

ARTICLES OF INCORPORATION

OF

PROFESSIONAL SERVICES COMPUTER PROGRAMMERS, INC.

Received for record March 5th, 1981 at 2:17 p.m. Liber #30

THIS IS TO CERTIFY:

MAR -5-81 A# 18087 *****5.00

FIRST: We, the undersigned, Fred C. Wright, Jr., whose post office address is 49 Summit Avenue, Hagerstown, Maryland, 21740; Michael A. Gardner, whose post office address is Route # 5, Box 150, Hagerstown, Maryland, 21740 and E. Frances Bender, whose post office address is 1209 Crescent Road, Hagerstown, Maryland, 21740; each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by the virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Professional Services Computer Programmers, Inc.

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

The preparation and implementation of software for computer operations.

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 Wright-Gardner Insurance, Inc., 49 Summit Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Fred C. Wright, Jr., 49 Summit Avenue, 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 Fred C. Wright, Jr., Michael A. Gardner and E. Frances Bender.

Jui

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on August 28, 1979.

WITNESS:

W. Leibel Holland

Fred C. Wright, Jr.
Fred C. Wright, Jr.

W. Leibel Holland

Michael A. Gardner
Michael A. Gardner

W. Leibel Holland

E. Frances Bender
E. Frances Bender

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this day of , 1979, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Fred C. Wright, Jr., Michael A. Gardner, and E. Frances Bender, and severally acknowledged the foregoing Articles of Incorporation as their voluntary act.

WITNESS my hand and Notarial Seal.

W. Leibel Holland
Notary Public

My Comm. Exp. 7-1-82

109

ARTICLES OF INCORPORATION
OF
PROFESSIONAL SERVICES COMPUTER PROGRAMMERS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 16, 1980 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2480, 003209, 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. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 99834

MAR 5 2 17 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received for record March 5th, 1981 at 2:17 p.m. Liber #30

ARTICLES OF INCORPORATION

MAR -5-81 A# 18088 *****5.00

ANTLE RESEARCH INSTITUTE, INC.

(14) 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 Antle Research Institute, Inc.

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

(1) To consult with and advise persons, firms, corporations, and governmental authorities and agencies for the purpose of evaluating, offering recommendations and assisting in the marketing of their business activities.

(2) To engage in advertising of all kinds through all types of media; and to engage in any other lawful purpose and/or business.

(3) 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. 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 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: Catherine A. Wieszorek, Edwin H. Miller and Mary A. Miller.

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 3rd day of July, 1980, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Stetelmayer Edwin H. Miller
Edwin H. Miller

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

I HEREBY CERTIFY, That on this 3rd day of July, 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.

Eunice C. Stetelmayer
Notary Public

My Commission Expires:
July 1, 1982

5.00

ARTICLES OF INCORPORATION
OF
ANTLE RESEARCH INSTITUTE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 14, 1980 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.

[Signature]

Recorded in Liber **2480**, folio **2580**, 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. Sammons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 99756

MAR 5 2 17 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

X

Received for record March 5th, 1981 at 2:17 p.m. Liber #30

ARTICLES OF INCORPORATION

OF

ABBIATI ASSOCIATES, INC.

(A Close Corporation)

MAR -5-81 A# 18069 *****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 ABBIATI ASSOCIATES, INC., a Close Corporation.

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

(a) To engage in the retail and wholesale sale of auto parts and industrial supplies and all other uses and 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 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.

LAW OFFICES RICHARD W. LAURICELLA
FOURTH: The post office address of the principal office of the Corporation in this State is 55 East Irvin 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 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 Direc-

tors, 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 Melvin N. Abbiati.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this
10th day of July, 1980.

Witness:

Marian Marshall

Richard W. Lauricella
Richard W. Lauricella

LAW OFFICES RICHARD W. LAURICELLA

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

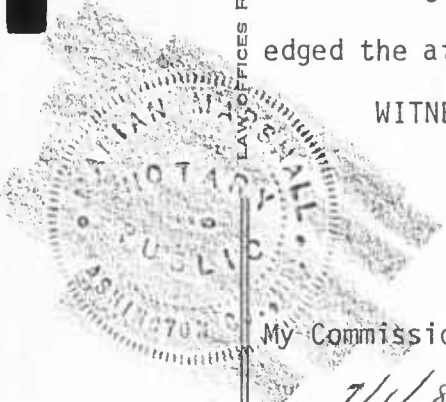
I HEREBY CERTIFY, that on this 10th day of July, 1980,
before me, the subscriber, a Notary Public of the State of Maryland, in and
for Washington County, personally appeared Richard W. Lauricella and acknowl-
edged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Marian Marshall
Notary Public

My Commission expires:

7/1/82



ARTICLES OF INCORPORATION

OF

ABBIATI ASSOCIATES, INC.

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

of Maryland July 14, 1980 at 2:30 o'clock P.M. as in conformity
with law and ordered recorded.

Recorded in Liber **2480**, folio **002572**, 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 99754

MAR 5 2 17 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received for record March 5th, 1981 at 2:17 p.m. Liber #30

ARTICLES OF INCORPORATION

OF

JAN -5-81 A.E. 18090 *****5.00

JAMES J. HARBELL, 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 JAMES J. HARBELL, INC.

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

(a) To engage in the business of retail and wholesale sales of automotive and industrial parts and supplies 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 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 775 Point Salem 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 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 Direc-

tors, 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 James J. Harbell.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this
1st day of July, 1980.

Witness:

Marian Marshall

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1st day of July, 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



ARTICLES OF INCORPORATION

OF

JAMES J. HARBELL, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 10, 1980 at 9:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2480, folio 002055, 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 99712

MAR 5 2 17 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received for record ARTICLES OF INCORPORATION
March 5, 1981
at 2:17 p.m. Liber #30 OF

CLEAR SPRING DISTRICT HISTORICAL
ASSOCIATION INC.

THIS IS TO CERTIFY:

MAR-5-81 A# 16091 *****5.00

That we, Joan C. Hull, whose post office address is Route #1, Clear Spring, Maryland, Hilda E. Cushwa, whose post office address is Route # 1 , Clear Spring, Maryland, and Donald L. Spickler whose post office address is Route # 1, Clear Spring, Maryland, all being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a Corporation.

ARTICLE I - NAME

The name of the Corporation (which is hereafter called the "Corporation") is Clear Spring District Historical Association Inc.

ARTICLE II - Purposes

The purposes for which the Corporation is formed are:

(1) To preserve and maintain historical, aesthetic and cultural properties, buildings, fixtures, furnishings and appurtenances pertaining in anyway to the Clear Spring District from earliest times, to encourage others to do so and to promote interest in the study of such matters.

(2) To promote generally the fine arts and remembrances of the historical in the Clear Spring District, by exhibitions, purchase, exchange, loan for exhibitions, lease and exchange, of all types of art and historical materical and objects, both real and personal, and the perservation and exhibition thereof.

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

(4) To purchase, sell, exchange, lease, invest or reinvest in real and personal property and to engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.

(5) To solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute, grant or otherwise, as well as the proceeds of admission charges, either in trust or otherwise, to own, hold, operate and administer real and personal property, and generally to do all things necessary and proper to accomplish the purposes hereinabove stated and permitted to like non-profit corporations by law.

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

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

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

(9) The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

ARTICLE III - Address and Resident Agent

The Post Office address of the principal office of the Corporation in this State is Route #1, Clