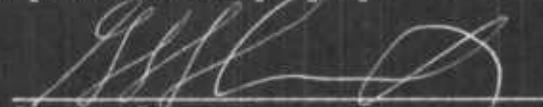
By *George Stewart*  
George Stewart, President

THE UNDERSIGNED, President of G. A. Stewart Enterprise, 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 Stewart*  
George Stewart



THE UNDERSIGNED, President of Baer Brothers, 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 Stewart

~~RECEIVED  
FEB 27 1947  
CORPORATE  
DEPARTMENT~~

ARTICLES OF MERGER

MERGING

BAER BROTHERS, INC. (MD. CORP.)

INTO

G. A. STEWART ENTERPRISES, INC. (DEL. CORP.) Survivor

129

approved and received for record by the State Department of Assessments and Taxation of Maryland July 31, 1979 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2451, folio 534, 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 \$ 4.00 Certif. to Washington Co. Land Record Office \$ 24.00 S. 01

To the clerk of the Circuit Court of Washington County

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

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

William J. Hammer



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 87710

DEC 12 11 13 AM '79

LIBER 29 JUL 36 INFORMATION RECORDED VAUGHN J. HAKER, CLERK

Received For Record December 12, 1979 at 11:13 o'clock am Corporation Liber 29

EASTERN OIL TERMINALS, INC.

ARTICLES OF INCORPORATION DEC 12-79 A# 18019 \*\*\*\*\*5.00

*JD*

FIRST: I, Michael G. Day, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

EASTERN OIL TERMINALS, INC.

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

- 1. To own and operate a gasoline brokerage 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 133 East Main Street, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation is James G. Myers whose post office address is 133 East Main Street, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, 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:

James G. Myers  
Robert Mitchell  
James E. Myers

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

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.

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. 43

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.

-3-

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31<sup>ST</sup> day of July, 1979, and I acknowledge the same to my act.

WITNESS:



 (SEAL)  
Michael G. Day

ARTICLES OF INCORPORATION  
OF  
EASTERN OIL TERMINALS, INC.

143

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 3, 1979 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2451, folio 1300, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 87816

DEC 12 11 13 AM '79

LIBER 29 FOLIO 44  
Incorporation Record  
VAUGHN J. BAKER, CLERK

Received For Record December 12, 1979 at 11:13 o'clock am Corporation Liber 29

LEEANNE CORPORATION

ARTICLES OF INCORPORATION DEC 12-79 A# 18020 \*\*\*\*\*5.00

*fy*

FIRST: I, Rebecca Anne Crawford, whose post office address is Route #1, Fairplay, Maryland, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

LEEANNE Corporation

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

1. To own and operate confectionery 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 12 North Main Street, Boonsboro, Maryland. The name and post office address of the Resident Agent of the Corporation is Rebecca Anne Crawford, whose post office address is Route #1, Fairplay, Maryland. 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 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 successors are duly chosen and qualified is: Rebecca Anne Crawford.

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.

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 28<sup>th</sup> day of July, 1979, and I acknowledge the same to be my act.

WITNESS:

*John W. Crawford*

*Rebecca Anne Crawford* (SEAL)  
Rebecca Anne Crawford

ARTICLES OF INCORPORATION  
OF  
LEEANNE CORPORATION

142  
142

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 3, 1979 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2451, folio 101, 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. ...*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 87838

Dec 12 11 13 AM '79  
LIBER 29 FOLIO 45  
Incorporation Records  
VAUGHN J. BAKER, CLERK

Received For Record December 12, 1979 at 11:13 o'clock am corporation liber 29

DEC 12 79 AM 18021 \*\*\*\*\*5.00

WESMARCO ENTERPRISES, INC.

ARTICLES OF REVIVAL

WESMARCO ENTERPRISES, INC., a Maryland corporation having its principal office in Hagerstown, Washington County, 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. The Charter of the Corporation was forfeited on April 18, 1973 for the late filing of personal property taxes.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was WESMARCO ENTERPRISES, INC.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be WESMARCO ENTERPRISES, INC., which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is P.O. Box 2121, Hagerstown, Maryland 21740, and said principal office is located in Hagerstown, Washington County, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland is Lee E. Stine, Jr. 201 S. Cleveland Ave Hagerstown, Maryland. Said resident agent is a

citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which would have been required to be filed by the Corporation if its Charter had not been forfeited; and

(b) Paid all State and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 31<sup>st</sup> day of JULY, 1979.

WESMARCO ENTERPRISES, INC.

ATTEST:

[Signature]  
(Last Acting Secretary)

BY

[Signature]  
(Last Acting President)

THE UNDERSIGNED, the last acting President and Secretary of WESMARCO ENTERPRISES, INC., who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge the foregoing Articles of Revival to be their act.

Dated 7/31, 1979.

[Signature]  
(Last Acting President)

[Signature]  
(Last Acting Secretary)

ARTICLES OF REVIVAL  
OF  
WESMARCO ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 6, 1979 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2451, folio 021-11, 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. Sumner*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 87935

DEC 12 11 13 AM '79

LIBER 29 FOLIO 49  
Incorporation Record  
VAUGHN J. BAKER, CLERK

Received For Record December 12, 1979 at 11:13 o'clock am Corporation liber 29

ARTICLES OF INCORPORATION

OF

DEC 12-79 A# 18022 \*\*\*\*\*5.50

HAGERSTOWN REGIONAL AERO CLUB, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Edward W. Cochran, Jr., whose address is 600 Preston Road, Hagerstown, Maryland, 21740 and Guy W. Miller, Jr., whose address is 13244 Old Mill Road, Waynesboro Pennsylvania, 17268, being at least eighteen years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is Hagerstown Regional Aero Club, Inc.

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

(a) To purchase, operate, lease and maintain aircraft and related equipment and articles and to perform necessary services incident thereto.

(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

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AUG 9 9 40 AM '79

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

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

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business

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

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

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states or districts of the United States of America.

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

FOURTH: The postoffice address of the principal office of the Corporation is 600 Preston Road, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Edward W.

Cochran, Jr., whose address is 600 Preston Road, Hagerstown, MD.

Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corp-

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

SIXTH: The Corporation shall have not less than 3 nor more than 8 directors, except as otherwise provided in the By-Laws. The following persons shall act as Directors until the First Annual Meeting, or until their successors are duly chosen and qualify: Guy W. Miller, Jr., Edward W. Cochran, Jr., Joseph B. Kadel, Glenn Henicle, D. Bruce Foster and Lawrence Clopper.

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 not 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 not vote thereat to authorize any such contract or transaction. Ratification of an interested director transaction shall be by a majority of disinterested directors.

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

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclass-

ification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 9<sup>th</sup> day of July, 1979 and we acknowledge the same to be our act.

WITNESS:

 (SEAL)  
Edward W. Cochran, Jr.



 (SEAL)  
Guy W. Miller, Jr.

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN REGIONAL AERO CLUB, INC.

170

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 9, 1979 at 2:00 o'clock P M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2451, folio 2662, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 88002

Dec 12 11 13 AM '79

LIBER 29 FOLIO 52  
Incorporation Record  
VAUGHN J. BAKER, CLERK

Received For Record December 12, 1979 at 11:13 o'clock am corporation Liber 29  
DEC 12-79 A# 18023 \*\*\*\*\*5.00

b  
Black Rock Construction Incorporated  
(A Non Stock Corporation)  
Articles of Incorporation

Article One: The undersigned, Blaine L. Griffith and Jane Z. Griffith both of Route 1 Box 217-A Mt. Aetna Road, Hagerstown, Maryland 21749, 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 the Black Rock Construction Incorporated.

Article Three: The purpose of the Corporation is to conduct a construction business specializing in house framing, log home construction and any or all related construction activities. The Corporation will also conduct business as a general contractor.

Article Four: The official business address for the Corporation will be Route 1 Box 217-A Mt. Aetna Road, Hagerstown, Maryland 21740. The resident agent of the Corporation will be Blaine L. Griffith of the same address. Blaine L. Griffith is a citizen of the State of Maryland and actually resides therein.

Article Five: The Corporation shall not be authorized to issue capital stock.

-2-

Article Six: The number of directors of Black Rock Construction Incorporated will be two. The number of members of the Corporation will be, but not limited to, two. New members will be elected through the by-laws of the Corporation.

One member of the Board of Directors is Blaine L. Griffith of Route 1 Box 217-A Mt. Aetna Road, Hagerstown, Maryland 21740.

Article Seven: All special provisions regulating the powers of the Corporation will be spelled out in the by-laws to be enacted at the first annual meeting the Corporation will hold when these articles are accepted by the State of Maryland.

Article Eight: The duration of the Corporation shall be perpetual.

In witness where, we have signed these Articles of Incorporation and severally acknowledge the same to be our act on July 31, 1979.

Z. F. Zimowski  
Witness

Blaine L. Griffith  
Blaine L. Griffith

Wilma K. Zimowski  
Witness

Jane Z. Griffith  
Jane Z. Griffith

ARTICLES OF INCORPORATION  
OF  
BLACK ROCK CONSTRUCTION INCORPORATED

185

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 14, 1979 at 2:30 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2452, folio 085, 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

To the clerk of the Circuit Court of Washington County

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

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

*William J. Sumner*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Dec 12 11 13 AM '79

LIBER 29 folio 59  
Incorporation Record  
VAUGHN J. BAKER, CLERK

A 88146

Received For Record December 12, 1979 at 11:13 o'clock am corporation Liber 29

VALLEY PROPERTIES, INC REC 12-79 A# 18024 \*\*\*\*\*5.00

ARTICLES OF AMENDMENT

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

FIRST: The charter of the Corporation is hereby amended by striking out paragraph two of the Articles of Incorporation and inserting in lieu thereof the following:

The name of the Corporation is

"VALLEY PROPERTIES REAL ESTATE COMPANY OF MARYLAND"

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on July 23, 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 July 23, 1979.

THIRD: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon.

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

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

IN WITNESS WHEREOF, Valley Properties, 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 July , 1979.

VALLEY PROPERTIES, INC.

BY: Judy A. Kline Pres  
Judy A. Kline President

ATTEST:

Robert D. Harvey, Sec  
Robert D. Harvey, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 17 day of July, 1979, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Frederick, personally appeared Judy A. Kline President of Valley Properties, 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 Robert D. Harvey and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

C. Anthony Wolfe Jr.  
Notary Public

My Commission Expires:  
July 1, 1982



ARTICLES OF AMENDMENT  
OF  
VALLEY PROPERTIES, INC.

190

Changing its name to:

VALLEY PROPERTIES REAL ESTATE COMPANY OF MARYLAND

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 17, 1979 at 1:30 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 4452, folio 127, 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. Sumner*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 88175

Dec 12 11 13 AM '79

LIBER 49 FOLIO 62  
Incorporation Record  
VAUGHN J. BAKER, CLERK

01184  
65

Received For Record December 12, 1979 at 11:13 o'clock am corporation liber 29

*Revised*

ARTICLES OF INCORPORATION  
A CLOSE CORPORATION  
of  
PRESSWORKS, INC.

DEC 12-79 A# 18025 \*\*\*\*\*5.00

THIS TO CERTIFY:

That I, Wanda Jeanne Allenback, whose post office address is Rt 2, Box 480, Smithsburg, Maryland 21783, 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, do hereby intend to form a corporation.

ARTICLE I - NAME

The name of the Corporation (which hereafter is called the Corporation) is: PRESSWORKS, INC.

ARTICLE II - PURPOSE

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

(1) To engage in the business of printing and graphics including, but not limited to such functions as binding, duplicating services, promotional materials, mailing lists and in essence, to engage in any other lawful business or businesses as allowable under the laws of the State of Maryland:

(2) To enter into partnerships, joint ventures, and other businesses and associations for any lawful purpose:

(3) 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 part of the world:

(4) To borrow money and issue evidence 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:

(5) 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:

- 2 -

(6) To engage in and carry out any other business which may conveniently be conducted in conjunction with any of the business of the Corporation:

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

ARTICLE III - ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of Maryland will be maintained at Rt 2, Box 480, Smithsburg, Maryland 21783. The resident agent of the Corporation is Wanda Jeanne Allenback, whose post office address is RT 2, Box 480, Smithsburg, Maryland 21783. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IV - DIRECTORS

The Corporation shall have three directors namely; Wanda Jeanne Allenback, John Gerald Thomas and Alexis Anne Allenback. Said directors shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

ARTICLE V - CAPITAL STOCK

The total amount of the authorized stock of the Corporation is one hundred(100) shares of stock at no 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 consideration as said Board of Directors may deem otherwise advisable irrespective of the value or amount of such consideration, after first obtaining the unanimous approval of all stockholders of the Corporation. Such issuance of new stock is subject to the preemptive rights of the original subscribers to stock of the Corporation.

ARTICLE VI - 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.

- 3 -

ARTICLE VII - 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.

ARTICLE VIII - OFFICERS

Initial officers of the Corporation, who shall act in such a capacity until their successors shall be duly chosen and qualified, will be:

President -	Wanda Jeanne Allenback
Vice President -	John Gerald Thomas
Secretary -	Alexis Anne Allenback
Treasurer -	Wanda Jeanne Allenback

ARTICLE IX - OTHER PROVISIONS

The tenure of the Corporation shall be perpetual.

The taxable year of the Corporation, until amended, shall be from August 1 - July 31 of each year.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11<sup>th</sup> day of August 1979., and acknowledge the same to be my act.

Wanda Jeanne Allenback  
Wanda Jeanne Allenback

Witness:

Edward P. Gallagher

SUBSCRIBED TO AND SWORN TO BEFORE ME THIS 11th Day of August 1979.

Edward P. Gallagher  
NOTARY PUBLIC  
Montgomery County MD  
My Comm. Exp. 7-1-82

Edward P. Gallagher  
Edward P. Gallagher  
Notary Public

My Commission expires July 1982

190

ARTICLES OF INCORPORATION  
OF  
PRESSWORKS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 15, 1979 at 9:30 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber 2452, folio 183, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 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. [Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 88187

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LAND [ ]  
Dec 12 11 13 AM '79  
LIBER 29 FOLIO 65  
Incorporation [ ]  
VAUGHN J. BAKER, CLERK

Received For Record December 12, 1979 at 11:15 o'clock am Corporation liber 29

## ARTICLES OF INCORPORATION

FIRST: The undersigned Joseph J. Nandor and Joe D. Martin, whose post office addresses are 2413 Paradise Drive, Hagerstown, Maryland 21740 and R.D. 3, Box 375-1A, Boonsboro, Maryland 21713 respectively, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland. DEC 12-79 AM 18026 \*\*\*\*\*5.00

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Citizens Lobby Opposing Unfair Taxation, Inc.

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

- a. To carry on educational programs on a continuing basis to give citizens of the State of Maryland a better understanding of governmental policies and procedures on taxation;
- b. To protect the citizens of Maryland from unreasonable and inequitable tax practices; and
- c. To assist governmental bodies in reducing and limiting public spending.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Box 144, Boonsboro, Washington County, Maryland 21713. The name and post office address of the resident agent of the Corporation in Maryland is Joe D. Martin, R.D. 3, Box 375-1A, Boonsboro, Washington County, Maryland 21713. 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.

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, and so long as there are less than three 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 Joseph J. Nandor and Joe D. Martin.

SEVENTH: The duration of the Corporation shall be perpetual.

70 ARTICLES OF INCORPORATION, CITIZENS LOBBY OPPOSING UNFAIR TAXATION, INC., Continued-

IN WITNESS WHEREOF, We have signed these ARTICLES OF INCORPORATION and severally acknowledged the same to be our act on

13 August, 1979  
Date

Witness:

James F. Berger, Jr.

Joseph J. Nandor  
Joseph J. Nandor

Joe D. Martin  
Joe D. Martin

File Copy:  
Joseph J. Nandor  
Joe D. Martin

ARTICLES OF INCORPORATION  
OF  
CITIZENS LOBBY OPPOSING UNFAIR TAXATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 16, 1979 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2452, folio 2155, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Dec 12 11 13 AM '79

LIBER 29 FOLIO 69  
Incorporation Record  
VAUGHN J. BAKER, CLERK

A 88286

Received For Record December 12, 1979 at 11:13 o'clock am Corporation Liber 29  
ARTICLES OF INCORPORATION

OF

LONGMEADOW CLEANERS, INC.

DEC 12-79 A# 18027 \*\*\*\*\*5.00

THIS IS TO CERTIFY:

FIRST: I, YANG JAE CHUN, the undersigned, whose post office address is 1511 Potomac Av. Hagerstown, Md. being at least twenty-one years of age, do hereby act as an incorporator with the intention of forming a close corporation, under and by virtue of Title Four (4) as authorized by the general laws of the State of Maryland.

SECOND: The name of the Corporation, hereinafter called the "Corporation" is: "LONGMEADOW CLEANERS, INC."

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

1. To engage in and to carry on the business of a dry and wet cleaning plant to dry and wet clean all types and kinds of clothing, draperies and house furnishings; to carry on and generally to engage in the business of a general tailoring of wearing apparel of all types and kinds; and to engage in any other lawful purpose and/or business.

2. To carry on the trade or business of wholesale and retail sales and supplies of all types of goods, wares and every kind of merchandise; to own and operate warehouses for the purpose of storage of all kinds of machinery, tools and equipment used or necessary for the aforesaid businesses.

3. To act as contractor or sub-contractor for all types of construction and to enter into contracts for the construction repair, remodeling and finishing of all types of buildings.

4. To purchase, lease, or otherwise acquire the property of every kind or nature, including the business, good will, rights, franchises, contracts and leases of any corporation, co-partnership or individual carrying on any of the aforesaid businesses which this corporation is authorized to carry on or any part of such business, and to undertake, guarantee, assume and pay the

indebtedness and liabilities thereof, and to pay for such property, business, good will, rights and franchises by the issuing of stock or other securities of this corporation or otherwise, in the manner provided by law.

5. To enter into, make and perform contracts without limit as to character or amount; to execute, issue and endorse any bonds debentures, and notes; and to make, draw, accept and endorse all drafts, bills of exchange and any negotiable instruments of all kinds and nature as permitted by law.

6. To purchase, lease, hire or otherwise acquire real and personal property, improved or unimproved, of every kind and description, and to sell, dispose of, lease, convey and mortgage said property or any part thereof, reconstruct or purchase, either directly or through the ownership of stock in any corporation, or through the ownership of lands, buildings, offices, stores, warehouses, mills shops, factories, plants, machinery, rights, easements, permits, priveleges, franchises and licenses, and all other things which may at any time, be necessary or required for the purposes of the corporation. To sell, lease, hire or otherwise dispose of the lands, buildings, or other property of the corporation, or any part thereof. To acquire by purchase, lease or otherwise to own and operate factories, shops and manufacturing plants, including lands, buildings, machinery, equipment and appliances, warehouses, stores and other property with or without the State of Maryland which may be useful to accomplish any of the purposes of, or to carry on any business of the charachter hereinabove referred to.

7. To acquire by subscription, purchase, exchange or otherwise to hold as an investment or for any other purpose, to sell, exchange, pledge, mortgage, transfer or other wise dispose of any bonds, notes, evidences of indebtedness, shares of stock or other securities or obligations of any kind issued or created by any other corporation of the State of Maryland or by any other State or territory of the United States or of any foreign country; and to aid in any manner any corporation whose securities or obligations are so held; and to control or direct the operations of such corporation, and to do any act or thing designed to preserve and protect or improve the value of said securities and obligations, and the value of the property of such other corporation; and while the holder of said securities of such other corporation to exercise all the powers and privileges of ownership, including the power provided by this paragraph as fully as a natural person might be entitled to do, but not in violation of the laws of the State of Maryland or of the laws of the United States of America.

8. To have one or more offices and places of business, and to carry on all or any of its operations and business, and without restriction or limit as to amount or place, in any of the States, Districts and Territories of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory or Country.

9. It is the intention that the objects, purposes and powers in this paragraph expressed shall be in no way limited or restricted by reference to or inference from the clause of any other paragraph in this Article, but that the objects, purposes and powers specified in this paragraph and in each of the clauses and paragraphs of this Charter shall be independent objects, powers and purposes.

10. The said Corporation shall have, enjoy and exercise all of the powers, rights and privileges conferred upon close cor-

porations; the enumeration of specific powers in this Article is made in furtherance of and not in limitation of the powers conferred by law, and no restrictions upon any power is intended to be implied in such specification of from any expression of said sections.

FOURTH: The post office address of the principal office of the Corporation in this State is 1511 Potomac Av. Hagerstown, Md.

The name and post office address of the resident agent of this Corporation is: M. Michael Maslan, 2135 Dundalk Av. Baltimore, Md. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 Shares (One Thousand) of common stock all of one class. *HAVING NO PAR VALUE.*

SIXTH: The number of Directors of this Corporation shall be one which number may be increased pursuant to the by-laws of this 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 or her successor is duly chosen and qualified is:

YANG JAE CHUN

SEVENTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I have hereunto signed these Articles of Incorporation this 15th day of August 1979

WITNESS: *M. Michael Maslan* *Yang Jae Chun* (SEAL)

State of Maryland  
County of Baltimore, to wit:-

I HEREBY CERTIFY that on this 15th day of August, 1979 before me, the subscriber, a Notary Public in and for the County and State aforesaid, personally appeared Yang Jae Chun, and he acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

*M. Michael Maslan*

NOTARY PUBLIC

My commission expires 7-1-82



208

ARTICLES OF INCORPORATION  
OF  
LONGMEADOW CLEANERS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 20, 1979 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber 452, folio 72 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. [Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 88316

Dec 12 11 13 AM '79

LIBER 29 FOLIO 72  
Incorporation Record  
VAUGHN J. BAKER, CLERK

Received For Record December 12, 1979 at 11:13 o'clock am Corporation Liber 29

ARTICLES OF AMENDMENT - - ARTICLES OF AMENDMENT

DEC 12-79 A# 18028 \*\*\*\*\*5.00

As approved unanimously by the stockholders of this corporation pursuant to the resolution recommending such an amendment, the Articles of Incorporation of Custom Computing, Inc., a duly licensed Corporation in the State of Maryland, is amended to read under ARTICLE VIII-SPECIAL PROVISIONS of said Articles of Incorporation as follows:

Taxable Year of the Corporation shall be from December 1 to November 30 of each year.

SIGNED THIS 26th DAY OF July 1979.

Donald R. Currier  
 Donald R. Currier  
 President, Custom Computing, Inc.

Boyer  
 WITNESS

I, Helen F. Currier, Secretary of Custom Computing, Inc., do soleumly swear that the above amendment to the Articles of Incorporation were submitted by resolution of the Board of Directors of Custom Computing, Inc. to those stockholders holding shares of stock of said corporation and that the proposed amendment was approved unanimously by beforesaid stockholders, & further certify to the authenticity of the President's signature. The corporate seal is hereby affixed.

SIGNED THIS 26 DAY OF July 1979.

Helen F. Currier  
 Helen F. Currier  
 Secretary, Custom Computing, Inc.

SUBSCRIBED TO AND SWORN TO ME THIS 26th DAY OF July 1979.



Edmund Boyer  
 NOTARY PUBLIC

*My Commission Expires July 1982*

ARTICLES OF AMENDMENT  
OF  
CUSTOM COMPUTING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 17, 1979 at 4:30 o'clock P. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2452, folio 219, 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. Simons*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
AUG 12 11 13 AM '79  
LIBER 29 FOLIO 76  
Incorporation Record  
VAUGHN J. BAKER, CLERK

A 88325

Received For Record December 12, 1979 at 11:14 o'clock am Corporation Liber 29

ARTICLES OF INCORPORATION

OMNIBUS CORPORATION

DEC 12-79 A 18029 \*\*\*\*\*5.00

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Peter J.T. Nelsen, whose Post Office address is Post Office Box 518, Cascade, Washington County, Maryland 21719, 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: Omnibus Corporation.

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

- (1) To engage generally in motor transportation of both passengers and goods by any means including, but not limited to, motor buses, motor trucks, trains, ships, aircraft, and automobile.
- (2) To purchase, manufacture, lease, operate, maintain, and repair vehicles for any purpose and to purchase, lease, operate, and maintain facilities for manufacture, operation, maintenance, and repair of said vehicles.
- (3) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of any property, real, personal, mixed and/or intangible, of every nature and description, wherever situated.
- (4) To generally engage in the purchase of improved and unimproved real property and to improve, subdivide and otherwise develop said property for the purpose of reselling said property to developers, contractors, and to the general public, either in whole or in part, through the sale of individual subdivided building lots and/or commercial sites.
- (5) 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.
- (6) 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.
- (7) To carry on any of the businesses herein enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or

indirectly, to effectuate or facilitate the transaction of the herein stated objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business, or rights.

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

The Corporation is hereby authorized to engage in any other lawful activity for which Corporations may be organized under the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and under any successor and/or replacement to said law.

FOURTH: The Post Office address of the principal office of the Corporation in Maryland is Post Office Box 518, Cascade, Washington County, Maryland 21719. The name and Post Office address of the resident agent of the Corporation in Maryland is Peter J.T. Nelsen, Post Office Box 518, Cascade, Washington County, Maryland 21719. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: 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 three (3) persons, and the names of the directors who shall act as directors until the First Annual Meeting of Shareholders, or until their successors are duly chosen and qualified are: Peter J.T. Nelsen of Cascade, Maryland; Harley Hinrichs of Potomac, Maryland; and Betsey J. Forrence of Emmitsburg, Maryland.

SIXTH: The duration of the Corporation shall be perpetual.

SEVENTH: The total number of shares of stock that the Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock having no par value. All of the Common Stock of the Corporation shall be of one class, that being voting Common Stock.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 20th day of August, 1979.

WITNESS:

Louis V. Garavangh

Peter J. T. Nelsen  
PETER J. T. NELSEN

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I HEREBY CERTIFY that on this 20th day of August, 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Peter J.T. Nelsen, who acknowledged the foregoing Articles of Incorporation to be his act.

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

Louis V. Garavangh  
NOTARY PUBLIC  
My Commission Expires: July 1, 1982



ARTICLES OF INCORPORATION  
OF  
OMNIBUS CORPORATION

213

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 21, 1979 at 1:30 o'clock P M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2453, folio 1337, 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*



A 88393

RECEIVED FOR RECORD  
OF MARYLAND  
WASHINGTON COUNTY  
Dec 12 11 14 AM '79  
LIBER 29 FOLIO 78  
Incorporation Record  
VAUGHN J. PAKER, CLERK

Received For Record December 12, 1979 at 11:14 o'clock am Corporation Liber 29

DEC 12-79 AM 18030 \*\*\*\*\*5.00

BJ BUILDERS INCORPORATED  
(NON-STOCK CORPORATION)  
ARTICLES OF INCORPORATION

ARTICLE ONE: The undersigned Billy Joe Fisher and Susan Marie Dayhoff Fisher of Smithsburg-Leitersburg Road, Route #2, Box 453, Smithsburg, Maryland 21783, 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 BJ Builders Incorporated.

ARTICLE THREE: The purpose of the Corporation is to provide general contracting services as well as to promote and sell relevant goods and services pertinent to general contracting in the professional construction field.

ARTICLE FOUR: The official address of the Corporation will be Smithsburg-Leitersburg Road, Route #2, Box 453, Smithsburg, Maryland 21783. The resident agent of the Corporation will be Billy Joe Fisher of Smithsburg-Leitersburg Road, Route #2, Box 453, Smithsburg, Maryland 21783. Billy Joe Fisher 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 BJ Builders Incorporated will be one. Said director will be Billy Joe Fisher of Smithsburg-Leitersburg Road, Route #2, Box 453, Smithsburg, Maryland 21783. The number of members of the Corporation will be, but not limited to, two. New members will be elected through the by-laws of the Corporation.

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 unanimous approval of the Board of Directors.

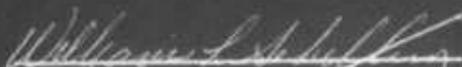
SEVEN-C: Officers for the Corporation will be elected annually by the Board of Directors. Officers shall consist of a President, Treasurer, or any other positions as deemed necessary by the unanimous approval of the Board of Directors.

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 August 22, 1979.

Witness:



  
Billy Joe Fisher

  
Susan Marie Dayhoff Fisher

ARTICLES OF INCORPORATION  
OF  
BJ BUILDERS INCORPORATED

231

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 27, 1979 at 12:00 o'clock Noon M as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber 2453, folio 1785 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*



A 88572

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Dec 12 11 14 AM '79

LIBER 29 FOLIO 81  
Incorporation Record  
CLERK

Received For Record December 12, 1979 at 11:14 o'clock am corporation liber 29  
DEC 12-79 A 18031 \*\*\*\*\*5.00

LONGMEADOW LANDSCAPERS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Vance I. Eichelberger, whose post office address is 511 West Franklin Street, 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 Longmeadow Landscapers, 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 landscaping business and 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 24 West Longmeadow Road, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Vance I. Eichelberger, 24 West Longmeadow Road, Hagerstown, 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 Ten Thousand (10,000) shares of common stock, without par value.

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Vance I. Eichelberger.

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, 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<sup>th</sup> day of August, 1979, and I acknowledge the same to be my act.

WITNESS:

Michael G. Ray James D. Belknap (SEAL)

233

ARTICLES OF INCORPORATION  
OF  
LONGMEADOW LANDSCAPERS, INC,

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 29, 1979 at 2:00 o'clock P M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2453, folio 2212 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Dec 12 11 14 AM '79

LIBER 29 FOLIO 24  
Incorporation Record  
VAUGHN J. BAKER, CLERK

A 88633

01328

87

Received For Record January 7, 1980 at 10:42 o'clock am corporation Liber 29

LAW OFFICES

FRANCE, METZNER & McDOWELL, P.A.

HAGERSTOWN TRUST COMPANY BUILDING

81 WEST WASHINGTON STREET

HAGERSTOWN, MARYLAND 21740

RALPH H. FRANCE, II  
LEWIS C. METZNER  
JOHN H. McDOWELL

JAN-7 1980 11 1112 505  
TELEPHONE (301) 797-0100

September 13, 1979

Mr. Thomas Quinn  
Freestate Masonry, Inc.  
1301 Ritchie Road  
Forestville, Maryland 20028

Dear Tom:

Please be advised that I am resigning as resident agent of Freestate Masonry, Inc. effective September 15, 1979.

I strongly suggest that you have someone more closely connected with the corporation as resident agent, especially since I have no contact with Freestate Masonry at this time.

If you have any questions regarding this, please contact me.

Very truly yours,

*Ralph France*

Ralph H. France, II

RHF:psa

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

FREESTATE MASONRY, INC.

321

received for record September 24, 1979 *J*, at 8:30 A.M.  
 and recorded on Film No. 4455 Frame No. 01327 one of  
 the charter records of the State Department of Assessments and Taxation of Maryland.  
 To the clerk of the Circuit court of Washington County

AA No 17973

Special Fee Paid	\$5.00	<i>50 75</i>
Recording Fee Paid	\$3.00	
Total	<u>\$8.00</u>	

Mr. Clerk Mail to: France, Metzner & McDowell  
 81 West Washington Street  
 Hagerstown, Maryland 21740

TMG

STATE OF MARYLAND  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD

JAN 7 10 42 AM '80

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

LAND  \_\_\_\_\_   
 VAUGHN J. BAKER, CLERK

Received For Record January 7, 1980 at 10:42 o'clock am Corporation liber 29

*Reserved  
HJ*

ARTICLES OF INCORPORATION  
OF  
BLUE & GRAY ASSOCIATION, INC.

JAN -7-80 A# 1 116 \*\*\*\*\*5.00

THIS IS TO CERTIFY:

FIRST: That we, Frederick John Warnken,, whose post office address is Route 1, Box 329, Boonsboro, Maryland 21713; Robert H. Cramer, whose post office address is 5708 Butterfly Lane, Frederick, Maryland 21701; and Topper C. Nusbaum,, whose post office address is 802 Shawnee Drive, Frederick, Maryland 21701, the subscribers all being atleast 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 themselves with the intention of forming a Corporation.

SECOND: The name of the Corporation (which shall hereinafter be referred to as the "Corporation") is

BLUE & GRAY ASSOCIATION, INC.

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

(a) To create, form, organize, train, cause to be equipped, and enlist or recruit members for; two "mock" Armies, for the purpose of holding shows, encampments, reenactments, demonstrations of tactics, showing the various uniforms and weapons of the historical past, and all facets of life in the past, during the War Between the States, both for the recreation of our members and the education of the youth of America, and the general public.

(b) To issue Charters to the Armies, and their units, commissions and rank to our members, and establish a chain of command for better organization of the Two Armies, one Union and one Confederate. Both Union and Confederate Army Commanders to be appointed by the Board of Directors of the Corporation.

(c) To hold ceremonies or services to commemorate the deeds of heroism and valor and show the sacrifice by our forefathers and the price paid to maintain our Nation, and to hope to interest the youth of America today in our past heritage.

(d) To have reunions of the Armies at least once each year, trying to arrange as many benefits and comforts as possible for our members by working with sponsors or others, and always trying to hold events at or near the

actual sites.

(e) To participate in any parades of patriotic nature or other events as approved by the Board of Directors.

(f) To print a National Newsletter called the Blue & Gray Association Newsletter to inform our members of events and establish a National line of communication.

(g) To have every state represented, if possible, by a Unit from the State.

(h) To hold hikes over the battlefields, for educational and recreational reasons.

(i) To arrange shooting matches, if a good and safe range is available, to show the use of the different weapons and to provide competitive sport for the members.

(j) To promote fraternity between North and South and show the youth we are united in peace today, all good Americans, from different states but one nation.

(k) To have the right to purchase or rent or lease anything needed for our shows, and to be able to borrow funds or do anything needed, even to sue, just as an individual.

(l) To assess our members, or collect dues, or fees from non members, to receive gifts or donations, strike coins, or in any other way raise funds in order to meet our expenses and carry on our objects and events.

(m) To devise safety rules, regulations and to have an enforcement body to insure safe events and proper control of our encampments, retaining the right to expell, suspend, or eject any persons or person not conforming to instructions.

(n) To allow the Board of Directors to formulate the by-laws of the Blue & Gray Association, Inc., and to govern and do anything else for the protection and perpetuation of the Corporation. The by-laws to be written so changes can be made by the general membership at any national meeting after 1982.

(o) Under the General Laws of the State of Maryland, the agents and board of directors of the Corporation, hereby do each claim the right of indemnification

and declare they shall not be responsible for the misconduct or negligence of a member or any other person, besides themselves personally, for all legal fees and expenses, in any action brought against the Corporation or themselves acting within and for the Corporation.

(p) That expenses of a prudent nature be allowed the principal agent and any director designated by the principal agent, in order to maintain and continue the Corporation, which shall be non-profit and enjoy such rights entitled under the Laws of the State of Maryland, including tax exemptions.

(q) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(r) Upon the dissolution of the Corporation, the Board of Directors shall after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 591 (c) (3) of the Internal Revenue Code of 1954.

The foregoing enumerations of powers, 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 it is not intended by the mention of any particular purpose, object or business in any manner to limit or restrict the generality of any other purpose, object or business or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal offices of the Corporation in this State will be located at Route 1, Box 392, Boonsboro, Maryland 21713. The name and post office address of the resident agent of this Corporation in this State is Frederick John Warnken, Route 1, Box 392, Boonsboro, Maryland 21713. Said resident agent is an individual actually residing in this State.

FIFTH: The Corporation shall have no capital stock.

SIXTH: The corporation shall be non-sectarian, non-political, and non-profit and no part of the income of the Corporation may inure to the benefit of any individual although reasonable salaries may be paid to employees of the Corporation.

SEVENTH: The number of directors shall be at least three (3) in number and the number may be increased and changed pursuant to the by-laws of the Corporation so long as there are at least three (3) directors and no more than nine (9) directors and names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Frederick John Warnken, Robert H. Cramer and Topper C. Nusbaum. No acts of this Corporation, contract or other transaction between this Corporation and any other Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested 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 she or such firm so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof; and, any director of this Corporation, who is also a director or officer of such other corporation or if who is so interested, may be counted in determining the existence of the quorum of any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transactions with like force and effect as if he were not such director or officer of such corporation or not so interested.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The three (3) incorporators of the Corporation for the time being shall constitute and be the members of the Corporation, unless and until the by-laws make provision for the election of additional members. The by-laws shall also provide for the qualification, rights, duties and meetings of the members of the Corporation and for selection of directors and officers and their terms of office, rights, powers and duties.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this day of September, 1979.

WITNESS:

Jane M. Hartman

JANE M. HARTMAN

Frederick John Warnken

Frederick John Warnken

(SEAL)

Jane M. Hartman

JANE M. HARTMAN

Robert H. Cramer

Robert H. Cramer

(SEAL)

Jane M. Hartman

JANE M. HARTMAN

Topper C. Nusbaum

Topper C. Nusbaum

(SEAL)

STATE OF MARYLAND, FREDERICK COUNTY, TO-WIT:

I hereby certify that on this 14<sup>th</sup> day of September, 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Frederick John Warnken, Robert H. Cramer and Topper C. Nusbaum, and made oath in due form of law that the matters and facts herein stated are true and correct to the best of their knowledge, information and belief.

WITNESS my hand and Notarial Seal.



Jane M. Hartman

Notary Public

JANE M. HARTMAN

ARTICLES OF INCORPORATION  
OF  
BLUE & GRAY ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 17, 1979 at 2:30 o'clock P. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2455, folio 00513, 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. Bennett*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 89164

JAN 7 10 42 AM '80

LIBER 2455 FOLIO 00513

LAND VAUGHN J. BAKER, CLERK

Received For Record January 7, 1980 at 10:42 o'clock am Corporation Liber 29

## ARTICLES OF INCORPORATION

OF

JAN -7-80 A# 1 117 \*\*\*\*\*5.00

FORSYTH'S LAUNDRY, INC.

## THIS IS TO CERTIFY:

FIRST: That We, the subscribers, Joseph H. Forsyth, Jr., whose post office address is 2714 Longstreet Drive, Williamsport, Maryland 21795; Darlene M. Forsyth, whose post office address is 2714 Longstreet Drive, Williamsport, Maryland 21795; and David K. Poole, Jr., whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740; all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: FORSYTH'S LAUNDRY, INC.

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

A. To engage in the business of establishing, maintaining, and operating coin-operated, self-service, laundry and dry cleaning facilities in all of its phases, including, without being limited to, the buying, selling, leasing, renting, maintaining, using, operating, installing, and distributing of all materials, equipment, and personal property appurtenant or incident to and useful in laundering and dry cleaning businesses, together with the rights incident thereto of establishing and maintaining such equipment upon public or private property; and to purchase, own, hold, convey, and otherwise use and enjoy real and personal property of all kinds for the operation of the aforesaid business, and in connection therewith, to acquire, construct, maintain, and operate buildings and equipment deemed necessary or convenient in connection therewith.

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

B. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

C. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

D. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

E. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

F. To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise; or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Article 23, Section 9 of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the Laws of the State of Maryland on corporations formed under the Laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes 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

2714 Longstreet Drive, Williamsport, Maryland 21795. The Resident Agent of the Corporation is Joseph H. Forsyth, Jr., whose post office address is 2714 Longstreet Drive, Williamsport, Maryland 21795. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors and Joseph H. Forsyth, Jr., Darlene M. Forsyth and David K. Poole, Jr., shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

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

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

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

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

and places and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account, book or document of the Corporation except as aforesaid 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 12th day of September, 1979.

WITNESS:

Judith A. Blayer  
Judith A. Blayer  
Judith A. Blayer

Joseph H. Forsyth, Jr. (SEAL)  
Darlene M. Forsyth (SEAL)  
David K. Poole, Jr. (SEAL)

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

I HEREBY CERTIFY that on this 12th day of September, 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Joseph H. Forsyth, Jr., Darlene M. Forsyth and David K. Poole, Jr., known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.



Judith A. Blayer  
Notary Public

My Commission Expires: 7/1/82

ARTICLES OF INCORPORATION  
OF  
FORSYTH'S LAUNDRY, INC.

300

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 13, 1979 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2454, folio 336, 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. [Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 89085

JAN 7 10 42 AM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record January 7, 1980 at 10:42 o'clock am Corporation Liber 29

JAN -7-80 A# 1 118 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN POOL SERVICE, INC.

*Received*  
*AB*

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, William S. Barton, whose post office address is 100 West Washington Street, Hagerstown, Maryland, being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgment and filing of these Articles.

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

HAGERSTOWN POOL SERVICE, INC.

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

(a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring and generally dealing in the installation, repair and servicing of all types of new or used swimming pools and any parts or accessories used in connection therewith and to engage in the business of purchasing, acquiring, owning, selling, leasing and generally dealing in all types of supplies and equipment used in connection with swimming pools of any type.

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

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

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

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

FOURTH: The Post Office address of the principal office of the Corporation in this State is 409 West Oak Ridge Drive, Hagerstown, Maryland. The resident agent of the Corporation is Mary M. Munson, who resides at Route 1, Hancock, Maryland 21750, who is a citizen of the State of Maryland and actually resides therein.

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 Corporation shall have not more than seven (7) nor less than three (3) directors, and Warren C. Golden, Alice G. Golden and Dorothy A. Golden shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4<sup>th</sup> day of September, 1979.

WITNESS:

Betty Baker

W. J. J. J. (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY That on this *4<sup>th</sup>* day of *September*, 1979  
before me, the subscriber, a Notary Public in and for the  
State and County aforesaid, personally appeared William S. Barton  
and acknowledged the foregoing Articles of Incorporation to be  
his act.

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

Comm. Exp.

7/1/82

*Betty Baker*  
-----  
Notary Public



*NOTARY PUBLIC*  
*WASHINGTON COUNTY*  
*MARYLAND*

273

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN POOL SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 6, 1979 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 24 54, folio 01777, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 88896

Jan 7 10 42 AM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record January 7, 1989 at 10:42 o'clock am Corporation Liber 29  
NEWCOMER ORGAN COMPANY

JAN -7-80 A 1 113 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

*MS*

FIRST: We, the undersigned, Howard W. Gilbert, Jr., whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, Patricia L. Witmer, whose post office address is 1734 Garden Lane, Hagerstown, Maryland, 21740, and B. Joanne Snyder, whose post office address is Route # 1, Box 219C, Williamsport, Maryland, 21795, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

NEWCOMER ORGAN COMPANY

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

To build, renovate, make additions to, service and maintain pipe organs.

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

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 16 Maple Avenue, Smithsburg, Maryland, 21783. The name and post office address of the resident agent of the Corporation in this State are Harold Lee Newcomer, 16 Maple Avenue, Smithsburg, Maryland 21783. Said resident agent is a citizen actually residing in this State.

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

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

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 September 19, 1979.

WITNESS:

Karen Palmer  
Karen Palmer

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

Karen Palmer  
Karen Palmer

Patricia L. Witmer  
Patricia L. Witmer

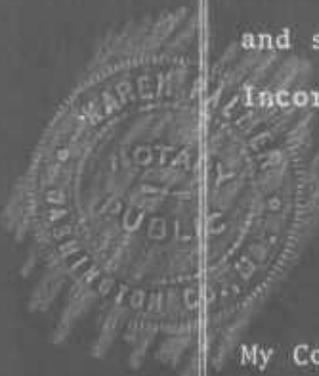
Karen Palmer  
Karen Palmer

B. Joanne Snyder  
B. Joanne Snyder

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 19th day of September, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Howard W. Gilbert, Jr., Patricia L. Witmer and B. Joanne Snyder and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.



Karen Palmer  
Karen Palmer  
Notary Public

My Commission Expires:

July 1, 1982

347

ARTICLES OF INCORPORATION  
OF  
NEWCOMER ORGAN COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 24, 1979 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.



Recorded in Liber 2455, 002589 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.



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 89404

JAN 7 10 42 AM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record January 7, 1980 at 10:42 o'clock am corporation liber 29  
ARTICLES OF INCORPORATION

OF

SHIFLER FARMS, INC.

THIS IS TO CERTIFY:

AR-7-80A 1 114 \*\*\*\*\*6.00

FIRST: That we, the subscribers, James E. Shifler, whose post office address is Route 1, Boonsboro, Md., 21713, D. R. Ann Shifler, whose post office address is Route 1, Boonsboro, Md., 21713 and Wayne Shifler, whose post office address is Route 1, Boonsboro, Md., 21713, all being at least twenty-one years of age, do under and by virtue of the Genral Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a coporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter call the "Corporation") is SHIFLER FARMS, 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 and to acquire farms and farm land.

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

(c) To purchase, or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other

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

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

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business

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

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

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states or districts of the United States of America.

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

FOURTH: The postoffice address of the principal office of the Corporation is Route 1, Boonsboro, Maryland, 21713. The resident agent of the Corporation is James E. Shifler, whose post office address is Route 1, Boonsboro, Maryland, 21713. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corp-

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

SIXTH: The Corporation shall have three directors:

James E. Shifler, Rte 1. Boonsboro, Md. 21713

D. R. Ann Shifler, Rte 1, Boonsboro, Md.; 21713

Wayne Shifler, Rte. 1, Boonsboro, Md. 21713

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

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily

or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may not 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 not vote thereat to authorize any such contract or transaction. Ratification of an interested director transaction shall be by a majority of disinterested directors.

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

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclass-

ification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 24 day of August, 1979.

Witness:

James E. Shifler (SEAL)  
James E. Shifler

D. R. Ann Shifler (SEAL)  
D. R. Ann Shifler

Wayne S. Shifler (SEAL)  
Wayne Shifler

STATE OF MARYLAND, WASHINGTON COUNTY, TO-wit:

I HEREBY CERTIFY, That on this 24<sup>th</sup> day of August, 1979, before me the subscriber, a Notary Public of the State and County aforesaid, personally appeared James E. Shifler, D. R. Ann Shifler and Wayne Shifler and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Gloria S. Moore  
Notary Public

My commission expires:

7/17/82



ARTICLES OF INCORPORATION  
OF  
SHIFLER FARMS, INC.

323

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 19, 1979 at 2:00 o'clock p M. as in conformity  
with law and ordered recorded.

*8*

Recorded in Liber 2455, folio 157, 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. Hamon*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 89276

JAN 7 10 42 AM '80

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

LAND  VAUGHN J. BAKER, CLERK

Received For Record January 7, 1980 at 10:42 o'clock am Corporation liber 29  
OCEAN WORLD INSTITUTE, INCORPORATED

ARTICLES OF AMENDMENT

JAN -7-80 A# 1 115 \*\*\*\*\*5.00

OCEAN WORLD INSTITUTE, INCORPORATED, a Maryland corporation, hereby certifies to the State Department of Assessments and Taxation of the State of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out the Paragraph numbered "THIRD: (b)" and inserting in lieu thereof the following:

THIRD:

(b) To engage in, within the State of Maryland and elsewhere, any and all lawful activities of a nonprofit scientific, literary, educational, and charitable nature which are in furtherance of the above purposes and objects.

(c) Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

(d) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation/organization 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).

SECOND: The Charter of the Corporation is hereby amended by striking out the Paragraph numbered "EIGHTH" and inserting in lieu thereof the following:

EIGHTH: The duration of the Corporation shall be perpetual; but if the Corporation shall ever be dissolved or its existence otherwise terminated, then upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall 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.

THIRD: The Board of Trustees of the Corporation, constituting its entire membership, unanimously approved and adopted the foregoing amendments to its Charter on July 16, 1979 .

IN WITNESS WHEREOF, the said Ocean World Institute, Incorporated, has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary this 14<sup>th</sup> day of September, 1979.

ATTEST:

OCEAN WORLD INSTITUTE, INCORPORATED

R. Cresap Davis  
R. Cresap Davis, Secretary

By Lucille M. Langlois  
Lucille M. Langlois, President

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on this 14<sup>th</sup> day of September, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Lucille M. Langlois, President of Ocean World Institute, Incorporated, a Maryland corporation, and in the name and on behalf of said Corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation, and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of her knowledge, information, and belief.

AS WITNESS my hand and seal Notarial.



Emma Lou Davis  
Notary Public

3191

ARTICLES OF AMENDMENT

OF

OCEAN WORLD INSTITUTE, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland September 19, 1979 at 2:00 o'clock P. M. as in conformity with law and ordered recorded.

*H*

Recorded in Liber 2455, folio 113, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 89241

JAN 7 10 42 AM '80

LIBER \_\_\_\_\_

LAND    
VAUGHN J. BAKER, CLERK

Received For Record February 4, 1980 at 11:15 o'clock Corporation Liber 29  
 ARTICLES OF INCORPORATION

OF  
 BELLESTONE, INC.

THIS IS TO CERTIFY:

FBI-4-80 A# 12433 \*\*\*\*\*600

FIRST: That we, the subscribers, Raymond L. Barrett, whose post office address is Rt. 3, Box 162, Greencastle, Pennsylvania 17225; Sandra U. Barrett, whose post office address is Rt. 3, Box 162, Greencastle, Pennsylvania 17225; and Richard L. Reynolds, whose post office address is Stevenson Road, Smithsburg, Maryland 21783, 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 BELLESTONE INC.

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

(a) To own and operate a delicatessen, food store, and/or restaurant.

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

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

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in,

importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(e) To purchase, lease or otherwise acquire, all of 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 in foreign countries.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is Valley Mall, Hagerstown, Maryland 21740. The resident agent of the Corporation is Richard L. Reynolds, whose post office address is Stevenson Road, Smithsburg, Maryland. Said agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One hundred thousand (100,000) shares of the par value of One (\$1.00) Dollar each which shall be divided into two classes, 50,000 shares thereof being known as Class A stock, and 50,000 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 Raymond L. Barrett, Sandra U. Barrett, and Richard L. Reynolds.

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 not 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 not vote thereat to authorize any such contract or transaction. Ratification of an interested

director transaction shall be by a majority of disinterested directors.

(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            day of            ,1979.

Witness:

Gloria S. Mooers      Raymond L. Barrett  
    Raymond L. Barrett

Gloria S. Mooers      Sandra U. Barrett  
    Sandra U. Barrett

Gloria S. Mooers      Richard L. Reynolds  
    Richard L. Reynolds

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17<sup>th</sup> day of October, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Raymond L. Barrett, Sandra U. Barrett, and Richard L. Reynolds and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Gloria S. Mooers  
Notary Public

My commission expires:  
7/1/82



ARTICLES OF INCORPORATION  
OF  
BELLESTONE INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 22, 1979 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

8

Recorded in Liber 2457, 803268 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 90380

FEB 4 11 15 AM '80

LIBER 29 FOLIO 122  
Incorporation Record  
VAUGHN J. BAKER, CLERK

Received For Record February 4, 1980 at 11:15 o'clock am Corporation Liber 29

ARTICLES OF AMENDMENT

FEB -4-80 A# 12434 \*\*\*\*\*5.00

OF

CONSERVIT, INC.

Conservit, Inc., a Maryland Corporation, having its principal office at P. O. Box 1517, 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 "Articles of Incorporation" of the corporation, is hereby amended by striking Article Seventh, Sub-paragraph a, in its entirety, and by substituting in lieu thereof, the following:

"a) Pursuant to Section 42(c) of Article 23 of the Annotated Code of Maryland, as amended, it is hereby provided that the concurrence of a majority of the aggregate number of votes of all classes, or of any class of stock of this corporation, shall be necessary to take or authorize any action entitled to be taken or authorized by such class or classes of stock."

THIRD: By written informal action, unanimously taken by the Board of Directors of the corporation, 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 of 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, Conservit, 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 27<sup>th</sup> day of September, 1979, and its President acknowledges that these Articles of Amendment are the act and deed of Conservit, 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 nature and respects and to the best of his knowledge, information and belief.

ATTEST:

CONSERVIT, INC.

*[Signature]*  
 Secretary

BY: *[Signature]*  
 Sidney S. Metzner  
 President



ARTICLES OF AMENDMENT  
OF  
CONSERVIT INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 19, 1979 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2457 : 002637 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. Simms*



A 90307

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

FEB 4 11 15 AM '80  
LIBER 29 FILED 130  
INCORPORATION RECORD  
VAUGHN J. BAKER, CLERK

bt

Received For Record February 4, 1980 at 11:15 o'clock am Corporation Liber 29

## ARTICLES OF INCORPORATION

OF

DOUBLE T CORP.

FEP - 80 A 12435 \*\*\*\*\*5.50

## THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Ralph H. France, II, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, Lewis C. Metzner, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, and John H. McDowell, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: Double T Corp.

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.

Oct 16 9 23 AM  
1980

(c) To process, fabricate, manufacture, instal, store, handle, transport, or otherwise work in or with building materials of all kinds, including lumber, roofing, insulating materials, plaster, wall, tile, ornamental and other boards, brick, concrete, structural steel, re-enforcing steel, glass, stone, pottery, tile, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cements and plasters, stucco, stone and gravel, resinous waxes, textiles, incinerators, cesspools and septic tanks, fencing, wire and staples, waterproofing materials, rubber, linoleums, carpets, builders' tools and machinery, and any and every other material, appurtenance, or process useful in, necessary for, or convenient in building, construction, engineering, and maintenance.

(d) To manufacture, construct, process, build, instal, buy, sell, and otherwise handle sheet metal, ornamental iron, bronze, copper, and other kinds of metallic materials; and to engage in the business of blanking, drawing, forming, punching, shearing, and tooling metal of all kinds and types.

(e) To engage in, conduct, and carry on business as metal craftsmen in the casting, spinning, plating, and die-stamping of metal of every kind, nature, or description; and to do business as producers and manufacturers of metal dies and as engravers, skilled artists, originators, and designers of trophies and objects commemorative of events and contests, victory momentos, emblems, metals and ornaments of all kinds.

(f) To manufacture, experiment, invent, develop, improve, purchase, sell, and generally deal in plumbers' and heaters' supplies, fixtures, tools, appliances, sanitary fixtures, and any and every kind of wares, articles and merchandise which are or may be used by plumbers, and to carry on the business of inventors, manufacturers, wholesalers, retailers, importers, and exporters in plumbing fixtures and supplies, and any and all kinds of wares and merchandise. To experiment, invest, patent, manufacture, and generally deal in and with chemicals,

chemical compounds, chemical preparations, secret processes and mixtures of any and all kinds to be used in the plumbing or any other kind of business.

(g) To manufacture, construct, produce, hire, or otherwise acquire, hold, own, use, sell, rent, license the use of, or otherwise deal in and dispose of motors, engines, boilers, and other instruments for generation, production, and utilization of power; and to deal in and with machinery, tools, apparatus, metals, woods, and articles composed in whole or in part of metal or wood, and goods, wares, and merchandise of every kind and description; to conduct such business either for its own account or as agent, factor, broker, middleman, commission man, or representative of others.

(h) To manufacture machinery, parts of machinery, tools, and similar articles of commerce from iron, steel, other metals, wood, and similar materials; to conduct, manage, and control the business of making and selling small tools, and special parts for machinery; and to engage in the general machinery manufacturing business and to do everything necessary to carry on the general machinery and sales business.

(i) To engage in the manufacturing of automobile truck trailers, automobile truck accessories, and all articles pertaining to the automobile industry, the assembling of the same, and the sale of such manufactured products and for the purpose of conducting the manufacturing business to buy, sell, and hold real and personal property in any state or territory necessary for the proper conduct of its business, and to do such other things and have such other and further powers as are necessary and incidental to carrying out the general manufacturing business of the corporation.

(j) To engage in the business of buying, selling, distributing, leasing, servicing, repairing, and otherwise dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by

all types of motor vehicles.

(l) To buy, sell, and deal in all kinds, forms and combinations of steel, iron, or other metals, and in the products of steel, iron, or other metals, and to conduct general jobbing, distribution, and sales.

(m) To engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer or otherwise for or on behalf of another; and to engage in the importing and exporting of merchandise and real and personal property of every class and description.

(n) To manufacture, buy, sell, lease and deal in motors, automobiles, trucks, motor buses and airplanes and their appliances, fuels and accessories; to operate and maintain garages and service stations in terminal freight points, and to store, rent, repair and lease motors, automobiles, trucks, motor buses and airplanes and other vehicles; to manufacture, buy, sell and repair vehicles of every description propelled by electricity, gas, gasoline, compressed air or other mode of power; to organize, maintain and operate for hire transportation service in all parts of the country for the purpose of transporting passengers, luggage, merchandise and freight of every description whatsoever by means of automobiles, motor buses, trucks, airplanes and vehicles of every kind however propelled; to do generally all and every other kind of thing necessary and incident to the business of a trucking or bus company.

(o) To engage in the business of general freight transportation by motor vehicle and to engage and operate for hire as a common carrier or contract carrier of inflammable or combustible liquid in bulk and tank vehicles or other type vehicles designed for said purposes.

(p) To engage in the business of owning, operating, leasing, renting or otherwise maintaining motorized equipment.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 81 West Washington Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Ralph H. France, II, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares which the Corporation has the authority to issue is 10,000 shares with the par value of \$10.00 per share, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have not less than three nor more than five directors; and Ralph H. France, II, Lewis C. Metzner and John H. McDowell 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 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 principal among any number of such candidates.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 9th day of October, 1979.

WITNESS:

Vicki L. Grumm  
as to Ralph H. France, II

Ralph H. France  
Ralph H. France, II

Vicki L. Grumm  
as to Lewis C. Metzner

Lewis C. Metzner  
Lewis C. Metzner

Vicki L. Grumm  
as to John H. McDowell

John H. McDowell  
John H. McDowell

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 9th day of October, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ralph H. France, II, Lewis C. Metzner and John H. McDowell, and each acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my Hand and Official Notarial Seal.

Vicki L. Grumm  
Notary Public



441

ARTICLES OF INCORPORATION  
OF  
DOUBLE T CORP.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 17, 1979 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2457, 002377, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

5.50

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*



A 90257

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

FEB 4 11 15 AM '80

LIBER 29 JUL 133  
Incorporation Record  
LAND VAUGHN J. BAKER, CLERK

Received For Record Feb. 4, 1980 at 11: 15 o'clock am Corporation Liber 29

OAK RIDGE GOLF CENTER, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

FR -4 80 A 12436 \*\*\*\*\*5.00

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

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office is 665 Pin Oak Road, 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 (1) year after dissolution and thereafter until the affairs of the Corporation are wound up, is: Helen E. Wakenight, 665 Pin Oak Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

Helen E. Wakenight, 665 Pin Oak Road, Hagerstown, Maryland 21740  
 John F. Fox, Maryland National Bank, 10 Light Street,  
 Baltimore, Maryland 21203  
 Jeanette B. Kepler, 40 Pin Oak Terrace, Hagerstown, Maryland 21740

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

<u>Name</u>	<u>Title</u>	<u>Address</u>
Helen E. Wakenight	President	665 Pin Oak Road Hagerstown, Maryland 21740
John F. Fox	Secretary & Treasurer	Maryland National Bank 10 Light Street Baltimore, Maryland 21203

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 volun-

tary 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 for which payment has not been secured.

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, Oak Ridge Golf Center, Inc. has caused these presents to be signed in its name, and on its behalf, by its President, and its corporate seal to be hereto affixed, attested to by its Secretary on this 16th day of April 1979.

ATTEST TO SIGNATURE AND CORPORATE SEAL:

OAK RIDGE GOLF CENTER, INC.

John F. Fox  
Secretary

BY: Helen E. Wakenight  
Helen E. Wakenight,  
President

STATE OF MARYLAND, City of Baltimore COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 16th day of April, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Helen E. Wakenight, President of Oak Ridge Golf Center, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation; and at the same time also personally appeared John F. Fox, and made oath in due form of law that he was Secretary of the joint meeting of the Directors and Stockholders of said Corporation at which the dissolution of the Corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Dissolution are true and correct to the best of their knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Frances Elizabeth Brown  
Notary Public  
FRANCES ELIZABETH BROWN

My Commission Expires:  
July 1, 1982

Harry C. Snook  
TREASURER FOR WASHINGTON COUNTY

Court House  
Hagerstown, Maryland 21740

April 30, 1979

RE: Dissolution - Oak Ridge Golf Center, 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

Oak Ridge Golf Center, 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 30th day of April A.D., 1979.

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

Harry C. Snook  
TREASURER FOR WASHINGTON COUNTY

Court House  
Hagerstown, Maryland 21740

August 22, 1979

RE: Dissolution - Oak Ridge Golf Center, 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

Oak Ridge Golf Center, Inc.

have been paid to and including the fiscal year July 1, 1978 to June 30, 1979. We have not received any certification for year 1979-1980.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 22nd day of August, 1979.

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



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  
OAK RIDGE GOLF CENTER, INC.  
have been paid.

WITNESS my hand and official seal this  
Twelfth                      day of      July      A.D. 1979

RECEIVED  
GENERAL INVESTIGATION  
DIVISION  
JUL 12 1979

*Jane M. Ruby*  
Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION of the  
OAK RIDGE GOLF CENTER, INC.

were received for record on, October 15, 1979,  
in accordance with the provisions of Sec. 77 of Art. 23 of the  
Code (1957 Edition).

*William L. Shoemaker*  
William L. Shoemaker,      Director

426

ARTICLES OF DISSOLUTION  
OF  
OAK RIDGE GOLF CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 15, 1979 at 8:30 o'clock A M. as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber *2457*, folio *140* 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 \$ 30.00

To the clerk of the Circuit Court of Washington County

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

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

*William J. Simmons*



A 90136

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

FEB 4 11 15 AM '80

LIBER *29* folio *140*  
INCORPORATION RECORD  
LAND    
VAUGHN J. BAKER, CLERK

bt

Received For Record Feb. 4, 1980 at 11:15 o'clock am Corporation Liber 29

PETRO POWER RENTAL CORP.  
Route 1, Box 161  
Oxford, Maryland  
21654

FEF -4-80 A 12437 \*\*\*\*\*5.00

ARTICLES OF REVIVAL\*

TITLE 3, SUBTITLE 508-509-510 of  
"CORPORATIONS AND ASSOCIATIONS ARTICLE" OF THE ANNOTATED CODE

PETRO POWER RENTAL CORP. a Maryland corporation having  
its principal office in <sup>Washington</sup> County, Maryland (hereinafter called  
the Corporation), hereby certifies to the STATE DEPARTMENT OF  
ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on  
April 3 1979, 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 for-  
feiture of its charter was PETRO POWER RENTAL CORP.

THIRD: The name of which the Corporation will hereafter be  
known is PETRO POWER RENTAL CORP.

FOURTH: (a) The post office address of the principal office  
of the Corporation in the State of Maryland is 24 Spring Creek Road,  
Hagerstown, Washington County, MD and said principal office is  
located in the same county in which the principal office of the  
Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident  
agent of the corporation in the State of Maryland are David G. Ghysels,  
Route 1, Box 161, Talbot County, Oxford, Maryland 21654. Said resident  
agent is a citizen actually residing in this State (or a corporation

of this state).

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

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;
- (c) Paid all state and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and
- (d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

SIXTH: The last acting President, Vice-President, Secretary and Treasurer of the Corporation are unwilling to sign and acknowledge these Articles of Revival; there are less than three of the last acting directors of the Corporation able and willing to sign and acknowledge these Articles of Revival; and these Articles of Revival are, therefore, signed and acknowledged by the undersigned as the directors.

David G. Ghysels

Doris M. Ghysels

Lisa K. Ghysels

*David G. Ghysels*  
*Doris M. Ghysels*  
*Lisa K. Ghysels*

IN WITNESS WHEREOF, the undersigned as three of the last acting directors of the Corporation (or as directors elected for that purpose has hereinabove set forth) have signed these Articles of Revival on October 10, 1979.

Last Acting Directors (or Directors Elected as above Set Forth)

David G. Ghysels  
David G. Ghysels

Doris M. Ghysels  
Doris M. Ghysels

Lisa K. Ghysels  
Lisa K. Ghysels

STATE OF Maryland  
County of Talbot SS:

I HEREBY CERTIFY that on October 10, 1979, before me, the subscriber, a notary public of the State of Maryland in and for the County of Talbot, personally appeared David G. Ghysels, Doris M. Ghysels, and Lisa K. Ghysels, and as three of the last acting directors (or as three directors elected for the purpose of executing, acknowledging and filing Articles of Revival) of PETRO POWER RENTAL CORPORATION, a Maryland corporation, severally acknowledged the foregoing Articles of Revival to be their act.

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



Patricia Parker Carr

MY COMMISSION EXPIRES: July 1, 1982

ARTICLES OF REVIVAL  
OF  
PETRO POWER RENTAL CORP.

415

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 11, 1979 at 2:00 o'clock p. M. as in conformity  
with law and ordered recorded.

*H*

Recorded in Liber 2457.000689, 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*



A 90047

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

FEB 4 11 35 AM '80

LIBER 29 1440  
Incorporation Records  
VAUGHN J. BAKER, CLERK

Received For Record February 4, 1980 at 11:15 o'clock am Corporation Liber 29

## ARTICLES OF INCORPORATION

OF

FEB -4-80 A# 12438 \*\*\*\*\*5.00

RAY-JOHN TRI-STATE TRUCK SERVICE, INC.

FIRST: I, ARTHUR CAMP STANLEY, III, whose post office address is Route 4, Box 622, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is

RAY-JOHN TRI-STATE TRUCK SERVICE, INC.

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

(1) To service and repair all manner and kinds of trucks, tractors, trailers, automobiles and heavy equipment and to purchase, sell, lease and otherwise deal in all manner and kinds of trucks, tractors, trailers, automobiles and heavy equipment.

(2) To engage in the purchase and resale of all types and manner of parts, equipment, tires, batteries, accessories, etc. which are normally and commonly used by trucks, tractors, trailers, automobiles and heavy equipment.

(3) To buy, sell, mortgage, pledge, own any and all type of real and personal property.

(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.

FOURTH: The post office address of the principal office of The Corporation in this State is Airport Industrial Park, Route 8, Box 180 A, Hagerstown, Maryland 21740. The name and

post office address of the resident agent of the Corporation in this State is ARTHUR CAMP STANLEY, III, Route 4, Box 622, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1) which number 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 (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: ARTHUR CAMP STANLEY, 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 power 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 share 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 1<sup>st</sup> day of October, 1979, and I acknowledge the same to be my act.

WITNESS:

*Judith Hollingsworth*

*Arthur Camp Stanley, III*  
Arthur Camp Stanley, III

ARTICLES OF INCORPORATION  
OF  
RAY-JOHN TRI-STATE TRUCK SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland      October 9, 1979      at      9:00 o'clock      A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2456, 003311, 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*



A 89985

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

FEB 4 11 15 AM '80

LIBER 29 - JULIO 150  
Incorporation Record  
LAND         
VAUGHN J. BAKER, CLERK

gcp

Received For Record February 4, 1980 at 11:16 o'clock am Corporation liber 29

ARTICLES OF INCORPORATION  
OF  
AMERICAN MARKETING FUTURITY INC.

FEB -4-80 A# 12439 \*\*\*\*\*5.00

Resend  
1/8

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Frank F. Levine and Marjorie Levine, whose address is 308 Donny Brook Drive, Hagerstown, Maryland, being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, execute these Articles with the intention of forming a corporation by the execution and filing of these Articles.

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

American Marketing Futurity Inc.

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

(A) To market and distribute products and act as consultant to businesses and management.

(B) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(C) To invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, convey, mortgage, exchange, improve, subdivide and otherwise deal in and dispose of real and personal property of every kind and description.

(D) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts,

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

(F) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract

by, any other corporation, partnership or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation, partnership or association.

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

(H) To enter into any kind of activity and perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the purpose of the Corporation.

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

restrict 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 address of the principal office of the Corporation in this State is 308 Donny Brook Drive, Hagerstown, Maryland. The resident agent of the Corporation is Frank F. Levine, whose address is 308 Donny Brook Drive, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: That the total number of shares of stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of the par value of one dollar (\$1.00) a share, all of one class; and having an aggregate par value of one hundred thousand dollars (\$100,000.00).

SIXTH: That the number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Frank F. Levine, Marjorie Levine, and Linda Wasserman.

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

(A) The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock, with or without par value, of

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

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

EIGHTH: That no contract or other transaction between the Corporation and any other corporation or corporations, partnership or individuals and no act of this Corporation, shall be deemed to be affected or invalidated by the fact that any one or more or all of the directors or officers of this Corporation is or are interested in or is or are directors or officers or partners of such other corporation or corporations or partnership; and any director or officer, or directors or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in

which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, partnership, firm or corporation shall be affected or invalidated by the fact that any director or officer, or directors or officers, of this Corporation is or are a party or parties to or interested in such contract, act or transaction or in any way connected with such person or persons, partnership, firm or corporation, and each and every person who may become a director or officer of 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 26 day of September, A.D., 1979.

Jacob B. Berkson  
 Witness  
 JACOB B. BERKSON

Frank F. Levine  
 Frank F. Levine

Linda M. Rohrer  
 Witness

Marjorie Levine  
 Marjorie Levine

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 26th day of September, A.D., 1979, before me, the subscriber, personally appeared Frank F. Levine and Marjorie Levine and acknowledged the foregoing Articles of Incorporation to be their act.

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



Linda M. Rohrer  
 Notary Public

My Commission Expires:  
July 1, 1982

ARTICLES OF INCORPORATION  
OF  
AMERICAN MARKETING FUTURITY INC.

398

approved and received for record by the State Department of Assessments and Taxation  
of Maryland at 10:00 o'clock A M. as in conformity  
with law and ordered recorded. October 8, 1979

7

Recorded in Liber 2456 (002769), 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 89902

FEB 4 11 16 AM '80

LIBER 29 FOLIO 155  
Information Record  
VAUGHN J. BAKER, CLERK

RECEIVED For Record February 1980 at 11:16 o'clock am Corporation Liber 29

ED

EDWARD N. BUTTON, P.A.

ARTICLES OF INCORPORATION

FEB -4-80 A# 12440 \*\*\*\*\*5.00

FIRST: I, EDWARD N. BUTTON, whose post office address is 580 Northern Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, 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 hereafter called "the Corporation") is

EDWARD N. BUTTON, P.A.

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

(1) To engage in every aspect of the general practice of law;

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, 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 580 Northern Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward N. Button, 580 Northern 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 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 Edward N. Button.

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

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

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

2. The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion

rights of, such shares.

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

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 in 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 warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;
- (e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its

goodwill and franchises;

- (f) the voluntary or involuntary liquidation, dissolution, or winding-up or 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 Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH, 3.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3<sup>rd</sup> day of October, 1979, and I acknowledge same to be my act.

WITNESS:

*Karen D. Archant*

*Edward N. Button*  
Edward N. Button

ARTICLES OF INCORPORATION  
OF  
EDWARD N. BUTTON, P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 4, 1979 at 4:00 o'clock P. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2456, 002166 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 89839

FEB 4 11 16 AM '80

LIBER 29 FOLIO 162  
Incorporation Record  
LAND  
VAUGHN J. BAKER, CLERK

Received For Record February 4, 1980 at 11:16 o'clock am Corporation Liber 29

ARTICLES OF INCORPORATION

OF

EDWARD J. DRAWBAUGH, M.D., P.A.

FEB -4-80 A# 12441 \*\*\*\*\*5.00

*ED*

FIRST: I, Edward John Drawbaugh, whose post office address is 1825 Howell Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, 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 is: Edward J. Drawbaugh, M.D., P.A.

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

(1) To engage in the profession of practicing medicine in Maryland; 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 Maryland Annotated Code, 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 1825 Howell Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ralph H. France, II, 81 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 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: Edward J. Drawbaugh, M.D.

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 or classes, whether now or hereafter authorized.
2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.
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 warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;
  - (e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

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

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation;

such 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 Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article 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 27<sup>th</sup> day of September, 1979, and I acknowledge same to be my act.

WITNESS:

Camela S. Artz

Edward J. Drawbaugh, M.D.  
Edward J. Drawbaugh, M.D.

ARTICLES OF INCORPORATION

OF

EDWARD J. DRAWBAUGH, M.D., P.A.

383

approved and received for record by the State Department of Assessments and Taxation of Maryland October 4, 1979 at 10:00 o'clock <sup>A</sup> M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2456 001982, 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 \$ 5.20

To the clerk of the Circuit Court of Washington County

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

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

*William J. Simmons*



A 89799

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

FEB 4 11 16 AM '80

LIBER 29 167  
Incorporation record  
VAUGHN J. BAKER, CLERK

Redeoved For Record February 4, 1980 at 11:16 o'clock am Corporation Liber 29

CREAGER, BUTTON & DAY, P.A.

ARTICLES OF AMENDMENT

FEB -4 80 A# 12444 \*\*\*\*\*5.00

CREAGER, BUTTON & DAY, 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 AND 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 & DAY, 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 *14<sup>th</sup>* day of *September*, 1979, and its President acknowledges that these Articles of Amendment are the act and deed of CREAGER, BUTTON & DAY, 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 &amp; DAY, P.A.



*Michael G. Day*  
MICHAEL G. DAY, Secretary

By: *Charles E. Creager*  
CHARLES E. CREAGER, President

ARTICLES OF AMENDMENT  
OF  
CREAGER, BUTTON & DAY, P.A.  
changing its name to  
CREAGER AND DAY, P.A.

376

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 2, 1979 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2456, 001071, 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*



A 89658

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

FEB 4 11 16 AM '80

LIBER 29 172  
Incorporation Record  
LAND    
VAUGHN J. BAKER, CLERK

Received For Record February 4, 1980 at 11:16 o'clock am Corporation liber 29

## ARTICLES OF INCORPORATION

OF

GEORGIA NEWMAN, INC.

A Close Corporation

FEB -4-80 A# 12443 \*\*\*\*\*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 GEORGIA NEWMAN, INC.

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

(a) To engage in the hairdressing business and the operation of a beauty salon and such other activities as are 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

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 foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or 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 2027 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.

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 Georgia Newman.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28<sup>th</sup> day of September, 1979.

Witness:

LAW OFFICES RICHARD W. LAURICELLA

Merian Marshall

Richard W. Lauricella (SEAL)  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 28<sup>th</sup> day of September, 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 foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.



Merian Marshall  
Notary Public

My Commission expires:

7/1/82

ARTICLES OF INCORPORATION  
OF  
GEORGIA NEWMAN, INC.

377

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 2, 1979 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2456 (001) 173, 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. Simmon*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 89682

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
LIBER 2456 (001) 173

OCT 4 11 15 AM '79

LIBER 29 FOLIO 175  
Incorporation Record  
VAUGHN J. BAKER, CLERK

Received For Record February 4, 1980 at 11:16 o'clock am Corporation Liber 29

ARTICLES OF INCORPORATION  
OF  
GREAT NORTHEASTERN AUTO CLUB, INC.

FEB -4-80 A# 12442 \*\*\*\*\*5.00

THIS IS TO CERTIFY:

FIRST: That I, William S. Barton, 100 West Washington Street, Hagerstown, Maryland, the subscriber, as Incorporator, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgement and filing of these Articles.

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

"GREAT NORTHEASTERN AUTO CLUB, INC."

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

(a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring and generally dealing in the installation, repair and servicing of automobile and truck engine and ignition parts and accessories and to engage in the business of purchasing, acquiring, owning, selling, leasing and generally dealing in all types of machinery, tools, supplies and equipment necessary and incidental to the installation, repair and servicing of automobile and truck engine and ignition parts and accessories.

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

(c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation, co-

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 8, Box 242A Airport, Hagerstown, Maryland 21740. The resident agent of the Corporation is John Hall, whose address is Route 8, Box 244, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is ten thousand (10,000) shares having no par value.

SIXTH: The Corporation shall have three (3) directors and John Redford, Ruby L. Redford and Gary Jessop shall act as such until the first annual meeting or until their successors are

duly chosen and qualify.

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

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

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

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 21<sup>st</sup> day of SEPT., 1979.

WITNESS:

Sheraldon M. Lum

William S. Barton  
William S. Barton

(SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 27<sup>th</sup> day of *September* 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William S. Barton and acknowledged the foregoing Articles of Incorporation to be his act.

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

*Sheraldine M. Lum*  
Notary Public

Commission Expires  
7-1-82



ARTICLES OF INCORPORATION  
OF  
GREAT NORTHEASTERN AUTO CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 1, 1979 at 11:00 o'clock A.M. as in conformity  
with law and ordered recorded.

*5*

Recorded in Liber *2456*, ~~991433~~, 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. Summons*



A 89731

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

FEB 4 11 16 AM '80

LIBER *29* JULY 180  
Incorporation Record  
VAUGHN J. BAKER, CLERK

Received For Record Feb. 22, 1980 at 1:07 o'clock pm liber 29

J. S. INDUSTRIES, INC.

FEB 22-80 A 14107 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

FIRST: I, John H. Strite II, whose post office address is Route 6, Box 139-B, Hagerstown, Maryland 21740 being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

J. S. INDUSTRIES, INC.

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

1. To own and carry on the business of electronics suppliers.
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 Leitersburg Pike, Post Office Box 2035, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is John H. Strite II, whose post office address is Route 6, Box 139-B, 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: John H. Strite II, Linda C. Strite.

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.

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

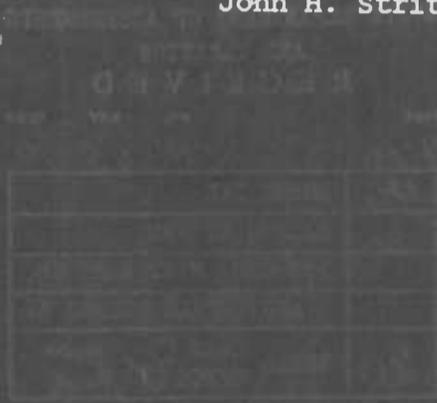
vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5<sup>th</sup> day of NOVem Ber, 1979, and I acknowledge the same to my act.

WITNESS:

John Lynn Miller

John H. Strite, II (SEAL)  
John H. Strite II



ARTICLES OF INCORPORATION  
OF  
J. S. INDUSTRIES, INC.

542

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 13, 1979 at 4:00 o'clock P.M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2459, 002713, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

5.00

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

William J. Summers



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91198

FEB 22 1 07 PM '80

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

LAND    
VAUGHN J. BAKER, CLERK

Received For Record February 22, 1980 at 1:07 o'clock pm corporation liber 29  
FAZ/ART, INC.

ARTICLES OF INCORPORATION FEB 22 80 A# 14106 \*\*\*\*\*5.0

B  
FIRST: I, Carole C. Artkop, whose post office address is 1004 Brinker Drive, Apartment #101, Hagerstown, Maryland 21740 being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

FAZ/ART, INC.

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

1. To own and carry on the business of operating taverns.
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 1004 Brinker Drive, Apartment #101, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Carole C. Artkop, whose post office address is 1004 Brinker Drive, Apartment No. 101, 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: Carole C. Artkop.

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.

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 2<sup>nd</sup> day of November, 1979, and I acknowledge the same to my act.

WITNESS:

Debra J. Hanson

Carole C. Artkop (SEAL)  
CAROLE C. ARTKOP

ARTICLES OF INCORPORATION  
OF  
FAZ/ART, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 16, 1979 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 4459, 003082 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

5.00

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91260

FEB 22 1 07 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record Feb. 22, 1980 at 1:07 o'clock pm corporation liber 29

FEB 22 80 AM 11:05 \*\*\*\*\*6.50

ARTICLES OF INCORPORATION  
HAGERSTOWN CITY CENTRE FOUNDATION, INC.

The undersigned, David Lewis, a person of at least eighteen years of age, hereby undertakes to form a corporation under the general laws of Maryland.

ONE: NAME. The name of the corporation is HAGERSTOWN CITY CENTRE FOUNDATION, INC.

TWO: PRINCIPAL OFFICE AND RESIDENT AGENT. The address of the corporation's principal office is 14 Public Square, Hagerstown, Maryland 21740. The name and address of its resident agent is Arthur Schneider, 1329 Pennsylvania Avenue, Hagerstown, Washington County, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

THREE: PURPOSES. This corporation is organized and chartered to assist through its efforts and those of cooperative institutions, organizations and associations and which from time to time offer assistance, to develop, advertise for and advance the business prosperity and economic welfare of Hagerstown, Maryland, with emphasis on City Centre Hagerstown; to purchase, rent or lease real property; to solicit, encourage and assist in the location of new and relocation of existing businesses and industry in Hagerstown, Maryland; to rehabilitate existing businesses, residences, and industries in Hagerstown, Maryland; to stimulate and assist in the expansion of all kinds of business activity which will promote business development and maintain and insure the economic stability of Hagerstown, Maryland; to encourage a situation wherein employment opportunities in Hagerstown are maximized; to cooperate with the governments of the United States, the several states, and their political subdivisions, and the counties and municipalities of the State of Maryland, to

effect the promotion and advancement of industrial and business development in Hagerstown; to cooperate with public and private organizations and associations to effect the advancement of industrial, residential, and business development in Hagerstown, Maryland; to borrow money and obtain credit from lawful lending institutions and governmental agencies for the promotion and effectuation of the above enumerated purpose, to furnish money and credit to approved and deserving applicants, for the promotion, development, and conduct of all kinds of business, industrial and residential activity in Hagerstown, Maryland; and all other lawful activities that may be engaged in for the purpose of the promotion and advancement of the economic welfare of business and industries located in or having economic influence in Hagerstown, Maryland and otherwise to do any lawful act. The term Hagerstown, Maryland, shall mean for the purpose of these Articles its corporate limits, or anywhere within the economic sphere of influence.

FOUR: NON-PROFIT AND NON-STOCK. The corporation shall be nonstock and non-profit. 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 enumerated above. No substantial part of the activities of the corporation shall be employed to influence legislation without affirmative vote of a full majority of the Board of Directors, and the corporation shall not participate in, or intervene in (including the publication of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not engage in any activity not permitted to be carried on (a) by a

corporation except from Federal Income Tax under Sec. 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(v)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Law).

FIVE: DISSOLUTION. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively to such organization or organizations organized and operated for the charitable purposes listed under Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SIX: MEMBERSHIP. Any corporation or person over the age of eighteen (18) years of age, residing, being employed in, or operating a business in Hagerstown or Washington County, shall be eligible to make application to the Board of Directors for membership in the corporation. Applicants shall be admitted to membership upon application to, and approval by the board of directors. The annual meeting of members shall be held on the second Tuesday in the month of June in the principal office of the corporation. The board of directors may select another location for the annual meeting of the members of the corporation. Additionally, the board of directors may also select another date for the annual meeting. Members must be notified in writing, not less than fifteen (15) days before the date of the meeting, as changed, of such change in time or location. Members constituting at least thirty percent (30%) of the total membership must be present to constitute a quorum for the purposes of conducting business. Each member shall have one vote. Action shall be by majority vote of those present in person or by proxy.

The initial members of the corporation shall be:

1. Mr. Walter E. Bailey,  
Rt. 1, Box 206,  
Hagerstown, MD. 21740
2. Mr. LeRoy R. Burtner  
Washington County Economic Development Comm.  
Washington County Court House  
Hagerstown, MD. 21740
3. Mr. Michael G. Callas  
Callas Contractors, Inc.  
P.O. BOX 888  
Hagerstown, MD. 21740
4. Mr. Ron L. Coss  
Impact Graphics Inc.  
329 No. Potomac Street  
Hagerstown, MD. 21740
5. Mr. John Dean  
Hopkins & Keuper, Inc.  
1317 Dual Highway  
Hagerstown, MD. 21740
6. Mr. John Doarnberger  
Maryland National Bank  
82 West Washington Street  
Hagerstown, MD. 21740
7. Mr. Robert B. Frank  
Settles Real Estate  
130 West Washington Street  
Hagerstown, MD. 21740
8. Mr. John H. Garrott  
Livestock  
East First Street  
Hagerstown, MD. 21740
9. Mr. Charles A. Gibney  
59 West Franklin Street  
Hagerstown, MD. 21740
10. Mr. Charles Grice, Jr.  
Charisma of Hagerstown  
28 Jonathan Street  
Hagerstown, MD. 21740
11. Mr. Vincent Groh  
21 Summitt Avenue  
Hagerstown, MD. 21740
12. Mr. Roland G. Hebb  
152 West Washington Street  
Hagerstown, MD. 21740

13. Mr. Scott Hoffman  
Hagerstown Trust Company  
83 West Washington Street  
Hagerstown, MD. 21740
14. Mr. Richard Hopkins  
Hopkins & Keuper, Inc.  
1317 Dual Highway  
Hagerstown, MD. 21740
15. Mr. Richard L. Kautz  
Director of Planning, City Hall  
Hagerstown, MD. 21740
16. Mr. Norman E. Keuper  
Hopkins & Keuper, Inc.  
1317 Dual Highway  
Hagerstown, MD. 21740
17. Mr. Richard W. Lauricella  
245 North Potomac Street  
Hagerstown, MD. 21740
18. Mr. David Lewis  
Loyola Federal Savings & Loan Association  
32 North Potomac Street  
Hagerstown, MD. 21740
19. Ms. Dorothy M. McDonald  
Pat Paddack Realtor  
1200 Dual Highway  
Hagerstown, MD. 21740
20. Mr. Dennis C. Miller  
Potomac Edison Company  
Downsville Pike  
Hagerstown, MD. 21740
21. Ms. Susan Nicholson  
Maryland National Bank Building, Rm. 502  
82 West Washington Street  
Hagerstown, MD. 21740
22. Mr. William F. Parks  
16 East Antietam Street  
Hagerstown, MD. 21740
23. Mr. Steven T. Sager  
Supervisor of CD Programs,  
City Hall  
Hagerstown, MD. 21740
24. Mr. Arthur Schneider  
1329 Pennsylvania Avenue  
Hagerstown, MD. 21740
25. Mr. James M. Schurz  
Herald-Mail Company  
100 Summit Avenue  
Hagerstown, MD. 21740

26. Mr. Hilton C. Smith  
The Dagmar  
50 Summit Avenue  
Hagerstown, MD. 21740
27. Mr. George E. Snyder, Jr.  
81 West Washington Street  
Hagerstown, MD. 21740
28. Mr. Richard L. Souders  
Marketing Representative  
First National Bank of Maryland  
101 West Washington Street  
Hagerstown, MD. 21740
29. Mr. Ray Tarrach  
Antietam Bank Company  
1625 Dual Highway  
Hagerstown, MD. 21740
30. Mr. D. Blaine Weaver  
First Federal Savings & Loan  
100 West Washington Street  
Hagerstown, MD. 21740

SEVEN: DIRECTORS. The Board of Directors shall consist of at least five directors, Directors shall receive no compensation for performance of their duties as directors. Directors shall hold office for a period of at least two years and thereafter until their successors are properly elected and qualified. The presence of three directors at a meeting of directors shall constitute a quorum. Action may be taken by a majority vote of the directors present. The Board of Directors shall meet from time to time as is necessary or as provided by the corporate by laws. Notice of meetings of the Board of Directors shall be given in writing at least fifteen days prior to the proposed date of the meeting, unless the requirement for notice is waived by all directors. The names and addresses of all persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and qualified are:

- Chairman: 1. David Lewis
- Members: 2. Walter E. Bailey  
3. Ron L. Coss  
4. Steven T. Sager  
5. Scott Hoffman

EIGHT: OFFICERS. All officers of the corporation must be members of the corporation. There shall be a President, one or more Vice Presidents as the Board of Directors may elect, a Secretary, and a Treasurer. The President must be a Director of the corporation. Compensation for officers shall be as prescribed by the Board of Directors. Officers shall hold office for a period of two years and until successors are properly elected and qualified.

NINE: CAPITALIZATION. The corporation is not entitled to issue stock. The corporation may borrow money in such amount and forms of transaction as shall from time to time be authorized by the Board of Directors, and approved by a majority vote of the full membership.

TEN: BYLAWS. The power to make, alter, and repeal the ByLaws shall be authorized by the Board of Directors and approved by a majority vote of the full membership. These Articles shall serve as the Bylaws (Art. 23 Sec. 4c(3) or successor provisions) until such time as the membership elects to adopt separate by-laws.

In witness whereof, I have signed these Articles of Incorporation on this 16 day of November, 1979.

  
David Lewis

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 16<sup>th</sup> day of November, 1979, before me, the undersigned officer, personally appeared David Lewis, known to me to be the person whose name is subscribed to within this instrument and acknowledged that he executed it for the purposes therein contained.

*[Signature]*  
NOTARY PUBLIC

My Commission Expires: July 1, 1982

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN CITY CENTRE FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 20, 1979 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

9

Recorded in Liber 2460, 000592, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

6.50

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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91360

FEB 22 1 07 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record Feb. 22, 1980 at 1:07 o'clock pm corporation liber 29

FEB 22-80 A# 14104 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

CLASSIC CARS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Richard H. Cooper, Vernabell E. Cooper, and Richard H. Cooper, Jr., whose post office address is 1814 Brightwood Drive, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, associate themselves with the intention of forming a corporation by the execution and filing of these Articles.

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

CLASSIC CARS, INC.

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

- (a) To engage in a general merchandising business.
- (b) To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of any kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, insurance and real estate, wares and merchandise of every description.
- (e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including any of the aforesaid businesses), or any other businesses that the Corporation may

Dec 26 9 29 AM '79

NOV 15 9 10 AM '79

be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue of, in accordance with the laws of the State of Maryland, stocks, bonds, or other securities of the Corporation or otherwise.

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

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

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

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

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

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

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

3.

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

FOURTH: The post office address of the principal office of the Corporation in this state is 505 S. Buhans Blvd., Hagerstown, Maryland. The resident agent of the Corporation is Richard H. Cooper whose post office address is 1814 Brightwood Drive, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The corporation shall have three (3) directors and Richard H. Cooper, Vernabell E. Cooper, and Richard H. Cooper, Jr. shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

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

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

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

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereinafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, 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 be authorized by the holders of two-thirds of all such stock at the time outstanding, by vote at a meeting, or in writing with or without a meeting.

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

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

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

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

5.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 19 day of OCTOBER, 1979.

Richard H. Cooper (SEAL)  
Richard H. Cooper

Vernabell E. Cooper (SEAL)  
Vernabell E. Cooper

Richard H. Cooper, Jr. (SEAL)  
Richard H. Cooper, Jr.

TEST:

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 19 day of OCTOBER, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Richard H. Cooper, Vernabell E. Cooper, and Richard H. Cooper, Jr., known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the same to be their respective act.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

D. Paul Lee Baker  
NOTARY PUBLIC

MY COMMISSION EXPIRES  
My Commission Expires July 1, 1982



ARTICLES OF INCORPORATION  
OF  
CLASSIC CARS, INC.

507

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 19, 1979 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber 2460, Book 1307, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91449

FEB 22 1 07 PM '80

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

LAND \_\_\_\_\_  
WAUGHN J. BAKER, CLERK



of August, 1979, 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.

SEVENTH: The dissolution of the Corporation as proposed and advised by the Board of Directors was authorized by the stockholders of the Corporation at a meeting duly convened and held on the 23rd day of August 1979, by the affirmative vote of all of the stockholders entitled to vote thereon.

EIGHTH: The dissolution of the Corporation has been duly advised by the Board of Directors and authorized by the stockholders of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland.

NINTH: The Corporation has no creditors.

TENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland, State Department of Assessments and Taxation of Maryland, Treasurer for Washington County, Maryland, and the Treasurer of the City of Hagerstown, Maryland, stating in effect that all taxes owing to the State of Maryland, including all taxes levied on assessments made by said Department and billed and payable to any collecting authorities by the Corporation have been paid, excepting taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected.

IN WITNESS WHEREOF, Three-Sigma, Incorporated has caused these presents to be signed in its name, and on its behalf by its President, and its Corporate Seal to be hereunto affixed and attested by its Secretary on this 27<sup>th</sup> day of August, A.D., 1979.

THREE-SIGMA, INCORPORATED

By Leo C. Hughes  
Leo C. Hughes, President

ATTEST as to seal:

Thomas J. Richards  
Thomas J. Richards, Secretary

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

I HEREBY CERTIFY, That on this *27<sup>th</sup>* day of *August* A.D., 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Leo C. Hughes, President of Three-Sigma, Incorporated, a Maryland Corporation, and in the name and on behalf of said Corporation, acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation; and at the same time personally appeared Thomas J. Richards, and made oath in due form of law that he was Secretary of the meeting of the Board of Directors of the Corporation, at which the dissolution of the Corporation was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

*Juan M. Lucas*  
Notary Public

My Commission Expires: 7/1/82



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION of the  
~~THREE-SIGMA, INCORPORATED~~

were received for record on, November 23, 1979,  
in accordance with the provisions of Sec. 77 of Art. 23 of the  
Code (1957 Edition).

*William L. Shoemaker*  
William L. Shoemaker, Director



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466                      PHONE 269-3619  
ANNAPOLIS, MARYLAND 21404

001465

213

LOUIS L. GOLDSTEIN  
COMPTROLLER  
J. BASIL WISNER  
CHIEF DEPUTY

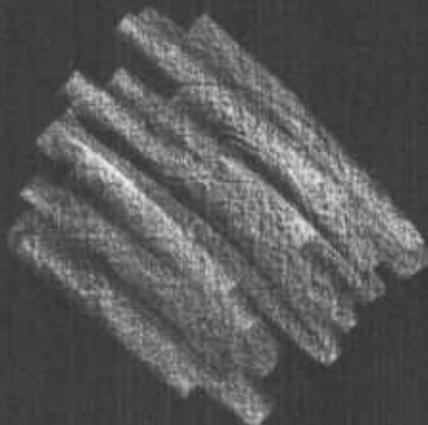
GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ, C.P.A.  
DIVISION CHIEF

THIS IS TO CERTIFY, That the books of the  
State Comptroller's Office and of the Department of  
Employment Security, as reflected in their certifi-  
cation 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

THREE-SIGMA CORPORATION

have been paid.

WITNESS my hand and official seal this  
Twenty-sixth            day of October    A.D. 1979.



*Jane M. Ruckey*  
Deputy Comptroller

ARTICLES OF DISSOLUTION  
OF  
THREE-SIGMA, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 23, 1979 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2460, folio 001461, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

To the clerk of the \_\_\_\_\_ Circuit Court of \_\_\_\_\_ Washington County

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

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

*William J. Sammons*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91469

FEB 22 1 07 PM '80

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

LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record Feb. 22, 1980 at 1:11 o'clock pm corporation liber 29

Handwritten initials "RB" in the left margin.

ARTICLES OF INCORPORATION  
OF  
CROWN HILL STONE OF MARYLAND, INC.  
(A Close Corporation)

FEB 22 90 AM 1410Z \*\*\*\*\*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 CROWN HILL STONE OF MARYLAND, INC.

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

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

LAW OFFICES RICHARD W. LAURICELLA

(d) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United State 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 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.

The aforesaid 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 purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 1625 Fountainhead 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; (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 Maryland. The name of the Director who shall act until the Charter is approved shall be Thomas Quinn.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this  
*19th* day of *November*, 1979.

Witness:

*Marian Marshall*                      *Richard W. Lauricella*  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *19th* day of *November*, 1979,  
before me, the subscriber, a Notary Public of the State of Maryland, in and  
for Washington County, personally appeared Richard W. Lauricella and acknowl-  
edged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

*Marian Marshall*  
Notary Public

My Commission expires:

*7/1/82*



LAW OFFICES RICHARD W. LAURICELLA

ARTICLES OF INCORPORATION  
OF  
CROWN HILL STONE OF MARYLAND, INC.

568

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 23, 1979 at 12:00 o'clock Noon M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2460, folio 1553, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91487

FEB 22 1 07 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record Feb. 22, 1980 at 1:07 o'clock pm Corporation liber2 9

K & M SELF SERVICE LAUNDRY, INC.

ARTICLES OF TRANSFER

OF ASSETS

FEB 22 80 AM 14101 \*\*\*5.1

HD  
K & M Self Service Laundry, Inc., a Maryland Corporation having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation has entered into a written contract whereby the Corporation agreed to sell and the Buyers agreed to buy the hereinafter described property, which amounts to substantially all of the assets of the Corporation, at the price and on the other terms and conditions hereinafter set forth.

(a) The property agreed to be sold and transferred as aforesaid is described as follows: situate in the City of Hagerstown, Washington County, Maryland, and is known as the "Ringer Building" at 640-642 Frederick Street, Hagerstown, Maryland, the land on which said improvements are located fronts approximately 86 feet on the east side of said Frederick Street and extends back therefrom 100 feet to a fence on the north side, on which it abuts for a distance of approximately 26 feet, and 200 feet to an alley on the south side, on which it abuts for a distance of 60 feet.

(b) The terms and conditions of said sale, as set forth in said contract, are as follows: The selling price is \$75,000.00 to be paid as follows: \$5,000.00 thereof to be paid on the execution of the contract, \$5,000.00 thereof to be paid on date of settlement and the balance thereof, being the sum of \$65,000.00, to be paid in 5 years with interest at the rate of 9 3/4%, with interim monthly payments of \$1,373.08, all as evidenced by a mortgage back to Seller covering said property; recording taxes due on said transfer will be divided equally between the parties and property taxes will be prorated between them as of date of settlement.

(c) The names and addresses of the buyers under said contract are as follows: Hayes A. Hatcher and Helen J. Hatcher whose residence address is Route 1, Falling Waters, West Virginia 25419 and whose principal place of business is known as Hagerstown

Kawasaki and is located at 640 Frederick Street, Hagerstown, Maryland.

SECOND: The Corporation was incorporated in the year 1967 under the Laws of the State of Maryland with principal office in, and a resident agent of, the County of Washington in said State.

THIRD: The Corporation continues to have its principal office in the County of Washington in the State of Maryland and, after the transfer, will continue to have an interest in land in said Washington County; the Corporation has not had, and after said transfer will not have, an interest in land in any other County of the State of Maryland.

FOURTH: The Board of Directors of the Corporation at a meeting duly convened on September 18, 1979, by resolution adopted by a unanimous vote of all of the Directors of the Corporation, advised, authorized and approved the transfer set forth in these Articles and directed that the matter of the transfer be considered by the Stockholders of the Corporation at their next regular meeting or at a special meeting called for that purpose and the Stockholders of the Corporation, at a meeting duly convened on September 18, 1979, by unanimous vote of all of the stockholders of the Corporation, confirmed and adopted the action of the Board of Directors and, by so doing, advised, authorized and approved said transfer; the respective actions of the Board of Directors and Stockholders and the unanimous votes taken thereon fulfill the requirements of the Laws of the State of Maryland and of the Corporation's Charter regarding transfers of the nature herein set forth.

FIFTH: The name and address of the resident agent of the nonresident, noncorporate transferees in said transfer is: Michael P. Coyle, 319 Mealey Parkway, Hagerstown, Maryland.

IN WITNESS WHEREOF, K & M SELF SERVICE LAUNDRY, 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 attached by its Secretary, on *November 2, 1979.*

Attest:  
  
 Virginia E. Earley  
 Secretary

K & M SELF SERVICE LAUNDRY, INC.  
 By *Theodore H. Earley*  
 Theodore H. Earley  
 President



ARTICLES OF TRANSFER

BETWEEN

568

K & M SELF SERVICE LAUNDRY, INC. (MD. CORP.) Transferor

AND

HAYES A. HATCHER AND HELEN J. HATCHER (INDIVIDUALS)  
Transferees

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 23, 1979 at 10:30 o'clock A M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2460, 041661, 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 Certif. In Washington Co. Land Record Office  
\$ 24.00

To the clerk of the Circuit Court of Washington County

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

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

*William J. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91511

FEB 22 1 07 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

224

ARTICLES OF AMENDMENT

FEB 22-80 A# 14100 \*\*\*\*\*5.00

ANTIETAM MEDICAL ASSOCIATES, DRS. SPENCER AND COHEN, P.A.

Antietam Medical Associates, Drs. Spencer and Cohen, 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:

SECOND: That the name of the Corporation is:

ANTIETAM MEDICAL ASSOCIATES,  
DRS. SPENCER AND COHEN, P.A.

and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is:  
ANTIETAM MEDICAL ASSOCIATES,  
DRS. SPENCER, COHEN AND BRULL, P.A.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on October 4, 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 October 11, 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 Antietam Medical Associates, Drs. Spencer and Cohen, 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:

ANTIETAM MEDICAL ASSOCIATES,  
DRS. SPENCER AND COHEN, P.A.

Secretary

By:

Charles C. Spencer, M.D.  
President

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

I HEREBY CERTIFY that on this            day of            A.D. 1979  
before me the subscriber, a Notary Public in and for the State  
and County aforesaid, personally appeared Charles C. Spencer, M.D.,  
President of Antietam Medical Associates, Drs. Spencer and Cohen, 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  
July 1 1982



573

ARTICLES OF AMENDMENT

OF

ANTIETAM MEDICAL ASSOCIATES DRs. SPENCER AND COHEN, P.A.

Changing its name to

ANTIETAM MEDICAL ASSOCIATES, DRs.SPENCER, COHEN AND BRULL, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 26, 1979 at 10:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2460, 002025, 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. Hammons*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91554

NOV 28 22 1 07 PM '80  
LIBER \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record February 22, 1980 at 1:07 o'clock pm, libery  
FEB 22 1980 14099 \*\*\*\*\*500

ARTICLES OF INCORPORATION  
LEITCO, INC.

(A Close Corporation under Article 23, Section 100)

10

THIS IS TO CERTIFY THAT:

FIRST: We, the undersigned, Frank S. Leiter, whose Post Office Address is 104 Knotty Pine Drive, Hagerstown, Maryland, 21740, and Virginia R. Leiter, whose Post Office address is 104 Knotty Pine Drive, Hagerstown, Maryland, 21740, both being at least 18 years of age, do hereby form a corporation under the Laws of the State of Maryland, by execution and filing of these Articles of Incorporation.

SECOND: The name of the corporation is Leitco, Inc.

THIRD: The Corporation shall be a close corporation authorized by Section 100 of the General Corporation Law of Maryland.

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

1. To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, good will, franchises and assets of any AAMCO transmissions company, authorized to do business in the State of Maryland, and to run and operate said business and to sell, lease, or otherwise dispose of any of the inventory, property, rights, contracts or good will of said business or businesses.
2. 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.
3. To carry on and transact for itself, or in account of others, the business of general merchants, general agents, general brokers, buyers, and sellers of, and dealers in, manufactured products and marketable goods, wears and merchandise of every description.
4. 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.

5. 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 purchases, 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 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.
6. 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.
7. To make reasonable gifts or contributions out of profits when authorized by its shareholders to do so, to or for the use of (i) this State, its institutions and agencies, or any political subdivision of this State, and (ii) any corporation, trust, community chest or fund, foundation, society or organization for religious, charitable, scientific, civil, literary or educational purposes.

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

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 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.

The Corporation is hereby authorized to engage in any other lawful activity for which Corporations may be organized under Article 23, Corporations, Annotated Code of Maryland, 1957 (1973 Replacement Volume), as amended from time to time, and under any successor and/or replacement of said Law.

FIFTH: The Post Office address of the principal office of the corporation in Maryland is 104 Knotty Pine Drive, Hagerstown, Maryland, 21740. The name of the Post Office address of the resident agent of the Corporation in Maryland is Frank S. Leiter, 104 Knotty Pine 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, that being voting common stock, and having an aggregate par value of One Hundred Thousand Dollars(\$100,000.00).

SEVENTH: After the completion of the organization meeting of the directors and the issuance of one or more shares of stock of the corporation, the Corporation shall have no Board of Directors. Until such time, the corporation shall have two directors, whose names are: Frank S. Leiter and Virginia R. Leiter.

EIGHTH: Clear reference to the fact that the Corporation is a close Corporation shall appear permanently at the head of each Charter document of the Corporation adopted hereafter, and the fact that this corporation is a close corporation shall be noted conspicuously upon

each certificate of issued stock and outstanding stock of the Corporation. Further, it shall be noted upon each certificate of issued and outstanding stock of the Corporation the fact that the transfer of the stock of the Corporation is restricted under certain provisions of Maryland Law. If, at a later time, the Corporation should in any way restrict transfer of the shares of the Corporation, or should enter into any agreement restricting transfer of outstanding shares of the Corporation, then this fact shall be noted conspicuously on all outstanding shares of the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 15<sup>th</sup> day of November, 1979.

WITNESS:

Mary R. M. Lavapha

Frank S. Leiter (SEAL)  
Frank S. Leiter

" "

Virginia R. Leiter (SEAL)  
Virginia R. Leiter

STATE OF MARYLAND, COUNTY OF WASHINGTON, to WIT:

I HEREBY CERTIFY that on this 15<sup>th</sup> day of November, 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Frank S. Leiter and Virginia R. Leiter and they did individually and severally acknowledge the foregoing Articles of Incorporation to be their act.

WITNESS MY HAND AND NOTARIAL SEAL.

David A. Leasure  
Notary Public

My Commission Expires:

7/82



ARTICLES OF INCORPORATION  
OF  
LEITCO, INC.

573

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 23, 1979 at 12:30 o'clock P. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2460, ~~88~~ 2016, 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. Hammond



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91560

FEB 22 1 07 PM '80

LIBER \_\_\_\_\_ FILED \_\_\_\_\_  
LAND    
VAUGHN J. BAKER, CLERK

Received For Record Feb. 22, 1980 at 1:08 o'clock pm Corporation <sup>liber 29</sup>  
FEB 22-80 A.E. 14111 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION  
 OF  
 GORMAN ENTERPRISES 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 GORMAN ENTERPRISES INCORPORATED.

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

- (a) To engage in the business of retail sales and all other uses and purposes 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 State 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 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.

The aforesaid 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 purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 780 Frederick Street, Hagerstown, Maryland, 21740.

LAW OFFICES RICHARD W. LAURICELLA  
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 100 shares of the par value of One Thousand (\$1,000.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value 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; (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 Maryland. The name of the Director who shall act until the Charter is approved shall be Larry Gorman.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this  
29<sup>th</sup> day of *October*, 1979.

Witness:

*Marion Marshall*

*Richard W. Lauricella*  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 29<sup>th</sup> day of *October*, 1979,  
before me, the subscriber, a Notary Public of the State of Maryland, in and  
for Washington County, personally appeared Richard W. Lauricella and acknowl-  
edged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

*Marion Marshall*  
Notary Public

My Commission expires:

*7/1/82*



ARTICLES OF INCORPORATION  
OF  
GORMAN ENTERPRISES INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 1, 1979 at 3:00 o'clock P. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2458, 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. Lawrence



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 90757

FEB 22 1 08 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

0006-10  
7-237

Received For Record Feb. 22, 1980 at 1:08 o'clock pm corporation liber 29

FEB 22 80 AM 14110 \*\*\*\*\*550

ARTICLES OF INCORPORATION

SAM'S AUTOMOTIVE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Samuel Kaufman, whose post office address is 860 Pennsylvania Avenue, Hagerstown, Maryland; Eleanor Kaufman, whose post office address is 860 Pennsylvania Avenue, Hagerstown, Maryland; and Myrna Rubens, whose post office address is 1191 N. E. 175th Street, North Miami Beach, Florida, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, associate themselves with the intention of forming a corporation by the execution and filing of these Articles.

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

SAM'S AUTOMOTIVE, INC.

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

- (a) To engage in a general merchandising business.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of any kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

Nov 2 9 45 AM '79

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

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

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

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

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

(i) To loan or advance money with or without security without limit as to amount, and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature and in any manner permitted by law for money so borrowed or in payment for property purchased or

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

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this state is 860 Pennsylvania Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Samuel Kaufman whose post office address is 860 Pennsylvania Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland

and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has the 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 (\$100,000.00).

SIXTH: The Corporation shall have three (3) directors and Samuel Kaufman, Eleanor Kaufman, and Myrna Rubens shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

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

Board of Directors of this Corporation, which shall authorize any such transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

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

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

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

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more preferences, from time to time before issuance of such shares, the

preferences, rights, voting powers, restrictions and qualifications of, the dividends on the times and prices of redemption of, and the conversion rights of, such shares.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 9<sup>th</sup> day of October, 1979.

Samuel Kaufman (SEAL)  
Samuel Kaufman

Eleanor Kaufman (SEAL)  
Eleanor Kaufman

Myrna Rubens (SEAL)  
Myrna Rubens

TEST: ✓

att'y in fact for  
Myrna Rubens

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 9<sup>th</sup> day of October, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Samuel Kaufman, Eleanor Kaufman and Myrna Rubens, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the same to be their respective act.

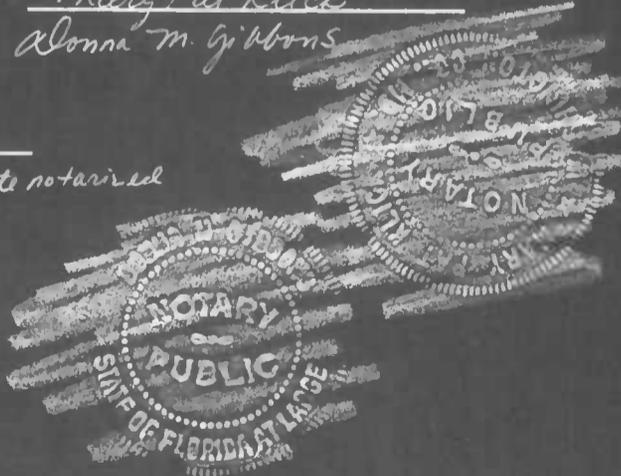
WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

MY COMMISSION EXPIRES

Mary Pat Kuci  
Donna M. Gibbons

July 1, 1982  
October 24, 1979 - date notarized

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES DEC 10 1987



509  
510

ARTICLES OF INCORPORATION  
OF  
SAM'S AUTOMOTIVE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 2, 1979 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2459, 000639 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

5.50

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. Semmons*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 90938

FEB 22 1 08 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record Feb. 22, 1980 at 1:08 o'clock pm liber 29

BRIDAL COUTURE, INC.  
(A Close Corporation Under Title 4 of Corporation and Association Article)

ARTICLES OF INCORPORATION

FEB 22 80 A# 14109 \*\*\*\*\*5.00

1. Incorporators. The undersigned, William R. Snook, whose post office address is Route 4, Box 36, Hagerstown, Maryland 21740, Catherine V. Snook, whose post office address is Route 4, Box 36, Hagerstown, Maryland 21740, and Ann W. Willson, 105 Edgewood Apartments, Edgewood Drive, Hagerstown, Maryland 21740, all being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is Bridal Couture, 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 manufacture, buy, sell, export, import, deal in, design, at wholesale or retail, dresses, gowns, suits, tuxedos, and any and all other manner of ladies and mens wearing apparel, jewelry and accessories, and in any other articles which may be conveniently or advantageously handled in conjunction with the foregoing business, and to consult with, advise, represent or otherwise deal with persons regarding any aspect of bridal showers, weddings, parties or any other social gatherings or occasions.

b) To acquire by purchase, exchange, lease, or otherwise, and to hold, use, develop, operate, sell, consign, lease, transfer, convey, mortgage, exchange, create security interests in, pledge, or otherwise dispose of or deal in and with real and personal property of every class or description and rights and privileges therein wherever situate.

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 144 East Franklin 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 Catherine V. Snook, Route 4, Box 36, 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 500 shares without par value, all of one class.

7. Election to have no Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director whose name is Ann W. Willson.

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) Ann W. Willson: President and Secretary
- (2) Catherine V. Snook: Vice-President and Treasurer

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.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this *7th* day of *November*, 1979.

*William R. Snook* (SEAL)  
William R. Snook

*Catherine V. Snook* (SEAL)  
Catherine V. Snook

*Ann W. Willson* (SEAL)  
Ann W. Willson

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:- *7th* day of *November* A.D., 1979, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared William R. Snook, Catherine V. Snook and Ann W. Willson, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.  
WITNESS my hand and official Notarial Seal.



*Joan M. Lucas*  
Notary Public

My Commission Expires: 7/1/82

ARTICLES OF INCORPORATION  
OF  
BRIDAL COUTURE, INC.

525

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 8, 1979 at 9:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2460 002390 <sup>3</sup>, ~~2459~~, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91037

FEB 22 1 08 PM '80

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

LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received for Record Feb. 22, 1980 at 1:07 o'clock pm corporation liber 29

001735

ARTICLES OF INCORPORATION

OF

FEB 22-80 A# 14108 \*\*\*\*\*5.00

ROTARY CLUB OF HANCOCK, MARYLAND, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Lem E. Kirk, whose post office address is 1 Kirk Drive, Hancock, Maryland, being of full legal age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, do hereby intend forming a non-profit corporation by the execution and filing of these Articles.

SECOND: The name of the non-profit Corporation which is hereinafter called "Corporation" is

ROTARY CLUB OF HANCOCK MARYLAND, INC.

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

(a) To engage in charitable, benevolent and civic activities and to encourage, promote and extend the object of Rotary International and to maintain the relations of a member club in Rotary International and so far as the provisions of the law of the State of Maryland shall permit, this corporation shall be subject to the jurisdiction of Rotary International.

(b) To render constructive civic services for the promotion of the welfare of the community and the citizens of the vicinity of Hancock, Maryland, and inculcate civic consciousness by means of active participation in constructive projects which will improve the community, state and nation.

(c) To receive gifts and grants of money and property of everykind and to raise and to administer the same for charitable, educational, civil, benevolent and philanthropic uses and to do anything necessary or proper for the accomplishment of these purposes.

(d) To promote the civic, cultural, industrial and educational development in the area of Hancock, Maryland and to secure and disseminate accurate information relating thereto and to promote and to cooperate with other organizations in advancing programs of usefulness to the community of Hancock and to the State and Nation.

LAW OFFICE  
DARROW GLASER  
HOME FEDERAL BUILDING  
100 WEST WASHINGTON STREET  
HAGERSTOWN, MD. 21740  
12011 781-2090

(e) To perform or contract for the performance by others of any work or service deemed necessary or desirable in carrying on or furthering the purpose of the Corporation, and in the upkeep, improvement or preservation of the Corporation's property interest.

FOURTH: For the furtherance of the purposes for which the said Corporation is formed, the corporation shall have authority as follows:

(a) This corporation shall have the authority to adopt such By-Laws as may be consistent with the purposes enumerated herein and consistent with the Law of the State of Maryland.

(b) The corporation shall have and exercise all the powers conferred by General Laws of the State of Maryland upon corporations formed thereunder and exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by the said general laws now or hereafter in force and the enumeration of the foregoing certain powers shall not be deemed to exclude any such other rights, privileges and powers.

FIFTH: The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the bylaws.

SIXTH: The private property of the members of this corporation shall not be liable for its corporate debts.

SEVENTH: The post office address of the place at which the principal office of the Corporation is located is Route 2, Hancock, Maryland. The resident agent of the corporation is John E. Martin, whose post office address is Route 2, Hancock, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

EIGHTH: The Corporation shall have five (5) directors, and Lem E. Kirk, Leo S. Shives, Donald Adams, Albert G. Creek and Dan Fleming shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of directors may be changed from time to time as may be provided by the by-laws of the Corporation, provided that the number of directors shall never be less than three (3).

NINTH: The Corporation not being organized for profit and being formed for charitable and benevolent and civic purposes shall have no capital stock.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 1st day of November, A. D., 1979.

Witness:

Betty R. Carter as to Sam E Kirk  
LEM E. KIRK

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1st day of November, 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Lem E. Kirk, and acknowledged the foregoing Articles of Incorporations to be his act.

WITNESS my hand and Official Notarial Seal.



Betty R. Carter  
Notary Public

My Commission Expires:  
July 1, 1982

ARTICLES OF INCORPORATION  
OF  
ROTARY CLUB OF HANCOCK MARYLAND, INC.

527

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 8, 1979 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber 2459, 001734, 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. Semmons*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91082

FEB 22 1 08 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record Feb. 22, 1980 at 1:10 o'clock pm liber 29

C. M. E., INCORPORATED

FEB 22 80 AM 14113 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

FIRST: I, F. Theodore Elliot, whose post office address is 19 North Court Street, Frederick, Maryland 21701, 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 C. M. E. , Incorporated.

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

- a. To engage in any and all aspects of the transportation business, including but not limited to freight hauling.
- b. To enter into partnerships, joint ventures, syndicates and other business associations for any lawful purpose.
- c. 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.
- d. 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 274A, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is F. Theodore Elliot, 19 North Court Street, Frederick, Maryland 21701. 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, at \$1.00 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:

- 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:

Johnny Ray Keaton and Donna Rae Keaton and Raymond C. Regnier.

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 re-classify 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; of (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 17th day of November, 1979, and I acknowledge the same to be my act.

WITNESS:

Bernard Mueker

J. N. E. [Signature] SEAL

ARTICLES OF INCORPORATION  
OF  
C. M. E., INCORPORATED

573

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 26, 1979 at 12:00 o'clock Noon M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2460, 002114, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91572

FEB 22 1 10 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record Feb. 22, 1980 at 1:10 o'clock pm corporation liber 29

FEB 22-80 A 14112 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

OF

HAGERSTOWN CLOVERLEAF RESTAURANT, 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 HAGERSTOWN CLOVERLEAF RESTAURANT, INC.

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

(a) To engage in the retail and wholesale sale of food and beverage items, including alcoholic beverages, and all other uses incident thereto and inherent therein.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

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

(d) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United State 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 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.

The aforesaid 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 purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 9, Box 124, 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; (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 Maryland.

The name of the Director who shall act until the Charter is approved shall be Hristos K. Kanelakis.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26<sup>th</sup> day of October, 1979.

Witness:

Marian Marshall                      Richard W. Lauricella  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 26<sup>th</sup> day of October, 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 foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Marian Marshall  
Notary Public

My Commission expires:

7/1/82



ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN CLOVERLEAF RESTAURANT, INC.

492

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 30, 1979 at 12:00 o'clock NOON M. as in conformity  
with law and ordered recorded.

*5*

Recorded in Liber *2458*, ~~602168~~ 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 90670

FEB 22 1 10 PM '80

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

LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For record Feb. 22, 1980 at 1:11 pm corporation liber 29

FEB 22 80 AM 14114 \*\*\*\*\*5.00

HOOVER FORKLIFT SALES, INC.

ARTICLES OF INCORPORATION

FIRST: I, H. Gene Hoover, whose post office address is 5 Marcia Court, Boonsboro, Maryland 21713, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is HOOVER FORKLIFT SALES, INC.

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

(1) To engage in the purchase, sale, lease and exchange, rebuilding and conditioning of forklifts and other heavy construction equipment, and to engage in any other lawful purpose 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 5 Marcia Court, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is H. Gene Hoover, 5 Marcia Court, 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 thousand shares of a par value of One Hundred (\$100.00) Dollars 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 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 (3) 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 H. Gene Hoover and Patricia A. Hoover.

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 inferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter enforced.

EIGHTH: Except as may be otherwise provided by the Board of Directors of the Corporation, no holder of any shares of 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 merits or otherwise any proceeding referred to in sub-sections (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 of 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 passed 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 *25* day of *October*, 1979, and I acknowledge the same to be my act.

WITNESS:

*William Clark*

*H. Gene Hoover*  
H. Gene Hoover

ARTICLES OF INCORPORATION  
OF  
HOOVER FORKLIFT SALES, INC.

481

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 29, 1979 at 11:30 o'clock A M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2458, 001928, 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 \_\_\_\_\_ Court of Washington County  
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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 90644

FEB 22 1 11 PM '80

LIBER \_\_\_\_\_

LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

RESOLUTION

Received For Record Feb. 22, 1980 at 1:11 o'clock pm corporation liber 29  
FROM SPECIAL MEETING OF THE BOARD OF DIRECTORS OF  
HAGERSTOWN UROLOGICAL CENTER, P.A.,  
DRS. DONAGHUE, PLAVCAN, JONES & TALTON

FEB 22 80 AM 14118 \*\*\*\*\*75

FEB 22 80 AM 14117 \*\*\*\*\*50

A Special Meeting of the Board of Directors of the above name Corporation was held at the offices of the Corporation at 363 South Cleveland Avenue, Hagerstown, Maryland at 5:00 P.M. Friday October 12, 1979, with the following Directors present:

Dr. John J. Donoghue  
Dr. William G. Plavcan  
Dr. Lawrence A. Jones  
Dr. Hugh J. Talton

The following Resolution at said meeting was passed:

RESOLVED, that a change of address of the Principal Office be filed with the State Department of Assessments and Taxation of Maryland as follows: The Corporation office shall be at 1198 Kenly Avenue, Hagerstown, Maryland 21740, as of November 1, 1979.

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a special meeting duly called and held as above stated.

  
Secretary

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

HAGERSTOWN UROLOGICAL CENTER, P.A.  
DRS. DONOGHUE, PLAVCAN, JONES & TALTON

529

received for record November 15, 1979

*2*

, at 8:30 A. M.

and recorded on Film No. *2459*

Frame No. *188* one of

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

To the clerk of the Circuit

court of Washington County

AA No 18144

Special Fee Paid  
Recording Fee Paid  
Total

\$5.00  
\$3.00  
\$8.00

*.50*  
*.75*

Mr. Clerk Mail to: Myers, Young & Varner  
P. O. Box 1267  
Hagerstown, Maryland 21740

rnc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

FEB 22 1 11 PM '80

LIBER \_\_\_\_\_

LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

RESOLUTION

Received For Record Feb. 22, 1980 at 1:11o'clock pm corporation liber 29  
FROM SPECIAL MEETING OF BOARD OF DIRECTORS 22-80 A # 14116 \*\*\*\*\*75

ANTIETAM MEDICAL ASSOCIATES, DRS. SPENCER AND COHEN, P. A.  
FEB 22 80 A # 14115 \*\*\*\*\*50

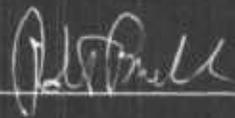
A Special Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at 138 East Antietam Street, Hagerstown, Maryland at 12:00 Noon on Thursday October 4, 1979, with the following Directors present;

Dr. Charles C. Spencer  
Dr. Barry M. Cohen  
Dr. Robert Brull

The following Resolution at said meeting was passed:

RESOLVED, that a change of address of the Principal Office be filed with the State Department of Assessments and Taxation of Maryland as follows: The Corporation office shall be at 1198 Kenly Avenue, Hagerstown, Maryland 21740, as of November 1, 1979.

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a special meeting duly called and held as above stated.

  
Secretary

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

ANTIETAM MEDICAL ASSOCIATES DRs. SPENCER AND COHEN, P.A.

573

received for record November 26, 1979 *2* at 10:29 A.M.  
 and recorded on Film No. 2460 Frame 1002023 one of  
 the charter records of the State Department of Assessments and Taxation of Maryland.  
 To the clerk of the Circuit court of Washington County

AA N<sup>o</sup> 18184

Special Fee Paid	\$5.00	<i>1.50</i>
Recording Fee Paid	\$3.00	<i>.75</i>
Total	<u>\$8.00</u>	

Mr. Clerk Mail to: Meyers, Young & Variner  
 P. O. Box 1267  
 Hagerstown, Maryland 21740

rnc

STATE OF MARYLAND  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD

FEB 22 1 11 PM '80

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

LAND  \_\_\_\_\_   
 VAUGHN J. BAKER, CLERK



ARTICLES OF INCORPORATION  
OF  
PERINI SERVICES, INC.

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Charles R. Moran, whose post office address is 10 Light Street, Baltimore, Maryland 21202, 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, submit these Articles with the intention of forming a corporation by the execution and filing thereof.

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

PERINI SERVICES, INC.

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

(a) To engage in the business of building and construction, and leasing of building and construction vehicles and equipment, and, in connection therewith, to acquire, lease, hold and dispose of vehicles, equipment, materials, goods and other real or personal property and to enter into any and all agreements necessary, desirable or appropriate to the aforementioned business and to engage in any other activity which may be associated with the aforementioned business, or any aspect thereof, without limitation, both within and without this State.

(b) To purchase, lease, or otherwise acquire, hold, sell, assign, transfer, mortgage or otherwise dispose of interests in real property.

(c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchise 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, franchise or assets by the issuance in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(d) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class for any purpose whatsoever; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association; and while the owner or holder of any such shares of stock, 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 certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(e) In general to promote and carry on any other business for which corporations may be organized under the General Laws of the State of Maryland and to engage in and perform any act or activity which may lawfully be performed by a business corporation under the Laws of the State of Maryland.

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause or 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 post office address of the principal office of the Corporation in Maryland is 2424 Paradise Church Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Dominick J. Perini, 2424 Paradise Church Road, Hagerstown, Maryland 21740, said resident agent being a citizen of the State of Maryland and actually residing therein.

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

SIXTH: The number of Directors of the Corporation shall be established pursuant to the By-Laws of the Corporation but shall never be less than three (3) unless there are less than three (3) stockholders in which case 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 of stockholders or until their successors are duly chosen and qualify are: Dominick J. Perini and R. Kathleen Perini.

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

(1) The Board of Directors shall have the 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 therefore, 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 the right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(2) 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, is so interested, such fact shall be disclosed or shall have been known to the Board of Directors 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 which shall authorize any such contract or transaction, but may vote thereat to authorize any such contract or transaction only in accordance with the General Laws of the State of Maryland now or hereafter in force.

(3) 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.

(4) The Board of Directors of the Corporation shall have the power 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.

(5) The Board of Directors shall have the power, subject to any limitations or restrictions 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.

(6) 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 of convertible securities which the Board of Directors may determine may 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.

(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.

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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation and acknowledges the same to be his act, and further

acknowledges, under the penalties of perjury, that, to the best of his knowledge, information and belief, the matters and facts contained herein are true in all material respects on this 21st day of December, 1979.

WITNESS:

Joan M. Concannon

Charles R. Moran

ARTICLES OF INCORPORATION  
OF  
PERINI SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 21, 1979 at 3:20 o'clock P. M. as in conformity  
with law and ordered recorded.

8

Recorded in Liber 2463, folio 2830, 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. Summers



A 92525

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

APR 7 3 05 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

FINANCE STATEMENT  
VAUGHN J. BAKER, CLERK

ARTICLES OF MERGER  
MERGINGROPAGE, INC.  
(A Corporation of the State of Delaware)

into

GOODWAY TRANSPORT, INC.  
(A Corporation of the State of Maryland)

FIRST: ROPAGE, INC., a corporation organized and existing under the laws of the State of Delaware and GOODWAY TRANSPORT, INC., a corporation organized and existing under the laws of the State of Maryland, agree that ROPAGE, INC. shall be merged into said GOODWAY TRANSPORT, 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: GOODWAY TRANSPORT, INC., a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the name GOODWAY TRANSPORT, INC.

THIRD: The parties to the articles of merger are ROPAGE, INC., a corporation organized on December 30, 1969, and existing under the General Corporation Law of the State of Delaware and GOODWAY TRANSPORT, INC., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: No amendment is made to the charter of the surviving corporation as part of the merger.

FIFTH: The authorized shares of ROPAGE, INC. are 250 shares of common stock without par value. The authorized shares of GOODWAY TRANSPORT, INC. are 10,000 shares of common stock with a par value of \$10.00.

SIXTH: Since ROPAGE, INC. owns all of the issued and outstanding shares of capital stock of GOODWAY TRANSPORT, INC., the surviving corporation, which stock ownership shall be extinguished by the merger, the said issued and outstanding shares of capital stock of GOODWAY TRANSPORT, INC. shall likewise be cancelled. Further, all issued and outstanding shares of capital stock of ROPAGE, INC. shall be cancelled and, in their stead, 10,000 shares of capital stock of GOODWAY TRANSPORT, INC. shall be issued to the stockholder(s) of

Articles of Merger

page 2

ROPAGE, INC. as all of the issued and outstanding shares of the surviving corporation.

## SEVENTH:

ROPAGE, INC., organized under the laws of the State of Delaware, has a principal office or own property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

EIGHTH: The location of the principal office of GOODWAY TRANSPORT, INC., the surviving corporation, is Creager, Button & Day, P.A., 1329 Pennsylvania Avenue, Hagerstown, MD 21740, the state of its incorporation is Maryland and the name and post office address of a resident agent of said surviving corporation in Maryland, service of process upon whom shall bind such corporation in any action, suit or proceeding pending at the time of the filing of these Articles of Merger, or thereafter instituted or filed against it under the provisions of the General Corporation Law of Maryland until the appointment of a substitute resident agent is duly certified to the State Department of Assessments and Taxation of Maryland, is Creager, Button & Day, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740.

NINTH: The Articles of Merger were duly approved by resolution adopted by a majority of the entire Board of Directors of GOODWAY TRANSPORT, INC. on October 26, 1979.

TENTH: The merger to be effected by these Articles of Merger was duly advised and authorized and approved by said GOODWAY TRANSPORT, INC. in the manner and by the vote required by the laws of the State of Maryland and by the charter of said corporation.

The Articles of Merger were advised, authorized, and approved by the Board of Directors and sole stockholders of ROPAGE, INC. pursuant to the laws of the State of Delaware.

IN WITNESS WHEREOF, GOODWAY TRANSPORT, INC. and ROPAGE, INC., the corporations party to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on behalf by their respective presidents or vice-presidents and the

Articles of Merger

Page 3

respective corporate seals to be hereunto affixed and attested by their respective secretaries or assistant secretaries, as of the 29th day of November, 1979.



Secretary

GOODWAY TRANSPORT, INC.

By Walter J. Seely  
President

(Corporate Seal)

Attest:

Secretary

ROPAGE, INC.

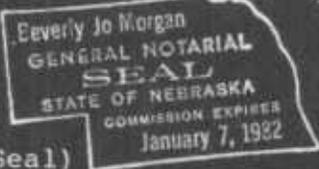
By Walter J. Seely  
President

Articles of Merger

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

BE IT REMEMBERED that on this 29th day of November, 1979, before me, a Notary Public in and for the State of Nebraska, personally appeared WALTER J. SEELIG III, President of GOODWAY TRANSPORT, INC., to me personally known and he, being by me duly sworn, upon his oath did depose and make proof to my satisfaction that he resides at 6335 Stephens Crossing, Mechanicsburg, Pennsylvania 17055; that he is President of said corporation; that the seal affixed to said Articles of Merger is the corporate seal of said corporation; that such seal was so affixed by resolutions duly adopted by the Board of Directors of said corporation for uses therein expressed; and that by like order he signed and subscribed his name thereto as President of said corporation and executed and acknowledged the same under like authorization; and said Walter J. Seelig III then and there acknowledged said Articles of Merger before me to be the voluntary act, deed and agreement of said corporation, made by virtue of authority from the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



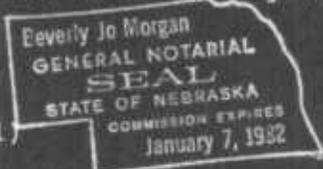
(Seal)

*Beverly Jo Morgan*

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF LANCASTER )

BE IT REMEMBERED that on this 29th day of November, 1979, before me, a Notary Public in and for the State of Nebraska, personally appeared WALTER J. SEELIG III, President of ROPAGE, INC., to me personally known and he, being by me duly sworn, upon his oath did depose and make proof to my satisfaction that he resides at 6335 Stephens Crossing, Mechanicsburg, Pennsylvania 17055; that he is President of said corporation; that the seal affixed to said Articles of Merger is the corporate seal of said corporation; that such seal was so affixed by resolutions duly adopted by the Board of Directors of said corporation for uses therein expressed; and that by like order he signed and subscribed his name thereto as President of said corporation and executed and acknowledged the same under like authorization; and said Walter J. Seelig III then and there acknowledged said Articles of Merger before me to be the voluntary act, deed and agreement of said corporation, made by virtue of authority from the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



(Seal)

*Beverly Jo Morgan*

679

ARTICLES OF MERGER

BETWEEN

ROPAGE, INC. (A DELAWARE CORP.)

AND

GOODWAY TRANSPORT, INC. (A MD. CORP.)-SURVIVOR

approved and received for record by the State Department of Assessments and Taxation of Maryland December 21, 1979 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2463 002668, 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. Sumner*



A 92494

MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Apr 7 3 05 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

Received for Record April 7th, 1980  
at 3:05 o'clock P.M.  
Liber 29

002127

283

APR -7-80 B# 17808 \*\*\*\*\*5.00

M.D.A., INC.

ARTICLES OF AMENDMENT

M.D.A., Inc., a Maryland corporation, having its principal office at Suite 211, 201 South Cleveland 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:

DeWEESE ASSOCIATES, 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 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, M.D.A., 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 14<sup>th</sup> day of December, 1979,  
 and its President acknowledges that these Articles of Amendment  
 are the act and deed of M.D.A., 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:

M.D.A., Inc.

  
 MARSHALL A. DOTY, Secretary

By:   
 MARC D. DeWEESE, President



677

ARTICLES OF AMENDMENT

OF

M.D.A., INC.

Changing its name to  
DeWEESE ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 19, 1979 at 3:00 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2463, 002126 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. Sumner*



A 92430

APR 7 3 05 PM '80

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

FINANCE STATEMENT  
VAUGHN J. BAKER, CLERK

ARTICLES OF TRANSFER

1. On July 17, 1979, the following transactions took place in the following sequence:

(a) Paramount Interiors, Inc.

conveyed all or substantially all of its inventory, equipment, accounts receivable, and goodwill to Charles E. Lucas [REDACTED] for Two Hundred Fifty Thousand Dollars (\$250,000.00) cash and a Thirty-four Thousand Eight Hundred Seven Dollars and Fifty-five Cents (\$34,807.55) promissory note.

2. Paramount Interiors, Inc.

agreed to sell substantially all of its property and assets.

3. Paramount Interiors, Inc.

Charles E. Lucas) are both

[REDACTED], having addresses and principal places of business at Route 5, Box 10, Leitersburg Pike, Hagerstown, Maryland.

4. The terms and conditions of this transaction were advised, authorized, and unanimously approved by the Directors and shareholders of Paramount Interiors, Inc.

[REDACTED] and Paramount Interiors, Inc.

Richard E. Shank, President, acknowledges this transaction to be the act of Paramount Interiors, Inc.

(CORPORATE SEAL)

PARAMOUNT INTERIORS, INC.

ATTEST:

Robert L. Shank  
Robert L. Shank  
Secretary

BY: Richard E. Shank  
Richard E. Shank  
President

I, Charles E. Lucas, President, acknowledge this transaction to be the act of Paramount Interiors, Inc. (incorporated by Charles E. Lucas) and that, under the penalties of perjury, I affirm to the best of my knowledge, information and belief, that the facts stated herein are true in all material respects.

(CORPORATE SEAL)

PARAMOUNT INTERIORS, INC., as  
Incorporated by Charles E. Lucas

ATTEST:

 Lynn Lucas  
Lynn Lucas  
Secretary

BY: Charles E. Lucas  
Charles E. Lucas  
President

I, Charles E. Lucas, acknowledge this transaction to have been my voluntary act and that, under the penalties of perjury, I affirm to the best of my knowledge, information and belief, that the facts stated herein are true in all material respects.

Charles E. Lucas  
Charles E. Lucas

ARTICLES OF TRANSFER

BETWEEN

PARAMOUNT INTERIORS, INC. (MD. CORP.) Transferor

AND

CHARLES LUCAS (Individual) Transferee

677

approved and received for record by the State Department of Assessments and Taxation of Maryland July 17, 1979 at 10:30 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2463 002123, 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. Summers*



A 92429

STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

Apr 7 3 05 PM '80

WESTERN MARYLAND CHAPTER OF THE  
AMERICAN SOCIETY OF CHARTERED LIFE UNDERWRITERS, INC.  
ARTICLES OF INCORPORATION

FIRST: The undersigned, John C. Patterson, Jr., whose post office address is 138 East Antietam 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 WESTERN MARYLAND CHAPTER OF THE AMERICAN SOCIETY OF CHARTERED LIFE UNDERWRITERS, INC.

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

The establishment of a local professional organization of persons dedicated to the highest standards of competence and service in financial planning and economic security who (within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954 or corresponding provisions of any successor United States Internal Revenue Law) desire to promote their common interest and thereby serve the public interest, by (a) providing continuing education, ethical guidance, and public recognition for its members and, (b) encouraging and assisting others in the attainment of the CLU designation.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 138 East Antietam

Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is John C. Patterson, Jr., 138 East Antietam Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The Corporation is not organized for profit. It is organized on a non-stock basis 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. The number of Directors of the Corporation shall be seven (7), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the current Directors who shall act until their successors are duly chosen and qualified are: John W. Derr, Jimmy R. Meadows, and John K. Wright.

SIXTH: Upon the dissolution of the Corporation all of its assets and property of every nature and description whatsoever remaining after the payment of liabilities and obligations of the Corporation, but not including assets held by the Corporation under condition requiring return, transfer or conveyance which occurs by reason of the dissolution of the Corporation shall be paid over and transferred to the American Society of Chartered Life Underwriters; or in the event that the American Society of Chartered Life Underwriters has ceased to exist, to another entity selected by the

Corporation's Board of Directors exempt from tax as a charitable or educational organization under Section 501(c)(3) or as a business league or board of trade under Section 501(c)(6) of the Internal Revenue Code of 1954 (or corresponding provisions of any successor United States Internal Revenue Law) having substantially similar purposes and no portion of said assets and property shall inure to the benefit of any member of the Corporation or any enterprise organized for profit.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this *13th* day of *December*, 1979.

WITNESS:

*E. Kenneth Groat*  
\_\_\_\_\_

*John C. Patterson, Jr.*  
\_\_\_\_\_

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

I HEREBY CERTIFY, that on this *13th* day of *December*, A.D., 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John C. Patterson, Jr., personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge the foregoing Articles of Incorporation to be his act.

Witness my hand and official Notarial Seal.

My Commission Expires:  
1 JULY 1982

*Roberta Poffenberger*  
\_\_\_\_\_  
Notary Public

ARTICLES OF INCORPORATION  
 OF  
 WESTERN MARYLAND CHAPTER OF THE AMERICAN SOCIETY OF  
 CHARTERED LIFE UNDERWRITERS, INC.

676

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland December 17, 1979 at 8:30 o'clock A. M. as in conformity  
 with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber 2463, 001969 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. Lammie*



STATE OF MARYLAND  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD

A 92396

APR 7 3 05 PM '80

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

LAND  \_\_\_\_\_   
 VAUGHN J. BAKER, CLERK

OF

APR -7-80 B# 17813 \*\*\*\*\*5.00

B. W. H. STAMPING OF MD., INC.

THIS IS TO CERTIFY:

FIRST: That We, the subscribers, Edward A. Blaine, 900 Snure Road, Silver Spring, Md. 20901, Glen C. Emerick, Box 147A, Houstontown Pa. 17229, and John T. McElroy, 1919 Blaine Dr., Hagerstown, Md. 21740, being at least twenty-one (21) years of age, do, under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

B. W. H. STAMPING OF MD., INC.

THIRD: That the purpose for which the corporation is formed is: To engage in contracting for and providing goods and services of all kinds and descriptions and to contract for and secure goods and services of all kinds and descriptions; to buy and sell, rent, bail and otherwise deal with any goods merchandise or other property. The foregoing enumeration of the purposes, objects and business of the corporation is made in furtherance, and not in limitation, of the powers conferred upon the corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the corporation. The corporation is formed upon the articles, conditions, and provisions herein expressed and subject in all particulars to limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The principal office in this State of the corporation is: 709 Pennsylvania Avenue, Hagerstown, Maryland 21740. The resident

Agent of the corporation is: EDWARD A. BLAINE, 709 Pennsylvania Avenue, Hagerstown, Maryland 21740, said resident agent being a citizen of this State and actually residing herein.

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

SIXTH: The corporation shall have such number of directors as designated in the bylaws of the corporation; provided, however, that there shall be at no time less than three (3) directors and until the first annual meeting or until their successors are duly chosen and qualify, EDWARD A. BLAINE, GLEN C. EMERICK, and

JOHN T. McELROY shall act as directors of the corporation.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation on this 30th day of November, 1979.

Edward A. Blaine

EDWARD A. BLAINE

Glen C. Emerick

GLEN C. EMERICK

John T. McElroy

JOHN T. McELROY

Cyril R. Blaine

WITNESS

STATE OF MARYLAND, COUNTY OF MONTGOMERY, to wit:

I hereby certify that on this 30th day of November 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared EDWARD A. BLAINE, GLEN C. EMERICK, and JOHN T. McELROY, and acknowledged that they executed the foregoing Articles of Incorporation for the purposes there in contained.

Louise H. Jones

NOTARY PUBLIC

7-1-82

296

675

ARTICLES OF INCORPORATION

OF

B. W. H. STAMPING OF MD., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 18, 1979 at 12:00 o'clock Noon M. as in conformity with law and ordered recorded.

*A*

Recorded in Liber 2463 , 001777 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. Lawrence*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 92356

APR 7 3 05 PM '80

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

LAND \_\_\_\_\_  
V \_\_\_\_\_  
C \_\_\_\_\_

Received for Record April 7th, 1980  
at 3:05 o'clock P.M.  
Liber 29

001741  
297  
APR -7-80 B# 17814 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION  
OF  
STAMPER CONSTRUCTION CORP.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Andy B. Stamper, Jr., whose post office address is 1420 Outer Drive, Hagerstown, Maryland, 21740, Kenneth J. Mackley, whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, and Howard W. Gilbert, Jr., whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, each being at least 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 STAMPER CONSTRUCTION CORP.

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

To carry on and conduct a general contracting and subcontracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings, sidewalks, 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 therewith.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1420 Outer Drive, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Andy B. Stamper, Jr., 1420 Outer Drive, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) a share.

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

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

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 hereinafter 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 14, 1979.

WITNESS:

Karen Palmer

Andy B. Stamper Jr.  
Andy B. Stamper, Jr.

Karen Palmer

Kenneth J. Mackley  
Kenneth J. Mackley

Karen Palmer

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

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14th day of December, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, Howard W. Gilbert, Jr., and Andy B. Stamper, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Karen Palmer  
Notary Public

My Commission Expires:  
July 1, 1982



ARTICLES OF INCORPORATION  
OF  
STAMPER CONSTRUCTION CORP.

675

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 17, 1979 at 4:00 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2463, ~~1710~~ 1710, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 92347

APR 7 3 05 PM '80

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

LANE \_\_\_\_\_  
VAUGHN \_\_\_\_\_ CLERK

THE HANCOCK REALTY CORPORATION  
ARTICLES OF REVIVAL

THE HANCOCK REALTY CORPORATION, a Maryland Corporation, having its principal office in Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited on March 8, 1978, 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: That the annual reports were not filed for the years 1976 and 1977.

THIRD: The name of the Corporation at the time of the forfeiture of its charter was THE HANCOCK REALTY CORPORATION.

FOURTH: The name by which the Corporation will hereafter be known is THE HANCOCK REALTY CORPORATION.

FIFTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 23 West High Street, Hancock, Washington County, Maryland 21750, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

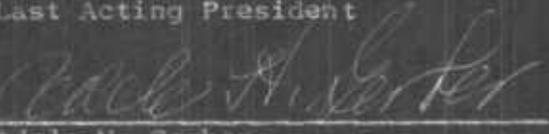
(b) The name and post office address of the resident agent of the corporation in the State of Maryland is Laurence H. Gerber, 23 West High Street, Hancock, Washington County, Maryland 21750. Said resident agent is a citizen actually residing in this State.

SIXTH: 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 the 12<sup>th</sup> day of December, 1979.

  
 Laurence H. Gerber  
 Last Acting President

  
 Adele H. Gerber  
 Last Acting Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, THAT on this 12<sup>th</sup> day of December, 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Laurence H. Gerber, the last acting President and Adele H. Gerber, the last acting Secretary of THE HANCOCK REALTY CORPORATION, a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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



My Commission expires: July 1, 1982

Patricia A. Padula  
Notary Public



672

ARTICLES OF REVIVAL  
OF  
THE HANCOCK REALTY CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 14, 1979 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber 2463, ~~001303~~, 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

*2004*

*6/00*

*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. Sumner*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 92277

APR 7 3 05 PM '80

INDEXED FILED

LAN VAL CLK

GRISTMOR, 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, Catherine E. Bastian, whose post office address is Route 1, Box 3A, Big Spring, Maryland, 21712, 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 GRISTMOR, 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 purchase, lease, and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this state and in any part of the world; and 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.

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 3A, Big Spring, Maryland, 21712. The name and post office address of the Resident Agent of the Corporation in this State is Catherine E. Bastian, Route 1, Box 3A, Big Spring, Maryland, 21712. 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 five thousand (5,000) shares of common stock, without par value.

SEVENTH: The number of directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Evelyn P. Metger, Route 1, Box 3A, Big Spring, Maryland 21712.

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

JOSEPH CHUKLA, JR.  
ATTORNEY AT LAW  
24 N. JONATHAN ST.  
HAGERSTOWN, MD 21740  
(301) 790-1580

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 5<sup>th</sup> day of December, 1979, and I acknowledge the same to be my act.

WITNESS:

Catherine E. Bastian  
Catherine E. Bastian

Debra Stone Chukla

ARTICLES OF INCORPORATION  
OF  
CRISTMOR, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 10, 1979 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2461, folio 2997 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 92061

APR 7 3 05 PM '80

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

## TRANSCOR, INC.

## ARTICLES OF AMENDMENT AND RESTATEMENT

TRANSCOR, INC., a Maryland corporation, having its principal office at 603 Oak Hill Avenue, Hagerstown, Maryland, 21740 (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation desires to amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Corporation as currently in effect.

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

"FIRST: The name of the Corporation (which is hereafter called the 'Corporation') is TRANSCOR, INC.

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

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

(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 this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

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

"SECOND are the following: 'The Corporation is engaged in providing transportation through the operation and leasing of vehicles for handicapped and retarded citizens of Washington County, Maryland.'

"THIRD: The post office address of the principal office of the Corporation in this state is 603 Oak Hill Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this state is Charles H. Ross, 603 Oak Hill Avenue, Hagerstown, Maryland 21740; said Resident Agent is an individual actually residing in this State.

"FOURTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

"FIFTH: The number of Directors of the Corporation shall be <sup>not more than</sup> seven (7), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the current directors who shall act until their successors are duly chosen and qualified are: Charles H. Ross, Waldron E. Dando, and Larry E. Keller.

"SIXTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the

Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so distributed shall be disposed of by that Court possessing general equity jurisdiction of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations as said Court shall determine to be organized and operated exclusively for such purposes."

THIRD: By formal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing Articles of Amendment and Restatement and by formal action unanimously taken by the members of the Corporation in accordance with the Corporations and Associations Article of the Annotated Code of Maryland, the members of the Corporation duly approved said Articles of Amendment and Restatement.

IN WITNESS WHEREOF, TRANSCOR, 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 the 26<sup>th</sup> day of November, 1979.

Attest to Signature  
and Corporate Seal:

TRANSCOR, INC.

 Larry E. Keller  
Secretary

By Charles H. Ross  
Charles H. Ross, President

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

I HEREBY CERTIFY, that on this 26<sup>th</sup> day of November, A.D., 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles H. Ross, President of TRANSCOR, Inc., a Maryland corporation, and in the name and on behalf of said corporation, acknowledged the foregoing Articles of Amendment and Restatement to be the corporate act of said corporation; and at the same time personally appeared Larry E. Keller and made oath in due form of law that Larry E. Keller was the Secretary of the meeting of said corporation which the Articles of Amendment and Restatement of the Corporation therein set forth was approved, and that the matters and facts set forth in the said Articles are true to the best of their knowledge, information, and belief.

WITNESS my hand and official Notarial Seal.

Loretta J. Shorubiel  
Notary Public

My Commission Expires:  
1 July 1982

ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
TRANSCOR, INC.

626

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 6, 1979 at 12:30 o'clock P M. as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber 2461, 1979 2368 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. Sammons*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91975

APR 7 3 05 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

ND

ARTICLES OF INCORPORATION  
A Close Corporation  
of  
CECIL'S DISCOUNT FURNITURE OUTLET, INC.

## THIS IS TO CERTIFY:

That we, the subscribers; Roger Cecil, whose post office address is Route 1, Box 12, Hancock, Maryland 21750, and Linda Cecil, whose post office address is Route 1, Box 12, Hancock, Maryland 21750, both 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 is hereafter called the Corporation) is: CECIL'S DISCOUNT FURNITURE OUTLET, INC.

## ARTICLE II - PURPOSE

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

- (1) To engage in the business of buying new and used furniture wholesale and retail and selling new and used furniture wholesale and retail and to do every other active thing commonly done concerning the purchase and sale of new and used furniture.
- (2) To carry on a general investment and management consultant and advisory business relating to investments in the operation of businesses, plants, properties, and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof.
- (3) 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.
- (4) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment and furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation.

(5) To do anything permitted under the laws of the State of Maryland.

#### ARTICLE III - ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of Maryland will be maintained at Route 2, Box 12, Hancock, Maryland; the present post office address is Route 2, Box 12, Hancock, Maryland. The resident agent of the Corporation is Sandra S. Tillou, whose post office address is 100 West Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

#### ARTICLE IV - 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.

#### ARTICLE V - DIRECTORS

The number of Directors shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the Directors who shall act until the first annual meeting or until his or her successor is duly chosen and qualified are Roger Cecil and Linda Hopkins Cecil.

#### ARTICLE VI - CAPITAL STOCK

The total amount of authorized stock of the Corporation is Twenty-five Thousand (25,000) shares of common stock of no 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 VII - 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.

#### ARTICLE VIII

(1) As used in this Article VIII, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, 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 depends on the merits or otherwise any proceeding referred to in Sections b or c of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such a 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 (1) an affirmative vote by a duly constituted meeting of a majority of the Board of Directors, who were not parties to the proceeding; or (2) by 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 a corporate representative other than any present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 27th day of November, 1979, and acknowledge the same to be our act.

Witness:

[Signature]  
[Signature]

[Signature] (SEAL)  
Roger Cecil  
[Signature] (SEAL)  
Linda Cecil

ARTICLES OF INCORPORATION  
OF  
CECIL'S DISCOUNT FURNITURE OUTLET, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 4, 1979 at 2:00 o'clock P.M. as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber 2461, 001166, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91853

APR 7 3 05 PM '80

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

LAND    
VAUGHN J. BAKER, CLERK

ARTICLES OF AMENDMENTHAGERSTOWN PLAYGROUNDS ASSOCIATION, INCORPORATED

Hagerstown Playgrounds Association, Inc., a Maryland corporation, having its principal office at 218 Oak Valley Drive, 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 Article SECOND in its entirety and substituting in lieu thereof the following:

"SECOND: The name of the Corporation shall be Hagerstown/Washington County Playgrounds Association, Inc."

SECOND: The Charter of the Corporation is hereby amended by striking Article FOURTH in its entirety and substituting in lieu thereof the following:

"FOURTH: The post office address of the principal office of the Corporation in Maryland is 218 Oak Valley Drive, Hagerstown, Maryland, and the resident agent for said Corporation shall be Barbara L. Iseminger, 218 Oak Valley Drive, Hagerstown, Maryland, who is a citizen of this state and actually resides in Maryland."

Said amendments were approved by resolutions by the majority of the Board of Directors of the Corporation and no stock entitled to be voted was outstanding or subscribed for at the time of such approval and the amendments are limited to a change in the corporate name, principal office and resident agent.

IN WITNESS WHEREOF, Hagerstown Playgrounds Association, Inc., has caused these presents to be signed in its name and on its behalf by its Chairman and its corporate seal to be hereunder affixed and attested by its Secretary on this 7<sup>th</sup> day of November, 1979, and its Chairman acknowledges that these Articles of Amendment are the act and deed of Hagerstown Playgrounds Association, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

Hagerstown Playgrounds Association, Inc.

ATTEST:



By Joan K. Weddle  
Joan K. Weddle, Chairman and  
President

Fred J. Papa  
Fred J. Papa, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 6<sup>th</sup> day of November, 1979, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Joan K. Weddle, Chairman of Hagerstown Playgrounds Association, Inc., whose name is subscribed to the foregoing instrument, and acknowledged that she executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Charlotte Eichlberger  
Notary Public

JOSEPH CHUKLA, JR.  
ATTORNEY AT LAW  
21 N. JONATHAN ST.  
HAGERSTOWN, MD 21740

My Comm. Ex: July 1, 1982

601

ARTICLES OF AMENDMENT  
 OF  
 HAGERSTOWN PLAYGROUNDS ASSOCIATION, INCORPORATED  
 Changing its name to  
 HAGERSTOWN/WASHINGTON COUNTY PLAYGROUNDS ASSOCIATION, KNC.

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland December 3, 1979 at 1:00 o'clock PM. as in conformity  
 with law and ordered recorded.

3

Recorded in Liber 2461, 000899, 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. Summers*



STATE OF MARYLAND  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD

A 91797

APR 7 3 05 PM '80

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
 LAND \_\_\_\_\_  
 VALUATION CLERK

Received for Record April 7th, 1980  
at 3:05 o'clock P.M. Liber 29

APR -7-80 B# 17805 \*\*\*\*\*5.00

321

ANTIETAM ANSWERING SERVICE, INC.  
(A Close Corporation under Title 4 of Corporation and Association  
Article)

ARTICLES OF INCORPORATION

1. Incorporator. The undersigned, William B. Bosch, whose post office address is 25 East Antietam Street, Hagerstown, Maryland 21740, being at least 21 years of age, does 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 Antietam Answering Service, 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 provide communications and answering services and equipment to the public in general.
  - (b) To acquire by purchase, exchange, lease, or otherwise, and to hold, use, develop, operate, sell, consign, lease, transfer, convey, mortgage, exchange, create security interests in, pledge, or otherwise dispose of or deal in and with real and personal property of every class or description and rights and privileges therein wherever situate.
  - (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 25 East Antietam 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 William B. Bosch, 2805 Bluebird Avenue, 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 500 shares without par value, all of one class.
7. Election to have no Board of Directors. After the completion

of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director whose name is William B. Bosch.

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) William B. Bosch: President, Secretary and Treasurer
- (2) Kathryn A. Bosch: Vice-President

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 20<sup>th</sup> day of December, 1979.

William B Bosch (SEAL)  
William B. Bosch

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

I HEREBY CERTIFY, That on this 20<sup>th</sup> day of December, A.D., 1979, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared William B. Bosch, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Joann McLucas  
Notary Public



Commission Expires: 7/1/82

ARTICLES OF INCORPORATION  
OF  
ANTIETAM ANSWERING SERVICE, INC.

681

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 24, 1979 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2463 002928, 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. Summers



A 92537

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Apr 7 3 05 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

FINANCE STATEMENT  
VAUGHN J. BAKER, CLERK

Received for Record April 7th, 1980  
at 3:05 o'clock P.M. Liber 29

*Record  
179*

ARTICLES OF INCORPORATION  
A Close Corporation  
of  
DIVERSIFIED DIGITAL SYSTEMS, INC.

THIS IS TO CERTIFY:

That I, Lewin M. Ströck, whose post office address is Box 875, Hagerstown, Maryland 21740 being of full legal age, do under and by viftue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations, do hereby intend to form a corporation.

ARTICLE I - NAME

The name of the Corporation ( which hereafter is called the Corporation) is: DIVERSIFIED DIGITAL SYSTEMS, INC.

ARTICLE II - PURPOSE

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

- (1) Selling, processing, research and development services and consultations of electrical equipment and e-lectronics to include such areas as micro-processors, hardware and software development, etc. and/or related disciplines;
- (2) To engage in the business of advancing the field of such electronic equipment through utilization of overall selling, processing, research and development and consulting services as deemed appropriate;
- (3) To enter into partnerships, joint ventures and other businesses and associations for any lawful purpose;
- (4) 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 parts of both the world and the remaining United States;
- (5) To borrow money and issue evidence of indebtedness in furtherance of any and all of the objects of the Corporation and to secure the same by mortgage, deed of trust, pledge or other lien;

EDWARD P. GALLAGHER  
Attorney-at-Law  
104 West Main Street  
Emmitsburg, MD 21727

(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 out any other business which may conveniently be conducted in conjunction with any of the businesses of the Corporation;

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

#### ARTICLE III - ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of Maryland will be maintained at 806 Frederick Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Edward P. Gallagher, whose post office address is 11211 Long Pine Trail, Potomac, Maryland 20854. Said resident agent is a citizen of the State of Maryland and actually resides therein.

#### ARTICLE IV - DIRECTORS

The Corporation shall have three Directors namely; Messrs. Lewin M. Strock, Donald L. Rice and Donald M. Smith. Said three (3) Directors shall act in such a capacity until the first annual meeting of the Corporation or until their successors are duly chosen and qualified.

#### ARTICLE V - CAPITAL STOCK

The total amount of authorized stock of the Corporation is one hundred (100) shares of stock at no 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 consideration as said Board of Directors may deem otherwise advisable irrespective of the value or amount of such consideration after first obtaining the unanimous approval of all stockholders of the Corporation. Sale or transfer of stock of the Corporation to others not present stockholders shall be conditioned by offer initially to such current stockholders and/or unanimous approval of all such stockholders permitting such a sale or transfer of stock.

ARTICLE VI - 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.

ARTICLE VII - TAX YEAR

The taxable year of the Corporation, until amended, shall be from October 1 - September 30 of each year.

ARTICLE VIII - OFFICERS

Initial officers of the Corporation, until amended, shall be as follows. Such officers shall act in such a capacity until their successors shall be duly chosen and qualified.

President -	Lewin M. Strock
Vice President -	Donald L. Rice
Secretary -	Donald L. Rice
Treasurer -	Donald M. Smith

ARTICLE IX - AMENDMENT

The Corporation upon unanimous approval of its stockholders reserves the right to make from time to time any amendments of its charter which may now or hereafter be permitted by law.

ARTICLE X - OTHER PROVISIONS

The tenure of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_ 1979.



*Lewin M. Strock*  
Lewin M. Strock

WITNESS:

*James W. Powell, Jr.*  
*Donald L. Rice* MY COMMISSION EXPIRES 7-1-82

JAMES W. POWELL, JR.  
P. O. BOX 1225  
FREDERICK, MD 21701

EDWARD P. GALLAGHER  
Attorney-at-Law  
104 West Main Street  
Emmitsburg, MD 21727

593

ARTICLES OF INCORPORATION  
OF  
DIVERSIFIED DIGITAL SYSTEMS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 28, 1979 at 11:00 o'clock A M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2461, 00084 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91686

APR 7 3 05 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received for Record April 7th, 1980  
at 3:05 o'clock P.M. Liber 29

APR -7-80 8 17821 \*\*\*\*\*5.00

BOONSBORO AREA INDUSTRIAL DEVELOPMENT COMMISSION, INC.

ARTICLES OF DISSOLUTION

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

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is 40 St. Paul Street, Boonsboro, Washington County, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, is J. Gilbert Everline, 40 St. Paul Street, Boonsboro, Washington County, Maryland. Said resident agent is an individual actually residing in this State.

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

<u>Name</u>	<u>Post Office Address</u>
Alfred C. Huffer, Jr.	P. O. Box 1695, Salsbury, Maryland
John H. Bast, Sr.	Boonsboro, Maryland 21713
Edgar A. Green	1749 Edgewood Hill Circle, Hagerstown, Md. 21740
J. Wesley Deavers	Boonsboro, Maryland 21713
Seibert Shifler	48 Woodside Drive, Hagerstown, Md. 21740

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

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
Alfred C. Huffer, Jr.	President	P. O. Box 1695, Salsbury, Md.
John H. Bast, Sr.	V. President	Boonsboro, Maryland 21713
Edgar A. Green	Secretary	1749 Edgewood Hill Circle Hagerstown Maryland 21740
J. Wesley Deavers	Treasurer	Boonsboro, Maryland 21713

SIXTH: A special meeting of all of the Stockholders and all of the Directors of The Boonsboro Area Industrial Development Commission, Inc. duly convened on April 12, 1979 at 11:00, A.M., duly adopted a plan for complete liquidation of the Corporation, and for a distribution of all the assets of said Corporation in complete liquidation less such assets to be retained as may be required to meet corporate claims, within twelve months beginning on the date of the adoption of said plan. Said liquidation and dissolution was authorized by unanimous vote of the Directors and Stockholders. Notice stating the purpose of the special meeting of the Stockholders and Directors has been waived as indicated by the attached waiver of notice of joint special meeting of Stockholders and Directors.

SEVENTH: The dissolution of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation as required by law and the Charter of the Corporation.

EIGHTH: The Corporation has no known creditors.

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

Comptroller of the Treasury  
Town of Boonsboro  
Harry Snook, Treasurer of Washington County

IN WITNESS WHEREOF, Boonsboro Area Industrial Development Commission, Inc. has caused these presents to be signed in its name and on its behalf by its Vice President and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on this day of May, 1979.

Attest: Boonsboro Area Industrial Commission, Inc.

*Edgar A. Green*  
Edgar A. Green, Secretary

By: *John H. Bast, Sr.*  
John H. Bast, Sr., Vice President

STATE OF MARYLAND,

ss:

County of Washington,

I HEREBY CERTIFY that on *May 15*, 1979, before me the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared John H. Bast, Sr., Vice President of Boonsboro Area Industrial Commission, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Dissolution with respect to the approval thereof are true to the best of his knowledge, information and belief.

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



*Donna L. Shaw*  
Notary Public

My commission expires: *July 1, 1982*



Harry C. Snook  
TREASURER FOR WASHINGTON COUNTY

Court House  
Hagerstown, Maryland 21740

May 17, 1979

RE: Dissolution - Boonsboro Area Industrial  
Development Commission, 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

Boonsboro Area Industrial  
Development Commission, 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 17th day of May A.D., 1979.

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the  
BOONSBORO AREA INDUSTRIAL DEVELOPMENT COMMISSION, INC.

were received for record on, December 10, 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

BOONSBORO MAYOR AND COUNCIL  
11 ST. PAUL STREET  
BOONSBORO, MD. 21713  
PHONE: 432-5141

331

November 30, 1979

Noel Spence  
138 West Washington Street  
Hagerstown, Maryland 21740

RE: Boonsboro Area Industrial Commission, Inc.

Dear Mr. Spence:

This is to certify that all taxes for the land previously owned by the Boonsboro Area Industrial Commission, Inc. within the corporate limits of the Town of Boonsboro have been paid in full and duly recorded on our tax rolls.

Sincerely,



Barbara Rodenhiser  
Tax Collector



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 BOONSBORO AREA INDUSTRIAL DEVELOPMENT COMMISSION, INC. have been paid.

WITNESS my hand and official seal this  
Twenty-first      day of November      A.D. 1979.

  
Deputy Comptroller

ARTICLES OF DISSOLUTION

OF

BOONSBORO AREA INDUSTRIAL DEVELOPMENT COMMISSION, INC.

628

approved and received for record by the State Department of Assessments and Taxation of Maryland December 10, 1979 at 8:30 o'clock <sup>A</sup> M. as in conformity with law and ordered recorded.

*6*

Recorded in Liber *4461*, ~~602~~*785*, 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. Sumner*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 92022

Apr 7 3 05 PM '80

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

LAN \_\_\_\_\_ CLERK

## MASSEY INSURANCE AGENCY, INC.

Articles of Dissolution

MASSEY INSURANCE AGENCY, 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 Insurance Agency, 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. Well-schlager, 2000 First Maryland Building, 25 South Charles Street, Baltimore, Maryland 21201.

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

<u>Name</u>	<u>Post Office Address</u>
Margaret K. Massey	2501 Virginia Avenue Williamsport, Maryland 21795

<u>Name</u>	<u>Post Office Address</u>
Jerry E. Massey	30 East Baltimore Street Hagerstown, Maryland 21740
Roger W. Miller	30 East Baltimore Street Hagerstown, Maryland 21740
J. Alvin Massey	P.O. Box 68 Burlington, West Virginia 26710
P. Curtis Massey, III	Box 224-C, Route 3 Salisbury, Maryland 21801

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

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
Margaret K. Massey	President	2501 Virginia Avenue Williamsport, MD 21795
P. Curtis Massey, III	Vice-President	Box 224-C, Route 3 Salisbury, MD 21801
Roger W. Miller	Secretary	30 East Baltimore Street Hagerstown, MD 21740
Jerry E. Massey	Treasurer	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.

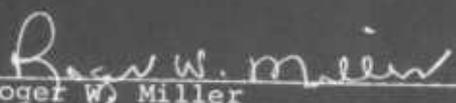
NINTH: Notice of the approved dissolution was mailed to all known creditors of the Corporation on October 31, 1978.

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 INSURANCE AGENCY, 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 INSURANCE AGENCY, INC.

  
Roger W. Miller  
Secretary

  
Margaret K. Massey  
President

THE UNDERSIGNED, President of MASSEY INSURANCE AGENCY, 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*  
Margaret K. Massey, President

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION of the  
MASSEY INSURANCE AGENCY, INC.

were received for record on, December 6, 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



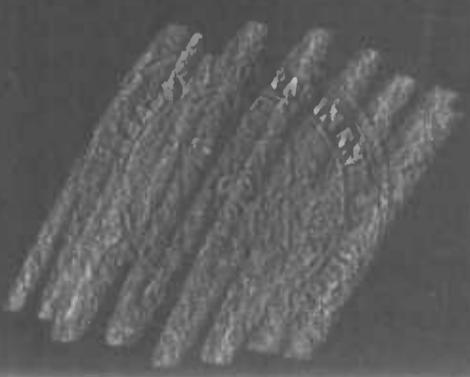
STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466      PHONE 269-3019  
ANNAPOLIS, MARYLAND 21404

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 certifi-  
cation 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 INSURANCE AGENCY, INC.  
have been paid.

WITNESS my hand and official seal this  
Thirteenth day of December A.D. 1978

  
*Jane M. Ruby*  
Deputy Comptroller

ARTICLES OF DISSOLUTION  
OF  
MASSEY INSURANCE AGENCY, INC.

623

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 6, 1979 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2461, ~~100~~ 2352 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91972

7 3 05 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received for Record April 7th, 1980  
at 3:05 o'clock P.M. Liber 29

001099  
APR -7-80\* 17828 \*\*\*\*\*5.00  
APR -7-80B 17828 \*\*\*\*\*5.00

CENTURY 21 NORTH SUBURBAN, INC.

ARTICLES OF INCORPORATION

FIRST: I, Carl F. Rosenberry, whose post office address is 1835 Pennsylvania Avenue, Hagerstown, Maryland 21740 being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

Century 21 North Suburban, Inc.

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

1. To own and carry on the business of buying, selling and exchanging real estate.
2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1835 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Carl F. Rosenberry, whose post office address is 1835 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 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: Carl F. Rosenberry.

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.

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 3<sup>rd</sup> day of December, 1979, and I acknowledge the same to my act.

WITNESS:

Michael Gray

Carl F. Rosenberg (SEAL)  
CARL F. ROSENBERG

ARTICLES OF INCORPORATION  
OF  
CENTURY 21 NORTH SUBURBAN, INC.

602

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 4, 1979 at 2:30 o'clock P. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2461, 001098 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 91841

APR 7 3 05 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

AGREEMENT OF MERGER

AGREEMENT OF MERGER made by and between Hagerstown Trust Company, a Maryland trust company ("HTC"), and Boonsboro Bank of Boonsboro, a Maryland bank ("Boonsboro").

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, Boonsboro shall be merged into HTC under the charter of HTC, and HTC shall be the resulting trust company under the name "Hagerstown Trust Company." The By-Laws of HTC shall be the By-Laws of the resulting trust company.

2. Location of the Parties.

(a) The location of the office of Boonsboro is set forth on Schedule A attached hereto.

(b) The location of the offices of HTC are set forth on Schedule A attached hereto.

3. The Resulting Trust Company.

(a) The name and location of each proposed office of the resulting trust company are 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 \$2,762,500 consisting of 276,250 shares of Common Stock of the par value of \$10.00 per share (less the amount of fractional shares paid in cash and shares of dissenting stockholders paid in cash).

(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 Three Million Dollars (\$3,000,000) divided into Three Hundred Thousand (300,000) 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 bank and trust company shall be as follows:

(a) Each share of Common Stock of Boonsboro 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 7.5 shares of Common Stock of HTC. Certificates representing shares of the Common Stock of Boonsboro (other than shares of dissenting stockholders) shall thereafter represent shares of Common Stock of HTC 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 HTC, and the payment of dividends or other distributions on said stock may be withheld until the Boonsboro 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 HTC.

(b) In lieu of issuing fractional shares of Common Stock of HTC to which the stockholders of Boonsboro will be entitled and only as a mechanical device for rounding shares to whole shares, HTC will pay cash to stockholders of Boonsboro 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 Boonsboro may not receive payment for fractional shares until all Boonsboro stock certificates held by him are surrendered for exchange.

(c) Each share of Common Stock of HTC issued and outstanding when this merger becomes effective (other than shares of dissenting stockholders referred to in paragraph 5) 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.

5. Rights of Dissenting Stockholders. Each holder of shares of the Common Stock of Boonsboro and HTC 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 Article 11, Section 113 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 Boonsboro or HTC, respectively, determined in accordance with the provisions of said Article 11, Section 113 of the Annotated Code of Maryland. Upon payment of such cash, a number of shares of Common Stock of the resulting trust company equal to the number of shares of Common Stock not taken by dissenting stockholders may be sold by the resulting trust company.

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 shares of Common Stock of Boonsboro and of HTC, respectively.

7. Effective Date. The merger provided for herein shall be effective <sup>as of the close of business</sup> on APRIL 23, 1980.

IN WITNESS WHEREOF, Boonsboro and HTC have caused this Agreement of Merger to be duly executed on their respective behalfs by their respective proper officers and their

respective corporate seals to be hereunto affixed and attested as of September 18, 1979.

ATTEST: [SEAL]

HAGERSTOWN TRUST COMPANY

Philip L. Rohrer  
Philip L. Rohrer, Secretary

By William E. King, Jr.  
William E. King, Jr.,  
President

ATTEST: [SEAL]

BOONSBORO BANK OF BOONSBORO

J. Wesley Deavers  
J. Wesley Deavers,  
Cashier and Secretary

By Alfred C. Huffer Sr.  
Alfred C. Huffer, Sr.,  
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY that on this 18<sup>th</sup> day of September, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William E. King, Jr., President, and Philip L. Rohrer, Secretary, of Hagerstown Trust Company, and each in said capacity acknowledged the foregoing to be the act and deed of said body corporate and the seal affixed thereto to be its seal.

[NOTARY SEAL]

Luella E. Huffer  
Notary Public  
My commission expires: July 1, 1982

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY that on this 28<sup>th</sup> day of September, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Alfred C. Huffer, Sr., President, and J. Wesley Deavers, Cashier and Secretary, of Boonsboro Bank of Boonsboro, 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]

Virginia M. Strailman  
Notary Public  
My commission expires: July 1, 1982

## SCHEDULE A

Location of existing office of Boonsboro Bank of Boonsboro which, together with the existing offices of Hagerstown Trust Company, will become offices of the resulting trust company on the effective date:

<u>name</u>	<u>address</u>
Main Office (to become Boonsboro Branch)	207 North Main Street Boonsboro, Maryland 21713

Location of the existing offices of Hagerstown Trust Company which, together with the existing office of Boonsboro Bank of Boonsboro, will become offices of the resulting trust company on the effective date:

<u>name</u>	<u>address</u>
Main Office	83 West Washington Street Hagerstown, Maryland 21740
North Branch	201 Prospect Avenue Hagerstown, Maryland 21740
South Branch	900 South Potomac Street Hagerstown, Maryland 21740
Potomac Edison Branch	Downsville Pike Hagerstown, Maryland 21740
Jefferson Boulevard Branch	1770 Jefferson Boulevard Hagerstown, Maryland 21740
West Side Branch	200 West Side Avenue Hagerstown, Maryland 21740
Virginia Avenue Branch	1642 Virginia Avenue Hagerstown, Maryland 21740
Maugans Avenue Branch	Maugans Avenue Hagerstown, Maryland 21740
Hancock Branch	131 West Main Street Hancock, Maryland 21750

## SCHEDULE B

Names and residence addresses of the persons who will become directors of the resulting trust company on the effective date:

<u>name</u>	<u>address</u>
Kenneth L. Adams	Hagerstown, Maryland
E. W. Ditto, Jr.	Hagerstown, Maryland
Richard A. Henson	Hagerstown, Maryland
John C. Herbst	Smithsburg, Maryland
R. Paul Hoffman	Hagerstown, Maryland
William E. King, Jr.	Hagerstown, Maryland
Thurman C. Lindsey	Hagerstown, Maryland
Lynn F. Meyers	Hagerstown, Maryland
Robert C. Mullendore	Boonsboro, Maryland
Arthur S. Rozes	Hagerstown, Maryland
Earl J. Smith	Hagerstown, Maryland
James M. Snyder	Hagerstown, Maryland
Charles F. Wagaman, Sr.	Hagerstown, Maryland

## SCHEDULE C

Names and residence addresses of persons who will become officers of the resulting trust company on the effective date:

<u>name and position</u>	<u>address</u>
Chairman of the Board	
E. W. Ditto, Jr.	Hagerstown, Maryland
President	
William E. King, Jr.	Hagerstown, Maryland
Executive Vice President	
Robert G. Stull and Treasurer	Hagerstown, Maryland
Senior Vice President	
Philip L. Rohrer and Secretary	Hagerstown, Maryland
Vice President	
L. Alson Bohn and Trust Officer	Waynesboro, Pennsylvania
J. Wesley Deavers and Branch Officer	Boonsboro, Maryland
Gerald M. Driscoll and Senior Trust Officer	Hagerstown, Maryland
J. Kurt Feldman and Manager	Hagerstown, Maryland
Hazel B. Lohman and Branch Supervisor	Hagerstown, Maryland
Thomas K. Myers and Manager	Hagerstown, Maryland
William V. Roney	Hagerstown, Maryland
John E. Staley, Jr.	Hagerstown, Maryland

<u>name and position</u>	<u>address</u>
<b>Assistant Vice President</b>	
R. Scott Hoffman and Chief Auditor	Hagerstown, Maryland
Diane T. Brining, Assistant Secretary and Assistant Manager	Hagerstown, Maryland
Edward G. Kemmet and Assistant Manager	Hagerstown, Maryland
Peggy S. Kendle	Hagerstown, Maryland
<b>Assistant Secretary</b>	
Rose M. Lease	Hagerstown, Maryland
<b>Assistant Treasurer</b>	
Dale E. Frushour	Boonsboro, Maryland
Joan V. Shaw	Hagerstown, Maryland
Stanley W. Thomas and Trust Operations Officer	Boonsboro, Maryland
<b>Loan Officer</b>	
P. Dolan Ford	Hagerstown, Maryland
Kevin C. Jackson	Boonsboro, Maryland
Ricky C. Manning	Boonsboro, Maryland
<b>Administrative Officer</b>	
Sue E. Blickenstaff	Hagerstown, Maryland
M. Lucille Shifler	Hagerstown, Maryland
<b>Accounting Officer</b>	
H. Terrence Trovinger	Hagerstown, Maryland

<u>name and position</u>	<u>address</u>
Branch Officer	
Mary L. Daley	Hagerstown, Maryland
Doris E. Ellis	Hagerstown, Maryland
D. Elaine Grove	Hagerstown, Maryland
Naomi J. Jenkins	Boonsboro, Maryland
Steven M. Michael	Berkley Springs, West Virginia
Patricia Monninger	Hagerstown, Maryland
Emma M. Plummer	Hagerstown, Maryland

## CERTIFICATE OF MERGER

THE UNDERSIGNED, Charles R. Georgius, Deputy Bank Commissioner of the State of Maryland, does hereby certify that pursuant to and with the effect prescribed by Sections 109-115, inclusive, of Article 11 of the Annotated Code of Maryland and effective at the close of business on Wednesday, April 23, 1980, Boonsboro Bank of Boonsboro, Washington County, Maryland, a Maryland bank, with its office located at Boonsboro, Maryland, will be and is merged into Hagerstown Trust Company, a Maryland trust company with its principal office located in Hagerstown, Maryland. The resulting trust company is Hagerstown Trust Company with its principal office located in Hagerstown, Maryland and its name shall be "Hagerstown Trust Company".

WITNESS my hand and the official seal of the Deputy Bank Commissioner of the State of Maryland this 18th day of April, 1980.



*Charles R. Georgius*  
Charles R. Georgius  
Deputy Bank Commissioner  
of the State of Maryland

Received for Record May 7, 1980  
at 2:57 P.M. Liber 29, folio

RESOLUTION

355

MAY -7-80 A# 12049-1 \*\*\*\*\*75  
MAY -7-80 A# 12048 \*\*\*\*\*50

FROM SPECIAL MEETING OF BOARD OF DIRECTORS OF  
QUALITY HOMES, INC

A Special Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at Hagerstown, Maryland on Thursday December 27, 1979 at 5:00 o'clock with the following Directors present:

Donald E. Risser  
Vera June Risser  
John E. Risser, Jr.

The following Resolution at said meeting was passed:

RESOLVED, that a change of address of the Principal Office be filed with the State Department of Assessments and Taxation of Maryland as follows: The Corporation Office shall be at 2037 Pennsylvania Avenue, Hagerstown Maryland 21740.

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a Special Meeting duly called and held as above stated.

  
Secretary

NOTICE OF CHANGE OF PRINCIPAL OFFICE  
OF  
QUALITY HOMES, INC.

767

received for record January 11, 1980 <sup>2</sup> at 8:30 A.M.  
and recorded on Film No. 2465 Frame No. 2720 one of  
the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County

AA N<sup>o</sup> 18332

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

50¢  
75¢

Mr. Clerk Mail to: Meyers, Young & Varner  
P. O. Box 1267  
Hagerstown, Maryland 21740

rnc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

MAY 7 2 57 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

001681

357

Received for Record May 7, 1980 at 2:57 P.M. Liber 29

MAY -7-80 A 12050 \*\*\*\*\*500

ARTICLES OF AMENDMENT  
OF ANITA LYNNE HOME, INC.

*B*

Anita Lynne Home, Inc., a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the Department of Assessment and Taxation that:

FIRST: Article Fifth of the Charter of the Corporation is hereby amended by deleting the sentence; "The Board of Directors may choose the first members in accordance with the By-Laws."

SECOND: Article Sixth of the Charter of the Corporation is hereby amended by deleting it in its entirety and inserting in lieu thereof the following:

"The Corporation shall have not less than five (5) nor more than eleven (11) Directors and John M. Eshleman, John M. Hostetter, Clarence H. Martin, Robert L. Risser and Richard E. Shank, shall act as Directors until their successors are chosen and qualified in accordance with the By-Laws."

IN WITNESS WHEREOF, Anita Lynne Home, Inc., has caused these presents to be signed in its name and on its behalf by its President, Richard H. Tebbs, and its corporate seal to be hereunto affixed and attested by its Secretary, Patricia A. Reilly on the 15th day of January, 1980.

ATTEST:

ANITA LYNNE HOME, INC.

*Patricia A. Reilly*  
Secretary

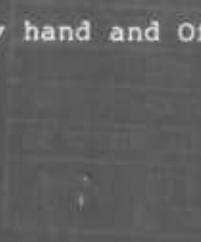
By *Richard H. Tebbs*  
President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit;

I HEREBY CERTIFY, That on this 15<sup>th</sup> day of January, 1980, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally

appeared Richard H. Tebbs, President of Anita Lynne Home, Inc., a Maryland Corporation and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendments to be the corporate act of said Corporation; and at the same time personally appeared Patricia A. Reilly and made affirmation in due form of law that she was Secretary of the meeting of the Directors of said Corporation at which the Amendments of the Charter of The Corporation therein set forth were approved by the Directors who constitute the membership, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal

  
*Roy A. Gou*  
Notary Public

My Commission expires:

*July 1, 1982*

796

ARTICLES OF AMENDMENT

OF

ANITA LYNNE HOME, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 25, 1980 at 11:30 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2466, folio 001680, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 93646

MAY 7 2 57 PM '80

LIBER FOLIO

LAND VAUGHN J. BAKER, CLERK

ME

THE BRANDT CABINET WORKS, INCORPORATED  
ARTICLES OF AMENDMENT

The Brandt Cabinet Works, Incorporated, a Maryland corporation, having its principal office at 686 Pennsylvania Avenue, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Corporation desires to amend its Charter as currently in effect as hereinafter provided.

SECOND: The Charter of the Corporation is hereby amended to remove the amount of the authorized capital stock of the Corporation, to-wit, Fifty Thousand (50,000) shares, divided into Ten Thousand (10,000) shares of 10% preferred stock of the par value of Ten (\$10.00) Dollars per share and Forty Thousand (40,000) shares of common stock of the par value of Ten (\$10.00) Dollars per share, the aggregate amount of the authorized shares being Five Hundred Thousand (\$500,000.00) Dollars and from and after the date of acceptance of these Articles of Amendment by the Department, Article FOURTH of the Articles of Amendment and Restatement heretofore setting forth such authorized capital stock is hereby deleted in its entirety.

THIRD: The Charter of the Corporation is hereby amended by striking in its entirety Article FOURTH and by substituting in lieu thereof the following:

FOURTH: The total number of shares of capital stock which the Corporation shall be authorized to issue is Eighty Thousand (80,000) shares, divided into Forty Thousand (40,000) shares of 10% preferred stock of the par value of Ten (\$10.00) Dollars per share and Forty Thousand (40,000) shares of common stock of the par value of Ten (\$10.00) Dollars per share, the aggregate amount of the authorized shares being Eight Hundred Thousand (\$800,000.00) Dollars

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

(1) The holders of the preferred stock shall be entitled to receive, at the end of each fiscal year of the Corporation but only when and as authorized by the Board of Directors of the Corporation out of the assets of the Corporation legally available for dividends, cash dividends at the rate of One (\$1.00) Dollar per share, before any dividend shall be paid or declared or any other distribution shall be ordered or made upon any other class of stock. If any dividends payable on the preferred stock, with respect to any fiscal year of the Corporation, are not paid, for any reason, the right of the holders of the preferred stock to receive payment of such dividend shall terminate.

(2) In the event of any voluntary or involuntary liquidation (in whole or in part), dissolution or winding up of the Corporation, the holders of the preferred stock shall first be paid out of the assets of the Corporation available for distribution to its stockholders the par value of each share and the remaining assets

of the Corporation available shall be distributed among and paid to the holders of common stock, share and share alike, in proportion to their respective stockholdings.

(3) A merger or consolidation with or into any other Corporation, a share exchange involving the Corporation or a sale, lease, exchange or transfer of all or any part of the assets of the Corporation, which shall not in fact result in the liquidation (in whole or in part) of the Corporation and the distribution of its assets to the stockholders, shall not be deemed to be voluntary or involuntary liquidation (in whole or in part), dissolution or winding up of the Corporation.

(4) With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of the preferred stock shall possess all voting powers for all purposes, including by way of illustration and not by limitation the election of Directors. The holders of the common stock shall have no voting power whatsoever and no holders of said common stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

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 Articles of Amendment and directing the submission to a special meeting of stockholders held on January 12, 1980. A notice stating the purpose of the said special meeting of stockholders would be to take action upon these Articles of Amendment was mailed to each stockholder on December 28, 1979, a date at least ten (10) days in advance of the special meeting of the stockholders. The Articles of Amendment were duly submitted to and approved by the affirmative vote of two-thirds (2/3) of all of the votes entitled to be cast thereon at the said special meeting of the stockholders.

IN WITNESS WHEREOF, The Brandt Cabinet Works, Incorporated has caused these presents to be signed in its name and in its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Assistant Secretary on this 12th day of January, 1980 and its President acknowledges that these Articles of Amendment are the act and deed of The Brandt Cabinet Works, Incorporated and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

Attest to Signature  
and Corporate Seal:  
*Paul G. Carpegna*  
Paul G. Carpegna Assistant  
Secretary

THE BRANDT CABINET WORKS,  
INCORPORATED  
By: *Benjamin F. Kunkleman*  
Benjamin F. Kunkleman, President



ARTICLES OF AMENDMENT  
OF  
THE BRANDT CABINET WORKS, INCORPORATED

794

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 24, 1980 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2466001527, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 60.00 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 93634

MAY 7 2 58 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received for Record May 7, 1980 at 2:58 P.M.  
Liber 29

363  
001482

ARTICLES OF INCORPORATION

MAY -7-80 A# 12052 \*\*\*\*\*6.50

OF

R. M. PILE SONS, INC.

ME

THIS IS TO CERTIFY:

FIRST. That we, the subscribers, Dalton C. Pile and Dorothy Pile, whose postoffice address is 255 Avon Road, Hagerstown, Washington County, Maryland 21740, both being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of a corporation by the execution and filing of these Articles.

SECOND. That the name of the corporation (which is hereinafter called the Corporation) is R. M. PILE SONS, INC.

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

(a) To manufacture, fabricate and construct concrete septic tanks and other related products.

(b) To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by the corporation.

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

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

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

(f) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust 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 purchases, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

(i) To carry out all or any part of the aforesaid purposes, and to

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

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

FOURTH: The postoffice address of the principal office of the Corporation in this State is Route 6, Hagerstown, Maryland 21740. The resident agent of the Corporation is Dalton C. Pile, whose postoffice address is 225 Avon Road, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The number of directors of the Corporation shall be four (4), which number may be increased to five (5) 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 Dalton C. Pile, Dorothy Pile, Cletus E. Pile and Verna Pile.

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

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

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

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

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

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

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

of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 2nd day of January, 1980.

WITNESS:

[Signature]  
[Signature]

Dalton C. Pile  
 Dalton C. Pile

Dorothy Pile  
 Dorothy Pile

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *22<sup>nd</sup>* day of *January*, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Dalton C. Pile and Dorothy Pile, and acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.



My Commission Expires:  
7/1/82

*Beverly L. Dusing*  
Notary Public

ARTICLES OF INCORPORATION  
OF  
R. M. PILE SONS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 24, 1980 at 12:00 o'clock Noon M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2466, folio 001481, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 6.50 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. Linn*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 93627

MAY 7 2 58 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

MAY -7-80 AM 12053 \*\*\*\*\*650

ARTICLES OF INCORPORATION  
OF  
PINECREST COMPANY, INC.

## THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lafayette Samuel Arnold, Route 4, Box 626, Hagerstown, Maryland 21740; Eric S. Arnold, 809 Maryland Avenue, Hagerstown, Maryland; and Mabel Younkins, Route 4, Box 626, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the information of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: Pinecrest Company, Incorporated.

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

(a) To acquire all the property, assets, business, and good will of a going concern of any domestic or foreign corporation, or association, joint stock company or partnership, and engage in and transact any and all business theretofore lawfully engaged in by such corporation, association, joint stock company or partnership.

(b) To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description and to sell, dispose of, lease, convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said Company, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, office, stores,

warehouses, shops, plants, machinery right easements, privileges, franchise and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company, or any part thereof.

(c) To carry on and conduct a general construction business including designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work on commercial or industrial structures, using any building materials and techniques now employed or to be developed; to make, execute, and receive contracts or assignments or delegations of contracts therefor or relating thereto or connected therewith; to manufacture or otherwise acquire and to furnish all building and other tools and equipment connected therewith or required thereof; to manufacture, produce, adapt, and prepare and deal in or with any materials, articles, or things incidental to or required for or useful in connection with any of such activities; and generally to carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

(d) To engage generally in the business of brick masonry, and to erect, alter, and add to buildings of every class and description and to contract for the erecting, decorating, and furnishing thereof.

(e) To engage in the general speculative home building business, including the erection of homes, flats, and apartments; to operate a contracting business; to purchase, own, hold, and sell real property, improved and unimproved, or any interest therein or easement thereon; to purchase lands and subdivide same into subdivisions or lots; to loan money upon real property and to accept secured and unsecured notes as collateral for same; to execute notes, deeds of trust, mortgages, chattel mortgages; to enter into leases as landlord or tenant; to perform or do any act customarily performed or done by a contractor and builder, speculative builder, subdivider, or real property development; to invest in and hold for investment any and all real property, shares of stock, bonds, government, private or corporate; and to exchange and

enter into agreements of exchange of one parcel of real property for another parcel of real property.

(f) 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, and convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

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

FOURTH: The post office address of the principal office of the Corporation in this State is: Route 4, Box 626, Hagerstown, Maryland. The resident agent of the corporation is Ralph H. France, II, 81 West Washington Street, Hagerstown, Maryland 21740.

FIFTH: The total number of shares which the Corporation has the authority to issue is 10,000 shares with the par value of \$10.00 per share, all of which shares are of one class and are designated common stock.

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

(1) Such shareholder shall give written notice by registered mail to the secretary of the Corporation of his intention to sell such shares. Said notice shall specify the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The

Corporation shall have 10 days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered. Such purchase may be authorized by the Board of Directors without any action by the shareholders of the Corporation.

(2) In the event that the Corporation should fail to purchase all of such shares within the said 10-day period, the secretary of the Corporation shall, within 5 days thereafter, give written notice to each of the other shareholders of record, stating the number of shares offered for sale but not purchased by the Corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last address as it appears on the books of the Corporation. Within 10 days after the mailing of said notices, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the secretary of the Corporation a written offer for the number of shares desired by him, accompanied by the purchase price therefor with authorization to pay such purchase price against delivery of such shares.

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

(4) If none or only a part of the shares offered for sale is purchased by the Corporation or shareholders, or both, then the

shareholder who offered the same for sale shall have thereafter the right to sell said shares not so purchased to such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than those specified in the written notice he gave to the Corporation.

(5) Any sale of the shares of the Corporation shall be null and void unless the provisions of this Section are strictly observed and followed.

SIXTH: The Corporation shall have three Directors, which number may be increased from time to time pursuant to resolution of the Board of Directors or Stockholders, but never shall said number of Directors be less than three and Lafayette Samuel Arnold, Eric S. Arnold, and Mabel Younkins, shall act as such until the first annual meeting.

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

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible

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

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

(c) The Corporation reserves the right to make from time to time any amendments of its charter which may now or 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.

(d) 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.

(e) 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.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 10th day of January, 1980.

WITNESS:

Linda M. Donati  
as to Lafayette Samuel Arnold

Lafayette Samuel Arnold  
Lafayette Samuel Arnold

Linda M Donati  
as to Eric S. Arnold

Eric S. Arnold  
Eric S. Arnold

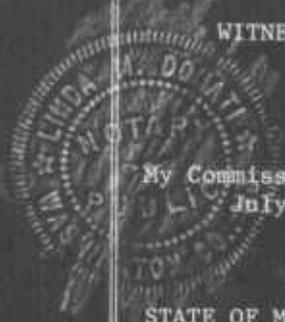
Linda M Donati  
as to Mabel Younkins

Mabel Younkins  
Mabel Younkins

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 10th day of January, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lafayette Samuel Arnold, and did acknowledge the foregoing Articles of Incorporation to be his voluntary act.

WITNESS my Hand and Official Notarial Seal.



My Commission Expires:  
July 1, 1982

Linda M Donati  
Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 10th day of January, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Eric S. Arnold, and did acknowledge that the foregoing Articles of Incorporation to be his voluntary act.

WITNESS my Hand and Official Notarial Seal.



My Commission Expires:  
July 1, 1982

Linda M Donati  
Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 10th day of January, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Mabel Younkins, and did acknowledge the foregoing Articles of Incorporation to be her voluntary act.

WITNESS my Hand and Official Notarial Seal.



My Commission Expires:  
July 1, 1982

Linda M Donati  
Notary Public

791

ARTICLES OF INCORPORATION  
OF  
PINECREST COMPANY, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 23, 1980 at 2:30 o'clock P. M. as in conformity  
with law and ordered recorded.

9

Recorded in Liber 2466 folio 331, 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 \$ 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. Lawrence*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 93599

MAY 7 2 58 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAFFER, CLERK

ARTICLES OF INCORPORATION

FIRST: I, PAUL G. PITTMAN, JR., whose post office address is 20 East Lincoln Avenue, Hagerstown, Maryland 21740, being at least 21 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 (hereinafter referred to as the "Corporation") is: THE WASHINGTON COUNTY CHILD DEVELOPMENT CENTER, 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 following:

1. To provide a model program and creative educational experience for young children from the surrounding and wider community area, having diverse economic and racial backgrounds.

2. In furtherance thereof, to establish and maintain day care services in order to provide a balanced program for the physical, social, emotional and cognitive needs, and development of the children.

3. To enable the parents of said children, who must work, to have a viable and creative alternative for the supervision and care of their children.

4. In addition to the educational and day care services, and in accordance with the comprehensive nature of the child development center, to provide services with respect to evaluation,

remediation, therapy and family counselling, as well as to provide for appropriate referrals for same to other facilities.

5. As an integral part of the program, to provide education for the parents, through the use of observation nursery groups, parent seminars, and the dissemination of information regarding child care and recent advances in early childhood research.

6. To conduct training workshops and pre-service and in-service education for students, professionals, and community in the field of early childhood education.

7. To conduct research in child development, early childhood learning environments and curriculum, child guidance, teacher training, parenting, mental health, and related fields of study and to do all other related things not inconsistent with the law.

8. 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 provisions 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 provisions of any future United States Internal Revenue Law).

FOURTH: The post office address of the principal office of the Corporation in this State is 131 West North Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Leonard W. Curlin,

47 West Bethel Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

SIXTH: The number of Directors of the Corporation shall be at least seven (7) and not to exceed nine (9) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

CYNTHIA PLEASANT	GAIL SHIRK
DEBORAH SULLIVAN	EVELYN MAPHIS
VICKI SADEHVANDI	
ROBIN SPAID	
LEONARD CURLIN	
MARY SUSAN ELGIN	
MARGARET WAGNER	

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 State or of 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, nor of the United States.

NINTH: In these Articles of Incorporation:

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, Community Chests created or organized in the United States or any of its possessions, whether under the laws of the United States, any state, territory or the District of Columbia; such charitable organizations are 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 individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the organization described in this paragraph shall be entitled to the exemption from federal income tax provided for 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 charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended, 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.

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.

ELEVENTH: The duration of the Corporation shall be perpetual.

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IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 16<sup>th</sup> day of January, 1980.

WITNESS:

\_\_\_\_\_

Paul G. Pittman, Jr. (SEAL)  
PAUL G. PITTMAN, JR.

ARTICLES OF INCORPORATION  
OF  
THE WASHINGTON COUNTY CHILD DEVELOPMENT CENTER, INC.

790

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 22, 1980 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 246, folio 7 000966, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 5.50 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. Sumner*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 93586

MAY 7 2 59 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. PAKER, CLERK

Received for Record May 7, 1980 at 2:59 P.M.  
Liber 29

003178  
387

MAY -7-80 A 12055 \*\*\*\*\*250

ARTICLES OF INCORPORATION  
OF  
CHURCH OF GOD, LANE'S RUN

FIRST: That we, the subscribers, Norris Sword, Sr., whose post office address is Route 3, Box 141, Old Mercersburg Road, Clear Spring, Washington County, Maryland 21722; Donald Mullen, whose post office address is Route 2, Box 94, Funkhouser Road, Clear Spring, Washington County, Maryland 21722; Norris Sword, Jr., whose post office address is 11 North Martin Street, Clear Spring, Washington County, Maryland 21722; Robert Starliper, whose post office address is Route 1, Box 406, U.S. Route 40, Clear Spring, Washington County, Maryland 21722; and Paul Edward Deeds, whose post office address is Route 2, Box 19, Draper Road, Clear Spring, Washington County, Maryland 21722; 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

CHURCH OF GOD, LANE'S RUN

THIRD: The post office address of said Corporation in this State shall be Route 3, Box 141, Old Mercersburg Road, Clear Spring, Washington County, Maryland.

FOURTH: The resident agent of said Corporation shall be Norris Sword, Sr., whose post office address is Route 3, Box 141, Old Mercersburg Road, Clear Spring, 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 worship God in accordance with His will, and to engage in the following functions: (1) presenting the plan of Salvation; (2) saving of souls; and (3) training for service and loyalty to Christ and His kingdom.

(2) To become a member of the Church a person must be one who accepts Jesus Christ as his or her personal Savior, promises to take the Bible as the supreme rule for Faith and Conduct through life, and subscribes to the following Church Covenant:

We, whose names are recorded in this book, do mutually and solemnly covenant and agree for the promotion of our spiritual welfare, the salvation of others, and the glory of God, to unite in Church fellowship, to live in Christian Peace and Love, and to walk and live according to the commandments and ordinances of the Lord as He revealed the same to us in His Holy Scriptures, which are, as we believe, the only authoritative rule of Christian Faith and Practice.

And, moreover, we do solemnly promise patiently to submit to the order of God's House, that is to say, to the government and discipline of His Church; and to cheerfully obey the rulers, or office bearers, who are or at any time may be placed over us in the Lord; and to cooperate through attendance, financial and spiritual support to the full extent of our ability with the Church in her program of Christian service to this community and the World.

(3) To purchase, receive, hold, manage, and transfer property, to mortgage, lease, pledge, encumber, and hypothecate property and further to facilitate the management of its corporate affairs in such a manner as may be directed by the Church of God, Lane's Run, from time to time.

(4) To conduct a church for religious purposes, such purposes being the proclamation of the Gospel for the salvation of men; the shelter, nurture and spiritual fellowship of the children of God; the maintenance of divine worship; the preservation of the truth; the promotion of social righteousness; and the exhibition of the Kingdom of Heaven to the world.

(5) To carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects.

(6) 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: (1) The property of the Corporation shall be held and the business affairs shall be managed and controlled by a Board of Trustees, the number to be not less than five (5) or more than fifteen (15), and the term of office shall be for two (2) years. No one shall be elected a trustee of the Board of Trustees who is not a communicant member of full age in good standing of the Church. The trustees shall be elected by the communicant members of the Church in good and regular standing. Vacancies on the Board of Trustees by reason of death, resignation or removal for other causes shall be filled at the next annual meeting of the Corporation unless the trustees by resolution earlier call a special meeting for such purpose.

(2) 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 from time to time governing the conduct of the business and carrying out the purposes of the Corporation.

(3) 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: Norris Sword, Sr., whose post office address is Route 3, Box 141, Old Mercersburg Road, Clear Spring, Washington County, Maryland 21722; Donald Mullen, whose post office address is Route 2, Box 94, Funkhouser Road, Clear Spring, Washington County, Maryland 21722; Norris Sword, Jr., whose post office address is 11 North Martin Street, Clear Spring, Washington County, Maryland 21722; Robert Starliper, whose post office address is Route 1, Box 406, U.S. Route 40, Clear Spring, Washington County, Maryland 21722; and Paul Edward Deeds, whose post office address is Route 2, Box 19, Draper Road, Clear Spring, Washington County, Maryland 21722.

IN WITNESS WHEREOF, we have hereunto signed our names and affixed our seals this \_\_\_\_\_ day of January, 1980.

WITNESS:

Norris Sword, Sr. (SEAL)  
Norris Sword, Sr.

Donald R. Mullen, Sr. (SEAL)  
Donald Mullen

Norris Sword Jr. (SEAL)  
Norris Sword, Jr.

Robert A. Starliper (SEAL)  
Robert Starliper

Paul Edward Deeds (SEAL)  
Paul Edward Deeds

Dick L. Keller

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 8<sup>th</sup> day of January, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Norris Sword, Sr., Donald Mullen, Norris Sword, Jr., Robert Starliper, and Paul Edward Deeds, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

My commission expires:  
July 1, 1982

Dick L. Keller  
Notary Public

773

ARTICLES OF INCORPORATION  
OF  
CHURCH OF GOD, LANE'S RUN

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 18, 1980 at 9:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2465, folio 043172, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 2.50 Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

*William J. Summers*



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND  
WASHINGTON COUNTY  
RECORDED FOR RECORD

A 93421

7 2 59 PM '80

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

LAND    
VAUGHN J. BAKER, CLERK

ARTICLES OF MERGER  
MERGING  
WESTERN MARYLAND STOCKYARDS, INC.  
INTO  
GARROTT, INC.

FIRST: Western Maryland Stockyards, Inc., a corporation organized and existing under the laws of the State of Maryland, and Garrott, Inc., a corporation organized and existing under the laws of the State of Maryland, agree that said Western Maryland Stockyards, Inc. shall be merged into said Garrott, 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: Garrott, Inc., a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the name Garrott, Inc.

THIRD: The parties to the articles of merger are Western Maryland Stockyards, Inc., a corporation organized on the 20th day of June, 1938, under the General Corporation Law of the State of Maryland, and Garrott, Inc., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: No amendment is made to the charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which said Western Maryland Stockyards, Inc. has authority to issue is five-hundred (500) shares, common stock, \$50.00 par value.

The total number of shares of stock of all classes which said Garrott, Inc. has authority to issue is ten thousand (10,000) shares of par value stock of the par value of Ten Dollars (\$10.00) each or the aggregate par value of One Hundred Thousand Dollars (\$100,000.00), divided into two classes, 7500 shares thereof being known as Class A stock and 2500 shares being known as Class

062012

B stock.

SIXTH: The number of outstanding shares of each class of Western Maryland Stockyards, Inc., the subsidiary corporation and the number of shares of each class owned by Garrott, Inc., the parent corporation is as follows:

<u>Class</u>	<u>Total shares outstanding</u>	<u>Shares owned by parent corporation</u>
Common	225½	225½

SEVENTH: The manner and basis of converting or exchanging issued stock of the merged corporation into different stock or other consideration and the manner of dealing with any issued stock of the merged corporation not to be so converted or exchanged shall be as follows:

All of the issued and outstanding shares of Western Maryland Stockyards, Inc., the subsidiary corporation are owned by Garrott, Inc., the surviving corporation and no shares of the surviving corporation are to be issued or any other consideration given for shares of the said Western Maryland Stockyards, Inc., the merged corporation, but upon the effective date of the articles of merger, the shares of stock of the merged corporation shall be surrendered for cancellation to Garrott, Inc., the parent corporation surviving the merger.

EIGHTH: The principal office of said Western Maryland Stockyards, Inc. organized under the laws of the State of Maryland, is located in Carroll County, State of Maryland.

Western Maryland Stockyards, Inc. owns property in Carroll County, State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

NINTH: The location of the principal office of the surviving corporation in the State of Maryland, the state of its incorporation, is 930 The Terrace, Hagerstown, Maryland and the name and post office address of the resident agent of said surviving corporation is John H. Garrott, Sr., 930 The Terrace, Hagerstown, Maryland.

KAYLOR, WANTZ  
& DOUGLAS  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

TENTH: The merger was duly approved by resolution adopted by a majority vote of the entire board of directors of Western Maryland Stockyards, Inc. on November 30, 1979.

ELEVENTH: The merger to be effected by these articles of merger was duly advised and authorized and approved by said Western Maryland Stockyards, Inc. in the manner and by the vote required by the laws of the State of Maryland and by the charter of said corporation by majority vote of the entire Board of Directors.

IN WITNESS WHEREOF, WESTERN MARYLAND STOCKYARDS, INC. and GARROTT, INC., the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents and attested by their respective secretaries as of the 30th day of November, 1979.

ATTEST: Western Maryland Stockyards, Inc.

*Ann P. Garrott*

BY: *John H. Garrott, Sr.* (SEAL)  
John H. Garrott, Sr., President

Garrott, Inc.

ATTEST:

*Ann P. Garrott*

BY: *John H. Garrott, Sr.* (SEAL)  
John H. Garrott, Sr., President

THE UNDERSIGNED, President of Western Maryland Stockyards, 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.

KAYLOR, WANTZ  
& DOUGLAS  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

062044

  
John H. Garrott, Sr., President  
Western Maryland Stockyards, Inc.

THE UNDERSIGNED, President of Garrott, 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.

  
John H. Garrott, Sr., President  
Garrott, Inc.

755

ARTICLES OF MERGER  
 MERGING  
 WESTERN MARYLAND STOCKYARDS, INCORPORATED (A MD. CORP.)  
 INTO  
 GARROTT, INC. (A MD. CORP.)-SURVIVOR

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland January 9, 1980 at 2:00 o'clock P. M. as in conformity  
 with law and ordered recorded.

5

Recorded in Liber 2465, folio 002040, 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 \$ \_\_\_\_\_  
 4.00 Certificate to Carroll County Land Record  
 \$ 24.00 Total Office

To the clerk of the Circuit Court of Washington County

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

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

*William J. Summers*



STATE OF MARYLAND  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD

A 93286

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

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 VAUGHN J. DAKER, CLERK

Received for Record May 7, 1980 at 2:59 P.M.  
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001663

MAY -7-80 A 12057 \*\*\*\*\*550

ARTICLES OF INCORPORATION  
OF  
TURNER'S DECORATING, INC.

*Received  
OK  
WJ*

The undersigned, being a natural person and acting as incorporator, does hereby adopt the following Articles of Incorporation for the purpose of forming a business corporation in the State of Maryland, pursuant to the provisions of the Maryland General Corporation Law.

FIRST: (1) The name of the incorporator is:

Samuel H. Turner

(2) The said incorporator's address, including the street and number, if any, including the county or municipal area, and including the state or country, is:  
1826 Dual Highway, Hagerstown, Washington County, Maryland.

(3) The said incorporator is at least eighteen years of age.

(4) The said incorporator is forming the corporation named in these Articles of Incorporation under the general laws of the State of Maryland, to wit, the Maryland General Corporation Law.

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

TURNER'S DECORATING, INC.

THIRD: The corporation is formed for the following purpose or purposes:

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof.

To have all of the powers conferred upon corporations organized under the provisions of the Maryland General Corporation Law.

FOURTH: The address, of the principal office of the corporation within the State of Maryland, is 1826 Dual Highway, City of Hagerstown, Washington County, Maryland 21740.

FIFTH: The name and the address, of the resident agent of the corporation within the State of Maryland, is Samuel H. Turner, 1826 Dual Highway, City of Hagerstown, Washington County, Maryland 21740.

SIXTH: (1) The total number of shares of stock which the corporation has authority to issue is three hundred (300) all of which are of a par value of One Thousand Dollars each and are designated as Common Stock.

(2) The aggregate par value of all the authorized shares of stock is Three Hundred Thousand Dollars (\$300,000.00).

(3) The Board of Directors of the corporation is authorized, from time to time, to issue any additional stock or convertible securities of the corporation without the approval of the holders of outstanding stock.

(4) The Board of Directors of the corporation is authorized, from time to time, to classify or to reclassify, as the case may be, any unissued shares of stock of the corporation.

(5) Provisions, if any, governing the restriction on the transferability of any of the shares of stock of the corporation may be set forth in the bylaws of the corporation or in any agreement or agreements duly entered into.

(6) Notwithstanding any provision of the Maryland General Corporation Law requiring a greater proportion than a majority of the votes entitled to be cast in order to take or authorize any action, any such action may be taken or authorized upon the concurrence of at least a majority of the aggregate number of votes entitled to be cast thereon.

(7) No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same

have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: (1) The number of directors of the corporation, until such number shall be changed by the bylaws of the corporation, is three (3).

(2) The names of the persons who will serve as directors of the corporation until the first annual meeting of stockholders and until their successors are elected and qualify are as follows:

Samuel H. Turner

Ruth E. Turner

Jacob B. Berkson

(3) The initial Bylaws of the corporation shall be adopted by the initial directors. Thereafter, the power to adopt, alter, and repeal the Bylaws of the corporation shall be vested in the Board of Directors of the corporation.

(4) The corporation shall, to the fullest extent permitted by the Maryland General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said laws from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Maryland

General Corporation Law, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a corporate representative who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such corporate representative.

EIGHTH: From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the Maryland General Corporation Law at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and any contract rights at any time conferred upon the stockholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, I have adopted and signed these Articles of Incorporation and do hereby acknowledge that the adoption and signing are my act.

Dated:

Jan. 9 - 1980

Samuel H. Turner  
Samuel H. Turner

750 J

ARTICLES OF INCORPORATION  
OF  
TURNER'S DECORATING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 14, 1980 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2465, 7 folio 1662, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 60.00 Recording fee paid \$ 22.00 <sup>5.50</sup> 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 93235

MAY 7 2 59 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

## WESTERN MARYLAND FOLKLORE SOCIETY, INC.

MAY -7-80 A# 12058 \*\*\*\*\*5.00

## Articles of Incorporation

UNDER TITLE 3, Subtitle 104 and Title 5, subtitles 201-208, & 701-702 of the  
CORPORATIONS & ASSOCIATIONS ARTICLE of THE ANNOTATED CODE OF MARYLAND.

ME  
FIRST: The undersigned:

Michael Hawkins	Liz Reisberg	Carole Lafferman	Frank H. Pratka
Rt 1 Box 266	Rt 1 Box 97	Rt 3 Box 37	907 R Street NW
Keedysville, Md. 21756	Sharpsburg, Md.	Smitsburg, Md.	Washington, DC
	21782	21783	20001

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 WESTERN MARYLAND FOLKLORE SOCIETY, INC.

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

To preserve and promote traditional dance and music in Western Maryland.

FOURTH: The post office address of the principal office of the Corporation in Maryland is: Route 1 Box 97, Sharpsburg, Washington County, Maryland 21782. The name and post office address of the resident agent of the Corporation in Maryland are: Liz Reisberg, Route 1 Box 97, Sharpsburg, Washington County, Maryland, 21782. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: The number of directors of the Corporation shall be FOUR (4), which number may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are less than three 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: Michael Hawkins, Carole Lafferman, Liz Reisberg, Frank H. Pratka.

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:

NONE

EIGHTH: The duration of the Corporation shall be perpetual.

001327

Alternate--under Title I, Subtitle 302\*

WHEREOF, We have signed these Articles of Incorporation and severally acknowledge the same to be our act on November 10, 1979.

Michael Hawkins  
(Michael Hawkins)

Carole Lafferman  
(Carole Lafferman)

Liz Reisberg  
(Liz Reisberg)

Frank H. Pratka  
(Frank H. Pratka)

\* TITLE 1, SUBTITLE 302 permits the elimination of the acknowledgment of the incorporators before a notary public, the substitute language provides that the signing has the effect of an acknowledgment.

749

ARTICLES OF INCORPORATION  
OF  
WESTERN MARYLAND FOLKLORE SOCIETY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 11, 1980 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2465, folio 1325, 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. Semmes*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 93205

MAY 7 3 00 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

ME

CREAGER AND DAY, P.A.

MAY -7-80 A# 12059 \*\*\*\*\*5.00

ARTICLES OF AMENDMENT

CREAGER AND DAY, 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 certified 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 & NEWHOUSE, 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 AND DAY, 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 14<sup>th</sup> day of January, 1980, and its President acknowledges these Articles of Amendment are the act and deed of CREAGER AND DAY, 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 AND DAY, P.A.



*Dixie C. Newhouse*  
DIXIE C. NEWHOUSE, Secretary

*Charles E. Creager*  
CHARLES E. CREAGER, President

772

ARTICLES OF AMENDMENT  
 OF  
 CREAGER AND DAY, P.A.  
 Changing its name to  
 CREAGER & NEWHOUSE, P.A.

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland January 18, 1980 at 8:30 o'clock A. M. as in conformity  
 with law and ordered recorded.

Recorded in Liber 2465, folio 3 003107, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 5.00 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. Bennett*



STATE OF MARYLAND  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD

A 93407

MAY 7 3 00 PM '80

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

LAND  \_\_\_\_\_  
 VAUGHN J BAKER, CLERK

Received for Record May 7, 1980 at 3:00 P.M. Liber 29

MAY -7-80 A# 12060 \*\*\*\*\*6.00

ME

ARTICLES OF INCORPORATION  
OF  
VOLUNTEER ASSOCIATION FOR WESTERN MARYLAND I  
MENTAL RETARDATION CENTER, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, William Forbes, 128 Hickory Lane, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is VOLUNTEER ASSOCIATION FOR WESTERN MARYLAND I MENTAL RETARDATION CENTER, 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 the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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

(1) To handle and account for all private contributions made to Volunteer Association for Western Maryland I Mental Retardation Center, Inc. and to provide for services which will benefit West Maryland residents.

(2) To stimulate and promote the growth of Volunteer Service to the Patients, Staff, and Center by supporting the Volunteer Dept. through Volunteer Service and financial support.

FOURTH: The post office address of the principal office of the Corporation in this State is 128 Hickory Lane, Hagerstown, Maryland 21740.

The name and post office address of the Resident Agent of the Corporation in this State is Carol Alphin, 2613 Pennsylvania Avenue, Hagerstown, Maryland 21740.

Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock 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 five ( 5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: William Forbes, Robert Reed, Richard Kittzmiller, Shirley Hall, and Carol Alphin.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" means corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or

individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any

subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 26 day of October, 1979.

William J. Forbes  
William Forbes

WITNESS:

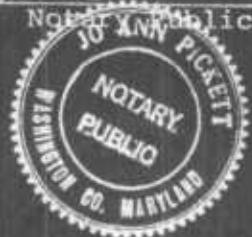
Harold V. Muelit

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 26 day of October, 1979, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared William Forbes and acknowledged the foregoing Articles of Incorporation to be his act.

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

J Ann Pickett  
Notary Public



ARTICLES OF INCORPORATION

OF

VOLUNTEER ASSOCIATION FOR WESTERN MARYLAND I MENTAL RETARDATION CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 11, 1980 at 1:10 o'clock P. M. as in conformity with law and ordered recorded.

§

Recorded in Liber 2465, folio 1317, 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<sup>6.00</sup> Special Fee paid \$

To the clerk of the Circuit Court of Washington County

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

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

*William J. Simmons*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 93204

MAY 7 3 00 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received for Record May 7, 1980 at 3:00 P.M. Liber 29

001089

ME

ARTICLES OF INCORPORATION  
OF

BEAU CONSTRUCTION CO., INC. MAY -7-80 A 12061 \*\*\*\*\*650

ARTICLE ONE. Incorporators. The undersigned, Patricia F. Davis, whose address is 1205 Potomac Avenue, Hagerstown, Washington County, Maryland, and Kirk E. Davis, of 1205 Potomac Avenue, Hagerstown, Washington County, Maryland, both 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 Beau Construction Co., Inc.

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

A. To engage in the business of hanging and finishing drywall on commercial, industrial, and residential buildings of all types, new and old; and to engage in the general drywall business as a General Drywall Contractor.

B. To act as a general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

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

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

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

F. To purchase or otherwise acquire, hold or reissue shares, of its capital stocks 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 corporations or associations, organized under the Laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof and 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 certificate bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

G. To purchase, acquire, improve, lease and sell and mortgage real estate and tangible personal property of every nature and description wheresoever situated and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description; to borrow and lend money in furtherance of the businesses of the Corporation and to execute all necessary documents to secure obligations to the Corporation.

H. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including any contract rights whether at a 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 aforementioned enumeration of the purposes, objects and business of the Corporation is made 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 Corporation which are contained in teh General Laws of this State.

ARTICLE FOUR. Principal Office. The address of the principal office of this Corporation is P.O. Box 1098, Hagerstown, Washington County, Maryland.

ARTICLE FIVE. Resident Agent. The name of the resident agent of the corporation is Patricia F. Davis, whose address is 1205 Potomac Avenue, Hagerstown, Maryland 21740.

ARTICLE SIX. Authorized Shares. The total number of shares of stock of all classes that the corporation is authorized to issue is Ten thousand shares (10,000) of the par value of \$10.00 per share, and having an aggregate par value of all shares of all classes of stock is \$100,000.00.

ARTICLE SEVEN. Directors. The number of directors of the corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); the names of the directors who will serve as directors until the first annual meeting and until their successors are elected and qualify are Kirk E. Davis, Patricia F. Davis, Paul W. Melby, and Charles R. Breakall.

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 this Corporation.

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

C. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the corporation or of the net profits arising from its business shall be declared in dividends and paid

to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and dispositions of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of 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 such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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

F. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of

the corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

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

H. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have the 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 enterprises.

ARTICLE NINE. Restrictions of Transfer. The stock of this Corporation cannot be sold or transferred until reported to and approved by the Board of Directors, and then may be transferred only on the Books of the Corporation by the holder thereof in person or by Attorney, upon surrender of the certificate or certificates properly endorsed.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 3<sup>rd</sup> day of <sup>December</sup> ~~October~~, 1979.

WITNESS:

James F. Strine

Kirk E. Davis (SEAL)  
Kirk E. Davis

Patricia F. Davis (SEAL)  
Patricia F. Davis

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

I HEREBY CERTIFY That on this 3<sup>rd</sup> day of <sup>December</sup> ~~October~~, 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kirk E. Davis and Patricia F. Davis, who acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:

July 1, 1982

Jesse H. Hawthorne  
Notary Public



747

ARTICLES OF INCORPORATION  
OF  
BEAU CONSTRUCTION CO., INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 11, 1980 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2465, folio 001088, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 6.50 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. Semons*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
MAY 7 3 00 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

A 93162

Received for Record May 7, 1980 at 3:01 P.M.  
Liber 29

000641

## ARTICLES OF INCORPORATION

OF

MAY -7-80 AM 12062 \*\*\*\*\*5.00

GRUBER BUILDING CLEANING &amp; RESTORATION, 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 GRUBER BUILDING CLEANING & RESTORATION, INC.

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

- (a) To engage in the construction business and all other activities related thereto and inherent therein.
- (b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.
- (c) To purchase, lease, or otherwise acquire all or any part of the property rights, businesses, contracts, goodwill, franchises, and assets of every kind, of any corporation, co-partnership, or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other 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.

LAW OFFICES RICHARD W. LAURICELLA

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

LAW OFFICES RICHARD W. LAURICELLA

FOURTH: The post office address of the principal office of the Corporation in this State is 110 Archer Lane, Williamsport, Maryland, 21795. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this *31<sup>st</sup>* day of *December*, 1979.

Witness:

*Marian Marshall* \_\_\_\_\_  
*Richard W. Lauricella* \_\_\_\_\_ (SEAL)  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *31<sup>st</sup>* day of *December*, 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 foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

*Marian Marshall* \_\_\_\_\_  
Notary Public

My Commission expires:

*7/1/82*



737

ARTICLES OF INCORPORATION  
OF  
GRUBER BUILDING CLEANING & RESTORATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 10, 1980 at 1:00 o'clock P M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2465, folio 000610, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
MAY 7 3 01 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

A 93111

000297

HEYMAN TRUCKING, INC.

ARTICLES OF INCORPORATION

MAY -7-80 A# 12063 \*\*\*\*\*5.00

FIRST: I, EDWARD N. BUTTON, whose post office address is 580 Northern Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

HEYMAN TRUCKING, INC.

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

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

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 580 Northern Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward N. Button, P.A., 580 Northern Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a corporation organized under the laws of Maryland with its principal office in the State of Maryland.

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 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 successors are duly chosen and qualified is: John Heyman.

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

000299

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

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 sub-sections (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 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 27<sup>th</sup> day of DECEMBER, 1979, and acknowledge the same to be my act.

WITNESS:

Karen D. Merchant

Edward N. Button  
Edward N. Button

ARTICLES OF INCORPORATION  
OF  
HEYMAN TRUCKING, INC.

733

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 8, 1980 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 4 2465000296, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 93076

MAY 7 3 01 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received for Record May 7, 1980 at 3:01 P.M.  
Liber 29

000247

MAY -7-80 A 12064 \*\*\*\*\*5.00

LAGUNA, INC.

ARTICLES OF INCORPORATION

FIRST: I, EDWARD N. BUTTON, whose post office address is 580 Northern Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

LAGUNA, INC.

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

- (1) To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature, whatsoever, and generally in all classes of buildings, erections and works, both public and private or integral parts thereof, and to perform engineering and architectural work, and generally to do and perform any and all works as builders and contractors, and with that end in covering the building and contracting business and the work connected therewith; and
- (2) To manufacture, buy, sell, trade, deal in and import all and every kind of material, equipment, supplies, product, manufactured or unmanufactured, iron, steel, wood, brick, cement, granite, stone, marble, and other products and materials; and
- (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; and
- (4) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above-referred to; and
- (5) To do anything permitted by the Corporations and

Associations Article (Section 2-103) of the Maryland Code, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 580 Northern Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward N. Button, P.A., 580 Northern Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a corporation organized under the laws of Maryland with its principal office in the State of Maryland.

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 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 successors are duly chosen and qualified is: Angelo Sella.

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby

substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

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

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

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 sub-sections (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 were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of JANUARY, 1980, and acknowledge the same to be my act.

WITNESS:

*Edward N. Button* *Edward N. Button*  
Edward N. Button

ARTICLES OF INCORPORATION  
OF  
LAGUNA, INC.

733

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 8, 1980 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2465, folio 000246, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 93066

MAY 7 3 01 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

002844

HB

ARTICLES OF AMENDMENT  
OF DITTO ELECTRIC CO., INC. ELECTING <sup>MAY -7-80 A# 12065 \*\*\*\*\*5.00</sup>  
TO BE A CLOSE CORPORATION

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

FIRST: The Corporation hereby elects to be a close corporation under Title 4 of the Corporations and Associations Volume of the Annotated Code of Maryland and hereby amends its Charter to add thereto a statement that the Corporation is a close corporation.

SECOND: The Corporation hereby elects not to have a Board of Directors and hereby amends its Charter to delete therefrom Section Sixth thereof and to insert in lieu thereof the statement that the Corporation elects to have no Board of Directors pursuant to the authority granted to it by said Title 4.

The Board of Directors of the Corporation at a special meeting duly convened and held on November 10, 1979, at which said meeting all of the directors of the Corporation were present, unanimously adopted a resolution electing to change the status of the Corporation to that of a close corporation and electing not to have a Board of Directors. The action of the Board of Directors in making such elections was referred to the stockholders of the Corporation for their consideration. The stockholders of the Corporation at a special meeting duly convened and held on November 10, 1979, at which said meeting all of the stockholders of the Corporation were present, unanimously approved the elections of the Board of Directors and, by resolution unanimously adopted, elected to change the status of the Corporation to that of a close corporation and elected not to have a Board of Directors.

JAN 4 9 05 AM '80

IN WITNESS WHEREOF, Ditto Electric Co., Inc., has caused these presents to be signed in its name and on its behalf by all of its Officers, Directors and Stockholders and its corporate seal to be hereunto affixed and attested to by its Secretary, this

this 30th day of November, 1979.

DITTO ELECTRIC CO., INC.

By Charles L. Ditto Sr.  
Charles L. Ditto, Sr.  
President, Director and  
Stockholder

By Charles C. Ditto, Jr.  
Charles C. Ditto, Jr., Vice-  
President, Director and  
Stockholder

By Sharon K. Ditto  
Sharon K. Ditto, Secretary,  
Director and Stockholder

By R. Merridith Haynes  
R. Merridith Haynes, Treasurer  
and Stockholder *MERRIDITH HAYNES*

WITNESS as to Seal  
Sharon K. Ditto  
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 30th day of November 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles L. Ditto, Sr., and acknowledged himself to be the President and a Director and Stockholder of Ditto Electric Co., Inc.; and at the same time also personally appeared Charles C. Ditto, Jr., who acknowledged himself to be Vice-President and a Director and Stockholder of said Corporation; and at the same time also personally appeared Sharon K. Ditto, who acknowledged herself to be Secretary and a Director and Stockholder of said Corporation; and also at the same time personally appeared R. Merridith Haynes, who acknowledged himself to be Treasurer and a Stockholder of said Corporation; and said individuals, being then and there before me, did each acknowledge that they are the only officers and stockholders of said Corporation and that Charles L. Ditto, Sr., Charles C. Ditto, Jr., and Sharon K. Ditto are the only Directors of said Corporation, and that they by resolutions duly passed authorizing them so to do, acknowledged the foregoing Articles of Amendment to be the act and deed of said Ditto Electric Co., Inc.

WITNESS my hand and Official Notarial Seal.

Betty J. Smith  
Notary Public

My Commission Expires:  
July 1, 1982



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ARTICLES OF AMENDMENT  
OF  
DITTO ELECTRIC CO., INC.

723

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 4, 1980 at 4:00 o'clock P M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2464, folio 0028.13, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 5.00 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD A 92967

MAY 7 3 01 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN J. PARKER, CLERK

Received for Record May 7, 1980 at 3:02 P.M. Liber 29

ARTICLES OF AMENDMENT

MAY -7-80 A# 12066 \*\*\*\*\*5.00

HAGERSTOWN EAR, NOSE AND THROAT ASSOCIATES  
 DRS. SLASMAN, DRAWBAUGH & BANDY, P.A.

Hagerstown Ear, Nose and Throat Associates, Drs. Slasman, Drawbaugh & Bandy, 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 Amended Article I: That the name of the Corporation is:

HAGERSTOWN EAR, NOSE AND THROAT ASSOCIATES  
 DRS. SLASMAN, DRAWBAUGH & BANDY, P.A.

and inserting in lieu thereof the following: Amended Article I: That the name of the Corporation is:

HAGERSTOWN EAR, NOSE AND THROAT ASSOCIATES  
 DRS. SLASMAN & BANDY, P.A.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held September 27, 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 September 27, 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 Hagerstown Ear, Nose and Throat Associates, Drs. Slasman, Drawbaugh & Bandy, P.A. who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledge, in the name and on behalf 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 materials respects, under the penalties of perjury.

ATTEST TO SIGNATURE AND  
CORPORATE SEAL:

HAGERSTOWN EAR, NOSE AND  
THROAT ASSOCIATES, DRs.  
SLASMAN, DRAWBAUGH & BANDY,  
P.A.

  
Samuel D. Slasman  
Secretary

William H. Slasman, MD  
William Slasman, M.D.

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

I HEREBY CERTIFY that on this *27th* day of *December* A.D., 1979, before me the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William Slasman, M.D., President of Hagerstown Ear, Nose and Throat Associates, Drs. Slasman, Drawbaugh & Bandy, 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.

*Nancy E. Harris*  
Notary Public

My Commission Expires:  
July 1, 1982



ARTICLES OF AMENDMENT  
OF

718

HAGERSTOWN EAR, NOSE & THROAT ASSOCIATES, DRS. SLASMAN, DRAWBAUGH & BANDY, P.A.

Changing its name to

HAGERSTOWN EAR, NOSE AND THROAT ASSOCIATES, DRS. SLASMAN & BANDY, P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 2, 1980 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2464, 002469, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 5.00 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 92914

MAY 7 3 02 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION MAY -7-80 A# 12067 \*\*\*\*\*5.00

PROFESSIONAL ASSISTANCE CORPORATION  
( A CLOSE CORPORATION )

THIS IS TO CERTIFY:

FIRST:

That we the subscribers, Dennis Lee Hilker, whose post office address is 11215 Oakleaf Drive #1915, Silver Spring, Maryland, 20901, Lynnette Whitt, whose post office address is 11215 Oakleaf Drive, #1915, Silver Spring, Maryland, 20901, and William Lyle Poe, Jr., whose post office address is Suite 125, Oakland Mills Village Center, Columbia, Maryland, 21045, all being at least eighteen years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND:

That the name of the Corporation (which is hereinafter called the "Corporation") is Professional Assistance Corporation, (A Close Corporation).

THIRD:

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

- (a) To engage in the business of developing and providing administrative and technical assistance services to public and private educational institutions and to professionals; to provide social services and interagency consultations; to perform research in areas of education and social sciences; to develop and publish professional written materials; to provide psychological and educational assessment services; and to employ psychiatric and psychological professionals who will perform related psychotherapy, psychiatric evaluation and treatment, and psychological consultations; psychiatric social workers.
- (b) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

- (c) To purchase, lease, and 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 and for and on account of others, the business of providing administrative, technical, and counselling assistance to professionals and its affiliated services, 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, copartnership 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.
- (f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account, the same.
- (g) To purchase or otherwise acquire, hold, and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates of any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other Corporation, 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 shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

- (h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and securities, or other evidences of indebtedness created or issued by any such other corporation or association.
- (i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust for, 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; to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.
- (j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or to enhance the value of its property, business or rights.
- (k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

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

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

FOURTH:

The post office address of the principal office of the Corporation in this State is 4 Cypress Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Dennis Lee Hilker, whose post office address is 4 Cypress 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 5,000 shares with no par value, all of which shares are of one class and are designated common stock.

SIXTH:

The Corporation shall have one Director, Dennis Lee Hilker, 11215 Oakleaf Drive #1915, Silver Spring, Maryland, 20901, pursuant to Title 4, Corporations and Associations, Section 4-301.

SEVENTH:

All of the provisions of Section 2-414 of Title 4, Corporations and Associations are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, its agents, officers, and stockholders.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 4th day of December, 1979.

  
DENNIS LEE HILKER

  
LYNNETTE WHITT

  
WILLIAM LYLE POE, JR.

Howard COUNTY to wit:

I HEREBY CERTIFY that on this 4 day of December, 1979, before me, the subscriber, a notary public of the State of Maryland, Howard County, personally appeared Dennis Lee Hilker and Lynette Whitt, known to me or satisfactorily proven to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and severally acknowledged the foregoing instrument to be their respective acts.

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

Helen M. Uhl  
Notary Public

Howard COUNTY to wit:

I HEREBY CERTIFY that on this 4 day of December, 1979, before me, the subscriber, a notary public of the State of Maryland, Howard County, personally appeared William Lyle Poe, Jr., known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing Articles of Incorporation, and severally acknowledged the foregoing instrument to be his respective act.

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

HELEN M. UHL  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires July 1, 1982

Helen M. Uhl  
Notary Public



717

ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL ASSISTANCE CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 2, 1980 at 11:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2464, 0102358, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 92891

MAY 7 3 02 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received for Record May 7, 1980 at  
3:02 P.M. Liber 29

MAY -7-80 A# 12068 \*\*\*\*\*7.50

001829

ARTICLES OF INCORPORATION  
OF  
PEDIATRIC & ADOLESCENT MEDICINE,  
J. RAMSAY FARAH, M.D., M.P.H., P.A.

THIS IS TO CERTIFY:

FIRST: That I, J. Ramsay Farah, M.D. the subscriber, whose post office address is 1003 The Terrace, Hagerstown, Maryland 21740, being at least eighteen (18) years of age and licensed to practice medicine in the State of Maryland, do, under and by virtue of Sections 5-101 et seq. of the Maryland Professional Service Corporation Act of the General Laws of the State of Maryland authorizing the formation of Professional Corporations, form a Professional Corporation by the execution and filing of these Articles.

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

PEDIATRIC & ADOLESCENT MEDICINE,  
J. RAMSAY FARAH, M.D., M.P.H., P.A.

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

(a) To engage in the practice of medicine 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 101 King Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Lynn F. Meyers, Esquire whose post office address as resident agent is 81 W. Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the

Corporation has authority to issue is Ten Thousand (10,000) shares of 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:

J. Ramsay Farah

Elizabeth Farah

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 *20th* day of December, A.D., 1979.

WITNESS:

Nancy E. Hovis

J. Ramsay Farah  
J. Ramsay Farah

STATE OF MARYLAND, WASHINGTON COUNTY, to Wit:-

I HEREBY CERTIFY, That on this *20th* day of December A.D., 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. Ramsay Farah, M.D. and made oath in due form of law that the foregoing Articles of Incorporation are his act and deed.

Witness my hand and official Notarial Seal.

Nancy E. Hovis  
Notary Public

My Commission Expires: July 1982

ARTICLES OF INCORPORATION

OF

PEDIATRIC & ADOLESCENT MEDICINE, J. RAMSAY FARAH, M.D.,  
M.P.H., P.A.

710

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 31, 1979 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2464, folio 001828, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 30.00 <sup>7.50</sup> Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

*William J. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 92812

MAY 7 3 02 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

ME

Received for Record May 7, 1980 at 3:02 P.M.  
Liber 29

001520

MAY -7-80 A# 12069 \*\*\*\*\*5.00

INTERSTATE TRUCK EQUIPMENT, INC.

ARTICLES OF INCORPORATION

FIRST: I, George J. Baughman, whose post office address is 255 Lincoln Way East, Fayetteville, Pennsylvania 17222, 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 herein-after referred to as the "Corporation") is INTERSTATE TRUCK EQUIPMENT, INC.

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

(1) To engage in the purchase, sale, exchange, repairing, rebuilding and conditioning of trucks, and to engage in any other lawful purpose 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 1500 Salem Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is William C. Wantz, 123 West Washington Street, Hagerstown, Maryland 21740. The 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 million shares of a par value of One Dollar (\$1.00) 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 Million Dollars (\$1,000,000.00).

Dec 31 10 23 AM '75

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 (3) 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 qualify are: George J. Baughman, Beverly R. Brookens and Robin R. Baughman.

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 inferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter enforced.

EIGHTH: Except as may be otherwise provided by the Board of Directors of the Corporation, no holder of any shares of 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 merits or otherwise any proceeding referred to in sub-sections (b) or (c) of the Indemnification Section or any claim, issue or

001523

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 of 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 passed 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 7 day of December, 1979, and I acknowledge the same to be my act.

WITNESS:

*[Signature]*

*[Signature]*  
George J. Baughman

708

ARTICLES OF INCORPORATION  
OF  
INTERSTATE TRUCK EQUIPMENT, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 31, 1979 at 12:00 o'clock<sup>Noon</sup> M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2464, folio 001519, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 200.00 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 92769

MAY 7 3 02 PM '80

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

LAND    
VAUGHN J. BAKER, CLERK

RONALD G. TOOTHMAN, D.M.D., P.A.

ARTICLES OF INCORPORATION

FIRST: I, Ronald G. Toothman, whose post office address is 314 Meadowlark Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland, 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:

RONALD G. TOOTHMAN, D.M.D., P.A.

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

1. To engage in the practice of dentistry and orthodontia 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 1190 Mt. Aetna Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Ronald G. Toothman whose post office address is 314 Meadowlark 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.

ME

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:

Ronald G. Toothman

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, 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

001485

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 subscribe for, or otherwise acquire such shares;

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

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

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation; such 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 advise of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action

to be taken or authorized other than as provided in this Article EIGHTH 3.

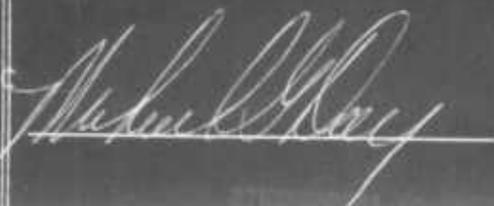
NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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 20<sup>th</sup> day of December, 1977 and I acknowledge the same to my act.

WITNESS:



 (SEAL)  
Ronald G. Toothman

708

ARTICLES OF INCORPORATION  
OF  
RONALD G. TOOTHMAN, D.M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 31, 1979 at 12:00 o'clock <sup>Noon</sup> M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2464, folio 01482, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 5.00 Special Fee paid \$ 20.00

To the clerk of the Circuit Court of Washington County

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

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

*William J. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 92764

MAY 7 3 03 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received for Record May 7, 1980 at 3:03 P.M.  
Liber 29

001311

## ARTICLES OF INCORPORATION

OF

MAY -7-80 A# 12071 \*\*\*\*\*5.00

VASANT DATTA, M. D., P. A.

The undersigned subscriber to these Articles of Incorporation, a natural person of at least eighteen (18) years of age, hereby presents these Articles of Incorporation for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Maryland.

ARTICLE IName

The name of the Corporation is: VASANT DATTA, M. D., P. A.

ARTICLE IINature of Business

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Maryland, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Maryland to practice therein.

To invest funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or object of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and, 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 this corporation otherwise permitted by law.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue is ten thousand (10,000) Shares of Common Stock having a nominal or par value of One Dollar (\$1.00) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Maryland.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE V

Principal Office and Resident Agent

The Post Office address of the principal office of this corporation is: 1600 Oak Hill Avenue, Hagerstown, Maryland 21740. The Board of Directors may from time to time move the principal office to any other address in the State of Maryland. The resident agent of the corporation is: Vasant Datta, M. D., whose address is: 270 Potomac Heights, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE VI

Directors

This corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time, by By-laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII

Initial Director

The name and post office addresses of the member of the first Board of Directors is: Vasant Datta, M.D., 270 Potomac Heights, Hagerstown, Maryland 21740.

ARTICLE VIIISubscribers

The name and post office address of the subscriber of the Common Stock, who is a doctor of medicine, duly licensed under the laws of the State of Maryland, to render services as such, the number of shares of stock he agrees to take, and the value of the consideration therefor, is:

<u>Name and Address</u>	<u>No. of Shares</u>	<u>Consideration</u>
Vasant Datta, M. D. 270 Potomac Heights Hagerstown, Maryland 21740	2,000	\$2,000.00

ARTICLE IXVoting Trusts

No Stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XContracts

No contract or other transaction between the corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a director 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 firm, association, or corporation in which he may be in any way interested.

ARTICLE XIRemoval of Directors

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XIIAdditional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Maryland and of the purpose and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm, or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no stockholder shall have any pre-emptive right to subscribe to any such stock.

ARTICLE XIIIAmendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Director to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation, this 30<sup>th</sup> day of July, 1979, and I acknowledge the same to be my act.

*Vasant Datta*  
Vasant Datta, M. D.

ARTICLES OF INCORPORATION  
OF  
VASANT DATTA, M. D., P. A.

707

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 31, 1979 at 2:30 o'clock P. M. as in conformity  
with law and ordered recorded. 5

Recorded in Liber 2464, folio 0013-10, 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<sup>5.00</sup> Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

*William J. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 92739

May 7 3 03 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

K. M. TRUCKING, INC.

MAY -7-80 A# 12072 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

FIRST: I, EDWARD N. BUTTON, whose post office address is 580 Northern Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

K. M. TRUCKING, INC.

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

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

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 580 Northern Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward N. Button, P.A., 580 Northern Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a corporation organized under the laws of Maryland with its principal office in the State of Maryland.

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 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 successors are duly chosen and qualified is: Kenneth E. Mowery.

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

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

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 sub-sections (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 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 26<sup>th</sup> day of December, 1979, and acknowledge the same to be my act.

WITNESS:

Jay D. Merchant

Edward N. Button  
Edward N. Button

ARTICLES OF INCORPORATION  
OF  
K. M. TRUCKING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 28, 1979 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

*4*

Recorded in Liber *2464*, folio *001026*, 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 <sup>5.00</sup> Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

*William J. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 92724

Mar 7 3 03 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

CHIMNEY CRICKET SWEEPS, INC.

a close corporation under Title 4

MAY -7-80 A# 12073 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

FIRST: the undersigned Gregory T. Joliet, whose post office address is 17810 Buehler Road #153, Olney, Maryland 20832, 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 CHIMNEY CRICKET SWEEPS, INC..

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; To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Maryland.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 3 Spring Valley Circle, Hagerstown, 21740.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand(1000) shares without par value, all of one class.

Stock of the Corporation is to be Common Stock, holders of said stock are to have one vote for each share owned. Any dividends or distributions of the net assets of the Corporation are to be disbursed to stockholders in amounts equally proportionate to individual stockholders' total stock ownership in relation to the total number of shares of stock issued and outstanding.

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

All of the Corporations issued stock, exclusive of treasury shares, shall be held of record by not more than twenty (20) persons.

EIGHTH: The number of directors of the Corporation shall be ONE(1), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one (1); and the name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is Gregory T. Joliet.

NINTH: The Director shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Director shall have the authority to dispose, in any manner, of the whole property of this corporation.

CHIMNEY CRICKET SWEEPS, INC.  
a close corporation under Title 4  
ARTICLES OF INCORPORATION

The By-Laws shall determine whether and to what extent the accounts and books of this Corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside of the State of Maryland, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or director, except as otherwise required by the laws of Maryland.

It is the intention that the objects, purposes and powers specified in the Fourth paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the Fourth paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

TENTH: The duration of the Corporation shall be perpetual.

ELEVENTH: The name and post office address of the resident agent of the Corporation in Maryland is Gregory T. Joliet, 17810 Buehler Road, Olney 20832.


IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on Dec. 9, 1979 (date)

WITNESS Ann M. Joliet  
(Ann M. Joliet)

INCORPORATOR Gregory T. Joliet  
(Gregory T. Joliet)

ARTICLES OF INCORPORATION

OF

CHIMNEY CRICKET SWEEPS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 27, 1979 at 9:30 o'clock A. M. as in conformity with law and ordered recorded.

*3*

Recorded in Liber *2464*, folio *000378*, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 92629

MAY 7 3 03 PM '80

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Recorded for Record June 9, 1980 at 3:27 o'clock pm Liber 701  
ARTICLES OF DISSOLUTION

OF

LAR MAN, INC.

MM-9-80 A# 15252 \*\*\*\*\*5.00

1. The name of the Corporation is Lar Man, Inc. and the post office address of its principal office in this State is 106 Pennsylvania Avenue, Hancock, Maryland, 21750.
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 Roy E. Pittman, 2 Blue Hill, Hancock, Maryland 21750.
3. The name and post office address of each of the directors of the Corporation are:
- Roy E. Pittman  
2 Blue Hill  
Hancock, Maryland 21750
- Betty N. Pittman  
2 Blue Hill  
Hancock, Maryland 21750
- Roy R. Pittman  
1 Virginia Avenue  
Hancock, Maryland 21750
4. The name, title and post office address of each of the officers of the Corporation are: President - Roy E. Pittman, 2 Blue Hill, Hancock, Maryland 21750; Vice President - Roy R. Pittman, 1 Virginia Avenue, Hancock, Maryland 21750; Secretary - Betty N. Pittman, 2 Blue Hill, Hancock, Maryland 21750; Treasurer - Betty N. Pittman, 2 Blue Hill, Hancock, Maryland 21750.
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,

Attest to Signature  
and Corporate Seal:  
Betty N. Pittman  
Betty N. Pittman  
Secretary

LAR MAN, INC.  
By Roy E. Pittman  
Roy E. Pittman  
President

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 4<sup>th</sup> day of September, A.D., 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Roy E. Pittman, President of Lar Man, Inc., personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge that he executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

William A. Young Jr.  
Secretary  
Notary Public



My Commission Expires:  
1 July 1982

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 4<sup>th</sup> day of September, A.D., 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Betty N. Pittman, who did make oath in due form of law that she was Secretary of the meeting of the Board of Directors advising Dissolution of this Corporation and that she was likewise Secretary of the meeting of the Stockholders held in reference thereto and that the matters and facts set forth in the foregoing Articles of Dissolution with respect to the authorization for Dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

William A. Young Jr.  
Secretary  
Notary Public



My Commission Expires:  
1 July 1982

OFFICE OF  
**HARRY C. SNOOK**  
**COUNTY TREASURER**  
 COURT HOUSE ANNEX  
 HAGERSTOWN, MARYLAND 21740  
 Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer  
 LEONA H. HOLMES, Deputy Treasurer  
 HELEN B. LEWIS, Deputy Treasurer

*The Court House*

SERVING WASHINGTON COUNTY SINCE 1873

December 10, 1979

Dissolution  
 RE: Lar Man, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Lar Man, Inc.

have been paid to and including the fiscal year July 1, 1979 to June 30, 1980.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 10th day of December A.D., 1979.

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

487  
003012

# The Town of Hancock

MAYOR AND COUNCIL  
HANCOCK, MARYLAND 21750

116 WEST HIGH STREET PHONE 678-6820

December 27, 1979

RE: Dissolution of Lar Man, Inc.

THIS IS TO CERTIFY:

That the books and records of the Town of Hancock show that all taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the Mayor and Council of the Town of Hancock by

LAR MAN, INC.

have been paid to and including the fiscal year July 1, 1979 to June 30, 1980.

WITNESS: the hand and seal of Alfred E. Martin, Clerk-Treasurer for the Town of Hancock, this 27th day of December A.D., 1979.

  
Alfred E. Martin SEAL  
Clerk-Treasurer

488

003013



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

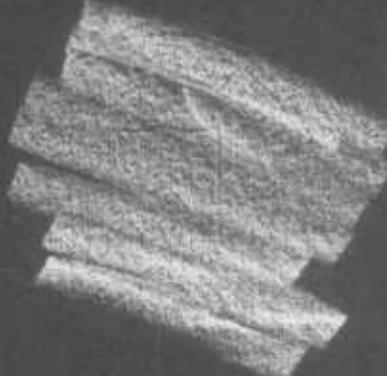
THIS IS TO CERTIFY, That the books of the  
State Comptroller's Office and of the Department of  
Employment Security, as reflected in their certifi-  
cation to the State Comptroller, show that all taxes  
and charges due the State of Maryland, payable through  
the said offices as of the date hereof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

LAR MAN, INC.

have been paid.

WITNESS my hand and official seal this

Fourth                      day of December A.D. 19 79

  
*Jane M. Ruby*  
Deputy Comptroller

ARTICLES OF DISSOLUTION

OF

LAR MAN, INC.

917

approved and received for record by the State Department of Assessments and Taxation of Maryland February 19, 1980 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2468, folio 003008, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 94671

JUN 9 3 27 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record June 9, 1980 at 3:27 o'clock pm liber 29

MM-9-80 A# 15253 \*\*\*\*\*00

ARTICLES OF INCORPORATION  
OF  
JIM SNYDER EXTERMINATING, INC.

THIS IS TO CERTIFY:

FIRST: That We, the subscribers, James E. Snyder, whose post office address is 2647 Virginia Avenue, Williamsport, Maryland 21795; Donna M. Snyder, whose post office address is 2647 Virginia Avenue, Williamsport, Maryland 21795; and David K. Poole, Jr., whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740; all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: JIM SNYDER EXTERMINATING, INC.

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

A. To engage in the business of pest control, fumigation, extermination and sterilization, and termite control, including the use of such chemicals as the corporation or its subsidiaries may be licensed and permitted to use, the preparation of escrow reports and the making of inspections as required, and the servicing of properties in the matter of extermination and fumigation in all phases of the work of pest control in whatever respect the corporation or its authorized subsidiaries may be licensed to do.

B. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow,

guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

C. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

D. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

E. To let concessions to others to do any of the

things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

F. To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise; or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Article 23, Section 9 of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the Laws of the State of Maryland on corporations formed under the Laws pursuant to which and under which this Corporation is formed, as such laws are not in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purpose 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 is 2647 Virginia Avenue, Williamsport, Maryland 21795. The Resident Agent of the Corporation is James E. Snyder, whose post office address is 2647 Virginia

Avenue, Williamsport, Maryland 21795. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors and James E. Snyder, Donna M. Snyder, and David K. Poole, Jr. shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

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

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

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

C. The Board of Directors shall from time to time determine whether, and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the

stockholders, and no stockholder shall have the right to inspect any account, book or document of the Corporation except as aforesaid 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 23rd day of January, 1980.

WITNESS:

Judith A. Bloyer

James E. Snyder (SEAL)  
James E. Snyder

Judith A. Bloyer

Donna M. Snyder (SEAL)  
Donna M. Snyder

Judith A. Bloyer

David K. Poole, Jr. (SEAL)  
David K. Poole, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 23rd day of January, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared James E. Snyder, Donna M. Snyder, and David K. Poole, Jr., known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Judith A. Bloyer  
Notary Public



Commission Expires:  
July 1, 1982.

ARTICLES OF INCORPORATION  
OF  
JIM SNYDER EXTERMINATING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 28, 1980 at 4:00 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2466002626, folio 6, 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. Hammond*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Jun 9 3 27 PM '80

A 93779

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

LAND    
VAUGHN J. BAKER, CLERK

Received For Record June 9 1980 at 3:27 o'clock pm corporation liber 29

JOHN L. SWAIN AGENCY, INC.

MD -9-80 A 15254 \*\*\*\*\*5.00

ARTICLES OF AMENDMENT

JOHN L. SWAIN AGENCY, INC., a Maryland Corporation, having its principal office at 82 West Washington Street, Hagerstown, Maryland, hereinafter referred to as "Corporation", hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION of Maryland, hereinafter referred to as "Department," that:

FIRST: The Charter of the Corporation is hereby amended by striking out in their entirety Articles II, III, IV, V, and VII and substituting in lieu thereof the following:

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

HOLZAPFEL REALTY, INC.

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

(a) To engage in the general real estate and insurance business, either as agent or broker, to make appraisals, to arrange and consummate loans and to perform any and all services ordinarily connected with said business directly or indirectly.

(b) 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 any part of the world and to acquire by purchase, lease or otherwise, all of any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, and enjoy, 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.

(3) To enter into partnerships, joint ventures, syndicates, other business associations for any lawful purpose.

(4) 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: 82 West Washington Street, Hagerstown, Maryland, 21740. The name and the post office address of the Resident Agent of the Corporation in this State is:

JOHN RICHARD HOLZAPFEL, 927 Rolling Road, Hagerstown, Maryland, 21740.

FIFTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3), provided that:

(1) That 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,

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

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

classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may 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. .

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.

SEVENTH: 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.

EIGHTH: (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 of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnifi-

cation 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.

By written informal action, unanimously taken by the Board of Directors of the Corporation and the stockholders of the Corporation, pursuant to and in accordance with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation and all of the stockholders duly advised the foregoing amendments and by written informal action, unanimously taken by same, the stockholders and Board of Directors of the

of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, JOHN L. SWAIN AGENCY, 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 3rd day of January, 1980, and its President acknowledges that these Articles of Amendment are the act and deed of JOHN L. SWAIN AGENCY, 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:

JOHN L. SWAIN AGENCY, INC.

*Robert E. Kuczynski*  
Robert E. Kuczynski  
Secretary

By: *John Richard Holzäpfel*  
John Richard Holzäpfel  
President

ARTICLES OF AMENDMENT

OF

JOHN L. SWAIN AGENCY, INC.

Changing its name to:

HOLZAPFEL REALTY, INC.

830

approved and received for record by the State Department of Assessments and Taxation of Maryland January 31, 1980 at 11:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2467, folio 000684, 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 \$ \_\_\_\_\_  
5.80

To the clerk of the Circuit Court of Washington County

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

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

*William J. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 93967

JUN 9 3 27 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record June 09, 1980 at 3:27 o'clock pm corporation liber 29  
POTOMAC INDUSTRIAL SUPPLIES, INC.

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

JUN-9-80 AM 15255 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

FIRST: I, Mary F. Hubbard, whose post office address is 4363 Old Frederick Road, Baltimore, Maryland 21229, 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 POTOMAC INDUSTRIAL SUPPLIES, 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 business of selling industrial supplies and other related items.

(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 Mondell Road at Taylor's Landing Road, Rt. 1, Box 340, Sharpsburg, Maryland 21782. The name and post office address of the Resident Agent of the Corporation in this State is Mary F. Hubbard, 4363 Old Frederick Road, Baltimore, Maryland 21229. 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

(1000) shares of common stock, without par value.

SEVENTH: The number of directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is Mary F. Hubbard.

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

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her in connection with such action, suit or proceeding, if she acted in good faith and in a manner which she 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 her 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 she 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 her in connection with the defense or settlement of such action or suit if she acted in good faith and in a manner she 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 her 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 the article EIGHTH or in defense of any claim, issue, or matter therein, she shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by her in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article EIGHTH.

(4) Any indemnification under paragraph (1) or (2) of this Article EIGHTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable

standard of conduct set forth in paragraph (1) or (2) of this Article EIGHTH. Such determination shall be made; (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that she 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 officers and shall inure to the benefit of the heirs and personal representatives of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of February, 1980, and I acknowledge the same to be my act.

LAW OFFICES  
OF  
ARNOLD E. SILBIGER  
ATTORNEY AT LAW  
SILBIGER BUILDING  
BALTIMORE, Md. 21201  
242-1814

Emory D. Hubbard  
Witness

Mary F. Hubbard  
Mary F. Hubbard

856

ARTICLES OF INCORPORATION  
OF  
POTOMAC INDUSTRIAL SUPPLIES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 7, 1980 at 9:00 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2467, folio 002201, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
A 94137

JUN 9 3 27 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record June 9, 1980 at 3:27 o'clock p m corporation liber 29  
PEARL COMMUNICATIONS, INC.

ARTICLES OF INCORPORATION MM -9-80A 15256 \*\*\*\*\*5.00

FIRST: I, John H. Strite, II, whose post office address is Route #6, Box 139-B, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

PEARL COMMUNICATIONS, INC.

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

(1) To own, operate and carry on the business of selling communication equipment.

(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 Post Office Box 2035, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is John H. Strite, II, Route #6, Box 139-B, 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 or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), 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 successor is duly chosen and qualified is:

. John H. Strite, II

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock

of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with 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 28 day of JAN., 1980, and I acknowledge the same to be my act.

WITNESS:

*Michael Ray*

*John H. Strite, II* (SEAL)  
John H. Strite, II



ARTICLES OF INCORPORATION

OF

PEARL COMMUNICATIONS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 7, 1980 at 1:00 o'clock P. M. as in conformity with law and ordered recorded.

*5*

Recorded in Liber *2467*, folio *002655*, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 94210

JUN 9 3 27 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record June 27, 1980 at 3:27 o'clock pm liber 29

THE HANCOCK REALTY CORPORATION  
ARTICLES OF TRANSFER OF ASSETS

MM-9-80 A# 15257 \*\*\*\*\*5.00

THE HANCOCK REALTY CORPORATION, a Maryland Corporation having its principal office in Hancock, Washington County, Maryland, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation has entered into a written contract whereby the Corporation agreed to sell and the Buyers agreed to buy the hereinafter described property, which amounts to substantially all of the assets of the Corporation, at the price and on the other terms and conditions hereinafter set forth.

(a) The property agreed to be sold and transferred as aforesaid is described as follows: All that lot of ground situate on the south side of High Street, together with improvements thereon, and fronting 66 feet thereon in the town of Hancock, Washington County, Maryland, and running back therefrom with uniform width 160 feet more or less to an alley 10 feet wide; the center of which said alley is the middle line of Lot No. 20, of Brents Addition to the town of Hancock; the lot hereby conveyed being the north end thereof and is bounded on the west by the lands of Edmund P. Cahill, formerly Samuel Rinehart heirs and on the east by the lands of Morris Greenspoon, formerly William Faith and Harry F. Exline.

(b) The terms and conditions of said sale, as set forth in said contract, are as follows: The selling price is \$40,000.00 to be paid as follows: \$10,000.00 to be paid on day of settlement and the balance thereof being the sum of \$30,000.00, to be paid within three years with interest at the rate of 10% per annum with interim payments of \$5,000.00 every six months accounting

from date of settlement to be applied against the principal plus the interest due on the unpaid principal balance at the time of making such payment all as evidenced by a mortgage back to the Corporation covering said property; recording taxes due on said transfer will be divided equally between the parties and property taxes will be prorated between them as of date of settlement.

(c) The names and addresses of the buyers under said contract are as follows: John B. Arwood, Berkeley Springs, West Virginia and H. Layton Laws, Jr., whose address is P. O. Box 675, 7209 Centerville Road, Manassas, Virginia 22110.

SECOND: The Corporation was incorporated in the year 1929 under the Laws of the State of Maryland with principal office in, and a resident agent of, the County of Washington in said State.

THIRD: The Corporation continues to have its principal office in the County of Washington in the State of Maryland and, after the transfer, will have no other interest in land in Washington County, Maryland, except for the interest in the purchase money mortgage as aforesaid; the Corporation has not had, and after said transfer will not have, an interest in land in any other County of the State of Maryland.

FOURTH: The Board of Directors of the Corporation at a meeting duly convened on August 23, 1979, by resolution adopted by a unanimous vote of all of the Directors of the Corporation, advised, authorized and approved the transfer set forth in these Articles and directed that the matter of the transfer be considered by the Stockholders of the Corporation at their next regular meeting or at a special meeting called for that purpose and the Stockholders of the Corporation, at a meeting duly convened on October 30, 1979, by unanimous vote of all of the

stockholders of the Corporation, confirmed and adopted the action of the Board of Directors and, by so doing, advised, authorized and approved said transfer; the respective actions of the Board of Directors and Stockholders and the unanimous votes taken thereon fulfill the requirements of the Laws of the State of Maryland and of the Corporation's Charter regarding transfers of the nature herein set forth.

FIFTH: The name and address of the resident agent of the nonresident, noncorporate transferees in said transfer is:  
**Richard W. Lauricella, Esquire**  
 245 North Potomac Street,  
 Hagerstown, Maryland 21740

IN WITNESS WHEREOF, THE HANCOCK REALTY CORPORATION, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attached by its Secretary, on this 17<sup>th</sup> day of January, 1980.

ATTEST:

Adele H. Gerber  
 Secretary

THE HANCOCK REALTY CORPORATION

BY: Laurence H. Gerber  
 Laurence H. Gerber  
 President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17<sup>th</sup> day of January, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Laurence H. Gerber, President of THE HANCOCK REALTY CORPORATION, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Transfer of Assets 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 Transfer of Assets with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

My Commission expires:  
 July 1, 1982

Patricia A. Padala  
 Notary Public



IN FURTHER WITNESS WHEREOF, the said John B. Arwood and H. Layton Laws, Jr., by affixing their signatures to the foregoing Articles of Transfer of Assets, acknowledge the same to be their respective and individual act and deed, that they execute the same for the purposes therein contained and that they are the Transferees therein mentioned.

WITNESS:

Carolyn L. Walters

Carolyn L. Walters

John B. Arwood  
John B. Arwood, Transferee

H. Layton Laws, Jr.  
H. Layton Laws, Jr., Transferee

ARTICLES OF TRANSFER

BETWEEN

THE HANCOCK REALTY CORPORATION (MD. CORP.) Transferor

AND

JOHN B. ARWOOD AND H. LAYTON LAWS, JR. (Individuals) Transferees

approved and received for record by the State Department of Assessments and Taxation of Maryland February 8, 1980 at 2:00 o'clock P M. as in conformity with law and ordered recorded.

*S*

Recorded in Liber 2467, folio 2747, 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 \$ \_\_\_\_\_  
4.00 Cert. of Conveyance Washington Co. Land Record Office  
\$ 24.00 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. Lawrence*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
A 94211  
Jun 9 3 27 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record June 9, 1980 at 3:27 o'clock pm corporation liber 29

CONTEMPO ART GALLERY LTD.

JUN -9-80 A# 15258 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

FIRST: I, EDWARD N. BUTTON, whose post office address is 580 Northern Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

CONTEMPO ART GALLERY LTD.

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

(1) To design, create, manufacture, purchase, repair, restore, reconstruct, exhibit, sell, and generally deal in, as principal or agent, on commission or otherwise, pictures, ornaments, statuettes, carvings, china, pottery, glassware, jewelry, articles made from precious and other metals, tapestries, rugs, furniture, antiques, works of art of every class, kind, and description, and copies or reproductions thereof. To manufacture, buy, sell, import, and export all materials and supplies used by commercial artists, portrait painters, photographers, and other artists, including crayons, paints, canvases, brushes, easels, colors, oils, and all other material that may be used by artists.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 302 Garden Spot Drive, Route #6.

Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Gary L. Portmess, 302 Garden Spot Drive, Route #6, 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 (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 successors are duly chosen and qualified is: Gary L. Portmess.

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be

limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

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

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 sub-sections (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 were not parties to the proceeding, that indemnification of such corporate repre-

sentative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11<sup>th</sup> day of February, 1980, and acknowledge the same to be my act.

WITNESS:

Robert M. Clark

Edward N. Button  
Edward N. Button

ARTICLES OF INCORPORATION  
OF  
CONTEMPO ART GALLERY LTD.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 13, 1980 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2468000555, folio 5, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$ 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
A 94338  
Jun 9 3 27 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record June 9, 1980 at 3:27 o'clock pm corporation liber 29

ARTICLES OF INCORPORATION

OF

MIN -9-80 A 15259 \*\*\*\*\*5.50

PETITE LADY, INC.

The undersigned, being a natural person and acting as incorporator, does hereby adopt the following articles of incorporation for the purpose of forming a business corporation in the State of Maryland, pursuant to the provisions of the Maryland General Corporation Law.

FIRST: (1) The name of the incorporator is Diane E. Burhans

(2) The said incorporator's address, including the street and number, if any, including the county or municipal area, and including the state or country, is 521 Fifth Avenue, New York, New York 10017.

(3) The said incorporator is at least eighteen years of age.

(4) The said incorporator is forming the corporation named in these Articles of Incorporation under the general laws of the State of Maryland, to wit, the Maryland General Corporation Law.

SECOND: The name of the corporation (hereinafter called the "corporation") is PETITE LADY, INC.

THIRD: The corporation is formed for the following purpose or purposes:

To design, weave, process, manufacture, fabricate, prepare for market, finish, buy, sell, import, export, distribute, enter into, grant, assign, and receive contracts, franchises, licenses, royalties, options, and other rights in respect of, and generally deal in and with at wholesale and retail and as principal, agent, factor, broker, contractor, distributor, jobber, licensor, licensee, and in any other lawful capacity, children's, men's, and women's sportswear, wearing apparel, accessories, novelties, and the designs therefor, and goods, wares, and merchandise of any and all kinds, whether derived in whole or in part from textiles or from

vegetable, animal, mineral, chemical, biological, natural, synthetic, artificial, or other elements and matters, and, in connection therewith and independent thereof, to maintain any and all mills, plants, stores, shops, factories, establishments, sites, centers, leased departments, mail-order departments and catalogue services, and facilities, equipment, and supplies, and to do everything necessary, useful, and convenient in furtherance of the purposes of the corporation.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of its property and assets, or any interest therein, wherever situated.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, deeds of trust, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade names, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America, the District of Columbia, any state or subdivision thereof, and any commonwealth, territory, possession, dependency, colony, agency or instrumentality of the United States of America and of any foreign country, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants and concessions.

To have all of the powers conferred upon corporations organized under the provisions of the Maryland General Corporation Law.

FOURTH: The address, including street and number, if any, and the county or municipal area, of the principal office of the corporation within the State of Maryland, is 113 Summit Avenue, Hagerstown, Maryland 21740.

FIFTH: The name and the address, including street and number, if any, and the county or municipal area, of the resident agent of the corporation within the State of Maryland, are Evelyn Wagner, 109 East Franklin, Hagerstown, Maryland 21740.

SIXTH: (1) The total number of shares of stock which the corporation has authority to issue is one thousand, all of which are without par value and are designated as Common Stock.

(2) The Board of Directors of the corporation is authorized, from time to time, to issue any additional stock or convertible securities of the corporation without the approval of the holders of outstanding stock.

(3) The Board of Directors of the corporation is authorized, from time to time, to classify or to re-classify, as the case may be, any unissued shares of stock of the corporation.

(4) Provisions, if any, governing the restriction on the transferability of any of the shares of stock of the corporation may be set forth in the bylaws of the corporation or in any agreement or agreements duly entered into.

(5) Notwithstanding any provision of the Maryland General Corporation Law requiring a greater proportion than a majority of the votes entitled to be cast in order to take or authorize any action, any such action may be taken or authorized upon the concurrence of at least a majority of the aggregate number of votes entitled to be cast thereon.

(6) No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of

the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: (1) The number of directors of the corporation, until such number shall be changed by the Bylaws of the corporation, is one.

(2) The names of the persons who will serve as directors of the corporation until the first annual meeting of stockholders and until their successors are elected and qualify are as follows:

Shirley Lesser

(3) The initial Bylaws of the corporation shall be adopted by the initial directors. Thereafter, the power to adopt, alter, and repeal the Bylaws of the corporation shall be vested in the Board of Directors of the corporation.

(4) The corporation shall, to the fullest extent permitted by the Maryland General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said laws from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Maryland General Corporation Law, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a corporate representative who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such corporate representative.

EIGHTH: From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the Maryland General Corporation Law at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and any contract rights at any time conferred upon the stockholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, I have adopted and signed these Articles of Incorporation and do hereby acknowledge that the adoption and signing are my act:

Dated: February 8, 1980

  
\_\_\_\_\_  
Diane E. Burhans

ARTICLES OF INCORPORATION

OF

PETITE LADY, INC.

884

approved and received for record by the State Department of Assessments and Taxation of Maryland February 13, 1980 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2468,000701, 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. Summons*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Jun 9 3 27 PM '80

A 94350

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

LAND VAUGHN J. BAKER, CLERK

Received For Record June 9, 1980 at 3:27 o'clock pm corporation liber 29  
ARTICLES OF INCORPORATION

OF

HAGERSTOWN CITY HOUSING CORPORATION <sup>TM</sup> -9-80 A# 15260 \*\*\*\*\*7.50

*fb*  
FIRST: I, the undersigned, MARK POLLAK, whose post office address is 1100 Charles Center South, 36 South Charles Street, Baltimore, Maryland 21201, being over twenty-one years of age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, do hereby form a non-stock corporation by the execution and filing of these Articles.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is:

HAGERSTOWN CITY HOUSING CORPORATION

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

- (a) To engage in or assist in the development of low-income housing under the provisions of Section 8 of the United States Housing Act of 1937, as amended (the "Act") as an instrumentality of The Housing Authority of the City of Hagerstown, Maryland (the "Authority") within the meaning of Section 3(6) of the Act.
- (b) To promote, advance, carryout or assist in the carrying out of housing projects

and related facilities for persons of "low income" as defined in the Act, in the City of Hagerstown, Maryland (the "City") by financing the acquisition, construction, renovation, rehabilitation and any related costs of one or more buildings and related facilities usable as housing for persons of low income under Section 8 of the Act.

- (c) To assume and carry out any and all responsibilities required of the Corporation by the United States Department of Housing and Urban Development ("HUD") in connection with a low-income housing project developed pursuant to Section 8 of the Act and assisted or financed by the Corporation (a "Project").
- (d) To make one or more loans or otherwise arrange, including the use of pass-through obligations, for the construction and permanent financing of a Project, subject to the regulations of HUD under the Act, including 24 C.F.R. Part 811 (the "11(b) Regulations"), the indebtedness for which may be evidenced by a security or securities of the borrower

of any kind or character issued at any one or more times which may be either unsecured or secured by any mortgage, trust indenture, deed of trust, security agreement, or related instrument (a "Security Instrument").

- (e) To borrow funds necessary to provide construction and permanent financing or refinancing for a Project, which indebtedness may be evidenced by obligations, notes, bonds or securities of the Corporation of any kind or character ("Obligations") issued at any one or more times which may be either unsecured or secured by one or more Security Instruments.
- (f) To conduct its activities on a non-profit basis and as permitted to an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future or revised law).
- (g) 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 (i) the non-profit purpose of the Corporation and an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1954, and (ii) the permitted powers of a public housing agency for low-income housing projects within the meaning of Section 3, Section 8 and Section 11(b) of the Act and in particular, the 11(b) Regulations, any and all powers conferred upon corporations by the General Laws of the State of Maryland.

FOURTH: The Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes. No part of the net income or the assets of the Corporation shall be distributed to, or inure to the benefit of, any private trustee, officer or individual, or any person or entity except for: (a) amounts necessary for the retirement of the indebtedness of the Corporation or to carry out or assist in carrying out a Project; (b) distributions upon dissolution of the Corporation as set forth herein; (c) reasonable compensation for services rendered and reimbursement for expenses incurred on behalf of the Corporation; and (d) the Authority. No substantial part of the activities of the Corporation shall consist

in the carrying on of propaganda, or otherwise attempting to influence legislation, or participate in, or to intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. No by-laws, action of trustees or other transactions shall have the effect of allowing the Corporation to participate in transactions or activities which are not permitted to be carried on by an organization described in Section 501(c) (3) of the Internal Revenue Code of 1954.

FIFTH: The post office address of the principal office of the Corporation in this State is 11 West Baltimore Street, Hagerstown, Maryland, 21740. The Resident Agent of the Corporation in this State is Mark Pollak, whose post office address is 1100 Charles Center South, 36 South Charles Street, Baltimore, Maryland 21201. 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 or any membership certificate.

SEVENTH: The affairs of the Corporation shall be managed by a Board of Trustees, which Board as constituted at any time shall be considered the "members" of the Corporation pursuant to Section 5-204 of the Corporation and Associations Article of the Maryland Code (1975). The number of trustees shall initially be three (3). The following persons shall be Trustees until the first annual meeting of the Board of

Trustees or until their successors are duly chosen and qualified:

NORMAN L. FOLTZ  
PAUL M. EBERHART  
MARY SUSAN ELGIN

The number of trustees may be increased by a majority of the Board of Trustees but shall never be less than three (3) nor more than ten (10). No person may serve as a trustee unless approved by the Authority.

EIGHTH: The powers of the Corporation shall be subject to the following terms, provisions and limitations:

- (a) The activities to be performed by the Corporation, and funds and assets connected therewith, shall be limited to carrying out or assisting in carrying out one or more Projects (including assistance by borrowing and lending funds) approved by the Authority.
- (b) The activities of the Corporation are dependent upon the approval by the Authority of these Articles and the By-Laws of the Corporation.
- (c) The Corporation recognizes and agrees that, prior to the date of issuance of any Obligations, an Agreement to

Enter into a Housing Assistance Payments ("HAP") Contract or a HAP Contract pursuant to the Act will have been executed and, where applicable, approved in writing by HUD in accordance with an Annual Contributions Contract with HUD.

- (d) Each Project of the Corporation together with the projected program and projected expenditures of the Corporation shall be subject to the approval of the Authority or its successor.
- (e) Each issue of indebtedness of the Corporation shall be subject to the approval of the Authority or its successor, not more than 60 days prior to the date of the issue, and approval by the Authority of any substantive amendments prior to the date of issue.
- (f) The Corporation shall cause to be prepared an audit of all its books and records by an independent certified public accountant (the "Audit") and shall submit a copy of the Audit for review to the Authority. The Audit shall be prepared as frequently as

required by the applicable 11(b) Regulations, including:

- (i) annually, if a particular Project is subject to the 11(b) Regulations effective August 3, 1977; or
  - (ii) within 90 days of the execution of a HAP Contract or final endorsement of a borrower's note by the Federal Housing Administration; and at least biennially thereafter.
- (g) The Corporation shall be subject to the annual review by the Authority of the activities of the Corporation.
- (h) A copy of each Audit and the Authority's review shall be submitted to HUD.
- (i) The Corporation shall grant to the Authority access at any time to all books and records of the Corporation.
- (j) Any net earnings of the Corporation (beyond those necessary for retirement of the indebtedness or to carry out a Project) may not inure to the benefit of any person or entity other than the Authority.

- (k) In the event of liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the Corporation after payment of the obligations and liabilities of the Corporation shall be transferred to the Authority, or its successors, without consideration of any kind or nature.
- (l) Any interest in real or personal property transferred to the Authority (or to another not-for-profit entity if so determined by the Authority) upon dissolution of the Corporation shall be used only for purposes approved by HUD.
- (m) Unless otherwise permitted or authorized by the 11(b) Regulations, the Corporation shall receive no compensation in connection with the financing of a Project, except for its expenses approved by HUD, with any excess compensation being utilized for a debt service reserve for the applicable issue of Obligations.

NINTH: The Corporation shall indemnify its trustees and officers to the full extent permitted by the General Laws of the State of Maryland and the 11(b) Regulations now or hereafter in force, including the advance of related expenses,

upon a determination by the Board of Trustees 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 Trustees, may indemnify other employees or agents to the same extent; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income taxation under section 501(c)(3), of the Internal Revenue Code of 1954 (or the corresponding provisions of any future law).

TENTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its Trustees, any amendments to these Articles which may now or hereafter be authorized by law; provided, however, that any such amendment shall be approved by the Authority and by HUD.

ELEVENTH: The business and affairs of the Corporation shall be regulated by the By-Laws adopted by the Board of Trustees. The By-Laws shall be consistent with these Articles and may only be amended with the approval of the Authority and HUD.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on the 13th day of February, 1980, and acknowledges the same to be his act.

WITNESS:

Marjorie C. Deane      Mark Pollak  
Mark Pollak

891

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN CITY HOUSING CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 13, 1980 at 1:15 o'clock p. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2468, folio 001129, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 30.00 Special Fee paid \$ 7.50

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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 94418

JUN 9 3 27 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record June 9, 1980 at 3:27 o'clock pm liber 29

## ARTICLES OF INCORPORATION

OF

DAN &amp; BILLS AUTO EXCHANGE, INC.

JUN -9-80 A# 15261 \*\*\*\*\*5.00

THIS IS TO CERTIFY:

FIRST: That I, William P. Nairn, 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:

DAN &amp; BILLS AUTO EXCHANGE, INC.

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

(a) To operate a used car sales, servicing and repair business.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 126 Hampton Road, Williamsport, Maryland 21795. The resident agent of the Corporation is William E. Merrell, whose address is 124 Vermont Street, Williamsport, Maryland 21795, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is one hundred thousand (100,000) shares having a par value of One Dollar (\$1.00) for an aggregate par value of One Hundred Thousand Dollars (\$100,000).

SIXTH: The Corporation shall have three (3) directors and Daniel E. Merrell, William E. Merrell and Sandra D. Merrel, 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.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 11<sup>th</sup> day of February, 1980.

WITNESS:

Geraldine M. Lum William P. Nairn (SEAL)  
 William P. Nairn

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 11<sup>th</sup> day of February, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William P. Nairn and acknowledged the foregoing Articles of Incorporation to be his act.

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

Commission Expires \_\_\_\_\_

Geraldine M. Lum  
 Notary Public



ARTICLES OF INCORPORATION  
OF  
DAN & BILLS AUTO EXCHANGE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 15, 1980 at 10:30 o'clock A M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2468, 001610, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 94469

Jun 9 3 27 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record June 9, 1980 at 3:27 o'clock pm liber 29  
 SETTLES-NIGH GROUP, INC.

## ARTICLES OF AMENDMENT

MM -9-80 A# 15262 \*\*\*\*\*5.00

SETTLES-NIGH GROUP, 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:

REALTY WORLD, Settles-Nigh Real Estate and Insurance, 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 foregoing Amendment, and by written informal action unanimously taken by the Stockholders of the Corporation.

IN WITNESS WHEREOF, SETTLES-NIGH GROUP, 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 14 day of February, 1980, 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.

SETTLES-NIGH GROUP, INC.

(Corporate Seal)

ATTEST:

By

*Kevin Nigh*  
 President

*Nancy Nigh*  
 Secretary

901

ARTICLES OF AMENDMENT

OF

SETTLES-NIGH GROUP, INC.

Changing its name to

REALTY WORLD, SETTLES-NIGH REAL ESTATE AND INSURANCE; INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 15, 1980 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2468, folio 1979, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 94530

Jan 9 3 26 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record June 9, 1980 at 3:26 o'clock pm Corporation liber 29

ARTICLES OF INCORPORATION

OF

JUN -9-80 A 15263 \*\*\*\*\*5.00

CHAPMAN & ASSOCIATES, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Timothy F. Crosby, whose post office address is 232 Mealey Parkway, Hagerstown, Maryland, 21740; 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 myself with the intention of forming a corporation.

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

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

(a) To provide architectural, urban, interior and land planning design services to public and private clients.

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

(c) To carry on any other business or businesses which may be calculated directly or indirectly to effectuate the aforesaid objects or any of them, and to facilitate the transaction by the Corporation of the aforesaid business or any part thereof, or the transaction of any other business which may be conducted either directly or indirectly to enhance the value of its assets and property. It is the intention that the above clause shall in no way be limited or restricted by reference to or inference from any other clauses of this paragraph or any other clauses or paragraphs of the Articles of Incorporation, but that the objects, purposes and powers specified in this paragraph and in each of the clauses and paragraphs of these Articles shall be independent objects, purposes and powers. And in general to exercise and enjoy all other privileges, rights and powers granted to or conferred upon corporations by the General Laws of the State of Maryland, now or hereafter in force. The enumeration of special powers, and herein specified, now being

intended to exclude or to be construed as a waiver or limitation of any such other powers, rights, and privileges.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 109 South Potomac Street, Hagerstown, Maryland, 21740. The Resident Agent of the Corporation is Timothy F. Crosby, whose post office address is 232 Mealey Parkway, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have 4 (Four) directors and Timothy F. Crosby, Michael R. Hill, John M. Hose, and Daniel D. Creamer, 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) Dollars par value, divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each.

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

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

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

(c) The Board of Directors shall from time to time determine whether, and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Corporation, or any

of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account, book or document of the Corporation except as conferred by the Statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this first day of January, 1980.

WITNESS:

David P. Creamer

Timothy F. Crosby (SEAL)

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

I HEREBY CERTIFY, that on the first day of January, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Timothy F. Crosby, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.



Nancy J. Krapp

My Commission Expires July 1, 1982

ARTICLES OF INCORPORATION

OF

CHAPMAN & ASSOCIATES, INC.

902

approved and received for record by the State Department of Assessments and Taxation of Maryland February 19, 1980 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

*4*

Recorded in Liber *2468*, *002062*, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 94548

JUN 9 3 26 PM '80  
STATE OF MARYLAND  
WASHINGTON COUNTY  
LIBRARY RECEIVED FOR RECORD

LAND    
VAUGHN J. BAKER, CLERK  
JUN 9 3 26 PM '80

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

550

002861

Received For Record June 26, 1980 at 3:26 o'clock pm corporation liber 29

JN -9-80A# 15264 \*\*\*\*\*5.00

EXECUTONE OF WESTERN MARYLAND, INC.

ARTICLES OF AMENDMENT

EXECUTONE OF WESTERN MARYLAND, INC., a Maryland Corporation, having its principal offices at Post Office Box 2035, 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 SECOND and by substituting in lieu thereof the following:

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

EXECUTONE OF MARYLAND, 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 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, EXECUTONE OF WESTERN MARYLAND, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 14th day of July, 1980, and its President acknowledges that these Articles of

Amendment are the act and deed of EXECUTONE OF WESTERN MARYLAND, INC. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

EXECUTONE OF WESTERN MARYLAND, INC.



Linda C. Strite, Secy  
LINDA C. STRITE, Secretary

John H. Strite, II  
JOHN H. STRITE, President



ARTICLES OF AMENDMENT  
 OF  
 EXECUTONE OF WESTERN MARYLAND, INC.  
 Changing its name to  
 EXECUTONE OF MARYLAND, INC.

916

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland February 21, 1980 at 8:30 o'clock A. M. as in conformity  
 with law and ordered recorded.

Recorded in Liber 2468, folio 002860, 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. Summers*



STATE OF MARYLAND  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD

JUN 9 3 26 PM '80

A 94634

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

LAND  \_\_\_\_\_   
 VALUATION CLERK

Received For Record June 9, 1980 at 3:26 o'clock pm corporation liber 29

ARTICLES OF AMENDMENT OF CORPORATE CHARTER

BLUE OX, INC.

M -9-80 A 15265 \*\*\*\*\*5.00

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

FIRST: The Board of Directors of the Corporation, at a meeting duly convened and held on February 7, 1980, adopted a resolution in which was set forth the amendments to the charter, hereinafter set forth, declaring that the said amendments of the charter as advisable and directing they be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on February 7, 1980.

SECOND: Notice setting forth the said amendments of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law to all stockholders entitled to vote thereon.

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

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

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

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

Blue Ox Markets, Inc.

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

IN WITNESS WHEREOF, Blue Ox, 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 7, 1980.



Attest: *Carol F. Snyder*  
Carol F. Snyder  
Secretary

BLUE OX, INC.

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

DIRECTORS' RESOLUTION TO AMMEND ARTICLES OF INCORPORATION  
TO CHANGE CORPORATE NAME

"RESOLVED: That the Board of Directors of this Corporation, deeming it desirable and in the best interests of the Corporation, shall recommend to the stockholder of the Corporation that the Articles of Incorporation be amended to change the name of the Corporation to 'Blue Ox Markets, Inc.; and that said proposed amendments be submitted for action by the stockholder at a special meeting to be held on February 7, 1980.

SECRETARY'S CERTIFICATION

I, Carol F. Snyder, Secretary of Blue Ox, Inc. do hereby certify that the foregoing is a true and correct copy of a resolution duly adopted by the Board of Directors of said Corporation at a special meeting held at Smithsburg, Maryland on February 7, 1980, all directors being present and voting unaminously in favor thereof and I do further certify that the foregoing resolution is still in full force and effect and has not been amended or rescinded.



*Carol F. Snyder*  
Carol F. Snyder

CONSENT OF STOCKHOLDER TO CHANGE OF CORPORATE NAME

I, being the sole stockholder of Blue Ox, Inc. do hereby consent to the change of name of said corporation to "Blue Ox Markets, Inc."

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

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on February 7, 1980, before me, the subscriber, a Notary Public of the State of Maryland and for the County of Washington, personally appeared George E. Snyder, Jr., President of Blue Ox, 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 Carol F. Snyder and made oath in due form of law that she was secretary of the meeting of the stockholders of said Corporation at which the amendments of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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

*Arthur M. Leonard*  
Notary Public

Mr. Commission expires:  
July 1, 1982

916

ARTICLES OF AMENDMENT  
OF  
BLUE OX, INC.  
Changing its name to  
BLUE OX MARKETS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 22, 1980 at 12:00 o'clock noon M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2468, folio 002882, 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. Summers*



A 94640

Received For Record June 9, 1980 at 3:26 o'clock pm corporation liber 29

RESOLUTION FROM

NOV-9-80 A 15267 \*\*\*\*\*75

SPECIAL MEETING OF THE BOARD OF DIRECTORS OF

NOV-9-80 A 15266 \*\*\*\*\*50

COSS WELDING SUPPLY, INC.

A Special Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at 400 West Memorial Boulevard, Hagerstown, Maryland at 5:00 p.m., January 4, 1980 with the following Directors present:

A. Wells Ridenour

Josephine Coss

The following Resolution at said meeting was passed unanimously:

RESOLVED, that a change of address of the principal office of the Corporation and a change of address of the resident agent be filed with the State Department of Assessments and Taxation. The changes are as follows:

Principal office to: 400 West Memorial Blvd.  
Hagerstown, Maryland 21740

Resident agent's address to: R.F.D. 2, Box 234F  
Boonsboro, Maryland 21713

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a Special meeting duly called and held as above stated.

*Karen J. Ridenour*  
Assistant Secretary

FEB 13 3 21 AM '80

557

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

OF

COSS WELDING SUPPLY, INC.

351

received for record February 13, 1980

*2*

at 8:30 A. M.

and recorded on Film No. *2467*

Frame No. *001789* one of

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

To the clerk of the Circuit court of Washington County

AA No 17000 A

Special Fee Paid	\$5.00	<i>.50</i>
Recording Fee Paid	\$3.00	<i>.75</i>
Total	<u>\$8.00</u>	

Mr. Clerk Mail to: Meyers, Young & Varner  
P. O. Box 1267  
Hagerstown, Maryland 21740

TTTC

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 9 3 26 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record June 9, 1980 at 3:26 o'clock pm corporation liber 29

CERTIFICATE  
OF  
CORPORATE RESOLUTIONS

JUN -9-80 A# 15269 \*\*\*\*\*1.50

JUN -9-80 A# 15268 \*\*\*\*\*.50

STALEY ELECTRIC SERVICE, INC.

I, Sandra L. Horn, the Undersigned, Secretary of Staley Electric Service, Inc., a Maryland corporation, do hereby certify to the State Department of Assessments and Taxation of Maryland that (a) at a meeting of the Board of Directors of the said Corporation duly and regularly called and held on the 31st day of December, 1979, a quorum being at all times present, the following resolutions were unanimously adopted and recorded in the Minute Book of said Corporation, kept by me, (b) such resolutions are in accord with and pursuant to the Articles of Incorporation, Charter and By-Laws of said Corporation, and (c) such resolutions are now in full force and effect and have not been revoked or amended in any manner:

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and is hereby changed from Donald M. Staley, whose former address was 229 W. Howard Street, Hagerstown, Maryland, to RESAGENT, INC., a Maryland Corporation, whose post office address is 25 South Charles Street, Suite 2000, Baltimore, Maryland 21201, and

RESOLVED: That the principal office of the Corporation be and it is hereby changed from 229 W. Howard Street, Hagerstown, Maryland, to 1050 Kuhn Avenue, Hagerstown, Maryland 21740, and

RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of these Resolutions with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

IN WITNESS WHEREOF, I have hereunto subscribed my name and the seal of the Corporation this 31st day of December, 1979.

*Sandra L. Horn, Sec.* (SEAL)  
Secretary

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

OF

STALEY ELECTRIC SERVICE, INC.

908

3

received for record February 25, 1980

, at 8:30 A.M.

and recorded on Film No. 2468

Frame No. 002555 one of

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

To the clerk of the Circuit

court of Washington County

AA No 17041 A.

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$6.00	1.50
Total	<u>\$11.00</u>	

Mr. Clerk Mail to: Whiteford, Taylor, Preston, Trimble & Johnston  
25 South Charles Street  
2000 First Maryland Building  
Baltimore, Maryland 21201

rnc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 9 3 26 PM '80

LIBER \_\_\_\_\_ / VOLIO \_\_\_\_\_

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received for Record July 1, 1980  
at 2:51 P.M.  
Liber 29

000690

ARTICLES OF INCORPORATION  
OF  
WASHINGTON COUNTY RIGHT TO LIFE, INC.

JUL -1-80 Bz 17404 \*\*\*\*\*5.00

We the undersigned, ROBERT S. PASSARELLI, GERTRUDE SACCHET, JOSEPH R. WILSON, being the incorporators, and being over the age of twenty-one years, and citizens of the United States of America, and desiring to form a Non-Profit, Non-Stock Corporation for educational purposes under the laws of the State of Maryland, do hereby certify:

FIRST: The name of the corporation shall be  
WASHINGTON COUNTY RIGHT TO LIFE, INC.

SECOND: The Post Office address of the principal office of the corporation in this State shall be 224 W. Washington Street, Hagerstown, Maryland 21740, and the name and address of the Resident Agent of the corporation in this State shall be Gertrude Sacchet, 2263 Briarcliff Crive, Hagerstown, Maryland 21740.

THIRD: Said corporation is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The educational purposes shall in substantial part embrace the instruction of the public on subjects useful to the individual and beneficial to the community, particularly in respect to the dignity and sanctity of human life, and the defense of human rights. It shall be the policy of the corporation to present a full and fair exposition of the facts regarding the dignity and value of human life so as to permit an individual and the public to come to an informed and independent conclusion on related issues. The educational objectives of the corporation shall be carried on by means of discussion groups, lectures, forums, panels, debates, and the provision of other educational materials and services.

FOURTH: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Robert S. Passarelli  
224 West Washington Street  
Hagerstown, Maryland 21740

Gertrude Sacchet  
2263 Briarcliff Drive  
Hagerstown, Maryland 21740

Joseph R. Wilson  
Rt. 9, Box 399-A  
Hagerstown, Maryland 21740

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

SIXTH: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

SEVENTH: The corporation shall be a Non-Stock Corporation in conformity with the Maryland Code, Corporations and Associations, Sections 5-201 through 5-208 (1975 Repl. Vol; 1979 Cum. Supp.) and shall not be empowered to issue any shares of capital stock.

EIGHTH: The number of initial directors shall be at least three and no more than fifteen and the names and addresses, including street and number, of the persons who are to serve as directors until the first annual meeting or until their successors are elected and shall qualify are:

Name	Address
Robert S. Passarelli	224 W. Washington Street Hagerstown, Maryland 21740
Gertrude Sacchet	2263 Briarcliff Drive Hagerstown, Maryland 21740
Joseph R. Wilson	Rt. 9, Box 399-A Hagerstown, Maryland 21740
Sydney Cushwa	112 S. Prospect Street Hagerstown, Maryland 21740
Margaret Wilson	Rt. 9, Box 399-A Hagerstown, Maryland 21740
Helen DiBenedetto	103 N. Cleveland Ave. Hagerstown, Maryland 21740
Jane Domenici	163 S. Potomac Avenue Hagerstown, Maryland 21740
Irvin H. Lehr	220 Garlinger Avenue Hagerstown, Maryland 21740
Georgia Norford	Walnut Towers Hagerstown, Maryland 21740
Harry E. Williams	514 Pangborn Boulevard Hagerstown, Maryland 21740
George Limmer	224 W. Washington Street Hagerstown, Maryland 21740
John Donoghue	939 The Terrace Hagerstown, Maryland 21740
J. Earl Knott Jr.	900 View Street Hagerstown, Maryland 21740
Shirley Spencer	2209 Rowland Road Hagerstown, Maryland 21740

NINTH: The corporation shall have any other powers necessary for or incidental to the carrying out of the limited foregoing purposes and objectives.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 13<sup>th</sup> day of February, 1980.

Robert S. Passarelli  
ROBERT S. PASSARELLI

Gertrude Sacchet  
GERTRUDE SACCHET

Joseph R. Wilson  
JOSEPH R. WILSON

STATE OF MARYLAND )  
                          ) SS:  
                          )

I HEREBY CERTIFY that on this 13<sup>th</sup> day of February, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Robert S. Passarelli, Gertrude Sacchet, and Joseph R. Wilson, and they severally acknowledged the foregoing Articles of Incorporation to be their act.

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

[Signature]  
Notary Public



My Commission expires:  
July 1, 1982

ARTICLES OF INCORPORATION  
OF  
WASHINGTON COUNTY RIGHT TO LIFE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 26, 1980 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2469, folio 000689, 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. Hammett*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 94803

JUN 1 2 51 PM '80

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

LAND    
VANQUIN TRAYER CLERK

Received for Record July 1, 1980  
at 2:51 P.M.  
Liber 29

000868

565

ML -1-80B 17405 \*\*\*\*\*5.01

*B*  
GILBERT BUDGET PRINT CENTER, INC.  
(A CLOSE CORPORATION UNDER TITLE 4)

ARTICLES OF INCORPORATION

FIRST: The undersigned, GEORGE H. GILBERT and MARIE A. GILBERT, whose post office address is 302 Woodhaven Drive, Hagerstown, 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 which is hereinafter called "The Corporation" is:

GILBERT BUDGET PRINT CENTER, INC.

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: Printing and allied services.

FIFTH: The post office address of the principal office of The Corporation in Maryland is Budget Print Center, 25 W. Franklin Street, Hagerstown, Maryland 21740 (Washington County). The name and post office address of the resident agent of The Corporation in Maryland are GEORGE H. GILBERT, 302 Woodhaven Drive, Hagerstown, Maryland 21740 (Washington County). Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which The Corporation has authority to issue is (100) shares without par value, all of one class. All stock is to be Class A voting stock.

SEVENTH: After either the time of completion of the organization meeting of the directors and the issuance of one or more shares of stock of The Corporation or April 1, 1980,

FEB 10 17 1980

whichever is later, The Corporation shall have no Board of Directors. Until such time, The Corporation shall have two Directors, whose names are GEORGE H. GILBERT and MARIE A. GILBERT.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of The Corporation and of the Directors and Stockholders: The Corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be ammended from time to time.

NINTH: The duration of The Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 27th day of February, A.D., 1980.

TEST:

George H. Gilbert      Marie A. Gilbert  
George H. Gilbert      Marie A. Gilbert

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 27th day of February, A.D., 1980, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared GEORGE H. GILBERT and MARIE A. GILBERT, his wife, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and did acknowledge the same to be their act.

WITNESS my Hand and Official Notarial Seal.

Charles L. Ueberking  
Notary Public

My Commission expires:

7-1-82



936

ARTICLES OF INCORPORATION  
OF  
GILBERT BUDGET PRINT CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 28, 1980 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2469, 000867, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

4502

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. Summers



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 94841

JUL 1 2 51 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

15

ARTICLES OF INCORPORATION  
OF  
WILLIAMSPORT DISTRIBUTORS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Thomas H. Shank, whose post office address is 557 Jefferson Street, Hagerstown, Md 21740; Dale E. Martin, whose post office address is 111 Weaver Avenue, Maugansville, MD, 21767; Richard E. McCleary, whose post office address is Cherry Tree Lane, Williamsport, MD, 21795; Harry E. Knode, whose post office address is 2709 Mosby Drive, Williamsport MD, 21795; and Jeffrey L. Grove, whose post office address is 23 East Sunset Avenue, Williamsport, MD 21795, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

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

(a) To engage in the manufacture and wholesale distribution of building supplies, materials, components and appliances.

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

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

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

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

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

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

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

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states or districts of the United States of America.

The foregoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject 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 is 22 North Conococheague Street, Williamsport, MD 21795. The resident agent of the Corporation is Jeffrey L. Grove, whose post office address is 23 East Sunset Avenue, Williamsport, MD 21795. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have five directors:

Thomas H. Shank, 557 Jefferson St., Hagerstown, MD 21740;

Dale E. Martin, 111 Weaver Ave., Maugansville, MD 21767;

Richard E. McCleary, Cherry Tree La., Williamsport, MD 21795

Harry E. Knode, 2709 Mosby Dr., Williamsport, MD 21795;

Jeffrey L. Grove, 23 E. Sunset Ave., Williamsport, MD 21795.

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

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any 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 not 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 not vote thereat to authorize any such contract or transaction. Ratification of an interested director transaction shall be by a majority of disinterested directors.

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

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

(e) Notwithstanding any 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 stock-

holders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 26 day of February, 1980.

Witness:

Thomas H. Shank (SEAL)  
Thomas H. Shank

Dale E. Martin (SEAL)  
Dale E. Martin

Richard E. McCleary (SEAL)  
Richard E. McCleary

Harry E. Knode (SEAL)  
Harry E. Knode

Jeffrey L. Grove (SEAL)  
Jeffrey L. Grove

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 26th day of February, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Thomas R. Shank, Dale E. Martin, Richard E. McCleary, Harry E. Knode, and Jeffrey L. Grove, and

KAYLOR, WANTZ  
& DOUGLAS  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

*Warren M. Seymour Jr*  
Notary Public

My commission expires:  
7/1/82

ARTICLES OF INCORPORATION  
OF  
WILLIAMSPORT DISTRIBUTORS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 29, 1980 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2469, folio 001277, 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 \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

*William J. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 94896

JUN 1 2 51 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

FORKEY AND BROWN, INC.

## ARTICLES OF INCORPORATION

FIRST: I, Michael G. Day, whose post office address is 218 North Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

Forkey And Brown, Inc.

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

- (1) To own and carry on a consulting engineering 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 #2, Box 40, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Francis M. Forkey, Jr., whose post office address is Route #2, Box 40, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Francis M. Forkey, Jr.  
Robert N. Brown

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or

otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; 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 26 day of February, 1980, and I acknowledge the same to be my act.

WITNESS:

Delia J. Henson

Michael G. Day (SEAL)  
Michael G. Day

STATE OF NEW YORK  
COUNTY OF ...  
INCORPORATION OF ...  
ARTICLE ...  
SECTION ...  
I, the undersigned, do hereby certify that the foregoing is a true and correct copy of the ...  
as the same appears from the records of the ...  
this ... day of ... 1980.  
Notary Public in and for the State of New York

ARTICLES OF INCORPORATION  
OF  
FORKEY AND BROWN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 29, 1980 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber ~~246901~~ 1584, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

\$500

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

*William J. Sumner*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 94924

JUL 1 2 51 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_

Received for Record July 1, 1980  
at 2:51 P.M.  
Liber 29

001760

581

THE HAGERSTOWN SURGICAL CLINIC

DRS. CRAIG & MARSH, P.A.

冊 -1-80 B 17408 \*\*\*\*\*5.0

ARTICLES OF AMENDMENT

AB

The Hagerstown Surgical Clinic, Drs. Craig & Marsh, 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 Second:

SECOND: The name of the Corporation is:

The Hagerstown Surgical Clinic

Drs. Craig & Marsh, P.A.

and inserting in lieu thereof the following:

The Hagerstown Surgical Clinic

Drs. Craig, Marsh, Oakley & Su, P.A.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held January 15, 1980 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that said amendment 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 January 15, 1980.

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 set forth above was approved by the Stockholders at said meeting by a unanimous vote.

THE UNDERSIGNED, President of The Hagerstown Surgical Clinic, Drs. Craig & Marsh, 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, 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:

THE HAGERSTOWN SURGICAL CLINIC  
DRS. CRAIG & MARSH, P.A.

*Richard S. Orly*  
Secretary

By: *Thomas V. Craig*  
Thomas V. Craig, President

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

I HEREBY CERTIFY, that on this *22nd* day of *February*, 1980 before me the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Thomas V. Craig, M.D., President of The Hagerstown Surgical Clinic, Drs. Craig & Marsh, 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.

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

*Bladys A. M. Stauffer*  
Notary Public



My Commission Expires:  
July 1, 1982

ARTICLES OF AMENDMENT

OF

THE HAGERSTOWN SURGICAL CLINIC, DRs. CRAIG & MARSH, P. A.

950

Changing its name to:

THE HAGERSTOWN SURGICAL CLINIC DRs. CRAIG, MARSH, OAKLEY & SU, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 28, 1980 at 10:00 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 4 2469, folio 001759, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

*William J. Semmons*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 94957

JUL 1 2 51 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received for Record July 1, 1980  
at 2:51 P.M.  
Liber 29

001817

585

册 -1-8082 17409 \*\*\*\*\*5.00

VAN MATER REAL ESTATE SERVICES, INC.

ARTICLES OF AMENDMENT

VAN MATER REAL ESTATE SERVICES, INC., a Maryland corporation, having its principal office at 1310 Dual Highway, 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:

ERA VAN MATER REAL ESTATE SERVICES, INC.

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety Article FIFTH and by substituting in lieu thereof the following:

FIFTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (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:

Harry D. Van Mater  
Steven Souders  
Doris L. Van Mater

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 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, VAN MATER REAL ESTATE SERVICES, 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 14 day of FEBRUARY 1980, and its President acknowledges that these Articles of Amendment are the act and deed of VAN MATER REAL ESTATE SERVICES, 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:

VAN MATER REAL ESTATE SERVICES, INC.

  
Secretary

By:   
President

951

ARTICLES OF AMENDMENT

OF

VAN MATER REAL ESTATE SERVICES, INC.

Changing its name to

ERA VAN MATER REAL ESTATE SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 4, 1980 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

3

2500

Recorded in Liber 2469, folio 1846 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

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

To the clerk of the Circuit Court of Washington County

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

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

William J. Summers



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 94980

JUL 1 2 51 PM '80

LIBER FOLIO

LAND

## LIVING SYSTEMS, INC.

## ARTICLES OF AMENDMENT

LIVING SYSTEMS, INC., a Maryland corporation, having its principal office at 1310 Dual Highway, 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 FIFTH and by substituting in lieu thereof the following:

FIFTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, 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:

Harry D. Van Mater  
Arthur R. Crumbacker  
Michael G. Day

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, LIVING SYSTEMS, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 14th day of FEBRUARY, 1980, and its President acknowledged that these Articles of Amendment are the act and deed of LIVING SYSTEMS, 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:

LIVING SYSTEMS, INC.

  
\_\_\_\_\_  
Michael G. Day  
Secretary

By: 

\_\_\_\_\_  
Harry D. Van Mater  
President

ARTICLES OF AMENDMENT  
OF  
LIVING SYSTEMS, INC.

951

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 4, 1980 at 4:00 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2469, folio 001861, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 Special Fee paid \$ \_\_\_\_\_

To the clerk of the \_\_\_\_\_ Circuit Court of Washington County

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

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

*William J. Lawrence*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 94983

JUL 1 2 51 PM '80

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

LAND \_\_\_\_\_  
VAUGHN \_\_\_\_\_ CLERK

Received for Record July 1, 1980  
at 2:51 P.M.  
Liber 29

000310

591

M -1-80B# 17411 \*\*\*\*\*5.00

MAR 4 3 33 AM '80  
ARTICLES OF INCORPORATION  
OF  
TRI-STATE ENERGY CORPORATION

THIS IS TO CERTIFY:

FIRST: The undersigned, Adna Brewer Fulton, whose address is Route 1, Box 116, Boonsboro, Maryland 21713, Roy A. Grove, whose address is Route 2, Box 94C, Hagerstown, Maryland 21740, John J. Voss, whose address is 19 Moller Parkway, Hagerstown, Maryland 21740, all residents of the State of Maryland and of the United States of America, 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 ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation is;  
TRI-STATE ENERGY CORPORATION.

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

(1) To distill, refine, manufacture, produce and otherwise procure Ethyl Alcohol, sometimes called Ethanol and Anhydrous Ethanol, which product will be offered for sale to both the retail and wholesale markets as "Denatured" Ethyl Alcohol and as combined with gasoline to form the product "Gasohol", and it will sell the product or products as identified with the Corporation's trade name or names, and it will sell and distribute all of the natural and consequential by-products which result from the distillation processes, and it will engage in as agent or broker in the procurement, acquisition and sale of all and any form of biomass which are needed and necessary to the production of alcohol, either Ethanol or Methanol, and will engage in any and all phases of Agricultural endeavors which are necessary and convenient to the production and distribution of alcohol and its related by-products.

(2) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.

(3) To do all and every act as authorized and granted by the General Laws of the State of Maryland as Annotated in the volume of said laws entitled Corporations and Associations.

FOURTH: The post office address of the place at which the Corporation in this State will be located is 719 Frederick Street, Hagerstown, Maryland 21740. The resident agent of the Corporation in this State is Roy A. Grove, whose address is Route 40 West and Huyetts cross roads, Box 94C, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually residing therein.

FIFTH: The total number of shares of stock which the Corporation has authorized to issue is Five Thousand (5,000) shares without par value, all of the shares are of one class and

LAW OFFICE • ROBERT T. WILSON • 235 WEST PATRICK STREET, FREDERICK, MARYLAND 21701 • 301-663-0044

are designated as common stock.

SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), and the names of Directors who shall act until the first meeting or until their successors are chosen and qualified are Clare K. Hesse, Adna Brewer Fulton, Roy A. Grove, John J. Voss and Henry A. Hesse.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 25th day of February, 1980.

*Adna Brewer Fulton*  
ADNA BREWER FULTON

*Roy A. Grove*  
ROY A. GROVE

*John J. Voss*  
JOHN J. VOSS

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I hereby certify that on this 25th day of February, 1980 before me, the undersigned subscriber, a Notary Public of the State and County aforesaid, personally appeared ADNA BREWER FULTON, ROY A. GROVE AND JOHN J. VOSS, and each did acknowledge the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Notarial Seal

*Katye S. Bell*  
Notary Public

My Commission expires July 1, 1982

301-663-0044  
21701  
FREDERICK, MARYLAND  
21705 WEST PATRICK STREET,  
ROBERT WILSON  
LAW OFFICE



593

974

ARTICLES OF INCORPORATION  
OF  
TRI-STATE ENERGY CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 10, 1980 at 11:30 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2470, folio 000339 one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

858

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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 95263

JUL 1 2 51 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

CLEAR WATER PUMP SYSTEMS, INC.

-1-80B 17412 \*\*\*\*\*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 Clear Water Pump Systems, Inc.

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

(1) To engage in the business of the sales and services and installation of water pumping equipment, and other related services and equipment; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1824 Blue Ridge Road, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is David Robert Rider, 1824 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 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 number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Denis H. Woodward  
David R. Rider

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

tion, 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 6<sup>th</sup> day of March, 1980, and I acknowledge the same to be my voluntary act and deed.

Peggy S. Reynolds  
Witness

Ry-Silly (SEAL)  
Roger Schlossberg

597  
987

ARTICLES OF INCORPORATION  
OF  
CLEAR WATER PUMP SYSTEMS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 13, 1980 at 4:00 o'clock P. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2470, folio 001409, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland. *12500*

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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 95381

JUL 1 2 51 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

## MARINA, INC.

## ARTICLES OF INCORPORATION

FIRST: We, Luigi Durazzo and Antonio Parascandolo, both of whose post office address is 807 Holiday Drive, Smithsburg, Maryland 21783, both being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

MARINA, INC.

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

1. To own and operate a food and beverage restaurant.
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 Holiday Acres Shopping Center, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation is Luigi Durazzo, whose post office address is 807 Holiday Drive, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and

2. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Luigi Durazzo  
Antonio Parascandolo

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

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

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or

otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it

shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF We have signed these Articles of Incorporation this 9th day of March, 1980, and We acknowledge the same to be our act.

WITNESS:

John R. Salvatore

Luigi Durazzo (SEAL)  
Luigi Durazzo

John R. Salvatore

Antonio Parascandolo (SEAL)  
Antonio Parascandolo

ARTICLES OF INCORPORATION  
OF  
MARINA, INC.

997

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 17, 1980 at 4:30 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2470, folio 002022, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland. \$500

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$

To the clerk of the Circuit Court of Washington County

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

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

*William J. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 95451

JUL 1 2 51 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received for Record July 1, 1980  
at 2:51 P.M.  
Liber 29

603  
002190

ARTICLES OF INCORPORATION

M -1-80 B 17414 \*\*\*\*\*5.00

OF

DIEHL AND CRAWFORD, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Kenneth J. Mackley, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, and John E. Crawford, whose post office address is 907 South Potomac 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 Diehl and Crawford, Inc.

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

To engage in the business or purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating and servicing of all types of new and used automobiles, trucks and other motor vehicles and any parts and accessories used in connection therewith, and the purchasing, acquiring, owning, selling and generally dealing in all types of supplies for all types of motor vehicles.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 907 South Potomac Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Kenneth J. Mackley, 35 East Washington Street, 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 Mary F. Diehl and John E. Crawford.

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 February 19, 1980.

WITNESS:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Kenneth J. Mackley*  
Kenneth J. Mackley

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

*John E. Crawford*  
John E. Crawford

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 19th day of February, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, Howard W. Gilbert, Jr., and John E. Crawford and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

*Audrey*  
Notary Public

My Commission Expires:  
July 1, 1982



998

ARTICLES OF INCORPORATION  
OF  
DIEHL AND CRAWFORD, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 17, 1980 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2470, folio 002189, 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. Summit*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 95485

JUN 1 2 51 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

MDA, INC.

## ARTICLES OF INCORPORATION

FIRST: I, Marshall A. Doty, whose post office address is 201 South Cleveland Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

MDA, INC.

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

- (1) To own and operate a personnel recruiting 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 201 South Cleveland Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Marshall A. Doty, whose post office address is 201 South Cleveland 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 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);

MAR 17 10 31 AM '80

(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 successor is duly chosen and qualified is:

Marshall A. Doty

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a

majority of 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 7<sup>th</sup> day of MARCH, 1980, and I acknowledge the same to be my act.

WITNESS:

STATE DEPARTMENT OF REVENUE  
NOTARY PUBLIC

Michael Ray                      Marshall A. Doty (SEAL)  
 Marshall A. Doty


99

ARTICLES OF INCORPORATION  
OF  
MDA, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 17, 1980 at 4:30 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2470, 1002218, 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 \$

To the clerk of the Circuit Court of Washington County

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

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

*William J. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 95491

JUL 1 2 51 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN I. PAVEN CLERK

Received for Record July 1, 1980  
at 2:52 P.M.  
Liber 29

001069

611

册 -1-80B 册 17424 \*\*\*\*\*50  
册 -1-80B 册 17423 \*\*\*\*\*75

RESOLUTIONS OF THE BOARD OF DIRECTORS

We, Aubrey F. Haynes, M.D. and Mary P. Haynes, hereby certify that we are the President and Secretary, respectively, of Plastic Surgery Clinic, Aubrey F. Haynes, M.D., P.A., a corporation organized and existing under and by virtue of the laws of the State of Maryland, that a meeting of the Directors of said Corporation was held at the office of the Corporation, 1704 Oak Hill Avenue, Hagerstown, Maryland on the 28th day of March, 1980 at 11:30 a.m., and that at said meeting the following resolutions were duly passed by an appropriate vote of the Directors:

RESOLVED, That the principal office of the Corporation shall be changed to 1704 Oak Hill Avenue, Hagerstown, Maryland, effective immediately.

FURTHER RESOLVED, That the registered office of the Corporation shall be changed to 1017 Oak Hill Avenue, Hagerstown, Maryland, effective immediately.

IN WITNESS WHEREOF, we have set our hands and affixed the seal of the Corporation this 28th day of March, 1980.

ATTEST:

PLASTIC SURGERY CLINIC,  
AUBREY F. HAYNES, M.D., P.A.

Mary P. Haynes  
Secretary

By: Aubrey F. Haynes  
President

(corporate seal)

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

OF

PLASTIC SURGERY CLINIC, AUBREY F. HAYNES, M.D., P.A.

*J*

104

received for record March 31, 1980  
and recorded on Film No. 2471

at 8:30 A. M.  
Frame No. 001068 one of

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

To the clerk of the Circuit court of Washington County

AA No 17174 A.

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

*75  
50*

Mr. Clerk Mail to: Paley, Rothman, Cooper & Eig  
5530 Wisconsin Avenue  
Chevy Chase, Maryland 20015

TTC

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUL 1 2 52 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received for Record July 1, 1980  
at 2:52 P.M.  
Liber 29

003296

613

GEORGE H. DAY, INC.

JUL -1-80 B# 17422 \*\*\*\*\*5.50

ARTICLES OF SALE AND TRANSFER

Articles of Sale and Transfer are entered into this *3rd*  
day of March 1980 by and between George H. Day, Inc.,  
a Maryland Corporation hereinafter sometimes referred to as  
the "Transferor" and Robert K. Hobbs and Marjorie M. Hobbs,  
his wife, domiciliaries of Washington County, Maryland,  
hereinafter sometimes referred to as "Transferee".

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, to transfer,  
and assign substantially all of its property and assets to  
Transferee composed of that real property as hereinafter set  
forth.

SECOND: Transferor is a Maryland Corporation in good  
standing formed under the laws of the state of Maryland on  
December 26, 1962; its principal office is 1619 Dual Highway,  
Washington County, Maryland 21740.

THIRD: Transferee is a husband and wife who are  
domiciliaries of Washington County, Maryland and whose post  
office address is: Pleasant View Drive, Downsville Pike,  
Hagerstown, Maryland 21740.

FOURTH: The nature and amount of the consideration to  
be paid by Transferee for the real property hereby transferred  
to it as more particularly described in Article SIXTH herein  
is One Hundred Five Thousand (\$105,000.00) Dollars to be  
paid in accordance with the terms of an Option Agreement

dated September 20, 1979 by and between Transferor and Transferee.

FIFTH: The Board of Directors of Transferor duly adopted a resolution declaring that the sale and transfer of the real property as hereinafter set forth is advisable and directing that these Articles of Sale and Transfer be submitted for approval by the shareholders of Transferor, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor. The shareholders of Transferor have adopted a resolution approving these Articles of Sale and Transfer, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SIXTH: In consideration of the payment to Transferor as provided in the Agreement of Sale as above recited in Article FOURTH, Transferor does hereby bargain, sell, deed, grant, convey and assign to Transferee:

All that tract of land together with any improvements thereon and all rights, ways, privileges, waters, alleys, and appurtenances thereunto belonging or in anywise appertaining, situate in Washington County, Maryland, and being more particularly described as follows: Situate along the East side of Antietam Creek, the Southwest side of Interstate Route 70 and along the North side of Poffenberger Road, in Election District No. 10, Washington County, Maryland and being more particularly described as follows: beginning at a planted stone at the beginning of Parcel No. 2 of the deed from Nicodemus National Bank of Hagerstown to George H. Day and Bessie L. Day, his wife, dated September 10, 1942 and recorded in Liber No. 220, folio 556, one of the Land

Records of Washington County, Maryland, and running thence along the existing fence line North 7 degrees 01 minutes West 678.57 feet to a post, thence North 14 degrees 28 minutes West 61.8 feet to a stake, thence along the Southwest marginal line of the right of way of the State Highway Administration for Interstate Route 70 North 57 degrees 31 minutes 29 seconds West 113.45 feet to a point, thence North 57 degrees 10 minutes 43 seconds West 201.0 feet to a point, thence North 62 degrees 53 minutes 21 seconds West 150.0 feet to a point, thence North 68 degrees 35 minutes 59 seconds West 100.5 feet to a point, thence North 62 degrees 53 minutes 21 seconds West 50.0 feet to a point, thence North 57 degrees 10 minutes 43 seconds West 100.5 feet to a point, and North 62 degrees 53 minutes 21 seconds West 1234.5 feet to the Southeast bank of the Antietam Creek, thence leaving said Interstate and running down said Creek on the bank thereof South 33 degrees 30 minutes West 181.80 feet to a point, thence South 41 degrees 42 minutes West 147.73 feet to a point, thence South 28 degrees 42 minutes West 404.90 feet to a point, thence South 64 degrees 13 minutes West 167.55 feet to a point, thence South 82 degrees 13 minutes West 169.77 feet to a point, thence South 72 degrees 00 minutes West 184.6 feet to a point, thence South 49 degrees 54 minutes West 74.16 feet to a point, thence South 24 degrees 15 minutes West 68.00 feet to a point, thence South 3 degrees 31 minutes West 75.07 feet to a point, thence South 37 degrees 08 minutes East 65.74 feet to a point, thence South 57 degrees 42 minutes East 79.56 feet to a point, thence South 73 degrees 02 minutes East 234.0 feet to a point, thence South 78 degrees 58 minutes East 226.48 feet to a point, thence South 88 degrees 25 minutes East 595.08 feet to a point, thence South 81 degrees 56 minutes East 327.06 feet to a point, thence South 78 degrees 59 minutes East 315.74 feet to a point, thence South 76 degrees 35 minutes East 307.17 feet to a point, thence South 54 degrees 30 minutes East 209.34 feet to a point, thence South 38 degrees 51 minutes East 68.66 feet to a point, thence South 26 degrees 26 minutes East 58.26 feet to a point, thence South 4 degrees 48 minutes East 49.78 feet to a point, thence leaving the bank of the Creek and running North 78 degrees 14 minutes East 114.55 feet to a point, thence South 45 degrees 10 minutes West 148.5 feet to the bank of said Creek, thence continuing along

the bank thereof South 19 degrees 38 minutes West 67.02 feet to a point, thence South 34 degrees 13 minutes West 124.0 feet to a point, thence South 47 degrees 38 minutes West 177.3 feet to a point, thence South 49 degrees 53 minutes West 179.56 feet to a point, thence South 39 degrees 41 minutes West 522.92 feet to a point, thence South 1 degree 59 minutes East 80.35 feet to a point, and South 11 degrees 24 minutes West 107.56 feet to the Northeast margin of Poffenberger Road, thence along the margin thereof South 70 degrees 11 minutes East 324.34 feet to a point, thence South 73 degrees 10 minutes East 204.16 feet to a point, thence North 84 degrees 28 minutes East 270.36 feet to a post, thence North 65 degrees 00 minutes East 225.73 feet to a point, thence North 67 degrees 34 minutes East 146.71 feet to a post, thence along an existing fence line South 82 degrees 03 minutes East 754.88 feet to a post, thence leaving Poffenberger Road and running North 38 degrees 47 minutes East 26.58 feet to a post, and North 31 degrees 41 minutes West 1327.4 feet to the place of beginning; containing 81.51 acres of land, more or less; subject to and together with the denial of access to Interstate Route 70.

Being parcel number one of the same property conveyed to George H. Day, Inc. by John M. Colton, Administrator, C.T.A. of the Estate of George H. Day, Deceased by a deed dated 29 November 1967 and recorded in Liber 464, folio 105, of the land records of Washington County, Maryland.

SEVENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation; and Transferee, individual domiciliaries of Washington County, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to

contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, George H. Day, Inc. and Robert K. Hobbs and Marjorie M. Hobbs, his wife, have respectively caused these Articles of Sale and Transfer to be signed and acknowledged on behalf of George H. Day, Inc. by its Vice President and attested by its Secretary and by Robert K. Hobbs and Marjorie M. Hobbs, individually.

Attest to Signature  
and Corporate Seal:

GEORGE H. DAY, INC.



Phyllis L. Doyle  
Phyllis L. Doyle,  
Secretary

By Wanda J. Bishop  
Wanda J. Bishop,  
Vice President

The undersigned, Vice President of George H. Day, Inc., who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer of which this certificate is made a part hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Sale and Transfer to be 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.

GEORGE H. DAY, INC.

By: Wanda J. Bishop  
Wanda J. Bishop,  
Vice President

Robert K. Hobbs  
Robert K. Hobbs

Marjorie M. Hobbs  
Marjorie M. Hobbs

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, that on this 3<sup>rd</sup> day of March,  
A.D., 1980, before me, the subscriber, a Notary Public in  
and for the State and County aforesaid, personally appeared  
Robert K. Hobbs and Marjorie M. Hobbs, who made oath in due  
form of law that the facts and matters set forth herein are  
true and correct to the best of their knowledge and belief.

Witness my hand and official Notarial Seal.

Loretta J. Thornhill  
Notary Public



My Commission Expires:

7-1-82

ARTICLES OF SALE AND TRANSFER

BETWEEN

GEORGE H. DAY, INC. (A MD. CORP.)-TRANSFEROR

AND

ROBERT K. HOBBS & MARJORIE M. HOBBS-HIS WIFE-TRANSFEREES

approved and received for record by the State Department of Assessments and Taxation of Maryland March 4, 1980 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2469, folio 003295, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

BS.50.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 22.00 Special Fee paid \$ \_\_\_\_\_  
4.00 Certificate to Washington County Land  
\$ 26.00 Total Record Office

To the clerk of the Circuit Court of Washington County

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

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

*William J. Simmons*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUL 1 2 52 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

A 95175

Received for Record July 1, 1980  
at 2:52 P.M.  
Liber 29

000566

## ARTICLES OF AMENDMENT

JUL -1-80 BE 17421 \*\*\*\*\*500

OF

C. RICHARD MILLER, INC.

C. Richard Miller, Inc., a Maryland Corporation, having its principal office at 2373 Pennsylvania Avenue, 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 the addition of Article NINTH to the Charter of the Corporation, said Article NINTH shall read as follows:

NINTH: The Corporation shall be a Close Corporation as authorized by Title 4, Corporations and Associations, of the Annotated Code of Maryland.

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety Article SIXTH and by substituting in lieu thereof, the following:

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation.

THIRD: By a special meeting of the Board of Directors, a resolution was unanimously adopted proposing the foregoing amendments, and by a special meeting of the stockholders, these amendments were unanimously approved.

IN WITNESS WHEREOF, C. Richard Miller, Inc., has caused these Articles of Amendment to be signed in its name and on its behalf by its President, and its Corporate Seal to be hereunto affixed

000567  
621

and attested by its Secretary on this 13<sup>th</sup> day of March, 1980,  
and its President acknowledges that these Articles of Amendment  
are the act and deed of C. Richard Miller, Inc., and that the  
matters and facts set forth herein are true and correct to the  
best of his knowledge, information, and belief.



ATTEST:

Charles W. Miller  
Secretary

C. RICHARD MILLER, INC.

By: CR Miller  
President

ARTICLES OF AMENDMENT  
OF  
C. RICHARD MILLER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 21, 1980 at 12:00 o'clock noon M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2471, folio 100565, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 95710

JUN 1 2 52 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

GOIN FOR BROKE, INC.

FIRST: I, Gwendolyn J. Ippolito, whose post office address is Building 4, Apartment K, Milestone Gardens, Williamsport, Maryland 21795 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 Goin for Broke, Inc.

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 Building 4, Apartment K, Milestone Gardens, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Gwendolyn J. Ippolito, Building 4, Apartment K, Milestone Gardens, 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 one hundred thousand (100,000) shares of common stock 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.

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Gwendolyn J. Ippolito, Barbara S. Ulrich and Hilton C. Smith, 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.

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 sub-

sections (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 30<sup>th</sup> day of March 1980, and I acknowledge the same to be my act.

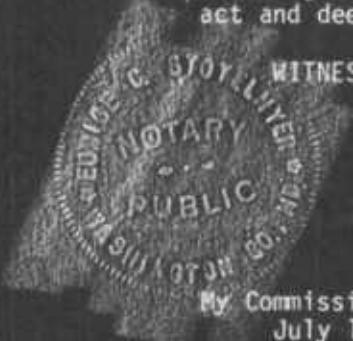
WITNESS:

Eunice C. Stetelmayer                        Gwendolyn J. Ippolito   
Gwendolyn J. Ippolito

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

I HEREBY CERTIFY, That on this 20<sup>th</sup> day of March 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gwendolyn J. Ippolito and acknowledged the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Eunice C. Stetelmayer   
Notary Public

My Commission Expires:  
July 1, 1982

ARTICLES OF INCORPORATION  
OF  
GOIN FOR BROKE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 21, 1980 at 4:30 o'clock P M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2471, folio 000477, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland. 500

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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 95694

JUN 1 2 52 PM '80

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

LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received for Record July 1, 1980  
at 2:52 P.M.  
Liber 29

000405  
627

JD -1-80 B# 17419 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION  
A CLOSE CORPORATION UNDER TITLE FOUR  
ARDINGER'S HOUSE OF MUSIC, INC.

THIS IS TO CERTIFY:

FIRST; That we, the subscribers, James E. B. Ardinger, whose Post Office address is Box 25, Chewsville, Maryland 21721; Linda E. Wigfield, whose Post Office address is Route 1, Box 79A, Big Spring, Maryland 21722; and Charles F. Waganan, Jr., whose Post Office address is 600 Maryland National Bank Building, Hagerstown, Maryland 21740, 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:

ARDINGER'S HOUSE OF MUSIC, 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 manufacture, buy, sell, export, and import pianos, organs, violins and other stringed instruments, cornets, and other wind instruments, drums, bells, mechanical musical instruments of every kind, music books, music

scores, musical compositions, musical text books, songs, sheet music, and all parts to any musical instrument; to repair and clean all kinds of musical instruments; to deal in and install pipe organs; to manufacture, buy, sell, and generally deal in phonographs and talking machines, to offer instruction with regard to the use of all kinds of musical instruments; 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 hereafter conferred by the Laws of the State of Maryland upon corporations organized pursuant to the Laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto.

FIFTH: The Post Office address of the principal office of this Corporation is Box 25, Kieffer-Funk Road, Chewsville, Maryland 21721. The Resident Agent of this Corporation is James E. B. Ardinger, whose Post Office address is Box 25, Chewsville, Maryland 21721. 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 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 May 1, 1980, 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: James F. B. Ardinger, Linda E. Wigfield 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 17<sup>th</sup> day of March, A. D., 1980.

CHARLES F. WAGAMAN, JR.  
ATTORNEY AT LAW  
82 WEST WASHINGTON ST.  
HAGERSTOWN, MD. 21740

*James E. B. Ardinger*  
James E. B. Ardinger  
*Linda E. Wigfield*  
Linda E. Wigfield  
*Charles F. Wagaman, Jr.*  
Charles F. Wagaman, Jr.

ARTICLES OF INCORPORATION  
OF  
ARDINGER'S HOUSE OF MUSIC, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 20, 1980 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2471, folio 000404, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

4500

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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 95679

JUL 1 2 52 PM '80

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

LAND \_\_\_\_\_

Received for Record July 1, 1980  
at 2:52 P.M.  
Liber 29

~~003407~~ 631

003428

ARTICLES OF INCORPORATION FOR

MT. AETNA BODY WORKS, INC.

JUL -1-80 B# 17418 \*\*\*\*\*5.00

FIRST: I, Thomas Wiley Lovins, whose post office address is Route 2, Box 309B1, Boonsboro, Maryland 21713, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Mt. Aetna Body Works, Inc.

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

(1) To manufacture, buy, sell, repair, paint, refurbish, any and all kinds of tractors, motor vehicles, buses, fire engines, trucks, and any motor vehicle; 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 2, Box 309B1, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Ralph H. France, II, 81 W. Washington Street, Hagerstown, Maryland. 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 a par value of Ten (\$10.00) Dollars per share.

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 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:

Ellen Marie Lovins, Thomas Wiley Lovins, and Ralph H. France, II.

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 17<sup>th</sup> day of March, 1980, and I acknowledge the same to be my act.

WITNESS:

Pam Arts

Thomas Wiley Lovias  
Thomas Wiley Lovias

ARTICLES OF INCORPORATION  
OF  
MT. AETNA BODY WORKS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 20, 1980 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber **2470**, folio **003427**, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

*#500*

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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 95623

JUL 1 2 52 PM '80

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

LAND  \_\_\_\_\_

DACON INC.

ARTICLES OF INCORPORATION

MJL -1-80 B# 17416 \*\*\*\*\*5.00

- First: The undersigned whose post office address is Route 3, Box 495 Boonsboro Maryland being 33 years of age or more and a permanent resident of the State of Maryland do hereby form a corporation under the general laws of the State of Maryland.
- Second: The name of this corporation (which is hereinafter called the Corporation) is DACON INC.
- Third: The nature of the business and, the objects and purposes purposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:  
"The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland."
- Fourth: The post office address of the principal office of the Corporation in Maryland is Route 3, Box 495 Boonsboro Maryland 21713.
- Fifth: The name and post office address of the resident agent of the Corporation in Maryland is: David L. Conn Route 3, Box 495 Boonsboro Maryland 21713. 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 5,000 shares of common no par value (all of one class).
- Seventh: 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, 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.
- Eighth: The name of the director who shall act until the first meeting or until their successors are duly chosen and qualified is David L. Conn.

Fourth:

Fifth:

Sixth:

Seventh:

Eighth:

Ninth: The duration of the Corporation shall be perpetual.

In witness WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on 10 March 1980.

Maryland  
state of

*David L. Conn*  
David L. Conn  
(corporate officer)  
(and incorporator)

Frederick  
county of

*Thomas L. David*  
witness



ARTICLES OF INCORPORATION  
OF  
DACON INC.

999

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 18, 1980 at 1:00 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2470, folio 002510, 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. Summers*



STATE OF MARYLAND\*  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 95524

Jul 1 2 52 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received for Record July 1, 1980  
at 3:00 P.M.  
Liber 297

963

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF Sale and 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 Sale & Transfer has been filed in its office by           

E. Kenneth Grove, Jr.

82 W. Washington Street - Hagerstown, Maryland 21740

which said Articles of Sales & Transfer were duly approved by said Department on March 4, 1980 and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is GEORGE H. DAY, INC. (A MD. CORP.)

the name of the transferee is ROBERT K. HOBBS & MARJORIE M. HOBBS-  
HIS WIFE-

(b) The location of the principal office of the transferee is             
Pleasant View Drive, Downsville Pike- Hagerstown, Maryland 21740

(c) The Articles of Sale & Transfer are dated March 3, 1980

(d) The time of receipt for record of the Articles of Sale & Transfer in the office of the State Department of Assessments and Taxation was             
March 4, 1980 at 4:00 p. m.

RECEIVED FOR RECORD  
JUL 1 1980  
OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
HAGERSTOWN, MARYLAND

Received for Record July 1, 1980  
at 3:12 P.M.  
Liber 29

639  
002589

LIFE STYLE ORGANIZATION INCORPORATED 規-180B 17417 \*\*\*\*\*5.00

FIRST: The undersigned Dexter Ellison, whose post office address is Box 200, Route #3, Hagerstown, Maryland 21740, 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 is LIFE STYLE ORGANIZATION INCORPORATED

THIRD: The purposes for which the Corporation is formed are as follows: This Organization shall operate as a group, organized for such educational and charitable purposes as well as promote and foster the growth and civic awareness and provide the membership with an opportunity for personal development, achievement and leadership training through intelligent participation in active and constructive projects, both within the inside and outside communities. It shall be the further purpose of this organization to provide the membership with a sense of responsibility and civic consciousness to better their usefulness as a resident of this community as well as future citizens.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Box 2000, Route #3, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Dexter Ellison, Box 2000, Route #3, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: The number of directors of the Corporation shall be four (4) which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three member, 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: Wardell Owens, Reginald Clarke, Robert Coates, Jerome Harris.

SEVENTH: The following provision are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and membres: The Constitution and By-Laws of LIFE STYLE CORPORATION 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, I have signed these Articles of Incorporation on March 6, 1980.

Witness: Dexter Ellison

Dexter W. Ellison

(Dexter Ellison)

STATE OF MARYLAND

COUNTY OF WASHINGTON

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledged the same to be my act on March 6, 1980

Witness: Dexter Ellison

Dexter W. Ellison

(Dexter Ellison)

ARTICLES OF INCORPORATION  
OF  
LIFE STYLE ORGANIZATION INCORPORATED

999

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 18, 1980 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

*S*

Recorded in Liber **2470**, folio **02588** 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 95535

JUL 1 3 12 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION  
Received For Record Sept. 15, 1980 at 2:08 O'clock pm liber 29  
"UPPER ROOM PENTECOSTAL CHURCH"

SEP 15 80 AM 13936 \*\*\*\*\*2.50

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, at a regular called meeting of the Congregation known as the Upper Room Pentecostal Church, located in the City of Hagerstown, State of Maryland, the following four sober and discreet persons, namely, Angela Ryce, of 115 Bester Street, Hagerstown, Maryland; Thomas McNeil, of 1710 Sherman Avenue, Hagerstown, Maryland; Julie Ann Harper of Route 2, Box 286, Hagerstown, Maryland; and George Harper, of Route 2, Box 286, Hagerstown, Maryland, were chosen and elected for and in behalf of said Congregation to form a Corporation under and pursuant to Subtitle 3 of Title 5 of the Corporation Chapter of the Annotated Code of Maryland.

NOW, THEREFORE, the said four persons, in accordance with instructions given to them and in exercise of the powers conferred upon them have formulated this plan or agreement for said corporation as follows, that is to say:

APR 23 10 10 AM '80

(1) The name, style or title of the Church, society, or Congregation (which is hereinafter called the Corporation) shall be the "Upper Room Pentecostal Church".

(2) The post office address of said Corporation shall be Route 2, Box 286, Hagerstown, Maryland.

(3) The resident agent of said Corporation shall be Angela Ryce of 115 Bester Street, Hagerstown, Maryland, and said resident agent is a citizen of the State of Maryland and actually resides therein.

(4) The duration of said Corporation shall be perpetual.

(5) This Corporation shall be composed of not less than four and not more than nine trustees, each of whom shall be not less than twenty-one (21) years of age, and all of whom shall be members of the Upper Room Pentecostal Church of Hagerstown, Maryland. The Trustees shall be elected annually by the communicant members of said Church and each member shall be entitled to one vote.

(6) The annual meeting for the election of Trustees shall take

place at such time and place as is ordinarily used for public meetings of the said Church or Congregation and shall be held in the month of January of each year. Notice of the date, hour and place of the meeting shall be given from the pulpit on at least two Sundays prior thereto.

(7) If for any reason the annual meeting is not held at the appointed time, the Corporation shall not be dissolved but Trustees may be elected at any subsequent meeting called as aforesaid by notice from the pulpit on at least two Sundays prior thereto and all Trustees shall hold office until their successors are elected and qualified.

(8) At any duly called meeting of the Congregation, those members who attend shall constitute a quorum, provided they be in excess of the total number of deacons and trustees.

(9) The number of Trustees to serve for the ensuing year shall be fixed by the Congregation at each annual meeting.

(10) A majority of the Board of Trustees shall constitute a quorum.

(11) Meetings of the Board of Trustees may be called by a notice from the pulpit on the Sunday prior thereto or in some other manner as the Board of Trustees may by by-law determine, and in addition by at least three days written notice either delivered to each Trustee in person or mailed to him or her at his or her last known address.

(12) The Minister or Pastor of the Church shall be a member of the Board of Trustees, and the President thereof, unless the Board elects one of its own number as President.

(13) The Board of Trustees shall elect their Chairman and other officers.

(14) The Board of Trustees shall have power to adopt a corporate seal and to alter the same at pleasure and also to enact such by-laws as they may see fit for the government of the Corporation, provided that all such by-laws be in conformity with law and not inconsistent with this plan of organization.

(15) Any vacancies in the Board of Trustees which may occur by death, resignation or otherwise during the interval between annual meetings

may be filed by the continuing members of the Board.

(16) Purpose The purpose for which this Corporation is formed shall be: To teach, preach and study the gospel of Christ; to advance its membership in faith, hope and charity; to promote the advancement and glory of God through worship services.

(17) That, should this religious corporation be dissolved by voluntary action or operation of law, then all assets of the Corporation shall be converted into cash by the last duly elected Trustees, or the survivors of them, or such other person or persons as shall be duly and legally authorized to do so and, after the payment of all debts and legal obligations of said religious corporation, the balance remaining, if any, shall be distributed to the American Evangelical Christian Churches, upon condition that said Churches have established appropriate exception status as organizations described in Section 501 (c) (3) of the Internal Revenue Code, said Churches to be selected by the last duly elected Trustees, or the survivors of them in office at that time.

(18) This Charter may be altered or amended at a meeting called by the Board of Trustees for that purpose by a majority of the members of this Church twenty-one (21) years of age present and voting; provided, that not less than ten days written and mailed or delivered notice of such meeting shall have been given to each such member. Such notice shall be sufficient if mailed to the last known address of the member as shown by the Church records.

IN TESTIMONY WHEREOF, we, the said four named persons chosen as aforesaid, have hereunto subscribed our names and affixed our seals this 26<sup>th</sup> day of *March*, In the Year of Our Lord One Thousand Nine Hundred and Eighty.

Angela Ryce (SEAL)  
Angela Ryce

Thomas McNeil (SEAL)  
Thomas McNeil

TEST:

Robert B. Tor

George Harper (SEAL)  
George Harper

Julie Ann Harper (SEAL)  
Julie Ann Harper

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

I HEREBY CERTIFY, That on this                      day of  
A.D., 1980, before me, the subscriber, a Notary Public in and for the State  
and County aforesaid, personally appeared Agela Ryce, Thomas McNeil, Julie  
Ann Harper and George Harper, being all the Trustees of the Upper Room  
Pentecostal Church of Hagerstown, Maryland, known to me to be the persons  
whose names are subscribed to the foregoing Articles of Incorporation, and  
acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

---

Notary Public

My Commission Expires: 7/1/82

ARTICLES OF INCORPORATION  
OF  
UPPER ROOM PENTECOSTAL CHRUCH

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 23, 1980 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2473, folio 003437, 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. Summers



MARYLAND  
ON COUNTY  
FOR RECORD

A 96927

2 08 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

*Handwritten mark*

647  
003252

Received For Record Sept 15, 1980 at 2:08 o'clock pm liber 29

ARTICLES OF INCORPORATION

SEP 15-80 A# 13937 \*\*\*\*\*5.00

OF

MOATS HOBBY CENTER, INC.

FIRST: I, Robert Valentine Moats, whose post office address is 21 East Green Street, Funkstown, Maryland 21734, 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: Moats Hobby Center, Inc.

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

(a) To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

(b) To do everything necessary and proper in operating a retail store as a hobby center; and to engage in any other lawful purpose and/or business.

(c) To do everything permitted by Article 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 21 East Green Street, Funkstown, Maryland 21734. The name and post office address of the Resident Agent of the Corporation in this State is Ralph H. France, II, 81 West Washington Street, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 10,000 shares of common stock with the par value of \$10.00 per share.

SIXTH: The number of Directors of the Corporation shall be three, which numbers may be increased or decreased pursuant to the ByLaws 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:  
Robert Valentine Moats, Jr., Winifred Virginia Moats and Marie Concetta Moats.

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 proceedings, 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 18th day of April, 1980, and I acknowledge the same to be my act.

WITNESS:

Dicki A. Grimm

Robert Valentine Moats, Jr. (SEAL)  
Robert Valentine Moats, Jr.

ARTICLES OF INCORPORATION  
OF  
MOATS HOBBY CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 23, 1980 at 10:00 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2473, folio 003251, 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. Summers



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECORDED FOR RECORD

A 96893

APR 25 2 08 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record Sept. 15, 1980 at 2:08 o'clock pm liber 29  
ARTICLES OF INCORPORATION

A CLOSE CORPORATION UNDER TITLE FOUR

S AND D INC.

SEP 15 80 AM 13938 \*\*\*\*\*5.00

THIS IS TO CERTIFY:

FIRST : That the undersigned, Robert H. Seumenicht, whose Post Office address is 57 South Potomac Street, Hagerstown, Maryland, being at least eighteen (18) years of age, does hereby, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, does hereby form 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:

S AND D 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 acquire real property by purchase, lease, or otherwise; to erect, repair, and maintain hotel and motel buildings, garages, and other structures thereon. To conduct a general hotel, motel, restaurant, tavern, nightclub and cafe business. To establish, maintain and operate newsstands, tobacco counters, novelty shops, theater ticket agencies, barber shops, nightclubs, taverns, hair dressing and manicuring parlors, garages, tennis courts and swimming pools; and to have and exercise all of the powers now or hereafter conferred by the Laws of the State of Maryland upon corporations organized pursuant to the Laws under which this corporation is organized and to any and all acts amendatory thereof and supplemental thereto.

*Robert H. Seumenicht*

FIFTH: The Post Office address of the principal office of this Corporation is 57 South Potomac Street, Hagerstown, Maryland 21740. The Resident Agent of this Corporation is Robert H. Seumenicht, whose Post Office Address is 57 South Potomac Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares in 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 meeting 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 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 one (1), which number may be increased or decreased pursuant to the By-laws of the corporation. Provided, however, that after July 1, 1980, 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 is: Robert H. Seumenicht.

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

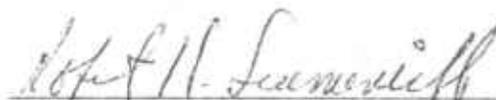
stock, whether now or hereafter authorized for such consideration as the said Board of Directors deems advisable, subject to such limitations and restrictions, if any, as may be provided by law or set forth in the By-laws of the Corporation.

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, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 15th day of April, A. D., 1980.

  
Robert H. Seumenicht

ARTICLES OF INCORPORATION  
OF  
S AND D INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 21, 1980 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber 2473, folio 2782 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 96819

SEP 15 2 08 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record Sept. 15, 1980 at 2:08 o'clock pm liber 29

DAYLILY, INC.

A CLOSE CORPORATION

SEP 15 80 AM 13939 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Robert Louis Dern, Jr., whose post office address is Route 2, Box 268, Hagerstown, Maryland 21740; Alice Jean Dern, whose post office address is Route 2, Box 268, Hagerstown, Maryland 21740; and Roger Allen Shank, whose post office address is 233 East 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 hereinafter called the Corporation) is

DAYLILY, 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 operate a restaurant for the sale of fine food and wine.
2. 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 49 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is Robert Louis Dern, Jr., Route 2, Box 268, Hagerstown, Maryland 21740. Said resident agent is a citizen of this state and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each.

SIXTH: The Corporation shall be a close corporation as authorized by Title 4 of "Corporations and Associations," Annotated Code of Maryland.

SEVENTH: Pursuant to Section 4-302 of "Corporations and Associations," Annotated Code of Maryland, the stockholders of the Corporation have elected to have no board of directors. The stockholders shall manage the business and affairs of the Corporation by their direct action and may exercise all powers of directors. Robert Louis Dern, Jr. shall be the director until the organization.

EIGHTH: The stockholders of the Corporation are empowered to authorize the issuance from time to time of shares of its stock, PROVIDED THAT:

(a) No shares of stock (including treasury stock) may be issued or sold at any time that there are shares of stock already outstanding except upon the affirmative vote of the holders of all outstanding stock of the Corporation.

(b) Securities, whether voting, convertible or otherwise, and options, warrants or other rights to subscribe for or purchase any stock shall all be nontransferable without the affirmative vote of all stockholders by a signed written instrument no more than three months prior to the date of the transfer.

(c) Clear reference to the fact that the Corporation is a close corporation shall appear upon each certificate of issued and outstanding stock of the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 14th day of April, 1980.

WITNESS:

<u>Karen R. Luthed</u>	<u>Robert Louis Dern, Jr.</u> (SEAL) Robert Louis Dern, Jr.
<u>Karen R. Luthed</u>	<u>Alice Jean Dern</u> (SEAL) Alice Jean Dern
<u>Karen R. Luthed</u>	<u>Roger Allen Shank</u> (SEAL) Roger Allen Shank

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

I HEREBY CERTIFY, That on this 14th day of April, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert

Louis Dern, Jr., Alice Jean Dern, and Roger Allen Shank, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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



*Karen R. Lutter*  
Notary Public

My Commission Expires:  
July 1, 1982

ARTICLES OF INCORPORATION  
OF  
DAYLILY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 21, 1980 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2473, folio 2189 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. Summers



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 96758

SEP 15 2 08 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record Sept. 15, 1980 at 2:08 o'clock pm liber 29  
NYE PLUMBING AND HEATING, INC.

SEP 15-80 A# 13940 \*\*\*\*\*5.00

ARTICLES OF AMENDMENT

NYE PLUMBING AND HEATING, INC., a Maryland Corporation, having its principal offices at 636 Jefferson Street, 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 SECOND and by substituting in lieu thereof the following:

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is:

J & B PLUMBING AND HEATING, 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 amendment and by written informal action unananimously 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, NYE PLUMBING AND HEATING, 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 14<sup>th</sup> day of April, 1980,

and its President acknowledges that these Articles of Amendment are the act and deed of NYE PLUMBING AND HEATING, 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:

NYE PLUMBING AND HEATING, INC.

Betty L. Nye  
Betty L. Nye, Secretary

By: Walter Joe Nye  
Walter Joe Nye, President

ARTICLES OF AMENDMENT

OF

NYE PLUMBING AND HEATING, INC.

Changing its name to:

J & B PLUMBING AND HEATING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 18, 1980 at 11:00 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2473, folio 002005, 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. Semmes



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 96721

SEP 15 2 08 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

663  
003088

SEP 15-80 A# 13941 \*\*\*\*\*5.00

Received For Record Sept. 15, 1980 at 2:08 o'clock pm liber 29

ARTICLES OF INCORPORATION

OF

DEXEL SYSTEMS CORPORATION, HAGERSTOWN

FIRST: That I, the undersigned, W. Braun Jones, Jr., whose post office address is 479 N. Potomac Street, Hagerstown, Maryland 21740, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is DEXEL SYSTEMS CORPORATION, HAGERSTOWN.

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

To provide consultation, planning and operational advice and services to businesses of all kinds regarding the acquisition, installation, maintenance and uses of computer systems.

To acquire, by purchase, lease, license or otherwise and sell, let, lease or otherwise dispose of patents, patent applications, patent rights, trade marks and other rights, licenses and privileges.

To purchase, hold and reissue the shares of its capital stock, its bonds or other securities.

To borrow or raise monies for any of the purposes of the Corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any obligation thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To enter into, make, perform and carry out contacts of every kind and for any lawful purpose with any person, firm, association, corporation or body politic or government.

To build, purchase, own or lease buildings, warehouses, office space, and equipment and all other things whatsoever kind and nature, in any part of the United States, suitable, necessary or advisable in connection with any or all of the objects and powers hereinbefore or hereinafter set forth.

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is 479 N. Potomac Street, Hagerstown, Washington County, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Terry E. Kann, 722 Virginia Avenue, Hagerstown, Washington County, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

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

Stockholders are denied preemptive rights.

A shareholder (his personal representative, legatee or donee) shall not sell, transfer, pledge, encumber or in any manner dispose of any shares of the Corporation without compliance with the following procedure, except transfers without consideration to permitted transferees. Permitted transferees shall include only the personal representative, spouse, descendants, or ancestors of the shareholder, or any trust for the primary benefit of such spouse, descendants or ancestors. A shareholder desiring to sell, transfer, pledge, encumber or in any manner dispose of any shares (other than in transfers without consideration to permitted transferees) shall obtain a bona fide written cash offer from a third person to purchase the shares and, before accepting this offer, shall (i) deliver to the Corporation a copy of the offer disclosing the identity of the purchaser and the price offered and (ii) offer in writing to sell the shares referred to in the offer to the

Corporation or its nominee selected without regard to any preemptive right. The Corporation shall have thirty (30) days after receipt of the offer to accept it. If the Corporation accepts the offer, the shares referred to in it shall forthwith be delivered to the Corporation against payment of the purchase price. If the Corporation does not accept the offer in the thirty (30) day period, the shareholder may accept the offer of the third person, and the shares subject to the offer shall thereafter be free from the restrictions and provisions of this section. If shares are transferred to a permitted transferee, they shall remain subject to the restrictions and provisions of this section.

All share certificates of the Corporation shall bear an endorsement as follows:

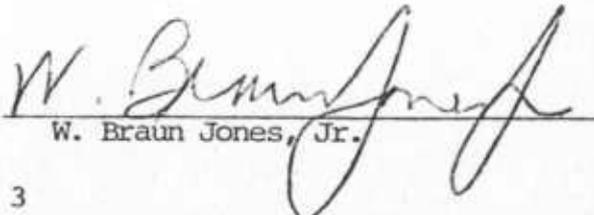
"This certificate is held subject to the terms of the Articles Of Incorporation, dated *APRIL 7, 1980* a copy of which is on file at the principal office of the Corporation at 479 N. Potomac Street, Hagerstown, Maryland 21740".

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, provided that the number of directors shall not be less than three (3), and the names and addresses of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
W. Braun Jones, Jr.	Director	Box 58, Clearbrook, Virginia
W. Kellogg Achenbach	Director	12319 Fairfax Station Road Clifton, Virginia 22024
Bruce D. Lisle	Director	10 Goshen Court Gaithersburg, Maryland 20760
Terry E. Kann	Director	722 Virginia Avenue Hagerstown, Maryland 21740
Douglas L. Kann	Director	5 Maple Avenue Hagerstown, Maryland 21740

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on the *7th* day of *APRIL*, 1980.

  
W. Braun Jones, Jr.

C O N S E N T

Dexel Systems Corporation of Washington, D.C., a Virginia corporation qualified to do business in the State of Maryland, hereby consents to the use of the name DEXEL SYSTEMS CORPORATION, HAGERSTOWN by a corporation being organized as a domestic corporation under the laws of the State of Maryland by W. Braun Jones, Jr., incorporator.

IN WITNESS WHEREOF, Dexel Systems Corporation of Washington, D.C. through its President, as authorized by its Board of Directors, has executed this Consent on this 7th day of APRIL, 1980

DEXEL SYSTEMS CORPORATION OF WASHINGTON, D.C.

By: W. Braun Jones, Jr.  
W. Braun Jones, Jr., President

ATTEST:

W. Kellogg Achenbach  
W. Kellogg Achenbach, Secretary



ARTICLES OF INCORPORATION  
OF  
DEXEL SYSTEMS CORPORATION, HAGERSTOWN

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 11, 1980 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2472, folio 003087, 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. Summers



OF MARYLAND  
NGTON COUNTY  
ED FOR RECORD

A 96445

15 2 08 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

## THE BROADFORDING CHURCH OF THE BRETHERN FELLOWSHIP

## Articles of Incorporation

Received for Record Sept. 15, 1980 at 2:08 o'clock pm liber .29

Under Title 5, Subtitle 3, SEP 15-80 A 13944 \*\*\*\*\*2.50  
 Religious Corporations of  
 "Corporations and Associations  
 Article" Of The Annotated  
 Code of Maryland

- First: We, The Undersigned, Charles f. Wasson, Jr, Herman Bartles, Jr., Janet Foltz Vada Wilhide, Lawrence Ebersole, Ruth Keyser, J.C. Miller, Allan Hawbecker, and Paul R. Reid, elected by the members of the congregation of The Broadfording Church of the Brethren Fellowship, P.O. Box 1186, Hagerstown, MD. 21740, to act as trustees in the name and on behalf of said congregation to manage the estate, property, interest and inheritance of same, and each being at least twenty-one years of age and all being discreet and sober persons, do hereby associate ourselves as incorporators with the intention of forming a Religious Corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.
- Second: The name of the congregation and of the corporation shall be The Broadfording Church of the Brethren Fellowship
- Third: The plan and purpose of the corporation adopted at the meeting of the members of the congregation electing the trustees are as follows to wit:
1. To adopt a seal
  2. To conduct a church for religious purposes of the Church of the Brethren faith with the following functions--
    - a. To win persons to Christ through evangelism
    - b. To teach and preach the Bible and Christian truth as revealed in the Bible.
    - c. To provide enriching experiences in worship
    - d. To inspire persons and help individuals toward the imitation of Jesus
    - e. To educate Church members in the history ideals and sacraments of the Church
    - f. To provide an effective educational program in family living, missionary education, stewardship, peace, temperance, leadership training and recreation
    - g. To develop Christian Fellowship within the local Church, and also with other Christian Churches and other races
    - h. to provide effective pastoral care and counseling for individuals
    - i. To enlist Church members in Christian service projects
    - j. To develop a fellowship fo spiritual, emotional, physical and material sharing
    - K. To bring the principles of Christ to bear in all human and social relationships
  3. The Board of Trustees, consisting of nine (9) members shall be elected by ballot, annually, at the November congregational business meeting. The Board of Trestees shall be members ot the congregation. All members shall be eligible to vote in the congregational business meeting - Membership into the church shall be open to all persons irrespective of race, national orgin, or status in life.

4. The fiscal year and the church year of the congregation shall be those designated by the Annual Conference of The Church of the Brethren

Fourth: The Church shall be located in Washington County and the mailing address of the corporation is P.O. Box 1186, Hagerstown, MD. 21740. The resident agent of the corporation is Paul R. Reid, whose address is Route 4., Box 209, Hagerstown, MD. 21740, who is a citizen of this State and actually resides herein.

IN WITNESS WHEREOF : we, the trustees, have signed these Articles of Incorporation on April 7, 1980.

Vada Wilhide  
Vada Wilhide

Janet Foltz  
Janet Foltz

Ruth S. Keyser  
Ruth Keyser

Charles F. Wasson Jr.  
Charles F. Wasson, Jr.

WITNESS:

Lawrence Ebersole  
Lawrence Ebersole

Herman M. Bartles Jr.  
Herman Bartles, Jr.

Docas A. Barkman

J. C. Miller, Jr.  
J. C. Miller, Jr.

Allan Hawbecker  
Allan Hawbecker

Paul R. Reid  
Paul R. Reid

STATE OF MARYLAND  
COUNTY OF WASHINGTON

I HEREBY CERTIFY that on April 7, 1980 before the subscriber a notary public of the State of Maryland in and for the County of Washington, personally appeared the above Trustees and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Docas A. Barkman  
Docas A. Barkman  
My Commission Expires 7-1-87

ARTICLES OF INCORPORATION  
OF  
THE BROADFORDING CHURCH OF THE BRETHERN FELLOWSHIP

DELIVERED DEC 8 1994

*Rev. Stephen Wagoner*

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 8, 1980 at 11:30 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber *2472*, folio ~~2227~~, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 96357

SEP 15 2 08 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

HEYMAN TRUCKING, INC.  
ARTICLES OF AMENDMENT

Received for Record Sept. 15, 1980 at 2:08 o'clock pm liber 29

Heyman Trucking, Inc., a Maryland Corporation, having its

SEP 15-80 AM 13942 \*\*\*\*\*5.00

principal offices in Washington County, State of Maryland (herein-  
after referred to as the "Corporation"), hereby certified to the  
State Department of Assessments and Taxation of Maryland that:

FIRST: The Articles of Incorporation of the Corporation are  
hereby amended by striking out the FIFTH paragraph and inserting  
in lieu thereof the following:

"FIFTH: The total number of shares of capital  
stock which the Corporation has authority to  
issue is one hundred (100) shares of Common  
Stock, without par value."

SECOND: Said amendment has been duly advised by the Board of  
Directors and approved by the Stockholders of the Corporation.

THIRD: Prior to said amendment, the total number of shares  
of capital stock which the Corporation had authority to issue was  
five thousand (5,000) shares, all of one class, with no par  
value.

FOURTH: Immediately following the date on which these Arti-  
cles of Amendment shall be filed and approved by the State Depart-  
ment of Assessments and Taxation of Maryland, the total number of  
shares of capital stock which the Corporation shall have authority  
to issue shall be one hundred (100) shares, all of one class,  
without par value, all of which shall be designated as common  
stock. Accordingly, the authorized capital stock of the Corpora-  
tion has been decreased to the extent of four thousand nine hun-  
dred (4,900) shares.

FIFTH: By the affirmative vote of a majority of the Direc-

tors comprising the Board of Directors of the Corporation at a meeting duly called and held on April 8, 1980, the Board of Directors of the Corporation duly advised said amendments, to paragraph FIFTH of the Articles of Incorporation, and the Stockholders of the Corporation, at the Annual Meeting of the Stockholders of the Corporation, duly called and held on April 8, 1980, duly approved said amendments by the affirmative vote of two-thirds of all votes entitled to be cast thereon.

IN WITNESS WHEREOF, Heyman Trucking, 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 fixed and attested by its Secretary this 8th day of April, 1980.

ATTEST:

HEYMAN TRUCKING, INC.

Mary Lou Heyman

Secretary

BY:

John A. Heyman

President

STATE OF MARYLAND:

COUNTY OF WASHINGTON:

I HEREBY CERTIFY, that on this 9<sup>th</sup> day of April, 1980, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared John R. Heyman, President of Heyman Trucking, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation, and, at the same time, personally appeared before me Mary Lou Heyman, Secretary of said Corporation, and made oath in due form of law that the said Articles of Amendment were duly advised by the affirmative vote of a majority of the Directors comprising the Board of Directors of the Corporation at a meeting duly called and held on April 8, 1980, and were duly approved by the affirmative vote of two-thirds of all votes entitled to be cast thereon at the Annual Meeting of Stockholders of the Corporation, duly called and held on April 8, 1980, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

~~NOTARY PUBLIC~~  
My Commission Expires:  
July 1, 1982

*Karen D. Merchant*  
Notary Public

ARTICLES OF AMENDMENT  
OF  
HEYMAN TRUCKING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 11, 1980 at 1:00 o'clock P M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2472, folio 3043, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 96436

APR 15 2 08 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND    
VAUGHN J. BAKER, CLERK

Received For Record Sept. 15, 1980 at 2:08 o'clock pm liber 29  
BOONSBORO MOTOR COMPANY

ARTICLES OF INCORPORATION SEP 15 80 AM 13943 \*\*\*\*\*5.00

FIRST: I, David C. VanVoorhis, whose post office address is Route # 1, Boonsboro, Maryland 21713 being at least (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is:

BOONSBORO MOTOR COMPANY

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

- (1) To engage in the purchase, sale, lease and exchange, rebuilding and conditioning of cars and other vehicles and to engage in any other lawful purpose or business.
- (2) To engage in any lawful act or activity for which corporations may be organized under the Annotated Code of Maryland.

FOURTH: The post office address of the principal office of the corporation in this State is U.S. Route 40A North, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is David C. VanVoorhis, Route # 1, 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 fifteen hundred shares of a par value of One Hundred (\$100) Dollars all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Fifty Thousand (\$150,000.00) 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 (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

~~When~~ ~~there~~ ~~is~~ ~~stock~~ ~~outstanding~~ and there are less ~~than~~ ~~three~~ (3) 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 1st annual meeting or until their successor or duly chosen and qualified are David C VanVoorhis and Vivian VanVoorhis.

SEVENTH: The Directors shall have power to make and alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the Annotated Code of Maryland.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause of paragraph in this articles of incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Maryland, do make, file and record this agreement, and do certify that the facts herein are true; and I have accordingly hereunto set my hand on this 28 day of March, 1980

*David C. Van Voorhis*  
David C. VanVoorhis SEAL

STATE OF MARYLAND  
COUNTY OF WASHINGTON, to wit:

I, James E. Shuler, a Notary Public of said County, do hereby certify that DAVID C VANVOORHIS, whose name is signed to the writing hereto attached, bearing the date 28 day of March, 1980, have this day acknowledged the same before me in my said County.

Given under my hand this 29 day of March, 1980.

My commission expires:  
7-1-82

*James E. Shuler*  
Notary Public

ARTICLES OF INCORPORATION  
OF  
BOONSBORO MOTOR COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 8, 1980 at 4:00 o'clock P. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2472, folio 2220 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. Semmons*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 96358

SEP 15 2 08 PM '80

LIBER \_\_\_\_\_ CLIC \_\_\_\_\_

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record Sept. 15, 1980 at 2:09 o'clock pm liber<sup>29</sup>  
ERIC L. SMITH, D.D.S., P.A.

ARTICLES OF INCORPORATION

SEP 15-80 A# 13945 \*\*\*\*\*5.00

FIRST: I Eric L. Smith, whose post office address is 638 Potomac Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, 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 hereafter referred to as the "Corporation") is Eric L. Smith, D.D.S., P.A.

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

(1) To engage in the practice of dentistry; to treat; to prescribe; to diagnose; or to operate for any disease, pain, injury, deficiency, deformity, or physical condition of the human teeth, gums, jaws, and adjacent tissues; to furnish, construct, reproduce, or repair prosthetic dentures or bridges to be used and worn as substitutes for natural teeth; and to supply, repair, or construct orthodontic or various appliances used for the correction of malocclusion or deformities of other structures; and to own and operate a dentist office; 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 Maryland Annotated Code, 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 638 Potomac Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Eric L. Smith, 638 Potomac 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 names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Eric L. Smith.

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 or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

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

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 warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

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

(f) the participation by the Corporation in a share exchange (as defined by 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 Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article 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 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 21 day of March, 19 80, and I acknowledge same to be my act.

WITNESS:

Margaret M. Jesse

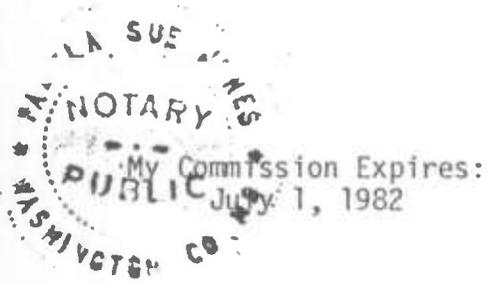
Eric L. Smith D.P.S.  
Eric L. Smith

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

I HEREBY CERTIFY, That on this *21<sup>st</sup>* day of *March*, 19*80*, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Eric L. Smith and acknowledged the aforesaid Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

*Pamela Sue Jones Ambrose*  
Notary Public



ARTICLES OF INCORPORATION  
OF  
ERIC L. SMITH, D.D.S., P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 7, 1980 at 1:00 o'clock P. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2472, folio 2185, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 96330

SEP 15 2 09 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

OF

TROPICAL TANNING, INC.

Received For Record Sept. 15, 1980 at 2:09o'clock pm Liber 29  
 SEP 15 1980 A 13946 \*\*\*\*\*5.00

THIS IS TO CERTIFY:

FIRST: We, the undersigned, LAURA YOUNG, whose post office address is 112 S. Prospect Street, Hagerstown, Maryland, 21740; FRED WRIGHT, JR., whose post office address is 112 S. Prospect Street, Hagerstown, Maryland; and GEORGE E. SNYDER, JR., whose post office address is 81 West Washington Street, Hagerstown, Maryland, 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is TROPICAL TANNING, INC.

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

The purpose is the rental of sun tanning booths.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is Tropical Tanning, Inc., 36 Washington Center, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is Laura Young, 112 S. Prospect Street 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 per value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chose and qualify are Laura Young, Fred Wright, Jr., and George S. Snyder, Jr.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or 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 31 day of March, 1980.

WITNESS:

Kathleen M. Severs

Laura Young

Laura Young

Kathleen M. Severs

Fred Wright, Jr.

Fred Wright, Jr.

Kathleen M. Severs

George E. Snyder, Jr.

George E. Snyder, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 31 day of March, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Laura Young, Fred Wright, Jr., and George E. Snyder, Jr., and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

Kathleen M. Severs  
Notary Public

My Commission Expires:  
July 1, 1982



ARTICLES OF INCORPORATION  
OF  
TROPICAL TANNING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 3, 1980 at 3:00 o'clock P M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2472, folio 1083 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. Semmes



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 96264

SEP 15 2 09 PM '80

LIBER \_\_\_\_\_

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record Sept. 15, 1980 at 2:09 o'clock pm liber 29  
ARTICLES OF INCORPORATION

OF

SEP 15-80 A# 13947 \*\*\*\*\*5.00

VALLEY HEALTH SERVICES, INC.

AB

FIRST: I, Ralph H. France, II, whose post office address is Hagerstown Trust Company Building, 81 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: Valley Health Services, Inc.

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

(1) To provide health care services through nurses, nurses aides, and other medical aid pursuant to Maryland Law in the Western Maryland area; and to engage in any other lawful purpose and/or business relating to medical aid services in the Western Maryland area.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 81 West Washington Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Ralph H. France, II, Esquire, 81 West Washington Street, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 10,000 shares of common stock with the par value of \$10.00 per share.

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 number of Directors of the Corporation shall be five (5), 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: Cheryl L. Esler, Nell H. Perdue, John H. McDowell and Ralph H. France, II.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) At any meeting of the Board of Directors, three directors

shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(4) No compensation shall be paid to any employees, as such, for their services, but resolution of the Board of Directors holding no less than 85% of the capital stock of said corporation.

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification

Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceedings, 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 April, 1980, and I acknowledge the same to be my act.

WITNESS:

Vicki L. Grimm                      Ralph H. France (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2nd day of April, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ralph H. France, II, and did acknowledge the foregoing Articles of Incorporation to be his respective act.

WITNESS my Hand and Official Notarial Seal.

Vicki L. Grimm  
Notary Public



ARTICLES OF INCORPORATION  
OF  
VALLEY HEALTH SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 3, 1980 at 4:00 o'clock P M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2472, folio 1330, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 96183

SEP 15 2 09 PM '80

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

LAND    
VAUGHN J. FAKER, CLERK

## VALENTINE ELECTRIC, INC.

SEP 15-80 AM 13948 \*\*\*\*\*5.00

Received For Record Sept. 15, 1980 at 2:09 o'clock pm liber 29

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 Valentine Electric, Inc.

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

(1) To engage in the business of electrical contracting and the provision of electrical contracting services and sale of electrical materials, supplies, and fixtures; 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 Route 1, Trotter Drive, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Stanley D. Valentine, Route 1, Trotter Drive, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Stanley D. Valentine

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 pro-

ceeding; 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 28<sup>th</sup> day of March, 1980, and I acknowledge the same to be my voluntary act and deed.

WITNESS:

Peggy A. Reynolds

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION  
OF  
VALENTINE ELECTRIC, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 1, 1980 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2472, folio 913, 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. Summit*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 96164

SEP 15 2 09 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record Sept. 15, 1980 at 2:09 o'clock pm liber 29 SEP 15 80 A# 13949 \*\*\*\*\*5.00

AMENDED ARTICLES OF INCORPORATION

OF

DIEHL AND CRAWFORD, INC.  
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Kenneth J. Mackley, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, and John E. Crawford, whose post office address is 907 South Potomac Street, Hagerstown, Maryland, 21740, each being at least eighteen years of age, do hereby associate ourselves as incorporators with the intention of forming a close corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Diehl and Crawford, Inc., a close corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

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

To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating and servicing of all types of new and used automobiles, trucks and other motor vehicles and any parts and accessories used in connection therewith, and the purchasing, acquiring, owning, selling and generally dealing in all types of supplies for all types of motor vehicles.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 907 South Potomac Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Kenneth J. Mackley, 35 East Washington Street, 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 Mary F. Diehl and John E. Crawford.

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.

NINTH: This Corporation shall be a close corporation organized pursuant to the provisions of Title 4, Subtitle 2, of the Corporations & Associations Article of the Maryland Annotated Code. Since the primary purpose of this Corporation is to operate an automobile sales agency, no person may become a shareholder of this Corporation unless he/she has obtained approval of the Motor Vehicle Administration of the State of Maryland to be eligible and approved as a licensee under the provisions of the Maryland Code, and implementing regulations, pertaining to licensing of automobile dealers by the Motor Vehicle Administration.

IN WITNESS WHEREOF, we have signed these Amended Articles of Incorporation on March 27, 1980.

WITNESS:

Patricia L. Winters  
Patricia L. Winters  
Patricia L. Winters

Kenneth J. Mackley  
Kenneth J. Mackley  
Howard W. Gilbert, Jr.  
Howard W. Gilbert, Jr.  
John E. Crawford  
John E. Crawford

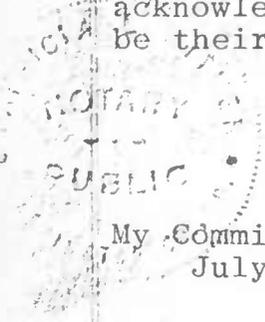
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 27th day of March, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, Howard W. Gilbert, Jr., and John E. Crawford and severally acknowledged the foregoing Amended Articles of Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Winters  
Notary Public

My Commission Expires:  
July 1, 1982



AMENDED ARTICLES OF INCORPORATION

OF

DIEHL AND CRAWFORD, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 28, 1980 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2472 folio 330, 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. Summers



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 96079

SEP 15 2 09 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

SEP 15-80 A# 13950 \*\*\*\*\*5.00

Received For Record Sept. 15, 1980 at 2:09 o'clock pm liber 29

A CLOSE CORPORATION

## ARTICLES OF INCORPORATION

OF

HAGERINN, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Mark D. Coplin, whose post office address is 19th Floor, 10 Light Street, Baltimore, Maryland 21202, 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:

HAGERINN, INC.

THIRD: The Corporation shall be a close corporation as authorized and regulated by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or elsewhere, are as follows:

(a) To own and operate a motel and restaurant.

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation or which shall be conducive to or expedient for the protection or benefit of the Corporation.

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

restrict any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations.

FIFTH: The post office address of the principal office of the Corporation in this State is 1910 Dual Highway, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Nicholas A. Giannaris, whose post office address is 405 Meadowbrook Drive, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have one (1) Director, Nicholas A. Giannaris, who shall act as such until such time as the First and Organizational Meeting of the Director and the issuance of one or more shares of stock of the Corporation have been completed. After such time the Corporation shall have no Board of Directors.

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

EIGHTH: In carrying on its business, or for the purpose of attaining or furthering any of its objects, the Corporation shall have all of the rights, powers and privileges granted to corporations by the laws of the State of Maryland, and the power to do any and all acts and things which a natural person or partnership could do and which may now or hereafter be authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by statute, the powers of the Corporation and Stockholders shall include the following:

(a) Any Stockholder individually, or any firm of which any Stockholder may be a member, or any corporation or association of which any Stockholder may be an officer or director or in which any Stockholder 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 Stockholder, or firm of which a Stockholder is a member, or a corporation or association of which a Stockholder is an officer or director or in which a Stockholder 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 Stockholders or a majority thereof. Any Stockholder 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 Stockholders 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.

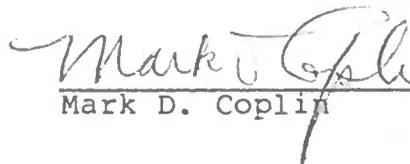
(b) The Corporation reserves the right, from time to time, to make any amendment of its Charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its Charter, of any outstanding stock.

(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 Stockholders, who shall have and may exercise all the powers of the Corporation.

NINTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class; provided, however, that the Stockholders may, in authorizing the issuance of stock of any class, confer any preemptive right that the Stockholders 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 of the Corporation. Except as the By-Laws may otherwise provide, no other indemnification shall be provided for any employee or agent of the Corporation, unless the stockholders shall, in their discretion, subject to the By-Laws, so direct.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act on this 28th day of March, 1980.

  
Mark D. Coplin

ARTICLES OF INCORPORATION  
OF  
HAGERINN, INC.

1076

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 31, 1980 at 8:30 o'clock A M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2472, folio 300, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

\_\_\_\_\_

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



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 96059

SEP 15 2 09 PM '80  
LIBER \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN J. HAKER, CLERK

Received For Record Sept. 15, 1980 at 2:09 o'clock pm Liber 29  
SEP 15 80 AM 13951 \*\*\*\*\*5.00

## ARTICLES OF INCORPORATION

OF

HANCOCK'S TOWN TAVERN, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Kenneth J. Mackley, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, and Russell R. Marks, whose post office address is 35 East 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 HANCOCK'S TOWN TAVERN, INC.

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

To own, conduct, operate, maintain and carry on the business of tavern and restaurant, and to sell and dispense food, beverages and liquids of all kinds and to do any and all things necessary and pertinent to said business.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1315 West Main Street, Hancock, Maryland, 21750. The name and post office address of the resident agent of the Corporation in this State are Frances A. Weller, 41 Main Street, Hancock, Maryland, 21750. Said resident agent is a citizen actually residing in this State.

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

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

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 March 26, 1980.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)  
Kenneth J. Mackley

Patricia L. Witmer

Howard W. Gilbert Jr. (SEAL)  
Howard W. Gilbert Jr.

Patricia L. Witmer

Russell R. Marks (SEAL)  
Russell R. Marks

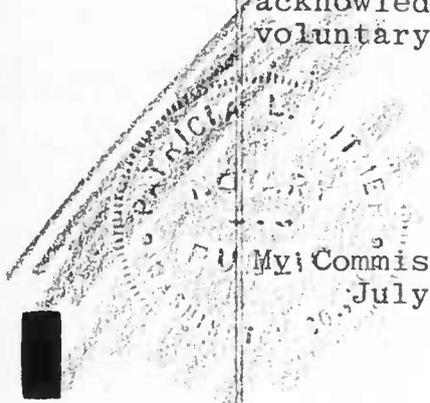
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 26th day of March, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, Howard W. Gilbert, Jr., and Russell R. Marks and severally acknowledged the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer  
Notary Public

My Commission Expires:  
July 1, 1982



ARTICLES OF INCORPORATION  
OF  
HANCOCK'S TOWN TAVERN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 31, 1980 at 2:30 o'clock P M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2472, folio 297, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 96058

SEP 15 2 09 PM '80

LIBER \_\_\_\_\_

LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

707  
3093

ARTICLES OF INCORPORATION  
Received For Record Sept. 15, 1980 at 2:09 o'clock pm Liber 29  
OF SEP 15 80 AM 1395Z \*\*\*\*\*5.00

CLEAR SPRING FUTURE FARMERS OF AMERICA ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers William H. Miller, Doris Y. Miller whose post office address is Big Spring, Maryland, 21722, Lawrence Snyder, Jean Snyder whose post office address is Boyd Road, Clear Spring, Md. 21722, Raymond Divelbiss, Sr., Lolita M. Divelbiss whose post office address is Route #1, Box 444, Clear Spring, Md. 21722, Charles L. Hose, Sr., Faye L. Hose, Route #2, Box 333, Williamsport, Md. 21795 and Donald Reid, Nancy Reid whose post office address is Route #1, Clear Spring, Md. 21722, all being of full legal age, do, under and by virtue of the General Laws of Maryland, authorizing the formation of corporations associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation (hereinafter called the "Corporation") is Clear Spring Future Farmers of America Association, Inc.

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

(a) To organize and operate an association exclusively for charitable, educational and recreational purposes, no part of the net earnings of which is to inure to the benefit of any member or shareholder.

(b) For the general purpose aforesaid and limited to those purposes, the Corporation shall have the following powers and purposes.

(1) To stimulate interest in all aspects of farming  
(2) to hold exhibits (3) suppers (4) promote activities that the Clear Spring FFA Alumni are involved in (5) to use, purchase or lease and to maintain, space, buildings, land and other facilities incidental thereto (6) to sub-lease, sell, mortgage or otherwise dispose of the same.

(c) No part of the net income of which is to inure to the

benefit of any individual having a personal or private interest in the activities of the Corporation.

(d) No part of the activities of the Corporation shall be the carrying out of propoganda or otherwise attempting to influence legislation.

(e) To do all acts as are necessary or proper to attain the objectives hereinabove set forth, to the same extent as any natural person could or might do, and as are not forbidden by law or by the Articles of Incorporation or by the By-Laws.

(f) The Corporation shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of this character by the laws of the State of Maryland, and the enumeration of certain powers as herein defined is not intended as exclusion of or as a waiver of, any powers, rights or privileges granted or conferred by the laws of said State, now or hereafter enforced, except as in the Articles expressly limited and restricted.

FOURTH: The Post Office address of the principal office of the Corporation in this State is Charlton, Big Spring, Md. 21722. The resident agent of the Corporation is William H. Miller, whose post office address is Charlton, Big Spring, Md. 21722. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: That the affairs and business of the Corporation shall be managed and conducted by a Board of ten Directors and William H. Miller, Doris Y. Miller, both of Big Spring, Md. 21722, Lawrence Snyder, Jean Snyder, Raymond Divelbiss, Sr., Lolita M. Divelbiss, Donald Reed, Nancy Reid all of Clear Spring, Md. 21722, and Charles L. Hose, Sr., Faye L. Hose both of Route #2, Williamsport, Md. 21795, shall act as such until the first meeting or until their successors are duly chosen and qualified. The number of directors may be changed in such lawful manner as the By-Laws may from time to time provide.

SIXTH: That William H. Miller, Doris Y. Miller, Lawrence Snyder, Jean Snyder, Raymond Divelbiss, Sr., Lolita M. Divelbiss, Donald Reid and Nancy Reid, Charles L. Hose, Sr. and Faye L. Hose shall be the first members of the Corporation; additional members to the said Corporation may be elected from time to time and in such manner as may be prescribed or authorized by the By-Laws.

SEVENTH: The Corporation is not authorized to issue capital stock.

IN WITNESS WHEREOF, we have signed this Article of Incorporation on this 10<sup>th</sup> day of March 1980.

WITNESS:

William H. Miller (SEAL)  
William H. Miller

Doris Y. Miller (SEAL)  
Doris Y. Miller

Lawrence C. Snyder (SEAL)  
Lawrence Snyder

Jean Snyder (SEAL)  
Jean Snyder

Raymond Divelbiss, Sr. (SEAL)  
Raymond Divelbiss, Sr.

Lolita M. Divelbiss (SEAL)  
Lolita M. Divelbiss

Donald Reid (SEAL)  
Donald Reid

Nancy Reid (SEAL)  
Nancy Reid

Charles L. Hose, Sr. (SEAL)  
Charles L. Hose, Sr.

Faye L. Hose (SEAL)  
Faye L. Hose

Margaret M. Snyder

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 10<sup>th</sup> day of March 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared William H. Miller, Doris V. Miller, Lawrence Snyder, Jean Snyder, Raymond Divelbiss, Sr., Lolita M. Divelbiss, Donald Reid, Nancy Reid, Charles L. Hose, Sr. and Faye L. Hose and severally acknowledged the foregoing Articles of Incorporation to be their Act.

WITNESS my hand and Official Notarial Seal.

*Margaret A. [Signature]*  
Notary Public  
My Comm. Expires: 7/1/82



ARTICLES OF INCORPORATION

OF

CLEAR SPRING FUTURE FARMERS OF AMERICA ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 31, 1980 at 10:00 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2471, folio 3092, 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. [Signature]



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 95996

SEP 15 2 09 PM '80

LIBER \_\_\_\_\_

LAND \_\_\_\_\_ VAUGHN J. BAKER, CLERK

Received For Record Sept. 15, 1980 at 2:09 o'clock pm liber 29

ARTICLES OF INCORPORATION

OF

SEP 15 30 AM '80 13853 \*\*\*\*\*5.00

OAK HILL HOUSE, INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Susan E. Todd, whose post office address is 101B Hunter Hill Drive, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby associate myself with the above-named corporation as incorporator 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: OAK HILL HOUSE, INC.

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

- (1) To work for the conservation and advancement of mental health.
- (2) To promote and encourage the establishment of programs which seek to improve the care and treatment of adolescents.
- (3) To assist in the rehabilitation and adjustment to society of the adolescents.
- (4) To foster programs of public education designed to increase the general understanding of the nature of mental health and the problems of particular importance to adolescents.
- (5) To foster and assist in the development and conduct of and to affiliate with, local, statewide and national organizations which subscribe to the principles and purposes of this Corporation.

- 2 -

(6) To engage generally in any other activities which may further the foregoing objectives.

(7) Notwithstanding any provision in these Articles of Incorporation to the contrary, no substantial part of the activities of the Corporation is to be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation is expressly prohibited from participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. .

For the purposes for which the Corporation is formed, the Corporation shall have the following powers:

(1) To purchase, lease or otherwise acquire any property, real, personal or mixed, suitable or convenient for any of the purposes of the Corporation, and to sell, lease or otherwise dispose of any such property no longer required for the purposes of the Corporation.

(2) 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, assignment in trust of, the whole or any part of the property of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations for any of the purposes of the Corporation.

- 3 -

(3) To carry out all or any part of the foregoing objects and purposes, either alone or through or in conjunction with any person, firm, association, or corporation, and in carrying on its activities and for the purpose of attaining or furthering any of these 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.

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.

Notwithstanding any statement of purposes or powers aforesaid, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, or by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954.

FOURTH: The Corporation shall have no capital stock and is not authorized to issue capital stock. The Corporation shall have such members as may qualify as such from time to time in such manner as may be prescribed or authorized by the By-Laws.

- 4 -

FIFTH: The post office address of the principal office of the Corporation is: 101B Hunter Hill Drive, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation is: Susan E. Todd, 101B Hunter Hill Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen and resident of the State of Maryland.

SIXTH: The business and property of the Corporation shall be conducted and managed by a Board of Directors, Susan E. Todd, and shall act as such until the first annual meeting or until her successors are duly chosen and qualified. The number of members of the Board of Directors shall not be less than three (3) and may be increased from time to time. No person receiving monetary consideration for full or part-time services to the Corporation shall be eligible to serve as a member of the Board of Directors.

In case the Corporation at any time has in fact no members other than the members of its Board of Directors, the members of the Board of Directors shall be the members of the Corporation for the purpose of any statutory provision or rule of law relating to members of corporations having no capital stock, and may meet as members of the Corporation and exercise all the right and powers of members thereof for such purposes.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized

716

- 5 -

and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation as incorporator of OAK HILL HOUSE, INC. and severally acknowledge the same to be my act.

WITNESS:

Charles A. Tuzzie

Susan E. Todd  
Susan E. Todd

ARTICLES OF INCORPORATION  
OF  
OAK HILL HOUSE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 27, 1980 at 10:00 o'clock A.M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2471, folio 2118 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. Summers



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 95870

MAR 15 2 09 PM '80

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

LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

SEP 15-80 A 13954 \*\*\*\*\*2.50

Received For Record Sept. 15, 1980 at 2:09 o'clock pm liber 29

BAPTIST TEMPLE OF HAGERSTOWN, MD, INC.

ARTICLES OF INCORPORATION

FIRST: We, Robert L. Noland, Jr., whose post office address is 3 Doub Road, Williamsport, MD 21795; William L. Ford, whose post office address is Route #5, Box 175C, Hagerstown, Maryland 21740; Daris W. Ford, whose post office address is 110 West Hampton Road, Williamsport, Maryland 21795; and, William R. Cassady, whose post office address is Route #5, Box 130, 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 BAPTIST TEMPLE OF HAGERSTOWN, MD, INC.

THIRD: The purposes for which the Corporation are 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, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

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

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by 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 Washington County, Maryland; to hold services and carry out the commands of God and to promote and promulgate the Christian faith.

FOURTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

FIFTH: The post office address of the principal office of the Corporation in this State is 2549 Virginia Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert L. Noland, Jr., 3 Doub Road, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

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) Robert L. Noland, Jr., 3 Doub Road, Williamsport, MD 21795
- 2) William L. Ford, Route #5, Box 175C, Hagerstown, MD 21740
- 3) Daris W. Ford, 110 West Hampton Road, Williamsport, MD 21795
- 4) William R. Cassady, Route #5, Box 130, 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) References to "charitable organizations" or "charitable organization" means corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code 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 selfdealing 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 17th day of March, A.D., 1980, and each does acknowledge the same to be their respective act.

WITNESS:

Bonnie Ford

Robert L. Noland, Jr.  
Robert L. Noland, Jr.

Bonnie Ford

William L. Ford  
William L. Ford

Bonnie Ford

Daris W. Ford  
Daris W. Ford

Bonnie Ford

William R. Cassady  
William R. Cassady

ARTICLES OF INCORPORATION  
OF  
BAPTIST TEMPLE OF HAGERSTOWN, MD, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 21, 1980 at 8:30 o'clock A M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2471, ~~(100)~~ 1631, 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. Summers



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 95800

15 2 09 PM '80  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record September 15, 1980 at 2:09 o'clock pm liber 29  
ARTICLES OF INCORPORATION

ANTIETAM TAVERN, INC.

SEP 15-80 A# 13955 \*\*\*\*\*5.00

FIRST: I, James M. Sword, whose post office address is Walnut Point Road, Route 2, Box 270, Hagerstown, Maryland 21740, 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 Antietam Tavern, Inc.

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

(1) To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, cooks, concessionaries, and purveyors, suppliers, preparers, servers, and dispensers of food and drink including alcoholic beverages of every kind; 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 60 East Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is James M. Sword, Walnut Point Road, Route 2, Box 270, 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 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: James M. Sword, Gladys H. Sword and Darryl S. Sword.

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 21<sup>st</sup> day of March, 1980, and I acknowledge the same to be my act.

WITNESS:

[Signature]

James M. Sword  
James M. Sword

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

I HEREBY CERTIFY, That on this 21<sup>st</sup> day of March, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James M. Sword and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Pamela Sue Jones Ambrose  
Notary Public

ARTICLES OF INCORPORATION  
OF  
ANTIETAM TAVERN, INC.

1035

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 24, 1980 at 4:00 o'clock P M. as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber **2471**, folio **001416**, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 95784

SEP 15 2 09 PM '80

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record Sept. 15, 1980 at 2:09 o'clock pm corporation liber 29  
ARTICLES OF INCORPORATION

POPE AVENUE REALTY, INC.

SEP 15-80 A# 13956 \*\*\*\*\*5.00

FIRST: I, Edwin H. Miller, whose post office address is 82 West Washington Street, Hagerstown, Maryland 21740 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 POPE AVENUE REALTY, INC.

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

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

(2) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

(3) To act as a general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

(4) To engage in, conduct and carry on the business of manufacturing, purchasing, trading and dealing in at wholesale and retail all kinds of personal property; and to engage in any other lawful purpose and/or business.

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

(6) 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 82 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edwin H. Miller, 82 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 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: Edward Herbert Burke, John E. Reed and Stewart B. Reed.

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 20th day of March, 1980, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Edwin H. Miller  
Edwin H. Miller

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

I HEREBY CERTIFY, That on this 20th day of March 1980, before me, the subscriber, a Notary Public in and for the State and County afore-said, personally appeared Edwin H. Miller and acknowledged the afore-going Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Pamela Sue Jones Ambrose  
Notary Public

ARTICLES OF INCORPORATION  
OF  
POPE AVENUE REALTY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 24, 1980 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber **2471**, folio **001247**, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 95755

SEP 15 2 09 PM '80

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

LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record September 15, 1980 at 2:09 o'clock pm liber 29

SEP 15-80 A# 13958 \*\*\*\*\*.75  
SEP 15-80 A# 13957 \*\*\*\*\*.50

BOARD OF DIRECTORS OF J. S. INDUSTRIES, INC. RESOLUTION  
AUTHORIZING CHANGE OF ADDRESS OF PRINCIPAL OFFICE

RESOLVED: That the principal office of the Corporation be and it is hereby changed from Leitersburg Pike, Post Office Box 2035, Hagerstown, Maryland 21740 to Route 6, Box 139-B, Hagerstown, Maryland, 21740, and that the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

John H. Strite, II  
JOHN H. STRITE

Linda C. Strite  
LINDA C. STRITE

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

J. S. INDUSTRIES, INC.

1060

*2*

received for record April 7, 1980-

, at 8:30 A.M.

and recorded on Film No. *2471*

Frame No. *2851* one of

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

To the clerk of the Circuit

court of Washington County

AA N<sup>o</sup> 17197 *A.*

Special Fee Paid	\$5.00	<i>50</i>
Recording Fee Paid	\$3.00	<i>75</i>
Total	<u>\$8.00</u>	

Mr. Clerk Mail to: Day and Schneider  
218 North Potomac Street  
Hagerstown, Maryland 21740

rmc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORDS

SEP 15 2 09 PM '80

LIBEL \_\_\_\_\_

LAND  \_\_\_\_\_  
VAUGHN BAKER CLERK

734

2859

LAW OFFICES  
**DAY and SCHNEIDER**  
218 North Potomac Street  
Hagerstown, Maryland 21740

SEP 15-80 A 4 13960 \*\*\*\*\*75  
SEP 15-80 A 4 13959 \*\*\*\*\*50

Received For Record Sept. 15, 1980 at 2:09 o'clock pm liber 29

Michael G. Day  
Arthur Schneider

March 13, 1980

301-739-6820  
File No:

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

RE: Change of Address of Resident  
Agent of Hagerstown City Centre  
Foundation, Inc.

MAR 24 3 08 AM '80

Gentlemen:

Notice is hereby given to the State Department of Assessments and Taxation that the post office address of the Resident Agent of Hagerstown City Centre Foundation, Inc., in the State of Maryland, is changed from 1329 Pennsylvania Avenue to Arthur Schneider, 218 North Potomac Street, Hagerstown, Maryland 21740.

Very truly yours,

HAGERSTOWN CITY CENTRE  
FOUNDATION, INC.

By:   
Dave Lewis, President

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

HAGERSTOWN CITY CENTRE FOUNDATION, INC.

1060

*2*

received for record April 7, 1980

, at 8:30 A. M.

and recorded on Film No. *2471*

Frame No. *2853* one of

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

To the clerk of the Circuit

court of Washington County

AA **Nº 17200** A.

Special Fee Paid	\$5.00	<i>.50</i>
Recording Fee Paid	\$3.00	<i>.75</i>
Total	<u>\$8.00</u>	

Mr. Clerk Mail to: Day and Schneider  
218 North Potomac Street  
Hagerstown, Md. 21740

rnc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

SEP 15 2 09 PM '80

LIBER \_\_\_\_\_ PUBLIC \_\_\_\_\_

LAND  \_\_\_\_\_   
VAUGHN J. FAKER, CLERK

## LAKE FAIRPLAY, INC.

## ARTICLES OF REVIVAL

Received For Record November 3, 1980 at 11:25 o'clock am liber 29

NOV - 7 - 80 AM 11:25 18464 \*\*\*\*\*5.00

LAKE FAIRPLAY, INC., a Maryland corporation having its principal office in Hagerstown, Washington County, 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 LAKE FAIRPLAY, INC.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be LAKE FAIRPLAY, INC., which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is Post Office Box 248, and said principal office is located in Sharpsburg, 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 William P. Phillips, Harpers Ferry Road, Sharpsburg, Maryland 21782. Said resident agent is a citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which would have been required to be filed by the Corporation if its Charter had not been forfeited; and

(b) Paid all State and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 2nd day of May, 1980.

ATTEST:

LAKE FAIRPLAY, INC.

Shirley V. Phillips  
Last Acting Secretary

BY: Gene Davidson  
Last Acting President

THE UNDERSIGNED, the last acting President and Secretary of LAKE FAIRPLAY, INC., who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge the foregoing Articles of Revival to be their act.

DATED: May 2nd, 1980.

Gene Davidson  
Last Acting President

Shirley V. Phillips  
Last Acting Secretary

ARTICLES OF REVIVAL  
OF  
LAKE FAIRPLAY, INC.

1228

736  
29

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 7, 1980 at 2:00 o'clock P M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2475, folio 2293, 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. Summitt*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 97612

Nov 3 11 25 AM '80  
LIBER 29 FOLIO 736  
LAND    
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

GARY P. PALANK, D.D.S., P.A.

NOV-3-80 AM 18463 \*\*\*\*\*5.00

Received For Record November 3, 1980 at 11:25 o'clock am liber 29

FIRST: I, GARY P. PALANK, whose post office address is 138 East Antietam 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: Gary P. Palank, D.D.S., P.A.

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

(1) To render professional service to the public in the profession of dentistry; 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 Maryland Annotated Code 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 138 East Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ralph H. France, II, Esquire, 81 West Washington Street, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 5,000 shares of common stock without par value.

SIXTH: The number of Directors of the Corporation shall be one, which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Gary P. Palank, 138 East Antietam Street, Hagerstown, Maryland 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.

(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 warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

(e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its good will 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 Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH 3.

EIGHTH: 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 proceedings, 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 6 day of May, 1980, and I acknowledge the same to be my act.

WITNESS:

Patricia S. Art

Gary P. Palank (SEAL)  
Gary P. Palank

ARTICLES OF INCORPORATION  
OF  
GARY P. PALANK, D.D.S., P.A.

1216

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 8, 1980 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2475000492, folio 5, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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



A 97402

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Nov 3 11 25 AM '80  
LIBER 29 FOLIO 739

## ARTICLES OF INCORPORATION

OF

STANLEY E. SPENCE ENTERPRISES, INC.

Received For Record November 3, 1960 at 11:25 o'clock, am, Liber 29  
 THIS IS TO CERTIFY: OV-360A 18482 \*\*\*5.00

FIRST: That We, the subscribers, Stanley E. Spence, whose post office address is 1336 Outer Drive, Hagerstown, Maryland 21740; Nora Mary Spence, whose post office address is 1336 Outer Drive, Hagerstown, Maryland 21740; and Sandra June Bidle, whose post office address is 3529 Brethren Church Road, Myersville, Maryland 21773; 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: STANLEY E. SPENCE ENTERPRISES, 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 act as a general contractor for the construction, repairing, and remodeling of mobile homes, buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

B. To purchase, 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, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

C. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

D. To promote or aid in any manner, financially or otherwise any person, firm, association or corporation, and to guarantee contracts and other obligations.

E. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

F. To carry on any business whatsoever that this Corporation

may deem proper or convenient in connection with any of the foregoing purposes or otherwise; or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Article 2-103 Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the Laws of the State of Maryland on corporations formed under the Laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes created in each clause shall, except where otherwise stated, but in nowise limited or restricted by any terms or 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 1336 Outer Drive, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Stanley E. Spence, whose post office address is 1336 Outer Drive, 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 Stanley E. Spence, Nora Mary Spence, and Sandra June Bidle 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 par value of Ten (\$10.00) Dollars each.

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

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

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

C. The Board of Directors shall from time to time determine whether, and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account, book or document of the Corporation except as aforesaid 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 14<sup>th</sup> day of March, 1980.

WITNESS:

<u>Valarie J. Zwoer</u>	<u>Stanley E. Spence</u> (SEAL) Stanley E. Spence
<u>Valarie J. Zwoer</u>	<u>Nora Mary Spence</u> (SEAL) Nora Mary Spence
<u>Valarie J. Zwoer</u>	<u>Sandra June Bidle</u> (SEAL) Sandra June Bidle

STATE OF MARYLAND, COUNTY OF ~~WASHINGTON~~ <sup>Frederick</sup>, to-wit:

I HEREBY CERTIFY that on this 14<sup>th</sup> day of March, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Stanley E. Spence and Nora Mary Spence, 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.

Valarie J. Zwoer  
Notary Public  
My Commission Expires: 7/1/82

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

I HEREBY CERTIFY that on this 14<sup>th</sup> day of March, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Sandra June Bidle, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Valarie J. Zwoer  
Notary Public  
My Commission Expires: 7/1/82  
Valarie L. ENSOLE

ARTICLES OF INCORPORATION  
OF  
STANLEY E. SPENCE ENTERPRISES, INC.

1193

744

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approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 30, 1980 at 10:00 o'clock A M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2474, folio 2519, 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. Summers



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 97225

Nov 3 11 25 AM '80  
LIBER 29 FOLIO 744  
LAND    
VAUGHN J. BAKER, CLERK

## THE POTOMAC EDISON COMPANY

## ARTICLES OF AMENDMENT

Received For Record November 3, 1980 at 11:25 o'clock am Liber 291 \*\*\*\*\*5.00  
NOV 5 80 AM 11:25

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 February 16, 1979, 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 15,825,000 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 10,375,000 shares without nominal or par value are Common Stock.

Second: The Board of Directors of the Corporation on January 3, 1980, 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 interests of 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 21st day of April, 1980 Allegheny Power System, Inc., the holder of all 9,125,000 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 9,125,000 shares of said stock, to the adoption of the aforesaid resolution. The holders of all 576,831 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 15,075,000 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 9,625,000 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 15,825,000 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 10,375,000 shares without nominal or par value are Common Stock.

(c) The preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications, of each class of stock of the Corporation as increased are as set forth in the Articles of Incorporation included as part SIXTH of the Agreement and Articles of Merger dated May 31, 1974.

IN WITNESS WHEREOF, THE POTOMAC EDISON COMPANY has caused these presents to be signed in its name and on its behalf by its President, its Executive Vice President and General Manager, or one of its other Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries on April 30, 1980.

THE POTOMAC EDISON COMPANY

By Paul M. Herzog  
Vice President



William Mueller  
Secretary

STATE OF MARYLAND )  
 ) ss:  
COUNTY OF WASHINGTON )

I HEREBY CERTIFY that on April 30, 1980, 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 S. McKee  
Notary Public

My commission expires July 1, 1982

ARTICLES OF AMENDMENT  
OF  
THE POTOMAC EDISON COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 1, 1980 at 11:30 o'clock A M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2474002463, folio \_\_\_\_\_, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 300.00 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 97213

Nov 3 11 25 AM '80

LIBER 89 FOLIO 750

LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

W. STEPHEN HOOD, M.D., P.A.

Received For Record November 3, 1980 at 11:25 o'clock am Liber 29

The undersigned subscriber to these Articles of Incorporation, a natural person of at least eighteen (18) years of age, hereby presents these Articles of Incorporation for the formation of a corporation under the Professional Service Corporation Act, and other laws, of the State of Maryland.

ARTICLE I

Name

The name of the Corporation is: W. STEPHEN HOOD, M.D., P.A.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business and rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Maryland, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Maryland to practice as a doctor of medicine therein.

To invest funds of this corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof,

necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or object of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this 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 this corporation otherwise permitted by law.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue is ten thousand (10,000) shares of Common Stock having a par value of Ten Cents (\$0.10) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice as a doctor of medicine in the State of Maryland.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE V

Principal Office and Resident Agent

The post office address of the principal office of this corporation is: 138 East Antietam Street, Hagerstown, Maryland 21740. The Board of Directors may from time to time move the principal office to any other address in the State of Maryland. The resident agent of the corporation is: W. Stephen Hood, M.D., whose address is: 168 Garden Spot Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland

and actually resides therein.

ARTICLE VI

Directors

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

Initial Directors

The name and post office address of the member of the first Board of Director is:

W. Stephen Hood, M.D.  
138 East Antietam Street  
Hagerstown, Maryland 21740

ARTICLE VIII

Subscriber

The name and post office address of the subscriber of the Common Stock, who is a doctor of medicine, duly licensed under the laws of the State of Maryland, to render services as such, the number of shares of stock he agrees to take, and the value of the consideration therefor, is:

<u>Name and Address</u>	<u>No. of Shares</u>	<u>Consideration</u>
W. Stephen Hood, M.D. 138 East Antietam Street Hagerstown, Maryland 21740	1,000	\$100.00

ARTICLE IX

Voting Trusts

No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XContracts

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm, or corporation shall be affected by the fact that any director of this corporation is in any way connected with such person, firm, or corporation, and every person who may become a director 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 firm, association, or corporation in which he may be interested, provided that such director complies with the prerequisites of Section 2-419 of the Annotated Code of Maryland.

ARTICLE XIRemoval of Directors

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XIIAdditional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Maryland and of the purpose and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm, or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

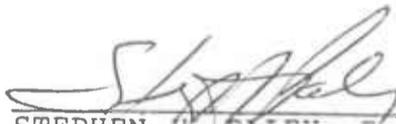
This corporation shall have the power to deny to the holders of the Common Stock of this corporation any pre-emptive right to issues of any type of stock of this corporation, and no stockholder shall have any pre-emptive right to subscribe to any such stock.

ARTICLE XIII

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation, this 29<sup>th</sup> day of April, 1980, and I acknowledge the same to be my act.



STEPHEN W. PALEY, Esquire  
5530 Wisconsin Avenue, Suite 1440  
Chevy Chase, Maryland 20015

754  
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ARTICLES OF INCORPORATION

OF

W. STEPHEN HOOD, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 1, 1980 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2474, folio 002168, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 97193

Nov 3 11 25 AM '80  
LIBER 29 FOLIO 754  
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VAUGHN J. BAKER, CLERK

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Received For Record November 3, 1980 at 11:15, 10'dlock am liber 29  
ARTICLES OF INCORPORATION

NOV -3-80 A# 18459 \*\*\*\*\*5.0

OF

RON'S DELI LOUNGE, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, John H. Urner, whose post office address is 100 West Washington Street, Hagerstown, Maryland, being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgment and filing of these Articles.

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

"RON'S DELI LOUNGE, INC."

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 29 North Burhans Boulevard, Hagerstown, Maryland 21740. The resident agent of the Corporation is Ronald J. Stansbury, whose address is Route 9, Box 27, Hagerstown, Maryland 21740, who is a citizen of the State

of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is five thousand (5,000) shares of capital stock of the par value of One Hundred Dollars (\$100.00) per share, all of one class, having an aggregate par value of Five Hundred Thousand Dollars (\$500,000).

SIXTH: The Corporation shall have three (3) directors and Ronald J. Stansbury, Florence C. Stansbury and Edgar Thrall Campbell shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

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

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

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

of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 22<sup>nd</sup> day of April, 1980.

WITNESS:

Geraldine M. Lums John H. Urner (SEAL)  
John H. Urner

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

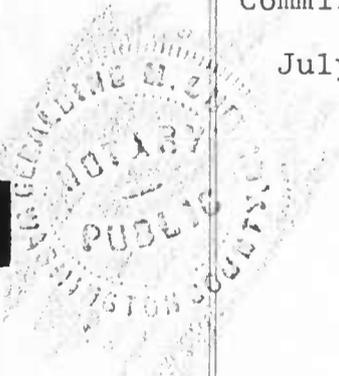
I HEREBY CERTIFY that on this 22<sup>nd</sup> day of April 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Urner and acknowledged the foregoing Articles of Incorporation to be his act.

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

Geraldine M. Lums  
Notary Public

Commission Expires

July 1, 1982



ARTICLES OF INCORPORATION  
OF  
RON'S DELI LOUNGE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 29, 1980 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2474, 001527, 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

A 97110



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Nov 3 11 5 1980  
LIBER 29 760

LAW CLERK

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Received For Record Noember 3, 1980 at 11:25 o'clock am liber 29  
ARTICLES OF INCORPORATION

MD

OF  
BY-3 80A# 10450 \*\*\*\*\*2.5

EMMANUEL CHAPEL OF SMITHSBURG

We, the undersigned elected Trustees, in the name of and on behalf of Emmanuel Chapel, all being at least twenty-one years of age and all being, further, members of the heretofore mentioned Church which is located near Smithsburg, Washington County, Maryland, do hereby adopt the following Articles of Incorporation:

Article I

Name

The name of this religious corporation is EMMANUEL CHAPEL OF SMITHSBURG.

Article II

Authorization

This corporation shall proceed under Subtitle 3, Religious Corporations, Corporations and Associations, Annotated Code of Maryland.

Article III

Place of Worship

The post office address of the Corporation's principal office is Route 2, Box 519-A, Smithsburg, Maryland 21783.

Article IV

Duration

The period of duration of this Corporation is perpetual.

Article V

Non-Stock Corporation

This corporation shall be a non-stock corporation, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

delivered to Rev. Jonathan Bayne 11/11/80

Article VI

## Name of Church

It was officially decided by a majority vote of the congregation of believers assembled at Chewsville, Maryland on December 30, 1979 that we would identify ourselves by the title EMMANUEL CHAPEL. Be it therefore resolved that from this date forward all references to this local assemblage of believers in Christ Jesus and His Holy Word shall be identified by ourselves and others in common speech and in all manner of advertizement and legal declarations as EMMANUEL CHAPEL.

Be it further resolved that we believers of EMMANUEL CHAPEL consider ourselves to be a part of the "Body of Christ" on the earth along with many other churches distinguished by many various titles and names. Though we are independant of their name and organizational structure we are unified with them in one faith through our Lord Jesus Christ.

We of Emmanuel Chapel stand for the whole Bible rightly divided, and that the New Testament provides for us a proper pattern whereby we may worship God and carry out the work of His Kingdom on the earth. We believe it is necessary for us to continually search the Scriptures and interpret them that we may ascertain what is the truth of the Bible and how that truth is to be related to our everyday lives while we are in the world. For this purpose we shall meet as often as possible to consider the Scripture through the avenues of teaching, preaching and group study in Sunday Bible Schools, general worship services, weekly Bible studies, special evangelistic meetings, Vacation Bible Schools and any other appropriate gatherings and make appropriate application of its teachings to our lives. As a result of our consideration of the Scripture we shall set forth some basic teachings declaring our faith that we may be readily identified as to doctrinal stance. We do not and will not attempt to establish laws to yoke men to our assembly but we will simply attempt to interpret the Scripture properly that all men may better know how to please God. Such interpretations shall be set forth under the heading "Declaration of Faith" and shall be published and available to all.

## FORM OF GOVERNMENT

We of Emmanuel Chapel consider ourselves to be a judicial body only and not legislative or executive.

## SPECIFIC RULES

## Relationship of Church and State

We of Emmanuel Chapel are opposed to the union of Church and State. However, we firmly agree in the democratic form of government and pledge ourselves to participate with it and its leadership under God.

## Church - Nonprofit Corporation

We of Emmanuel Chapel do hereby publicly declare that we are a religious, nonprofit corporation, not being operated for the financial gain or profit of any person or group, and that all net receipts of the aforementioned corporation shall be used only for

religious, charitable and educational purposes.

## GENERAL ELDERSHIP

### Definition

"In the early church elders were the ministers and deacons, or preaching elders and business elders of the local churches (Acts 11:30; 14:23; 16:4; 20:17,28; 21:18; I Tim.5:17; Tit.1:5; James 5:14). Apostles were elders (Acts 11:30; I Pet.5:1; II John 1:3; III John 1), but all elders were not apostles (Acts 15:2,4,6,22,23; 16:4). The elders of Acts 20:17 were the overseers of 20:28. The elders of I Tim.5:17; Titus 1:5-10; I Pet.5:1-2 were preaching elders or bishops. The business elders were deacons (Acts 6). Bishops and deacons are mentioned in Phil.1:1; I Tim.3:1-13."\*

### Qualifications of an Elder

I Timothy 3:8-13; Acts 6:3

GRAVE (v.8). grave and honest.  
 NOT DOUBLETONGUED (v.8). not liars; not saying different things to different persons on the same subject.  
 NOT GIVEN TO MUCH WINE (v.8).  
 NOT GREEDY OF FILTHY LUCRE (v.8).  
 HOLDING THE MYSTERY OF THE FAITH IN A PURE CONSCIENCE (v.9). They must maintain a good conscience and be able to show the mysterious power of faith.  
 LET THEM BE PROVED (v.10). The same as not a new convert, in v.6. Let them be tested and proved worthy of the office, and able to keep themselves from being lifted up in pride and falling in the same manner Satan did.  
 BLAMELESS (v.10). Unreprovable. They must be free from evil and reproach.  
 THEIR WIVES MUST MEET CERTAIN QUALIFICATIONS (v.11). Grave, not slanderers, sober, and faithful in all things.  
 EACH, THE HUSBAND OF ONE WIFE (v.12). No polygamist.  
 EACH, THE RULER OF HIS OWN HOUSE (v.12).  
 MEN OF HONEST REPORT (Acts 6:3).  
 FULL OF THE HOLY GHOST (Acts 6:3,5).  
 FULL OF WISDOM (Acts 6:3).  
 FULL OF FAITH (Acts 6:5,8).  
 FULL OF POWER (Acts 6:3).

## BYLAWS

### Article VII

In that we of Emmanuel Chapel make declaration that we accept the whole Bible rightly divided we also resolve that all teaching, government, principles and practices must be clearly and solidly based in the Bible.

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\*Dake's Annotated Bible. page 440, column 4, note g.

Article VIII

Be it resolved that the General Eldership of Emmanuel Chapel consist of that organized body of adult male members with full power and authority to designate the teachings, government, principles, and practices of our local assembly.

The General Eldership shall meet annually or as often as the Pastor of Emmanuel Chapel shall deem necessary to consider the aforementioned items in business session.

Any Elder (Deacon) in good spiritual standing, who is faithful in supporting Emmanuel Chapel with their attendance and tithes may at any time approach the Pastor suggesting the need for a General Eldership meeting, at which time the Pastor will inquire of the remaining Elders for their concurrence. Such concurrence shall be established by a majority vote of the Elders.

Any changes in the government and management of Emmanuel Chapel shall be duly authorized by the General Eldership in its various sessions which shall adopt measures by a majority vote of all Elders present and voting, being their privilege to vote on any and all propositions presented.

Since the Scripture supports the practice of elders being the adult male members of the body be it therefore resolved that the General Eldership of Emmanuel Chapel shall consist only of adult male members. However, seeing that women were present in the congregations and assemblies of the early church (I Cor. 14:34, 35), be it further resolved that all faithful women in good spiritual standing have the right to be present in the General Eldership meetings but have no voice or vote according to I Cor. 14:34, 35; I Tim. 2:11-15. Seeing that we have good spiritual women who are faithful to support the church in prayer, attendance and tithes, but have no husbands in the church, be it further resolved that the Elders of the church and particularly the Pastor be open to listen to their needs and suggestions (Acts 6:3).

Minutes of all General Eldership sessions shall be kept in a permanent record book and copies of each session shall be made available to each member of the local assembly.

The Pastor of Emmanuel Chapel shall serve as the sole moderator of all sessions of the General Eldership. Only in the case in which the Pastor becomes deceased or otherwise physically incapacitated or the assembly finds itself without the services of a Pastor shall the General Eldership cast a majority vote for one among them to serve as a moderator until the office of the Pastor is filled again. Such a majority vote shall be counted in full view of all Elders present.

The clerk of the church shall serve as recording secretary for the General Eldership and shall be responsible for keeping minutes of each session. In a case where the clerk may be unable to attend the sessions or may be a woman who would feel uncomfortable in a possible all-male meeting, be it therefore resolved that a member of the assembly who is present and in good spiritual standing shall be appointed by the moderator to serve as the recording secretary.

Roberts Rules of Order Newly Revised shall serve as the official guide for the business of the General Eldership in all matters to which they are applicable and in which they are not inconsistent with the bylaws of Emmanuel Chapel.

Article IX

Any items of new business shall be presented to the moderator of the General Eldership at least four days in advance of the announced session. The moderator shall receive, classify, clarify, eliminate duplication and dispatch for placement on the agenda. Any new business should be presented in typewritten form or in a good legible hand written form.

Any items concerning a change of written doctrine should be submitted to the moderator for an exhaustive study before it is placed on the annual General Eldership meeting agenda.

Article X

The General Eldership may have called sessions other than the annual session. Such called sessions shall be announced at least seven days prior to the proposed meeting date thus giving each Elder opportunity to prepare through prayer and fasting.

The annual General Eldership meeting shall be conducted the second Monday night of each January and besides considering items of business shall also provide an annual financial statement of receipts and disbursements from the treasury along with any needed explanations. Besides the annual financial statement a monthly financial statement of receipts and disbursements from each fund shall be made available to each member of Emmanuel Chapel.

The order of business shall be as follows:

- Reading of the minutes of the previous meeting.
- Financial reports of the various funds of the church.
- Committee reports.
- Unfinished business left from other sessions.
- New business.

Article XI

Any born again believer in Jesus Christ as their personal Saviour and who has publicly confessed Jesus as their Lord and has duly been baptized in water by immersion in the name of the Father, and of the Son, and of the Holy Ghost according to Matthew 28:19; and who subscribes to the stated doctrine, teachings, government, principles and practices of the Bible shall be considered a member in good standing after making such desire known to the Pastor and giving public testimony thereto.

Article XII

The organization of the Sunday School and midweek Family Bible study or any other christian education activities shall be under the supervision of the General Eldership.

Article XIII

Duties and Responsibilities of the Elders

The Elders, under the direction of the Pastor, shall work in harmony with the Pastor and assist him, when called upon, in the institution and direction of Emmanuel Chapel in the following areas:

Spiritual

The Elders, under the direction of the Pastor, shall encourage spiritual growth of the local congregation with emphasis on personal Bible reading, prayer, family devotions, tithing and giving, christian service and personal witnessing.

### Financial

The Elders, under the direction of the Pastor, shall approve the disbursements of the church funds. All major disbursements must be approved by the entire membership in business session.

### Physical

The Elders, under the direction of the Pastor, shall provide and maintain proper building facilities for the congregation and see to it that all church properties are properly insured and tax-exempt, when the proper government agencies provides such tax-exemption.

### Article XIV

A church clerk shall be elected biennially, by ballot, by the adult members of Emmanuel Chapel.

In the event the office of church clerk is vacated between elections because the incumbent dies, becomes disabled, or for any other reason ceases to be the clerk, a new church clerk is to be elected by the adult members of Emmanuel Chapel. However, if an interim clerk is needed, the appointment of such an interim clerk shall be made by the Pastor.

The clerk of Emmanuel Chapel shall be provided with an adequate bookkeeping system.

### Qualifications for Church Clerk

In order for a member to serve in the position of church clerk he or she must...

Be a born again christian, adhering to the teachings of the Bible.

Be faithful in attendance, tithing and the general support of the church.

Perform his or her duties under the supervision of the Pastor and with his approval.

Be filled with the Holy Ghost.

### Duties and Responsibilities of the Church Clerk

The duties and responsibilities of the church clerk are...

To maintain an accurate record of the date of the organization of the church and all other vital information pertaining to Emmanuel Chapel.

To keep an accurate record of the names and addresses of all members of Emmanuel Chapel.

To record and maintain accurate records and minutes of all church business sessions and transactions (loans, property transactions, etc.) and to keep an accurate record of the church's receipts and disbursements.

To prepare and distribute a monthly and an annual financial report to each member and supporting friend of Emmanuel Chapel.

To distribute monies from the church's treasury according to the direction of the Pastor.

To furnish an itemized list of all receipts and disbursements to the Pastor each week.

The church clerk and the Pastor shall sign all authorized checks.

### Assistant Church Clerk

An assistant church clerk shall be elected biennially, by ballot, by the adult members of Emmanuel Chapel.

In the event the office of the assistant church clerk is vacated between elections because the incumbent dies, becomes disabled, or for any other reason ceases to be the clerk, a new assistant church clerk is to be elected by the adult members of Emmanuel Chapel. However, if an interim assistant clerk is needed, the appointment of such an interim assistant clerk shall be made by the Pastor.

#### Qualifications for Assistant Church Clerk

In order for a member to serve in the position of assistant church clerk he or she must...

Be a born again christian, adhering to the teachings of the Bible.

Be faithful in attendance, tithing and the general support of the church.

Perform his or her duties under the supervision of the Pastor and with his approval.

Be filled with the Holy Ghost.

#### Duties and Responsibilities of the Assistant Church Clerk

The duties and responsibilities of the assistant church clerk are...

To assist the church clerk in the counting of all monies and in the preparation of those monies for deposit.

To fulfill the duties and responsibilities of the church clerk in the case where he or she is unable to do so for a short period of time.

#### Article XV

##### Tithing

In that tithing is founded in the pages of the Bible as God's method of providing for the operation of His work and for the support of His fulltime ministers, be it therefore resolved that all members should pay tithe into the church for the support of the Pastor, to supply God's house, and to honor God. (Lev.27:30; Mal.3:8-10; Gen.14:20; 28:22; Heb.7:1-11; Num.18:21-26; Nch.10:37, 38; 12:44; 13:5,12; Deu.14:27-29; 26:12-14; Pro.3:9,10; II Chr.31:12; Mt.23:23; Lk.11:42; cp Mt.5:20 with Lk.18:11,12. See Mt.10:10; Lk.10:7,8).

##### Pastor's Salary

The Pastor shall receive a salary from the church set by the Elders of the church. Such salary shall be paid out of the tithe fund of the church. The Pastor's salary shall be taken under consideration every six months by the Elders of the church to be sure that it is adequate. Also the Pastor shall receive a cost of living increase in his salary equal to the amount in percentage as that announced by the Federal Government each September 1.

Any excess tithes which accumulates above and beyond the base salary set by the Elders for the Pastor shall be placed in an emergency salary fund until it reaches an amount equal to the base monthly salary of the Pastor. Any tithes above and beyond this amount shall be used for any worthy purpose the Elders deem proper in the work of the church.

Be it also resolved that since Emmanuel Chapel does not pay for housing or utilities for the Pastor and since he must accept this responsibility, that all such expenses as would normally be provided by a church be considered as a religious donation and that the Pastor be given a receipt from the church to declare such.

Article XVI

## CHURCH PROPERTY

## Location and Plans

The location and plans for property and buildings for Emmanuel Chapel shall be submitted by the Pastor to the General Eldership in session for their approval.

## Deed

All property obtained for the use of Emmanuel Chapel shall be deeded to them as an incorporated body represented by a Board of Trustees. At no time, present or future, is the property to be turned over or deeded to any other religious organization but is to remain the property of Emmanuel Chapel solely until Jesus returns for His church.

In the event there should for some unknown reason come a time in which this corporation of Emmanuel Chapel shall cease to operate or exist, then the trustees shall, after paying or making provisions for payment of all the liabilities of the Corporation make a distribution of all the assets of Emmanuel Chapel to an organization or to several organizations organized and operated exclusively for charitable, educational, or religious purposes. Such distribution of assets shall be made at the discretion of the remaining members and/or trustees. In the event that Emmanuel Chapel should be 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 remaining members and/or the Board of Trustees shall determine. Any such assets not so disposed of as heretofore declared shall be disposed of by the Circuit Court of the County in which the principal office of Emmanuel Chapel is located, exclusively for such purposes.

## Insurance

The Pastor and Elders and/or Trustees of Emmanuel Chapel are to be required to keep all property under their care adequately insured.

## Trustees

A Board of Trustees shall be elected by the entire congregation of Emmanuel Chapel. The said Board of Trustees shall consist of five male members and they shall retain their office until their successors are elected. Their duty shall be to hold title to, manage and control, pursuant to the direction of the General Eldership, all real estate owned by Emmanuel Chapel by whom they are elected, provided that all such property shall be used, managed and controlled for the sole and exclusive use and benefit of Emmanuel Chapel.

The said Board of Trustees shall have full right, power, and authority to buy property for the use or benefit of Emmanuel Chapel; sell, hypothecate, exchange, transfer and convey any of the property for the repayment of the same and to execute all necessary deeds, conveyances, etc., provided that the proposition shall first be presented to the General Eldership of Emmanuel Chapel in a business session presided over by the Pastor and approved by a majority vote.

Any person elected to the said Board of Trustees shall be an adult male member in good spiritual standing of Emmanuel Chapel. If at any time, any member of the said Board of Trustees shall cease to be a member in good standing, or if by reason of death,

removal, incapacity, or unwillingness to perform all duties of his office, his place on the Board may be declared vacant by the Pastor and a new member shall be elected by the congregation.

The names and addresses of the persons who are to serve as the initial Trustees of Emmanuel Chapel are as follows:

- (1) J. Elmer Shifflett  
Route 3, Box 16  
Smithsburg, Maryland 21783
- (2) Benjamin M. Bowman  
Route 1, Box 462  
Smithsburg, Maryland 21783
- (3) Charles L. Willard  
Route 2, Box 4  
Smithsburg, Maryland 21783
- (4) Jason Bowman  
Route 1, Box 414  
Smithsburg, Maryland 21783
- (5) Ronald E. Wolf  
Route 5, Box 57  
Smithsburg, Maryland 21783

#### Plan of the Church

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 co-operation with the traditions of the teachings of the Holy Bible, in or around the town of Smithsburg, Washington County, Maryland; to establish, conduct and maintain a school for the purpose of religious instruction of adults and children; to buy, sell, lease, mortgage or otherwise encumber, dispose of, or hold both real and personal property of the corporation; to extend all religious and charitable work; to distribute and publish the Word of God where and when needed; and for such purposes as to adopt and establish By-laws, rules and regulations in accordance with the law of the land and not contrary with these herein stated Articles of Incorporation.

The purposes of the corporation are exclusively charitable, religious, and educational and no part of the net earnings and/or charitable donations of the corporation shall be used to the benefit of any member, officer, trustee of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to and/or for the corporation effecting one or several of its purposes), no officer, member, trustee of the corporation or any private individual shall be entitled to share in the proper distribution of any of the corporate assets on dissolution of the heretofore mentioned corporation. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on or conduct any activities not permitted to be carried on or conducted 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 be hereafter amended.

Emmanuel Chapel or 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.

Emmanuel Chapel 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 the heretofore mentioned 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.

#### Article XVII

##### Corporate Officers

The general officers of the Corporation shall be the Pastor who for all practical purposes shall be the President of the Corporation, the Church Clerk and Assistant Church Clerk, the Board of Trustees, and the General Eldership shall all act as assistants to the President in the business functions of the Church.

#### Article XVIII

##### Resident Agent

The name of the resident agent shall be Reverend Jonathan D. Laye, whose address is Route 2, Box 519-A, Smithsburg, Maryland 21783, and who actually resides within the State of Maryland.

#### Article XIX

##### Pastor

Be it resolved that we the congregation of Emmanuel Chapel do hereby make declaration that the Reverend Jonathan David Laye, a duly ordained minister of the Gospel of Jesus Christ by the Faith Temple Church with headquarters at Hagerstown, Maryland, U.S.A.; is to be the Pastor of Emmanuel Chapel.

##### Pastoral Change

Be it further resolved that if for some unforeseen reason in the future there should be a need for a change of Pastors it will take a two-thirds majority vote of the membership present and voting to remove a Pastor and also a two-thirds majority vote of the same to elect a new Pastor.

##### Pastoral Authority

Be it also resolved that the Pastor of Emmanuel Chapel shall serve as the chairman of any and all Boards and Committees within the Church.

#### Article XX

##### CHRISTIAN EDUCATION

##### Sunday School

Be it resolved that Emmanuel Chapel have a Sunday School for the purpose of teaching the Word of God on a graded level to all ages and for the purpose of instructing all who come in the righteous principles of the Christian life.

The said Sunday School shall be presided over by a Sunday School Superintendent, male or female, elected annually by the congregation. The congregation shall also elect annually a Secretary-Treasurer for the Sunday School, male or female, for the purpose of keeping accurate records of attendance and offerings and shall also order all literature needed for instructional purposes.

The Superintendent and the Secretary-Treasurer shall each be faithful members of Emmanuel Chapel and shall work in co-operation with the Pastor in creating a good spiritual atmosphere for instruction and in drawing up a constitution for the purpose of governing the Sunday School.

#### Family Bible Study

Be it resolved that Emmanuel Chapel conduct a mid-week Family Bible Study for the purpose of developing a greater spiritual understanding of God's Word.

The Family Bible Study shall be presided over by a Director elected annually by the congregation. The Director shall be assisted by a Secretary-Treasurer also elected annually by the congregation. Both the Director and Secretary-Treasurer shall be faithful members of Emmanuel Chapel and shall work in harmony with the Pastor to create a good spiritual atmosphere for instruction and to draw up a constitution for the purpose of governing the Family Bible Study.

#### Article XXI

All of the aforementioned declarations and bylaws are hereby considered, voted on and passed thus making this document the official Articles of Incorporation for Emmanuel Chapel this 13th day of April in the year of our Lord 1980.

The power to alter, amend, or repeal these Articles of Incorporation shall be vested in the entire membership of Emmanuel Chapel and shall be exercised only by a two-thirds majority vote of the same.

#### Article XXII

##### Incorporators

The names and addresses for the persons forming this Corporation are: the Resident Agent and those Trustees elected by the adult members of Emmanuel Chapel in order to form a religious corporation under the provisions of the Annotated Code of Maryland and are as follows:

- (1) Reverend Jonathan D. Laye - Resident Agent  
Route 2, Box 519-A  
Smithsburg, Maryland 21783
- (2) J. Elmer Shifflett  
Route 3, Box 16  
Smithsburg, Maryland 21783
- (3) Benjamin M. Bowman  
Route 1, Box 462  
Smithsburg, Maryland 21783
- (4) Charles L. Willard  
Route 2, Box 4  
Smithsburg, Maryland 21783
- (5) Jason Bowman  
Route 1, Box 414  
Smithsburg, Maryland 21783
- (6) Ronald E. Wolf  
Route 3, Box 57  
Smithsburg, Maryland 21783

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals this 17<sup>th</sup> day of April, in the year of our Lord 1980.

Jonathan D. Lays (SEAL)

J. Elmer Shifflett (SEAL)

Benjamin M. Bowman (SEAL)

Charles L. Willard (SEAL)

Jason Bowman (SEAL)

Ronald E. Wolf (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17<sup>th</sup> day of April, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Reverend Jonathan D. Lays, J. Elmer Shifflett, Benjamin M. Bowman, Charles L. Willard, Jason Bowman, and Ronald E. Wolf, and acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Official Notarial Seal.

Joseph L. Ross

My Commission Expires:

7-1-82



ARTICLES OF INCORPORATION  
OF  
EMMANUEL CHAPEL OF SMITHSBURG

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 25, 1980 at 2:30 o'clock P M. as in conformity  
with law and ordered recorded.

13

Recorded in Liber 2474, (folio) 724, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 97017

Nov 3 11 25 AM '80  
LIBER 29 FOLIO 765  
LAND    
VAUGHN J. BAKER, CLERK

Received For Record November 3, 1980 at 11:25 o'clock am liber 29  
ARTICLES OF INCORPORATION

*Resend*

OF

NOV 03-80 AM 11:25 \*\*\*\*\*6.00

A & B COMPUTER SYSTEMS, INC.

ARTICLE ONE. Incorporator. The undersigned, W. E. Myers, whose address is 1729 Timber Lane, Hagerstown, Washington County, Maryland, being at least 18 years old or older, does hereby form a corporation under the general laws of the State of Maryland.

ARTICLE TWO. Name. The name of the Corporation is A & B Computer Systems, Inc.

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

A. To provide small businesses with data processing services and consulting services.

B. To buy, sell, import, export, and otherwise deal in and with computers, computer components, and related products, and to develop, patent, copyright, or otherwise protect and exploit new inventions, designs and systems in computer science.

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

D. To purchase, lease or otherwise acquire, 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 decedant), 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, fran-

chises, or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the corporation or otherwise.

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

F. To purchase or otherwise acquire, hold or reissue shares, of its capital stocks 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 corporations or associations, organized under the laws of the State of Maryland, or any other state, territory, district, colony or dependancy 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 and 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 certificate bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

G. To purchase, acquire, improve, lease, and sell and mortgage real estate and tangible personal property of every nature and description wheresoever situated and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description; to borrow and lend money in furtherance of the businesses of the Corporation and to execute all necessary

documents to secure obligations to the Corporation.

H. To loan or advance money with or without security, without limits 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 the 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 any contract rights whether at a 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 aforementioned enumeration of the purposes, objects and business of the Corporation is made futherance, 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 this 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.

ARTICLE FOUR. Principal Office. The address of the principal office of this Corporation is 806 Frederick Street, Hagerstown, Washington County, Maryland. 21740

ARTICLE FIVE. Resident Agent. The name of the resident agent of the corporation is W. E. Myers, whose address is 1729 Timber Lane, Hagerstown, Washington County, Maryland.

ARTICLE SIX. Authorized Shares. The total number of shares of stock of all classes that the corporation is authorized to issue is Ten thousand shares (10,000) of the par value of \$10.00 per share, and having an aggregate par value of all shares of all classes of stock is \$100,000.00.

ARTICLE SEVEN. Directors. The number of directors of the corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); the names of the directors who will serve as directors until the first annual meeting and until their successors are elected and qualify are Albert Neuman, Pearl Neuman, JoAnn Myers, and W. E. Myers.

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 this Corporation.

B. No contract or other transaction between this Corporation and any other Corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors of 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 interest 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, however, said director shall not vote at said meeting to authorize any such contract or transaction.

C. The Board of Directors shall have power, from time to time to fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part of the surplus of the corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and dispositions of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of 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 such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

E. No holders of stock of the corporation, of whatever class, shall have any preferential right of subscription to any shares

of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such prices as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as the said Board of Directors shall determine, be offered to holders of any class or classes of stock of the time, existing to the exclusion of holders of any or all other classes at the time existing.

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

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

H. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have the 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 entireties.

ARTICLE NINE. Restrictions of Transfer. The stock of this Corporation cannot be sold or transferred until reported to and approved by the Board of Directors, and then may be transferred only on the Books of the Corporation by the holder thereof in person or by Attorney, upon surrender of the certificate or certificates properly endorsed.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 19 day of March, 1980.

WITNESS:

James F. Strine

W. E. Myers (SEAL)  
W. E. Myers

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

I HEREBY CERTIFY, That on this 19 day of March, 1980, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared W. E. Myers, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and who did acknowledge that he executed same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:

7-1-82

Jessie H. Van Horn  
Notary Public

ARTICLES OF INCORPORATION  
OF  
A & B COMPUTER SYSTEMS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 23, 1980 at 1:00 o'clock P M. as in conformity  
with law and ordered recorded.

8

Recorded in Liber ~~2474~~ ~~000670~~, folio ~~000670~~, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.  
2475 003518

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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 97007

Nov 3 11 25 AM '80  
LIBER 29 FOLIO 778

LAND    
VAUGHN J. BAKER, CLERK

## KING MAGIC RING INCORPORATED

ARTICLES OF INCORPORATION  
(Under Section 4)

Received For Record November 3, 1980 at LL:29 NOV-3-80 AM 18456 \*\*\*\*\*5.00  
o'clock am liber 29

FIRST: We, the undersigned, Lawrence E. Nye, whose address is 838 Maryland Avenue, Hagerstown, Maryland, P. Dolan Ford, whose address is 547 N. Mulberry Street, Hagerstown, Maryland, Michael Myers, whose address is Rt. 3, Box 123, Williamsport, Maryland, Derwood Hull, whose address is Rt. 4, 104 Spade Road, Hagerstown, Maryland, Larry Doucette, whose address is 2436 Paradise Drive, Hagerstown, Maryland each being at least twenty-one years old, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation is: KING MAGIC RING 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 pursue in the fellowship of magic enthusiasts in a non profit organization to conduct any and all business pursuant in conducting and maintaining a magic organization in compliance with its by-laws.
2. To make estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the purpose of entertaining in the field of magic.
3. To engage in the business of and to act in the capacity of magicians & entertainers.
4. To enter into, make or perform contracts of every kind and with any persons, firms, associations or corporation municipal body politic, county, territory, state, national government, or colony or dependency thereof, and without limits as to amount, to draw, make, accept, endorse, discount its own paper, execute and issue promises, any notes, drafts, bills of exchange, warrants, bonds, mortgages, debentures, and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise as well as to secure the same by mortgage or otherwise, so far as may be permitted by laws of the State of Maryland.
5. In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights, and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges.

FOURTH: The post office address of the principal office of the corporation in this state is 838 Maryland Avenue, Hagerstown, Maryland. The name and address of the resident agent of this corporation in this state is: Lawrence Nye, 838 Maryland Avenue, Hagerstown, Maryland, who is a citizen of Maryland and actually resides therein.

FIFTH: The number of directors of the corporation shall be five (5) which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Lawrence E. Nye, P. Dolan Ford, Michael T. Myers, Derwood Hull, and Larry Doucette.

SIXTH: This corporation is not authorized to issue stock.

SEVENTH: The duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 15<sup>th</sup> day of April, 1980.

1. Lawrence E. Nye  
Lawrence E. Nye

2. P. Dolan Ford  
P. Dolan Ford

3. Michael T. Myers  
Michael T. Myers

4. Derwood R. Hull  
Derwood R. Hull

5. Larry M. Doucette  
Larry M. Doucette

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

I HEREBY CERTIFY, that on this 15<sup>th</sup> day of April, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Lawrence E. Nye, P. Dolan Ford, Michael T. Myers, Derwood R. Hull, and Larry M. Doucette, and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Official Notarial Seal.

Lucille E. Sheffer  
Notary Public

ARTICLES OF INCORPORATION  
OF  
KING MAGIC RING INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 24, 1980 at 3:30 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2474, folio 00390 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 96971

Nov 3 11 25 AM '80  
LIBER 29 FOLIO 786

LAND    
VAUGHN J. BAKER, CLERK

*ll*

Received For Record November 3, 1980 at 11:25 o'clock am liber 29

ARTICLES OF INCORPORATION  
OF  
ACOUSTICAL CONSULTANTS, INC.  
( A Close Corporation )

NOV -3-80 A# 18455 \*\*\*\*\*5.0

I, David M. Guggenheim, of 10 West College Terrace, Frederick, Maryland 21701, a Natural Person of the age of 18 or more, acting as incorporator of a Close Corporation under and by virtue of Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, adopt the following Articles of Incorporation for such Close Corporation .

ARTICLE ONE - NAME

The name of this corporation is: ACOUSTICAL CONSULTANTS, INC.

ARTICLE TWO - DURATION

The duration of this corporation is perpetual.

ARTICLE THREE - PURPOSES

The purposes for which this corporation is organized are as follows:

APR 24 9 55 AM '80

- a). To control noise.
- b). To test environmental noise standards.
- c). To test building designs for noise.
- d). To engage in any other lawful act or activity for which corporations may be organized under the Corporations and Associations Article of the Annotated Code of Maryland.

ARTICLE FOUR - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares of \$1.00 par value stock. All stock of the corporation shall be of the same class, common voting, and shall have equal rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE FIFTH - 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 SIXTH - INITIAL OFFICE AND AGENT

The post office address of the principal place of business of the corporation in Maryland is: 3908 Forest School Road, Smithsburg, Md. 21783. The name and post office address of the resident agent of the corporation in Maryland is: George Spano, 3908 Forest School Road, Smithsburg, Md. 21783.

ARTICLE SEVENTH - DIRECTORS

After the completion of the organizational joint meeting of the initial directors and stockholders and the issuance of stock, the corporation shall have no Board of Directors, but shall be run and managed by its stockholders. Until such time, the corporation shall have two directors:

- 1). George Spano  
3908 Forest School Rd.  
Smithsburg, Md. 21783
- 2). Vivian Pitts  
3908 Forest School Rd.  
Smithsburg, Md. 21783

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on this 23rd day of April, 1980.

WITNESS:

*Claire A. Thibault*  
\_\_\_\_\_  
Claire A. Thibault

*David M. Guggenheim*  
\_\_\_\_\_  
David M. Guggenheim

1161  
789  
29

ARTICLES OF INCORPORATION  
OF  
ACOUSTICAL CONSULTANTS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 24, 1980 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2474000161, folio 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 \$ 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. Summers*



A 96930

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Nov 3 11 25 AM '80  
LIBER 29 FOLIO 789

*el*

ARTICLES OF AMENDMENT

OF

BROOK LANE PSYCHIATRIC CENTER, INC.

NOV - 3 80 A# 18474 \*\*\*\*\*75

Received For Record November 3, 1980 at 11:26 o'clock am 11ber 29

BROOK LANE PSYCHIATRIC CENTER, INC., a Maryland corporation, having its

NOV - 3 80 A# 18473 \*\*\*\*\*50

principal office in Hagerstown, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended to change the resident agent of the Corporation by striking out Paragraph Fourth of the Articles of Incorporation and inserting in lieu thereof the following:

"FOURTH: That the post office address of the principal office of the Corporation in this State is Route #5, Hagerstown, Maryland. The resident agent of the Corporation is Paul M. Horst, Jr., whose post office address is 303 Cherry Tree Circle, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein."

The Board of Directors of the Corporation at a regular meeting duly convened and held on January 26, 1980, adopted a Resolution in which was set forth the foregoing Amendment to the Charter, and that the Board of Directors of the Corporation approved said Amendment by unanimous written consent. The Corporation not having any stockholders, there were no persons entitled to notice or to vote on this Amendment, other than the Directors of the Corporation.

IN WITNESS WHEREOF, Brook Lane Psychiatric Center, Inc., has caused these presents to be signed in its name and on its behalf by its Chairman of the Board of Directors and its corporate seal to be hereunto affixed and attested by its Secretary on the 1<sup>st</sup> day of February, 1980.

ATTEST:

BROOK LANE PSYCHIATRIC CENTER, INC.

By Paul M. Horst  
Chairman of Board.

Maurice M. Coarney

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

I HEREBY CERTIFY, that on this 15<sup>th</sup> day of February, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul M. Horst, Jr., Chairman of the Board of Directors of Brook Lane Psychiatric Center, Inc., a Maryland corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

  
*Charles F. Kauffman, Jr.*  
Notary Public

My Commission expires 7/1/82.

NOTICE OF CHANGE OF RESIDENT AGENT &  
AGENT'S ADDRESS

OF

BROOK LANE PSYCHIATRIC CENTER, INC.

124

1792

80

received for record May 23, 1980

, at 8:30 A.M.

and recorded on Film No. 2476

Frame No. 000006 one of

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

To the clerk of the Circuit

court of Washington County

AA N<sup>o</sup> 17470 A.

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

Clerk Mail to: Brook Lane Psychiatric Center, Inc.  
P. O. Box 1945  
Hagerstown, Maryland 21740

rnc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Nov 3 11 26 AM '80

LIBER 29 792

LAND    
VAUGHN J BAKER, CLERK

NOV -3 80 A# 18472 \*\*\*\*\*.7

NOV -3 80 A# 18471 \*\*\*\*\*.5

Received For Record November 3, 1980 at 11:26 o'clock am liber 29

CERTIFIED COPY OF CORPORATE RESOLUTION

OF

BOARD OF DIRECTORS

OF

HEYWORTH REALTY CO. INC.

I, George E. Robinson, hereby certify that I am the duly elected and qualified President of Heyworth Realty Co. Inc. (the "Corporation") , a Maryland corporation, and do hereby certify that the following is a true and correct copy of resolution adopted, in accordance with the provisions of Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, by the unanimous written consent of all of the Directors of the Corporation, dated May 10, 1980

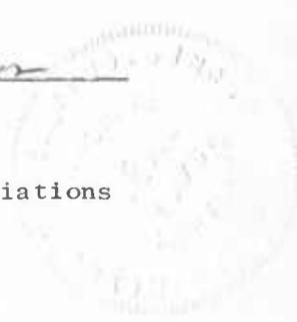
Resolved, that the resident agent of the Corporation shall be George E. Robinson, whose post office address is 1960 Jefferson Blvd, Hagerstown, MD 21740.

IN WITNESS WHEREOF, I have hereunto affixed my name as President and have caused the corporate seal of said Corporation to be hereto affixed.

Dated: May 10, 1980

*George E. Robinson*

Incorporated under Section 4-201 of the corporations and associations of the Maryland Code.



NOTICE OF CHANGE OF RESIDENT AGENT &  
AGENT'S ADDRESS

OF

HEYWORTH REALTY CO., INC.

795  
b2

*2*

received for record May 23, 1980

, at 8:30 A.M.

and recorded on Film No. *2476*

Frame No. *000001* one of

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

To the clerk of the Circuit court of Washington County

AA No 17468

1248

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

Mr. Clerk Mail to: Heyworth Realty Co., Inc.  
1317 Dual Highway  
Hagerstown, Maryland 21740

rnc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

May 3 11 26 AM '80  
LIBER *29* FOLIO *795*  
LAND    
VAUGHN J. BAKER, CLERK

797  
001680

NOV - 2 30 A 18470 \*\*\*\*\*75  
NOV - 2 30 A 18469 \*\*\*\*\*50

Received For Record November 3, 1980 at 11:26 o'clock am liber 29

April 28, 1980

Tri-State Sports Supply Co., Inc.  
27 N. Potomac Street  
Hagerstown, Maryland 21740

Gentlemen:

Effective immediately, I hereby resign as the Resident Agent of Tri-State Sports Supply Co., Inc..

Sincerely,  
*David L. Rider*

David L. Rider  
Taylor Heights  
P.O. Box 203  
Keedysville, Maryland 21756

cc: State Dept. of Assessments & Taxation  
301 W. Preston Street  
Baltimore, Maryland 21201

Encl. Money Order in the amount of \$8.00 - required resignation fee.

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

TRI-STATE SPORTS SUPPLY CO., INC.

*2*

1214 797

received for record May 13, 1980

, at 8:30 A.M.

and recorded on Film No. *2475*

Frame ~~No~~ 1679 one of

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

To the clerk of the Circuit

court of Washington County

AA No 17421 A.

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

Mr. Clerk Mail to: David Rider  
P. O. Box 203  
Keedysville, Maryland 21756

rnc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Nov 3 11 26 AM '80

LIBER *29* FOLIO *797*

LAND    
VAUGHN I BAKER, CLERK

b2

ARTICLES OF INCORPORATION OF  
DELTON CORPORATION

Received For Record November 3, 1980 at 11:26 o'clock am liber 29

FIRST: I, Douglas Liston, whose post office address is 237 South Main Street, Boonsboro, Maryland, 21713, being at least eighteen years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

NOV - 3 - 80 A# 18468 \*\*\*\*\*50

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Delton Corporation.

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

(1) To buy, sell, exchange and otherwise acquire, hold, own, control, work, improve, manage, deal in and otherwise turn to account personal property of every class and description for the purpose of painting, remodeling and general renovations.

(2) To acquire by construction, purchase, lease or otherwise turn to account, stores, office buildings, hotels, apartment hotels, apartment houses, buildings, and real estate of all kinds; and to carry on any other business or undertakings usually carried on by hotel and apartment hotel proprietors.

(3) To acquire and undertake the good will, property rights, franchises, contracts and assets of every manner and kind and liabilities of any person, firm, association or corporation, either wholly or in part, and pay for the same in cash, stock or bonds, of the corporation or otherwise.

(4) 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 purchases, 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 obligations of the corporation for its corporate purposes.

(5) To purchase, hold, and reissue the shares of its capital stock, bonds or other securities.

(6) To remunerate any person or corporation for services rendered or to be rendered in placing or assisting to place or guaranteeing to placement or underwriting of any of the shares of stock of the corporation, or any debentures, bonds, or other securities of the corporation, or in the conduct of its business.

(7) To conduct business in the State of Maryland and elsewhere, including any of the states, territories, colonies or dependencies of the United States, the District of Columbia, and any and all foreign countries; have one or more offices therein, and therein to hold, purchase, let, mortgage, and convey real and personal property, except as and when forbidden by local laws.

(8) The foregoing objects and purposes shall, except where 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.

(9) The corporation shall be authorized to exercise and enjoy all of the powers, rights, 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 237 South Main Street, Boonsboro, Maryland, 21713. The name and post office address of the Resident Agent of the Corporation in this state is Harriett L. Fischer, 403 Culler Avenue, Frederick, Maryland, 21701. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capitol stock which the Corporation has authority to issue is One Thousand (1,000) share of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be Two (2) which may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number of shareholders. The names of the

directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Douglas Liston and Harriett L. Fischer.

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class whether now or hereafter authorized, and securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable.

(2) The Board of Directors may classify or re-classify any un-issued 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. There shall be cumulative voting of all shares.

(3) The Board of Directors shall have the power to fix, determine from time to time and vary the amount to be reserved as working capital; to determine the times for the declaration and payment of dividends and the disposition of any surplus and net profits; and the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class or classes.

(4) The Board of Directors shall have the power to authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

(5) 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.

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 Corporation 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 majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than 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 15<sup>th</sup> day of May, 1980, and I acknowledge the same to be my act.

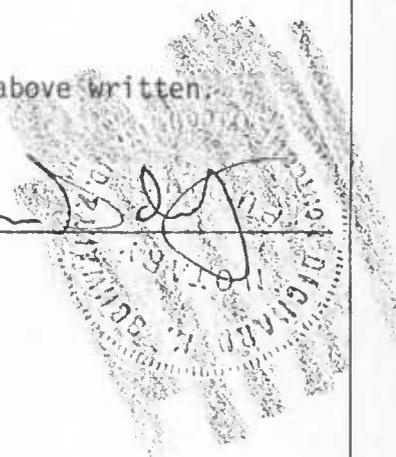
WITNESS: [Signature] [Signature]  
Douglas Liston

STATE OF MARYLAND )  
COUNTY OF Montgomery )

This is to certify that on this 19 day of May, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for the county aforesaid, personally appeared Douglas Liston, and acknowledged the foregoing Article of Incorporation to be his act.

Witness my hand and seal on the day and year last above written.

[Signature]  
NOTARY PUBLIC



My Commission Expires: 7/1/82

799

ARTICLES OF INCORPORATION  
OF  
DELTON CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 21, 1980 at 1:00 o'clock P. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2476, folio 1059, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 97915

Nov 3 11 26 AM '80  
LIBER 29 FOLIO 799

LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record November 3, 1980 at 11:26 o'clock am liber 29

ARTICLES OF SALE OF ALL OR SUBSTANTIALLY ALL  
OF THE PROPERTY AND ASSETS OF FARMERS LIVE STOCK  
EXCHANGE, INC., A MARYLAND CORPORATION TO JOHN  
D. REESE AND JOAN D. REESE, HIS WIFE

Pursuant to Section 3-109 of the Corporations  
and Associations Article of the Annotated Code  
of Maryland (1975 Edition)

FIRST: Farmers Live Stock Exchange, 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 purchasers of such property and assets is  
John D. Reese and Joan J. Reese, his wife, hereinafter referred to as "Transferee",  
and the post office address of the Transferee is Route 1, Boonsboro, Maryland,  
21713.

THIRD: That the only corporation party to these Articles of Sale is  
the Transferor, Farmers Live Stock Exchange, Inc., a Maryland Corporation.  
Said corporation party to these Articles has its principal office at Route 1,  
Boonsboro, Maryland, 21713, and said corporation owns no interest in land in  
any county other than Washington County, Maryland.

FOURTH: The nature and amount of the consideration to be paid by the  
Transferee to the Transferor corporation is the sum of One Hundred Seventy-five  
Thousand (\$175,000.00) Dollars in cash.

FIFTH: The principal office of the Transferor is located at Route 1,  
Boonsboro, Washington County, Maryland, and the principal office of the  
Transferee is located at Route 1, Boonsboro, Washington County, Maryland; the  
Transferor owns one parcel of real estate in Washington County, Maryland which  
is the asset being transferred by these Articles of Sale and said real estate  
is described below.

SIXTH: The assets forming the subject matter of the sale hereby made  
and effected consists of the following:

All the following described tract or parcel of land,  
together with the improvements thereon, situate along

the West side of U.S. Route 40A. approximately 7 miles Southward from the corporate boundary of the City of Hagerstown, in District No. 6, of Washington County, Maryland, beginning at a post in the West marginal line of said Highway, said post being in the third or North 80 degrees West 29.6 perch line of the deed from Julia K. Smith, widow, to John J. Flook and wife and Albertus D. Mullendore and wife dated December 1, 1945, and recorded in Liber 232, folio 295, one of the Land Records of Washington County, Maryland, and running thence back from said Highway with a portion of said third line corrected North 79 degrees 17 minutes West 462.5 feet, thence with the fourth line of said deed corrected South 45 degrees 00 minutes West 220.7 feet to a post at or near the beginning of the deed from Susan A. Lakin, widow, to Robert T. Lakin dated April 1, 1933 and recorded in Liber 193, folio 319, another of the aforesaid Land Records, thence with the lines of said deed South 2 degrees 30 minutes East 189.8 feet, thence South 19 degrees 30 minutes East 759.0 feet, thence South 26 degrees 30 minutes East 120.1 feet to an iron pipe, thence leaving the lines of the deed to Lakin and cutting across the tract conveyed to Flook and Mullendore North 65 degrees 15 minutes East 708.5 feet to a stake alongside a post in the margin of the Highway, thence continuing in a straight line North 65 degrees 15 minutes East 4.10 feet, thence along the West margin of said Highway North 23 degrees 40 minutes West 547.2 feet, and North 25 degrees 02 minutes West 312.5 feet to the place of beginning; containing 16.1 acres of land, more or less. Being the same tract or parcel of land which was conveyed unto the Transferor by deed from John J. Flook and Inez A. Flook, his wife, dated February 8th 1955, and recorded among the Land Records of Washington County, Maryland, in Liber 292, folio 495.

Said real estate is conveyed subject to such easements, conditions, leases and restrictions, if any, to which said premises may now be subject.

The Transferor, does hereby covenant that it will warrant generally the property hereby conveyed, except as to such easements, conditions leases and restrictions, if any, to which the premises may now be subject, and that it will execute such other and further assurances as may be requisite.

SEVENTH: These Articles of Sale were advised, authorized and approved by the Transferor in the manner and by the vote required by its Charter and by the Laws of the State of Maryland; the manner of approval being as follows: On March 17th, 1980, at a meeting of the Board of Directors of the Transferor, said Directors unaimously adopted a resolution which declared that the transaction hereinafter described is advisable and the Directors of the Transferor directed that the proposed transaction be submitted for consideration at a Special Meeting of the stockholders of the Transferor. Written notice was given to the stockholders of the Transferor in the manner and for the time required by the Charter and Bylaws of the Transferor and as required by Maryland law. At a special meeting of the shareholders held on April 3rd, 1980, the proposed transaction was approved by the affirmative vote of the holders of more than two-thirds of the outstanding stock of said Transferor, with the

holders of none of the outstanding stock of the Transferor voting against the transfer.

IN WITNESS WHEREOF, Farmers Live Stock Exchange, Inc., Transferor, has caused these Articles of Sale to be signed in its corporate name and on its behalf by its President and has caused its corporate seal to be hereunto affixed and attested to by its Secretary, and John D. Reese and Joan J. Reese, his wife, Transferees have caused these Articles of Sale to be signed in their individual names and have caused their individual seals to be hereunto affixed, all as of this 14<sup>th</sup> day of May, A.D., 1980.

CORPORATE SEAL ATTEST:

FARMERS LIVE STOCK EXCHANGE, INC.

*Lloyd W. Smith*  
Lloyd W. Smith, Secretary

By: *Alvey W. Reid*  
Alvey W. Reid, President,  
Transferor

*William J. Young Jr.*

*John D. Reese* (SEAL)  
John D. Reese

*Joan J. Reese* (SEAL)  
Joan J. Reese

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14<sup>th</sup> day of May, A.D., 1980, before me, the subscriber, a Notary Public for the State of Maryland, in and for Washington County, personally appeared Alvey W. Reid, President of Farmers Live Stock Exchange, Inc., a corporation duly organized and existing under the Laws of Maryland, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Sale to be the corporate act of said corporation; and at the same time personally appeared Lloyd W. Smith, who made oath in due form of law that he is the Secretary of the Transferor and that he was present at the meeting of the stockholders of the corporation which was attended by the holders of more than two-thirds of the capital stock outstanding and entitled to vote at which meeting and at said meeting said Articles were approved by the holders of more than two-thirds of the capital stock outstanding of the Transferor, and that said Articles are duly advised by the Board of Directors and approved

CHARLES F. WAGAMAN, JR.  
ATTORNEY AT LAW  
82 WEST WASHINGTON ST.  
HAGERSTOWN, MD. 21740

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000520

by the shareholders of the corporation in the manner and by the vote stated in said Articles of Sale.

WITNESS my hand and official Notarial Seal.

*Andrew E. Wigfield*  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
July 1, 1982



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *15th* day of May , A.D., 1980, before me, the subscriber, a Notary Public for the State of Maryland, in and for Washington County, personally appeared John D. Reese and Joan J. Reese, his wife, Transferees herein, and that each of them made oath in due form of law that they have executed these Articles of Sale for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

*Louella G. Shornhill*  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
July 1, 1982



WAGAMAN, JR.  
ATTORNEY AT LAW  
WASHINGTON ST.  
ANNAPOLIS, MD. 21740

ARTICLES OF SALE

BETWEEN

FARMERS LIVE STOCK EXCHANGE, INC. (MD. CORP.) Transferor

AND

JOHN D. REESE AND JOAN J. REESE (INDIVIDUAL) Transferees

1251 805 29

approved and received for record by the State Department of Assessments and Taxation of Maryland May 15, 1980 at 3:00 o'clock P M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2476, folio 000516, 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 \$ 4.00 Certif. to Washington County \$ 24.00 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 OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 97823

Nov 3 11 26 AM '80 LIBER 29 FOLIO 805 VAUGHN J. BAKER, CLERK

Received For Record November 3, 1980 at 11:26 o'clock am liber 29 NOV 3 30 AM 1980 \*\*\*5.00

ARTICLES OF INCORPORATION

FIRST: The undersigned, Wayne M. Kline whose post office address is 8 Short Drive, Route 2, Williamsport, Maryland 21795, and Brian L. Leiter whose post office address is 2307 Clover Leaf Road, Hagerstown, Maryland 21740 are respectively, each being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

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

The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: "The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland."

FOURTH: The post office address of the principal office of the Corporation in Maryland is 8 Short Drive, Route 2, Williamsport, Maryland 21795. The name and post office address of the resident agent of the Corporation in Maryland is Brian L. Leiter, 2307 Clover Leaf Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 2500 shares without par value, 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, 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, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Wayne M. Kline and Brian L. Leiter.

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

The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working, capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount upon the property and franchise of this Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have authority to dispose, in any manner, of the whole property of this Corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right of inspecting any account, or book, or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation at such places as may be from time to time designated as otherwise required by the laws of the State of Maryland.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this Charter shall be regarded as independent objects, purposes and powers.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on THIS 12TH DAY OF MAY 1980.

WITNESS:

Robin E. Strubel

Brian L. Leiter  
(BRIAN L. LEITER)

Wayne M. Kline  
(WAYNE M. KLINE)

STATE OF MARYLAND

County of Washington, to wit:

I HEREBY CERTIFY that on this 12TH DAY OF MAY, 1980, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Washington, personally appeared Wayne M. Kline and Brian L. Leiter who made and acknowledged the foregoing Articles of Incorporation to be their act.

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



Gerald L. Shindle  
GERALD L. SHINDLE  
Notary Public  
My commission expires July 1, 1982

812  
12

1236

810  
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ARTICLES OF INCORPORATION  
OF  
BRIWAY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 15, 1980 at 11:00 o'clock A M. as in conformity  
with law and ordered recorded. 3

Recorded in Liber 2475002802, folio 2802, 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. Summers



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECORDED FOR RECORD

A 97682

3 11 26 AM '80  
LIBER 29 FOLIO 810  
LAND    
VAUGHN J. BAKER, CLERK

FRANCE, METZNER & McDOWELL, P.A.

ARTICLES OF AMENDMENT

Received For Record November 3, 1980 at 11:26 o'clock am liber 29  
NOV-3-80 A# 18465 \*\*\*\*\*5.0

France, Metzner & McDowell, P.A., a Maryland corporation, having its principal office at 81 West Washington Street, Hagerstown, Washington County, Maryland, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland, the ("Department") that:

FIRST: The Corporation desires to amend its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment are all the provisions of the Charter of the Corporation as currently in effect.

SECOND: The Charter of the Corporation is hereby amended to reflect that the name of the Corporation is changed from France, Metzner & McDowell, P.A., to France, Metzner & Norman, P.A.

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 Articles of Amendment and by written informal action unanimously taken by the Stockholders of the Corporation in accordance with Section 2-405 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approved said Articles of Amendment.

IN WITNESS WHEREOF, France, Metzner & McDowell, 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 30 day of April, 1980, and its President acknowledges that these Articles of Amendment are the act and deed of France, Metzner & McDowell, 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:  
Ralph H. France II  
Secretary

France, Metzner & McDowell, P.A.  
By: Ralph H. France II  
Ralph H. France, II, President

ARTICLES OF AMENDMENT

OF

FRANCE, METZNER & McDOWELL, P.A.

Changing its name to:

FRANCE, METZNER & NORMAN, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 14, 1980 at 2:30 o'clock P M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2475, folio 002693 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 OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 97661

Nov 3 11 26 AM '80 LIBER 29 FOLIO 813 LAND VAUGHN J. BAKER, CLERK

Received For Record November 3, 1980 at 11:26 o'clock am liber 29  
B J BUILDERS INCORPORATED

## ARTICLES OF DISSOLUTION

NOV -3-80 A# 18476 \*\*\*\*\*5.00

B J Builders Incorporated, a Maryland Corporation having its principal office in Washington County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation is Route #2, Box 453, Smithsburg, Maryland, 21783.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, are Billy Joe Fisher, Route #2, Box 453, Smithsburg, Maryland, 21783. Said resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of each of the directors of the Corporation is as follows: Billy Joe Fisher, Route #2, Box 453, Smithsburg, Maryland, 21783.

FIFTH: The officers of the Corporation have never been elected.

SIXTH: A majority of the entire board of directors of the Corporation, at a meeting duly convened and held on February 29, 1980, adopted a resolution declaring that dissolution of the Corporation was advisable.

SEVENTH: There are no stockholders and no stock has ever been issued.

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

NINTH: The Corporation has no known creditors.

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

- a) State of Maryland Comptroller's Office
- b) Department of Employment Security

IN WITNESS WHEREOF, B J Builders Incorporated has caused these presents to be signed in its name and on its behalf by its Incorporator and Sole Director on April 28, 1980.

Witness:

B J BUILDERS INCORPORATED

Joan L. Fendrock

By:

Billy Joe Fisher  
 Billy Joe Fisher, Incorporator  
 and Sole Director

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

I HEREBY CERTIFY, That on this 25<sup>th</sup> day of April, 1980, before me the subscriber, a notary public in and for the State and County aforesaid, personally appeared Billy Joe Fisher, Incorporator and Sole Director of B J Builders Incorporated, a Maryland Corporation, and in the name and on the behalf of said Corporation acknowledged the foregoing Articles of Dissolution to be the Corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Dissolution with respect to the approval thereof are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Joan L. Fendrock  
 Notary Public





STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466                      PHONE 269-3819  
ANNAPOLIS, MARYLAND 21404

001347817

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

B J BUILDERS INCORPORATED

have been paid.

WITNESS my hand and official seal this

Twenty-Fourth      day of      April      A.D. 1980.



Jane M. Ruby  
Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION  
of the BJ BUILDERS INCORPORATED  
were received for record on MAY 12, 19 80  
in accordance with the provisions of Sec. 3-407 of the  
Corporations and Associations Article of the Code.

Gene L. Burner  
Director

Gene L. Burner

ARTICLES OF DISSOLUTION  
OF  
BJ BUILDERS INCORPORATED

1220  
815

29

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

of Maryland May 12, 1980 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2475, folio 1344, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 97513

Nov 3 11 26 AM '80  
LIBER 29 FOLIO 815  
LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record November 3, 1980 at 11:26 o'clock am liber 709  
A. G. DUNNING ASSOCIATES, INC.

ARTICLES OF DISSOLUTION

NOV -3-80 A# 18475 \*\*\*\*\*5.50

A. G. Dunning Associates, Inc., a Maryland Corporation, having its principal office at 12 N. Jonathan Street, Hagerstown, Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is 12 N. Jonathan Street, Hagerstown, Washington County, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, is Arthur G. Dunning, Box 295, Royer Road, Cascade, Maryland 21719. Said resident agent is an individual actually residing in this State.

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

Arthur G. Dunning	Box 295, Royer Road Cascade, Maryland 21719
Richard J. Stolarz	1 Maryland Circle, Apt. 242 Whitehall, Pennsylvania 18052
David A. Post	c/o Victor Cullen Institute Sabillasville, Maryland 21780

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

NAME	TITLE	POST OFFICE ADDRESS
Arthur G. Dunning	President	Box 295, Royer Road Cascade, Maryland 21719

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

Richard J. Stolarz	Vice-President	1 Maryland Circle, Apt. 242 Whitehall, Pennsylvania 18052
David A. Post	Secretary/ Treasurer	c/o Victor Cullen Institute Sabillasville, Maryland 21780

SIXTH: The dissolution of the Corporation was duly advised by the Board of Directors at a meeting held on the 10th day of April, 1980, and was authorized and approved by the stockholders of the Corporation at a meeting held on the 10th day of April, 1980, by the affirmative vote of all the stockholders of record of said Corporation in the manner and by the vote required by Section 3-403, Corporations and Associations Article of the Annotated Code of Maryland.

SEVENTH: The Corporation has no known creditors.

EIGHTH: That immediately upon dissolution all the assets of the Corporation of every nature and description shall be distributed to the stockholders in proportion to their respective holdings of shares of stock of this Corporation.

NINTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and a certificate from the State Department of Assessments and Taxation of the State of Maryland that there are no assessments of personal property taxable to the Corporation which the State Department of Assessments and Taxation has certified to the Counties and Cities for collection of taxes, stating in effect that there are no taxes levied on assessments made by the State Department of Assessments and Taxation and billed by and payable to any collecting authorities by the Corporation, except taxes barred by Section 212 of Article 81 or otherwise; and that the Corporation disposed of its assets and discontinued business in the year 1977.

IN WITNESS WHEREOF, These Articles of Dissolution are signed in the name and on the behalf of A. G. Dunning Associates, Inc., by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 22nd day of April, 1980.

A. G. DUNNING ASSOCIATES, INC.

By: Arthur G. Dunning  
Arthur G. Dunning  
President

ATTEST AS TO CORPORATE SEAL:

David A. Post  
David A. Post  
Secretary

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

I HEREBY CERTIFY that on this 22nd day of April, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared David A. Post and made oath in due form of law that he was Corporate Secretary of the Stockholders' meeting of said Corporation at which the dissolution of the Corporation was approved, and that the matters and facts authorizing the dissolution of the Corporation as set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Judith A. Bloyer  
Notary Public  
My Commission Expires: 7/1/82

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

I HEREBY CERTIFY htat on this 22nd day of April, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Arthur G. Dunning, President of A. G. Dunning Associates, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation.

WITNESS my hand and official Notarial Seal.

Judith A. Bloyer  
Notary Public  
My Commission Expires: 7/1/82



CITY OF HAGERSTOWN  
MARYLAND

DEPARTMENT OF REVENUE & FINANCE  
CITY HALL

TAX COLL'R & TREAS.

April 1, 1980

Mr. David K. Poole, Jr.  
Attorney at Law  
81 West Washington Street  
Hagerstown, Maryland 21740

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 A. G. DUNNING ASSOCIATES, INC., Hagerstown, Maryland, up to and including the fiscal year 1979-80.

Florence M. Murdock  
Tax Collector and Treasurer

FMM/c

OFFICE OF  
HARRY C. SNOOK  
COUNTY TREASURER  
COURT HOUSE ANNEX  
HAGERSTOWN, MARYLAND 21740  
Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer  
LEONA H. HOLMES, Deputy Treasurer  
HELEN B. LEWIS, Deputy Treasurer

The Court House  
SERVING WASHINGTON COUNTY SINCE 1821

March 27, 1980

RE: Dissolution - A.G. Dunning Associates, 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

A.G. Dunning Associates, Inc.

have been paid to and including the fiscal year July 1, 1979 to June 30, 1980.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 27th day of March A.D. 1980.

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



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

A. G. DUNNING ASSOCIATES, INC.  
have been paid.

WITNESS my hand and official seal this  
Twenty-Eighth      day of    April      A.D. 1980.

*Jane M. Ruby*  
Deputy Comptroller



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION hereby gives notice that ARTICLES OF DISSOLUTION of the A. G. DUNNING ASSOCIATES, INC were received for record on PRIL 29, 1980, in accordance with the provisions of Sec. 3-407 of the Corporations and Associations Article of the Code.

Gene L. Burner  
Director

*Gene L. Burner*

ARTICLES OF DISSOLUTION  
OF  
A. G. DUNNING ASSOCIATES, INC.

1186

819  
629

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 29, 1980 at 3:00 o'clock P M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2474, folio 002106, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 97181

Nov 3 11 26 AM '80  
LIBER 29 FOLIO 819  
LAND    
VAUGHN J. BAKER, CLERK

Received For Record November 3, 1980 at 11:27 o'clock am liber 29  
Nov. 3-80 Arf 8477 \*\*\*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

Meyers, Young & Varner, P.A.

P O Box 1267 Hagerstown, Maryland 21740

which said Articles of SALE were duly approved by said Department on May 15, 1980 at 3:00 PM and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is \_\_\_\_\_

FARMERS LIVE STOCK EXCHANGE, INC. (MD. CORP.) Transferor

the name of the transferee is \_\_\_\_\_

John D. Reese and Joan J. Reese (Individual) Transferees

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

(c) The Articles of Sale \_\_\_\_\_ are dated April 3, 1980

(d) The time of receipt for record of the Articles of Sale \_\_\_\_\_ in the office of the State Department of Assessments and Taxation was \_\_\_\_\_

May 15, 1980 at 3:00 PM

Received For Record November 3, 1980 at 11:27 o'clock am liber 29

Nov 3-80 A r# 8478 \*\*\*\*1.00

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

2000 First Maryland Bldg. 25 S. Charles Street, Baltimore, Maryland 21201

which said agreement of merger was duly approved by said Department on

May 27, 1980 at 2:30 PM

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 (Md. Corp.)

INTO

HORN CORPORATION (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

Washington County

(d) The Agreement of Merger is dated 3/27/79

(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 PM

ARTICLES OF VOLUNTARY DISSOLUTION

Received For Record January 14, 1981 at 3:12 o'clock pm liber 29

The Washington County Day Care Center for the Mentally Retarded, Inc., having its principle office in Chewsville, 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 hereinafter set forth and the post office address of the principle office of the Corporation in the State of Maryland is P. O. Box 60, Chewsville, Maryland 21721.

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:

Robert E. Ernst  
Home Federal Savings and Loan  
128 W. Washington Street  
Hagerstown, Maryland 21740  
733-6300

Frances M. Bagnal  
1418 K Taney Avenue  
Frederick, Maryland 21701  
663-1802

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

Robert E. Ernst, President  
Home Federal Savings & Loan  
128 W. Washington Street  
Hagerstown, Maryland 21740

Martha Roulette, Vice President  
Special Education  
1340 Marshall Street  
Hagerstown, Maryland 21740

Sue E. Snyder, Secretary  
Travel Plans, Inc.  
138 E. Antietam Street  
Hagerstown, Maryland 21740

Charles L. Mobley, Treasurer  
Jamison Door Company  
Franklin & Jonathan Streets  
Hagerstown, Maryland

Dr. Marjory Allan  
 Director, Child Health Services  
 Washington County Health Department  
 1302 Pennsylvania Avenue  
 Hagerstown, Maryland 21740

William E. Justice  
 Doubleday  
 Box 308  
 Smithsburg, Maryland 21783

Dr. Michael A. Nemir  
 138 E. Antietam Street  
 Hagerstown, Maryland 21740

Patricia Abeles  
 1617 Fountain Head Road  
 Hagerstown, Maryland 21740

Frances M. Bagnol  
 1418 K Taney Avenue  
 Frederick, Maryland 21701

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

Robert E. Ernst, President 120 Marsh Circle Hagerstown, Maryland	or	Home Federal Savings & Loan 128 W. Washington Street Hagerstown, Maryland 21740
Martha Roulette, Vice President Old Frederick Road Hagerstown, Maryland 21740	or	Special Education 1340 Marshall Street Hagerstown, Maryland 21740
Sue E. Snyder, Secretary 1743 Edgewood Hill Circle Hagerstown, Maryland 21740	or	Travel Plans, Inc. 138 E. Antietam Street Hagerstown, Maryland 21740
Charles L. Mobley, Treasurer 13 Linbar Drive Hagerstown, Maryland 21740	or	Jamison Door Company Franklin & Jonathan Streets Hagerstown, Maryland 21740

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 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, the Washington County Day Care Center, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 31 day of August, 1979, and are the act and deed of the Washington County Day Care Center for the Mentally Retarded, Incorporated and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

ATTEST: WASHINGTON COUNTY DAY CARE CENTER FOR THE MENTALLY RETARDED, INC.

Sue E. Snyder  
Sue Snyder, Secretary

By: Robert E. Ernst  
Robert E. Ernst, President





STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466                      PHONE 269-3819  
ANNAPOLIS, MARYLAND 21404

831  
003369

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 certifi-  
cation 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  
WASHINGTON COUNTY DAY CARE CENTER FOR THE MENTALLY RETARDED, INC.  
have been paid.

WITNESS my hand and official seal this  
Seventeenth                      day of September    A.D. 1979

  
Jane M. Ruby  
Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION  
of the WASHINGTON COUNTY DAY CARE CENTER FOR THE MENTALLY RETARDED, INC.  
were received for record on June 10, 1980,  
in accordance with the provisions of Sec. 3-407 of the  
Corporations and Associations Article of the Code.

Gene L. Burner  
Gene L. Burner, Director

ARTICLES OF DISSOLUTION

OF

1 334

WASHINGTON COUNTY DAY CARE CENTER FOR THE MENTALLY RETARDED, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 10, 1980 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber 2477, folio 003365, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98523

JAN 14 3 12 PM '81

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

LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION  
OF  
EDWARD W. DITTO, III, M.D., P.A.

Received For Record January 14, 1981 at 3:12 o'clock pm Liber 29

14-81A# 14327 \*\*\*\*\*7.00

THIS IS TO CERTIFY:

FIRST: That I, Edward W. Ditto, III the subscriber, whose post office address is 625 Orchard Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age and licensed to practice medicine in the State of Maryland, do, under and by virtue of Sections 5-101 et seq. of the Maryland Professional Service Corporation Act of the General Laws of the State of Maryland authorizing the formation of Professional Corporations, form a Professional Corporation by the execution and filing of these Articles.

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

EDWARD W. DITTO, III, M.D., P.A.

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

(a) To engage in the practice of medicine 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 217 West Washington Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Edward W. Ditto, III whose post office address as resident agent is 217 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock of the par value of Ten (\$10.00)

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

SIXTH: The Corporation shall have two (2) Directors (which number may be increased or decreased, but not to be less than one (1), pursuant to the By-Laws of the Corporation) and the following named persons shall act as such until the first annual meeting or until a successor or successors are duly chosen and qualify:

Edward W. Ditto, III

Glenice A. Ditto

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 20<sup>th</sup> day of May, A.D., 1980.

WITNESS:



Edward W. Ditto, III

ARTICLES OF INCORPORATION  
OF  
EDWARD W. DITTO, III, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 26, 1980 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

*10*

Recorded in Liber *2476*, folio *002845*, 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 \$ \_\_\_\_\_

*7.50*

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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98100

JAN 14 3 12 PM '81

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record January 14, 1981 at 3:12 o'clock pm  
liber 29

## ARTICLES OF INCORPORATION

JAN 14 1981 AM 14726 \*\*\*\*\*60

OF

WATER CONDITIONING SERVICE, INC.

(A Close Corporation)

FIRST: I, Robert Kearfott Ardinger, whose address is 2719 Virginia Avenue, Williamsport, Maryland, being at least twenty-one (21) years of age, hereby form a close 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 WATER CONDITIONING 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, as amended.

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

(1) To drill wells, install pumps, casings, water lines, water conditioners and supplies associated therewith.

(2) To own and sell equipment and materials associated with this business.

(3) To consult with individuals and other companies in the operation of such business, equipment and use of supplies and materials.

(4) To hold collateral, to own and receive property, to execute and receive notes, to discount the same, to borrow money, loan money on behalf of the corporation, and to perform any other act not contrary to the laws of the State of Maryland.

FIFTH: The address for the principal office of the Corporation in this state is 2719 Virginia Avenue, Williamsport, Maryland 21795. The name and address of the resident agent of

the Corporation in this state is George W. Knight, Jr., Esquire, Post Office Box 477, 120 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this state.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is ONE HUNDRED (100) shares of common stock with a par value of TEN DOLLARS (\$10.00) per share, amounting to capital stock in this Corporation in the amount of ONE THOUSAND DOLLARS (\$1,000.00).

SEVENTH: The shares of stock shall be of one class. The Corporation shall have one (1) director and the name and address of the person who shall serve as director untill the first annual meeting, or until his successor(s) is/are elected and qualify, shall be:

ROBERT K. ARDINGER  
2719 Virginia Avenue  
Williamsport, Maryland 21795

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

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in

defense of any cation, suit, or proceeding referred to in paragraphs (1) and (2) of this Article EIGHTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article EIGHTH.

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

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

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under

the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

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

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

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

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

(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 unanimous consent of the holders 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 21<sup>st</sup> day of May, 1980.

Witness:

Robert Kearfott Ardinger (SEAL)  
Robert Kearfott Ardinger

George W. Knight, Jr.  
George W. Knight, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 20<sup>th</sup> day of May, 1980, before me the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert Kearfott Ardinger, personally known to me to be the person whose name is subscribed to in the foregoing instrument and who did acknowledge the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.



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

My Commission Expires:  
July 1, 1982

ARTICLES OF INCORPORATION  
OF  
WATER CONDITIONING SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 27, 1980 at 8 11:00 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2476, folio 2607, 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 \$ \_\_\_\_\_  
6.50

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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98078

JAN 14 3 12 PM '81

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

## ARTICLES OF INCORPORATION

OF

ALAN J. HOROWITZ, M.D., Ph.D., P.A.

Received For Record January 16, 1981 at 3:12 o'clock pm liber 29  
 JAN 14-81 A# 14325 \*\*\*\*\*5.00

FIRST: I, Alan J. Horowitz, M.D., Ph.D., whose post office address is Route 2, Box 444-A, Smithsburg, Maryland 21783, 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: Alan J. Horowitz, M.D., Ph.D., P.A.

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

(1) To engage in the profession of practicing medicine and psychiatry in Maryland; 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 Maryland Annotated Code, 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 Route 2, Box 444-A, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is Lewis C. Metzner, Esquire, 81 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 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: Alan J. Horowitz, M.D., Ph.D.

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 Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) 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 in 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 warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

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

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

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation.

such actions shall be effective and valid 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 Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article 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 proceedings, 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 14 day of May, 1980, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Arty

Alan Horowitz (SEAL)  
Alan Horowitz, M.D.

1285

ARTICLES OF INCORPORATION

OF

ALAN J. HOROWITZ, M.D., PH.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 27, 1980 at 11:00 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2476, folio 002566, 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. Summers



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 98068

JAN 14 3 12 PM '81 LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_ LAND \_\_\_\_\_ VAUGHN J. BAKER, CLERK

Jan. 14-81 A rf 4323\*\*\*\*1.00

Received For Record January 14, 1981 at 3:12 o'clock pm liber 29

## 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 \_\_\_\_\_

JOHN J. GHINGER, III, EsqWeinberg & Green 10 Light Street Baltimore, Maryland 21202

which said agreement of merger was duly approved by said Department on \_\_\_\_\_

June 9, 1980 at 4:00 PM

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

(a) The names of the merging corporations are \_\_\_\_\_

Supreme Concrete, Inc. (Md. Corp.)And Supreme Concrete Block And Products, Inc. (Md. Corp.)

(b) The name of the new corporation is \_\_\_\_\_

Maryland Supreme Corporation (Md. Corp.) Survivor

(c) The location of the principal office of the new corporation is \_\_\_\_\_

Baltimore City(d) The Agreement of Merger is dated April 30, 1980

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was \_\_\_\_\_

June 9, 1980 at 4:00 PM

Received For Record January 14, 1981 at 3:13 o'clock pm corporation  
Liber 29 JAN 14-81 A# 14342 \*\*\*\*\*.75

WESMARCO ENTERPRISES, INC.

JAN 14-81 A# 14341 \*\*\*\*\*.50

Change Of Resident Agent And Principal Place Of Business

Wesmarco Enterprises, Inc., a Maryland Corporation, certifies to the Department of Assessments and Taxation that:

By written informal action, unanimously taken by the Board of Directors of the Corporation on May 5, 1980, 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 authorized a change in the Resident Agent of the Corporation in the State of Maryland from Lee E. Stine, Jr., whose post office address is 2516 N. Meadow Road, Hagerstown, Maryland, to Hilton C. Smith, Jr., whose post office address is 50 Summit Avenue, Hagerstown, Maryland, and who was a resident of the State of Maryland; and furthermore

By written informal action, unanimously taken by the Board of Directors of the Corporation on May 5, 1980, pursuant to and in accordance with Section 2-408(c) of the Corporation and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation authorized a change in the address of the principal office of the Corporation from 2516 N. Meadow Road, Hagerstown, Maryland, to 50 Summit Avenue, Hagerstown, Maryland.

IN WITNESS WHEREOF, Wesmarco Enterprises, Inc., has caused these presents to be signed in its name and on its behalf by its President and attested to by its Corporate Secretary and its Corporate Seal to be affixed hereunder, on this 5th day of May, 1980, and its President acknowledges that this change in its Resident Agent and in the address of the principal office of the Corporation are the acts and deeds of Wesmarco Enterprises, Inc. and, under 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:

  
\_\_\_\_\_

WESMARCO ENTERPRISES, INC.

By:   
Theodore M. Rosenberg, President

Corporate Seal



NOTICE OF CHANGE OF RESIDENT AGENT &  
AGENT'S ADDRESS

1315

OF

WESMARCO ENTERPRISES, INC.



received for record June 13, 1980, at 2:01 P. M.  
and recorded on Film No. 2477 Frame No 1988 one of  
the charter records of the State Department of Assessments and Taxation of Maryland.  
To the clerk of the Circuit court of Washington County

AA No 17573 A.

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	<u>\$8.00</u>	

Mr. Clerk Mail to: Hilton C. Smith, Jr.  
50 Summitt Avenue  
Hagerstown, Maryland

rnc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JAN 14 3 13 PM '81

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record January 14, 1981 at 3:13 o'clock pm liber 29.

UN 14-81 A# 14340 \*\*\*\*5.00

ARTICLES OF INCORPORATION

OF

TRIDATA SERVICES CORPORATION

FIRST: That I, the undersigned, TERRY E. KARN whose post office address is 722 Virginia Avenue, Hagerstown, Maryland 21740, 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 TRIDATA SERVICES CORPORATION.

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

To provide data processing services such as, but not limited to, complete processing and preparation of reports from customer supplied data, key punching, renting data processing equipment on an hourly or time-sharing basis, selling or leasing data processing systems, and other data processing services to businesses of all kinds.

To acquire, by purchase, lease, license or otherwise and sell, let, lease or otherwise dispose of patents, patent applications, patent rights, trade marks and other rights, licenses and privileges.

To purchase, hold and reissue the shares of its capital stock, its bonds or other securities.

To borrow or raise monies for any of the purposes of the Corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any obligation thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the

Corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm association, corporation, or body politic or government.

To build, purchase, own or lease buildings, warehouses, office space, and equipment and all other things whatsoever kind and nature, in any part of the United States, suitable, necessary or advisable in connection with any or all of the objects and powers hereinbefore or hereinafter set forth.

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is 479 N. Potomac Street, Hagerstown, Washington County, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Michael K. Flowers, 1022 Woodland Way, Hagerstown, Washington County, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

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

Stockholders are denied preemptive rights.

A shareholder (his personal representative, legatee or donee) shall not sell, transfer, pledge, encumber or in any manner dispose of any shares of the Corporation without compliance with the following procedure, except transfers without consideration to permitted transferees. Permitted transferees shall include only the personal representative, spouse, decendants,

or ancestors of the shareholder, or any trust for the primary benefit of such spouse, descendants or ancestors. A shareholder desiring to sell, transfer, pledge, encumber or in any manner dispose of any shares (other than in transfers without consideration to permitted transferees) shall obtain a bona fide written cash offer from a third person to purchase the shares, and, before accepting this offer, shall (i) deliver to the Corporation a copy of the offer disclosing the identity of the purchaser and the price offered and (ii) offer in writing to sell the shares referred to in the offer to the Corporation or its nominee selected without regard to any preemptive right. The Corporation shall have thirty (30) days after receipt of the offer to accept it. If the Corporation accepts the offer, the shares referred to in it shall forthwith be delivered to the Corporation against payment of the purchase price. If the Corporation does not accept the offer in the thirty (30) day period, the shareholder may accept the offer of the third person, and the shares subject to the offer shall thereafter be free from the restrictions and provisions of this section. If shares are transferred to a permitted transferee, they shall remain subject to the restrictions and provisions of this section.

All share certificates of the Corporation shall bear an endorsement as follows:

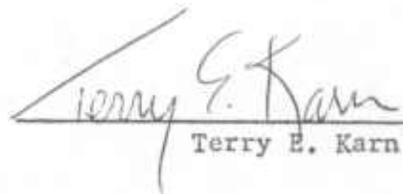
"This certificate is held subject to the terms of the Articles Of Incorporation, dated *June 3, 1980* a copy of which is on file at the principal office of the Corporation at 479 N. Potomac Street, Hagerstown, Maryland 21740".

SIXTH: The number of directors of the Corporation shall be six (6), which number may be increased or decreased pursuant to the By-Laws of the Corporation, provided that the number of directors shall not be less than three (3), and the names and addresses of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
W. Kellogg Achenbach	Director	12319 Fairfax Station Road Clifton, Virginia 22024
Michael K. Flowers	Director	1022 Woodland Way Hagerstown, Maryland 21740
W. Braun Jones, Jr.	Director	Box 58 Clearbrook, Virginia 22624
Douglas L. Karn	Director	5 Maple Avenue Hagerstown, Maryland 21740
Terry E. Karn	Director	722 Virginia Avenue Hagerstown, Maryland 21740
Bruce D. Lisle	Director	10 Goshen Court Gaithersburg, Maryland 20760

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge same to be my act on the 3<sup>rd</sup> day of June, 1980.

  
Terry E. Karn

ARTICLES OF INCORPORATION  
OF  
TRIDATA SERVICES CORPORATION

1370

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 11, 1980 at 12:00 o'clock Noon M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2478, folio 1550, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98688

JAN 14 3 13 PM '81

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record January 14, 1981 at 3:13 o'clock pm liber 001163 29

## ARTICLES OF INCORPORATION

OF

DOMERS, INC.

JAN 14-81 A# 14339 \*\*\*\*\*6.50

THIS IS TO CERTIFY:

That we, the subscribers: H. Dennis Domer, whose post office address is 843 Lanvale Street, Hagerstown, Maryland, Harold W. Domer, whose post office address is 845 Lanvale Street, Hagerstown, Maryland, and Cherlynn M. McCarty, whose post office address is 829 Georgia Avenue, Hagerstown, Maryland, all being of full legal age, do under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

DOMERS, 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 carry on as proprietor or owner of the business of general merchandising, groceries, food, farm products, and all commodities of personal and household use for consumers, generally without limitation as to classes or products or merchandise, usually kept for sale or trade in connection with the general grocery and food business, confectionery, dairy products, goods, wares and merchandise of every kind and nature, to carry on such business as wholesalers and retailers, medicines, tobacco products, notions and goods and wares of all kinds.

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

(c) To purchase, lease or 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 843 Lanvale Street, Hagerstown, Maryland. The resident agent of the Corporation is Harold W. Domer, whose post office address is 845 Lanvale Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares

of the par value of One Hundred Dollars (\$100) 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 (d) directors and H. Dennis Domer and Harold W. Domer and Cherlynn M. McCarty 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 4th day of June, 1980.

Witness:

H. Dennis Domer  
H. Dennis Domer

Harold W. Domer  
Harold W. Domer

Debra A. McClure

Cherlynn M. McCarty  
Cherlynn M. McCarty

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 4th day of June, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared H. Dennis Domer, Harold W. Domer and Cherlynn M. McCarty and acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:  
7/1/82

Debra A. McClure  
Notary Public

ARTICLES OF INCORPORATION  
OF  
DOMERS, INC.

1366

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 9, 1980 at 3:00 o'clock P M. as in conformity  
with law and ordered recorded.

B

Recorded in Liber 2478, 001162, 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 \$ 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. Summers



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98678

JAN 14 3 13 PM '81

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

867  
000678

Received For Record January 14, 1981 at 3:13 o'clock pm liber 29

ARTICLES OF INCORPORATION

OF

KLUCKHOLN, INC.

JAN 14 31 A 14338 \*\*\*\*\*5.00

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 KLUCKHOLN, INC.

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

(a) To engage in the sale of food, beer and alcoholic beverages and all other uses incident thereto and inherent therein.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

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

LAW OFFICES RICHARD W. LAURICELLA

(d) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United State 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 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.

The aforesaid 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 purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 4 West Main Street, Boonsboro, Maryland, 21713. 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; (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 a Directors' organizational meeting is held and at least one share of stock issued, at which time the Corporation 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 Norman Hose.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4<sup>th</sup> day of June, 1980.

Witness:

Marian Marshall

Richard W. Lauricella  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 4<sup>th</sup> day of June, 1980,

before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Marian Marshall  
Notary Public

My Commission expires:

7/1/82

LAW OFFICES RICHARD W. LAURICELLA



ARTICLES OF INCORPORATION  
OF  
KLUCKHOLN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 6, 1980 at 11:00 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2478, folio 000677, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98615

JAN 14 3 13 PM '81  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record January 14, 1981 at 3:13 o'clock pm liber 729  
EAGLE AIR, INCORPORATED

## ARTICLES OF INCORPORATION

JAN 14-81 A# 14337 \*\*\*\*\*5.00

FIRST: I, Michael G. Day, whose post office address is 218 North Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

EAGLE AIR, INCORPORATED

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

1. To own and operate a flight training school.
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 Post Office Box 1951, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is C. William Hetzer, whose post office address is Route #5, Box 410-A, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and

2. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

James E. Jarvis

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

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

2. The board of directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the

Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3 day of June, 1980, and I acknowledge the same to be my act.

WITNESS:

Delia J. Henson

Michael G. Day (SEAL)  
Michael G. Day

ARTICLES OF INCORPORATION  
OF  
EAGLE AIR, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 6, 1980 at 1:00 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2478, folio 0110, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98538

JAN 14 3 13 PM '81

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record January 14, 1981 at 3:13 o'clock pm liber 711  
ARTICLES OF INCORPORATION

OF

DE BRU INCORPORATED

A Close Corporation

JAN 14-81 A<sup>4</sup> 14336 \*\*\*\*\*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 De Bru Incorporated.

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

(a) To provide residential and commercial general cleaning services and all other activities incident thereto and inherent therein.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

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

LAW OFFICES RICHARD W. LAURICELLA

(d) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United State 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 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.

The aforesaid 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 purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 241 North Main Street, Boonsboro, Maryland, 21713. 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 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; (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 two (2) 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 names of the Directors who shall act until the Charter is approved shall be

Earl B. G. Brubeck and Joseph C. C. DeLusia.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this  
12<sup>th</sup> day of *May*, 1980.

Witness:

*Marian Marshall*

*Richard W. Lauricella*  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 12<sup>th</sup> day of *May*, 1980,  
before me, the subscriber, a Notary Public of the State of Maryland, in and  
for Washington County, personally appeared Richard W. Lauricella and acknowl-  
edged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

*Marian Marshall*  
Notary Public

My Commission expires:

*7/1/82*

LAW OFFICES RICHARD W. LAURICELLA



1345

ARTICLES OF INCORPORATION  
OF  
DE BRU INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 6, 1980 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2478, folio 000105, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98537

JAN 14 3 13 PM '81

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record January 14, 1981 at 3:13 o'clock pm liber 29  
INTERSTATE PERMITTING CORP.

ARTICLES OF INCORPORATION

JAN 14-81 A# 14335 \*\*\*\*\*5.00

FIRST: I, EDWARD N. BUTTON, whose post office address is 580 Northern Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

INTERSTATE PERMITTING CORP.

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

(1) To act as agent (other than fiscal or transfer), attorney-in-fact, factor, or broker, on commission or otherwise, for individuals, co-partnerships, joint-stock associations, or corporations, foreign or domestic, including governments or governmental authorities; to aid and assist, promote, and conserve the interest of, and afford facilities for the convenient transaction of business by, its principals and patrons in all parts of the world.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 2063 Greenfield Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Karen D. Merchant, 2063 Greenfield Road, Hagerstown, Maryland 21237. Said Resident Agent is an individual actually residing in the State of Maryland.

*mill*

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) 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 Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Thomas O. Moore, II, and Karen D. Merchant.

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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



1331

ARTICLES OF INCORPORATION  
OF  
INTERSTATE PERMITTING CORP.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 5, 1980 at 12:00 o'clock Noon M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2477, folio 2543, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98435

JAN 14 3 13 PM '81

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

## ARTICLES OF AMENDMENT

## ORTHOPAEDIC ASSOCIATES,

DRS. DOBBIE, BANKS, ALTIZER &amp; HOBBS, P.A.

Received For Record January 14, 1981 at 3:13 o'clock pm JAN 14 81 AM 14334 \*\*\*\*\*5.00

Orthopaedic Associates, Drs. Dobbie, Banks, Altizer & Hobbs, 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 Articles of Amendment amending the Charter of the Corporation, said amendment being dated July 9, 1975, is hereby amended effective June 1, 1980, by striking out Article 2:

SECOND: That the name of the Corporation is: Orthopaedic Associates, Drs. Dobbie, Banks, Altizer & Hobbs, P.A.

and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is: Orthopaedic Associates, Drs. Dobbie, Altizer, Hobbs, Patterson & Cirincione, P.A.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on January 8, 1980 adopted a resolution in which was set forth the foregoing amendment to the Charter to be effective June 1, 1980, 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 January 8, 1980.

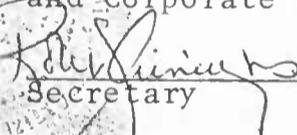
THIRD: Notice setting forth the said amendment of Charter and stating that a purpose of the meeting of the Stockholders

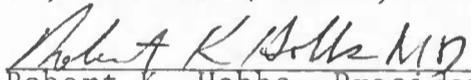
would be to take action thereon, was given as required by law to all Stockholders to the Corporation entitled to vote thereon. The amendment of the Charter of the Corporation as hereinabove set forth was approved by the Stockholders of the Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED, President of Orthopaedic Associates, Drs. Dobbie, Banks, Altizer & Hobbs, 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 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:

ORTHOPAEDIC ASSOCIATES, DRs. DOBBIE,  
BANKS, ALTIZER & HOBBS, P.A.

  
Secretary

By:   
Robert K. Hobbs, President

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

I HEREBY CERTIFY, that on this 18<sup>th</sup> day of February, 1950, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert K. Hobbs, M.D., President of Orthopaedic Associates, Drs. Dobbie, Banks, Altizer & Hobbs, 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.

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

*Arthur G. Shumhill*  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
1 July 1982

1330

ARTICLES OF AMENDMENT

OF

ORTHOPAEDIC ASSOCIATES, DRs. DOBBIE, BANKS, ALTIZER & HOBBS, P. A.

Changing its name to:

ORTHOPAEDIC ASSOCIATES, DRs. DOBBIE, ALTIZER, HOBBS, PATTERSON & CIRINCIONE P.A.

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

of Maryland June 2, 1980 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

*4*

Recorded in Liber *2477*, folio *002435*, 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. Summers*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98412

JAN 14 3 13 PM '81

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record January 14, 1981 at 3:13 o'clock pm liber 29

WESMARCO ENTERPRISES, INC.

Articles Of Amendment

APR 14-81 A# 14333 \*\*\*\*\*5.00

Wesmarco Enterprises, Inc., a Maryland Corporation, having its principal office at 50 Summit Avenue, Hagerstown, Maryland, (hereinafter called the "Corporation") certifies to the Department of Assessments and Taxation that:

FIRST: That the Charter of the Corporation is hereby amended by striking out Article SEVENTH of the Articles of Incorporation which now reads as follows:

"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 qualify, are ALLEN M. BAUMGARDNER, LEE E. STINE, JR., and MARY ALICE BAUMGARDNER."

and placing in its stead a new Article SEVENTH of the Articles of Incorporation which now reads as follows:

"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), 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."

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 shareholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the shareholders of the Corporation duly approved said amendment on May 5, 1980.

IN WITNESS WHEREOF, Wesmarco Enterprises, Inc. caused these presents to be signed on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by the Secretary on this 5 day of May, 1980, and its President acknowledges that these Articles of Amendment are the act and deed

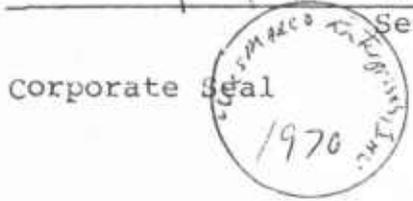
of Wesmarco Enterprises, Inc. and under penalties of perjury that the matters and facts set forth herein with respect to the authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

WESMARCO ENTERPRISES, INC.

*[Handwritten Signature]*  
\_\_\_\_\_  
Secretary

By: *[Handwritten Signature]*  
\_\_\_\_\_  
President



Corporate Seal

ARTICLES OF AMENDMENT  
OF  
WESMARCO ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 13, 1980 at 2:00 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2477, folio 1985, 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 OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98364

JAN 14 3 13 PM '81

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record January 14, 1981 at 3:13 o'clock pm Liber 79  
MELLOTT BROTHERS STONE CORPORATION

## ARTICLES OF INCORPORATION

MD 12-81A# 14338 \*\*\*\*\*7.00

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 81 West Washington Street, Hagerstown, Maryland, 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 Mellott Brothers Stone Corporation.

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

(1) To engage in the business of quarrying, mining, processing, and finishing stone and related stone, concrete, and mineral products and to mine, convert, treat, process, finish, refine, sell, deal, or exchange such materials.

(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 Maryland is c/o Meyers, Young & Varner, P.A., 81 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Lynn F. Meyers, c/o Meyers, Young & Varner, P.A., 81 West Washington

Street, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has the authority to issue is One Hundred Thousand (100,000) shares divided into Seventy-Five Thousand (75,000) shares of Common Stock with a par value of One (\$1.00) Dollar per share (the "Common Stock") and Twenty-Five (25,000) shares of Preferred Stock of a par value of One (\$1.00) Dollar per share (the "Preferred Stock").

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

(1) With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, holders of the Common Stock shall have no voting power whatsoever, and no holders of Common Stock shall vote or otherwise participate in any proceedings in which action shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the Stockholders.

The holders of the Preferred Stock shall possess all voting powers for all purposes including, by way of illustration and not of limitation, the election of Directors.

(2) Except as hereinabove and hereinafter provided in the Article FIFTH, with respect to voting powers and

other matters specifically set forth, the Common Stock and the Preferred Stock of the Corporation shall be identical in all respects and for all purposes.

All rights granted and distributions made in accordance with the preferences, rights, restrictions, powers, and qualifications set forth in this Article with respect to a class of stock shall be divided among the stockholders of the stock of that class in the proportion which the number of shares of stock of that class held by each stockholder bears to aggregate number of outstanding share of stock of that class.

(3) In the event of any voluntary or involuntary liquidation (in whole or in part), dissolution, or winding-up of the Corporation, the holders of the Common Stock and the Preferred Stock of the Corporation shall be paid out of the assets of the Corporation available for distribution to its stockholders in the following order or priority:

(a) First, to the holders of the Preferred Stock an amount equal to all unpaid declared, accumulated dividends, if any, thereon, without interest.

(b) Second, to the holders of the Preferred Stock an amount equal to One (\$1.00) Dollar per share and to the holders of the Common Stock an amount equal to One (\$1.00) Dollar per share; provided, however, that in the event that the assets of the Corporation available for distribution are insufficient to make the distributions with respect to each class of stock above set forth in the subparagraph (b), then

the aggregate amount distributed hereunder shall be divided among the respective classes of stock in the following proportions.

(i) Seventy-Five (75%) percent to the holders of the Preferred Stock.

(ii) Twenty-Five (25%) percent to the holders of the Common Stock.

(c) Third, thereafter, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among and paid to the holders of Preferred Stock and Common Stock, share and share alike and without any distinction as to class, in proportion to their respective stockholdings.

A merger or consolidation of the Corporation with or into any other corporation, a share exchange involving the Corporation, or a sale, lease, exchange, or transfer of all or any part of the assets of the Corporation which shall not in fact result in the liquidation (in whole or in part) of the Corporation and the distribution of its assets to its stockholders shall not be deemed to be a voluntary or involuntary liquidation (in whole or in part), dissolution or winding-up of the Corporation.

(4) The holders of the Preferred Stock shall be entitled to receive at the end of each and every fiscal year of the Corporation, but only when and as authorized by the Board of Directors of the Corporation, out of the assets of the Corporation legally available for dividends, cash

dividends at the rate of Eight (8%) percent per share of the par value thereof for each fiscal year of the Corporation, without interest, before any sum or sums shall be set aside for or applied to the purchase or redemption of the Preferred Stock or the purchase, redemption or other acquisition for value of any other class of stock and before any dividend shall be paid or declared or any other distribution shall be ordered or made, upon any other class of stock; provided, however, that the declaration and payment of dividends on the Preferred Stock shall be subject to and in accordance with the following:

(a) If any dividends payable on the Preferred Stock with respect to any fiscal year of the Corporation are not paid for any reason, the right of the holders of the Preferred Stock to receive payment of such dividend shall not lapse or terminate, but said unpaid dividend or dividends shall accumulate and shall be paid without interest to the holders of the Preferred Stock, when and as authorized by the Board of Directors of the Corporation, before any sum or sums shall be set aside for or applied to the purchase or redemption of the Preferred Stock or the purchase, redemption or other acquisition for value of any other class of stock and before any dividend shall be paid or declared, or any other distribution shall be ordered or made, upon any other class of stock.

(b) No dividends shall be paid on the Preferred Stock at such time as:

(i) Such payment would violate Maryland law;

(c) If the issuance of any of the Preferred Stock shall take place on a day other than the first day of the Corporation's fiscal year, the Corporation shall pay with respect to said fiscal year a pro-rated amount of the annual dividend on such issued Preferred Stock for the period of time from the date of issuance of such Preferred Stock until the end of the fiscal year.

(5) Each holder of Preferred Stock, upon thirty (30) days written notice sent by Certified Mail, Return Receipt Requested, and received by the Corporation, and upon surrender of all or part of the stock certificates of the Corporation representing shares of Preferred Stock to the Corporation or its transfer agent in such manner as shall be designated by the Board of Directors, shall have the right at any time to require the Corporation to repurchase all or part of the Preferred Stock held by such individual stockholder at the price of One (\$1.00) Dollar per share; provided, however, that the right to require repurchase set forth in this paragraph (4) shall only be exercisable after all accumulated and unpaid dividends on the Preferred Stock shall have been paid, or authorized and set aside for payment; and provided further that the Corporation shall not be required to repurchase Preferred Stock pursuant to this paragraph (4) at such time as:

(i) Such repurchase would violate Maryland law;

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, provided that:

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Paul C. Mellott, Forrest B. Mellott, Paul C. Mellott, Jr., Herman B. Mellott, and Brian L. Mellott.

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 hereinafter 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.

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 no 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 28<sup>th</sup> day of May 1980, and I acknowledge the same to be my act.

WITNESS:

Nancy C. Boyer

Lynn H. Meyers (SEAL)  
Lynn H. Meyers

ARTICLES OF INCORPORATION  
OF  
MELLOTT BROTHERS STONE CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 3, 1980 at 10:00 o'clock A M. as in conformity  
with law and ordered recorded.

*[Handwritten signature]*

Recorded in Liber 2477, folio 001910, 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 \$ \_\_\_\_\_  
7.00

To the clerk of the Circuit Court of Washington County

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

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

*William J. Sumner*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98349

JAN 14 3 13 PM '81  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

## HBM STONE PRODUCTS, INC.

## ARTICLES OF INCORPORATION

Received For Record January 14, 1981 at 3:13 o'clock pm<sup>o</sup>liber 29

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 81 West Washington Street, Hagerstown, Maryland, 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 HBM Stone Products, Inc..

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

(1) To engage in the business of quarrying, mining, processing, and finishing stone and related stone, concrete, and mineral products and to mine, convert, treat, process, finish, refine, sell, deal, or exchange such materials.

(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 Maryland is c/o Meyers, Young & Varner, P.A., 81 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Lynn F. Meyers, c/o Meyers, Young & Varner, P.A., 81 West Washington

Street, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has the authority to issue is One Hundred Thousand (100,000) shares divided into Seventy-Five Thousand (75,000) shares of Common Stock with a par value of One (\$1.00) Dollar per share (the "Common Stock") and Twenty-Five (25,000) shares of Preferred Stock of a par value of One (\$1.00) Dollar per share (the "Preferred Stock").

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

(1) With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, holders of the Common Stock shall have no voting power whatsoever, and no holders of Common Stock shall vote or otherwise participate in any proceedings in which action shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the Stockholders.

The holders of the Preferred Stock shall possess all voting powers for all purposes including, by way of illustration and not of limitation, the election of Directors.

(2) Except as hereinabove and hereinafter provided in the Article FIFTH, with respect to voting powers and

other matters specifically set forth, the Common Stock and the Preferred Stock of the Corporation shall be identical in all respects and for all purposes.

All rights granted and distributions made in accordance with the preferences, rights, restrictions, powers, and qualifications set forth in this Article with respect to a class of stock shall be divided among the stockholders of the stock of that class in the proportion which the number of shares of stock of that class held by each stockholder bears to aggregate number of outstanding share of stock of that class.

(3) In the event of any voluntary or involuntary liquidation (in whole or in part), dissolution, or winding-up of the Corporation, the holders of the Common Stock and the Preferred Stock of the Corporation shall be paid out of the assets of the Corporation available for distribution to its stockholders in the following order or priority:

(a) First, to the holders of the Preferred Stock an amount equal to all unpaid declared, accumulated dividends, if any, thereon, without interest.

(b) Second, to the holders of the Preferred Stock an amount equal to One (\$1.00) Dollar per share and to the holders of the Common Stock an amount equal to One (\$1.00) Dollar per share; provided, however, that in the event that the assets of the Corporation available for distribution are insufficient to make the distributions with respect to each class of stock above set forth in the subparagraph (b), then

the aggregate amount distributed hereunder shall be divided among the respective classes of stock in the following proportions.

(i) Seventy-Five (75%) percent to the holders of the Preferred Stock.

(ii) Twenty-Five (25%) percent to the holders of the Common Stock.

(c) Third, thereafter, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among and paid to the holders of Preferred Stock and Common Stock, share and share alike and without any distinction as to class, in proportion to their respective stockholdings.

A merger or consolidation of the Corporation with or into any other corporation, a share exchange involving the Corporation, or a sale, lease, exchange, or transfer of all or any part of the assets of the Corporation which shall not in fact result in the liquidation (in whole or in part) of the Corporation and the distribution of its assets to its stockholders shall not be deemed to be a voluntary or involuntary liquidation (in whole or in part), dissolution or winding-up of the Corporation.

(4) The holders of the Preferred Stock shall be entitled to receive at the end of each and every fiscal year of the Corporation, but only when and as authorized by the Board of Directors of the Corporation, out of the assets of the Corporation legally available for dividends, cash

dividends at the rate of Eight (8%) percent per share of the par value thereof for each fiscal year of the Corporation, without interest, before any sum or sums shall be set aside for or applied to the purchase or redemption of the Preferred Stock or the purchase, redemption or other acquisition for value of any other class of stock and before any dividend shall be paid or declared or any other distribution shall be ordered or made, upon any other class of stock; provided, however, that the declaration and payment of dividends on the Preferred Stock shall be subject to and in accordance with the following:

(a) If any dividends payable on the Preferred Stock with respect to any fiscal year of the Corporation are not paid for any reason, the right of the holders of the Preferred Stock to receive payment of such dividend shall not lapse or terminate, but said unpaid dividend or dividends shall accumulate and shall be paid without interest to the holders of the Preferred Stock, when and as authorized by the Board of Directors of the Corporation, before any sum or sums shall be set aside for or applied to the purchase or redemption of the Preferred Stock or the purchase, redemption or other acquisition for value of any other class of stock and before any dividend shall be paid or declared, or any other distribution shall be ordered or made, upon any other class of stock.

(b) No dividends shall be paid on the Preferred Stock at such time as:

(i) Such payment would violate Maryland law;

(c) If the issuance of any of the Preferred Stock shall take place on a day other than the first day of the Corporation's fiscal year, the Corporation shall pay with respect to said fiscal year a pro-rated amount of the annual dividend on such issued Preferred Stock for the period of time from the date of issuance of such Preferred Stock until the end of the fiscal year.

(5) Each holder of Preferred Stock, upon thirty (30) days written notice sent by Certified Mail, Return Receipt Requested, and received by the Corporation, and upon surrender of all or part of the stock certificates of the Corporation representing shares of Preferred Stock to the Corporation or its transfer agent in such manner as shall be designated by the Board of Directors, shall have the right at any time to require the Corporation to repurchase all or part of the Preferred Stock held by such individual stockholder at the price of One (\$1.00) Dollar per share; provided, however, that the right to require repurchase set forth in this paragraph (4) shall only be exercisable after all accumulated and unpaid dividends on the Preferred Stock shall have been paid, or authorized and set aside for payment; and provided further that the Corporation shall not be required to repurchase Preferred Stock pursuant to this paragraph (4) at such time as:

(i) Such repurchase would violate Maryland law;

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, provided that:

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Forrest B. Mellott, Paul C. Mellott, Paul C. Mellott, Jr., Herman B. Mellott, and Brian L. Mellott.

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 hereinafter 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.

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 no 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 28<sup>th</sup> day of May 1980, and I acknowledge the same to be my act.

WITNESS:

Nancy C. Bayer

Lynn F. Meyers (SEAL)

ARTICLES OF INCORPORATION  
OF  
HBM STONE PRODUCTS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 3, 1980 at 10:00 o'clock A M. as in conformity  
with law and ordered recorded.

10

Recorded in Liber 2477, folio 1867, 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 \$ \_\_\_\_\_  
7.00

To the clerk of the Circuit Court of Washington County

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

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

*William J. Simmons*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98342

JAN 14 3 13 PM '81

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

LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

Received For Record January 14, 1981 at 3:13 o'clock pm liber 29.

IN: 10-81 A# 14330 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION  
OF  
FAMILY ELLIOTT FOUNDATION, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Merle S. Elliott, whose post office address is 740 Fountain Head Road, Hagerstown, Maryland, being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgment and filing of these Articles.

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

"FAMILY ELLIOTT FOUNDATION, INC."

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

(a) The purposes for which the Corporation is formed are to engage in and carry on exclusively one or more religious, charitable, scientific, literary or educational purposes. No part of corporate activities shall consist of participation in or intervention in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of corporate activities shall be devoted to attempting to influence legislation by propaganda or otherwise. The corporation has no objectives and shall engage in no activities which might characterize it as an "action" corporation as defined by Section 501(c)(3)-1 (c)(3), Internal Revenue Code of 1954.

No part of net earnings of the corporation shall inure

to the benefit of any director of the corporation or other individual having a substantial interest in the corporation as founder or substantial contributor, provided however that nothing herein shall prevent any distribution by reason of a director or officer being connected with distributee.

In the event of the dissolution of this Corporation, any assets of the Corporation remaining after the payment of the debts of the Corporation shall be distributed to The Mason Dixon Council, Boy Scouts of America, or its successor serving scouting in the area served by that Council at the date of the establishment of that Corporation or to another charitable organization with similar purposes in the same geographic area.

(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.

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

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

FOURTH: The Post Office address of the principal office of the Corporation in this State is 740 Fountain Head Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is Merle S. Elliott, 740 Fountain Head Road, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: This Corporation is not authorized to issue capital stock.

SIXTH: The Corporation shall have not more than five (5) nor less than three (3) directors and Merle S. Elliott, Joann E. Elliott and Judith Patton shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

SEVENTH: The members of the Corporation shall be Merle S. Elliott, Joann E. Elliott and Judith Patton and such persons as the directors shall from time to time elect to membership.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30<sup>th</sup> day of May, 1980.

WITNESS:

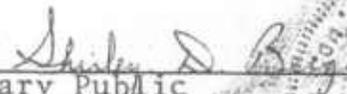
Shirley D. Berger

Merle S. Elliott (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30<sup>th</sup> day of May, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Merle S. Elliott and acknowledged the foregoing Articles of Incorporation to be his act.

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

  
Notary Public

Comm. Exp. July 1, 1982

917  
1310

ARTICLES OF INCORPORATION  
OF  
FAMILY ELLIOTT FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 3, 1980 at 1:30 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2477, 001617, folio 001617, 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 \$ \_\_\_\_\_  
500

To the clerk of the Circuit Court of Washington County

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

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

*William J. Simmons*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98313

JAN 14 3 13 PM '81  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

Received For Record January 14, 1981 at 3:13 o<sup>1</sup>/<sub>2</sub>clock pm liber 29.

JAN 14-81 A# 14329 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION  
OF  
TURNING POINT OF WASHINGTON COUNTY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Bonita Carol Distad, Route 1, Box 340, Hagerstown, Maryland, 21740, Jeffrey J. Newlin, 1916 Greenmeadow Lane, Hagerstown, Maryland, 21740, and Wilson L. Rowe, 418 West Antietam Street, Hagerstown, Maryland, 21740, all residing in Washington County, State of Maryland and 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, associates ourselves with the intention of forming a corporation by the execution and filing of these Articles.

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

TURNING POINT OF WASHINGTON COUNTY, INC.

THIRD: The Corporation is organized for the purpose of receiving contributions and/or grants from citizens, groups, societies, corporations and/or state and federal agencies for the purpose of providing services to a segment of the community which includes persons discharged from mental health facilities with severe mental illness by maintaining both a lower rate of reinstitutionalization and minimizing the duration of hospitalizations, by shifting the focus of service from individual pathology to individual function with development of pre-vocational life skills and vocational skilled development, to determine the special residential living requirements of the severely mentally disabled segment of the community, to encourage and develop the natural folk support system in Washington County for the mentally disabled and to generally operate a resocialization center in an attempt to affect in a positive manner the reinstitutionalization rate common to this segment of the population. The Corporation shall have the power, either directly or indirectly and either alone or in conjunction or cooperation with others, to do any and all lawful acts or things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any

or all purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. 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 the any candidate for public office. Notwithstanding any other provision herein to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 504 (c) (3) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may hereafter be amended from time to time.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is c/o Washington County Health Department, 1302 Pennsylvania Avenue, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Bonita Carol Distad, whose post office address as such resident agent is c/o Washington County Health Department, 1302 Pennsylvania Avenue, 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 no more than seventeen (17) nor less than 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 their successors are duly chosen and qualify are Bonita Carol Distad, Jeffrey J. Newlin, and Wilson L. Rowe.

SIXTH: The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock nor to declare dividends, and no part of its net earnings shall inure to the benefit of, nor be distributable to, any member, trustee, officer, director, or other private person. The Corporation shall be authorized and empowered to pay reasonable

compensation for services rendered to it, and the balance, if any, of all money received by the Corporation from its operation, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively in furtherance of the purposes set forth in Article THIRD hereof.

SEVENTH: In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within those set forth in Article THIRD of this certificate and within the intent of Section 504 (c) (3) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 26<sup>th</sup> day of May, 1980,

WITNESS:

<u>Laura O. Hull</u>	<u>Bonita Carol Distad</u> (SEAL) Bonita Carol Distad
<u>Laura O. Hull</u>	<u>Jeffrey J. Newlin</u> (SEAL) Jeffrey J. Newlin
<u>Laura O. Hull</u>	<u>Wilson L. Rowe</u> (SEAL) Wilson L. Rowe

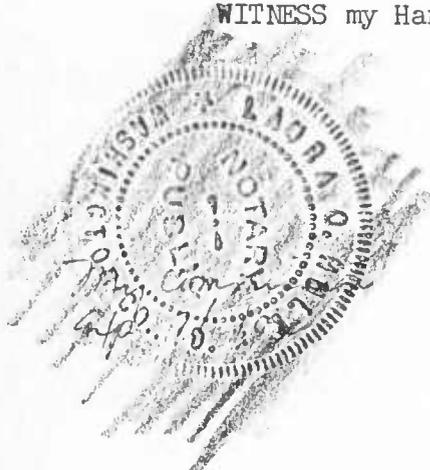
STATE OF MARYLAND

COUNTY OF WASHINGTON, TO-WIT:

I hereby certify on this 26<sup>th</sup> day of May, 1980, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared Bonita Carol Distad, Jeffrey J. Newlin, and Wilson L. Rowe,

and did each acknowledge the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my Hand and Notarial Seal.



Laura O. Hall  
Notary Public

ARTICLES OF INCORPORATION  
OF  
TURNING POINT OF WASHINGTON COUNTY, INC.

1302

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 29, 1980 at 8:30 o'clock <sup>A</sup> M. as in conformity  
with law and ordered recorded.

*5*

Recorded in Liber *2477, folio 0790* 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. Summitt*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 98221

JAN 14 3 13 PM '81  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

## HAGERSTOWN ESTATE PLANNING COUNCIL, INC.

## ARTICLES OF INCORPORATION

Received For Record January 14, 1981 at 3:13pm liber 29  
JAN 14-81 A # 14328 \*\*\*\*\*5.00

FIRST: The undersigned, E. Kenneth Grove, Jr. whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740 being at least 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 Hagerstown Estate Planning Council, Inc.

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

a. To provide a better understanding of estate planning and of the services that estate planners can render to the general public.

b. To promote cooperation, and to foster a better understanding of the proper relationship among estate planners of different professions.

c. To further the education of its members and the general public in the field of estate planning.

FOURTH: The post office address of the principal office of the Corporation is 81 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is E. Kenneth Grove, Jr., 81 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is an individual actually

residing in Maryland.

FIFTH: The Corporation is not organized for profit. It is organized on a non-stock basis and shall not be authorized to issue stock. The qualifications for and other matters relating to its members shall be as set forth in the by-laws of the Corporation. The number of Directors of the Corporation shall be eleven (11), which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than three (3). The names of the current directors who shall act until their successors are duly chosen and qualified are Lynn F. Meyers, E. Kenneth Grove, Jr., William P. Young, Jr., William G. Psillas, Sr., John C. Patterson, Jr., Gerald V. Driscoll, Sandra S. Tillou, Charles A. Willhide, Merle S. Elliott, Terry L. Randall and Robert L. Harrell.

SIXTH: The Corporation shall have all the powers granted to corporations under the laws of the State of Maryland which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which will cause it not to qualify as a tax exempt organization under Section 501 (c) (6) of the Internal Revenue Code of 1954 as it now exists or as it may be amended from time to time; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings of the Corporation shall inure to the benefit of

any private individual.

SEVENTH: In the event of a dissolution of the Corporation after the payment, satisfaction, and discharge of all liabilities and obligations the remaining assets and properties of every nature and description whatsoever not held upon a condition requiring return, transfer, or conveyance by reason of dissolution shall be paid over and transferred to one or more organizations qualified as exempt under Section 501 (c)(3) or Section 501 (c)(6) of the Internal Revenue Code.

In Witness Whereof, I have signed these Articles of Incorporation and acknowledge same to be my act this 23rd day of May 1980.

Witness:

Nancy C. Bauer

E. Kenneth Grove Jr.  
E. Kenneth Grove Jr.

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

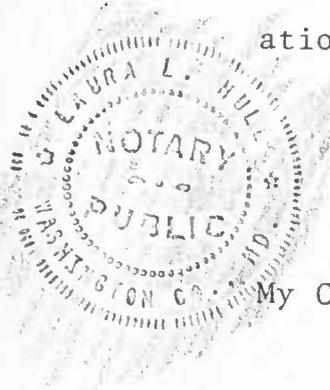
I HEREBY CERTIFY, that on this            day of            , A.D., 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared E. Kenneth Grove, Jr. personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge the foregoing Articles of Incorporation to be his act.

Witness my hand and official Notarial Seal.

Laura L. Hull  
Notary Public

My Commission Expires:

1 July 1982



ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN ESTATE PLANNING COUNCIL, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 28, 1980 at 8:30 o'clock A. M. as in conformity  
with law and ordered recorded.

*[Signature]*

Recorded in Liber 2476, folio 3233, 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*



OF MARYLAND  
WASHINGTON COUNTY  
RECORDED FOR RECORD

A 98140

MAY 14 3 13 PM '81  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK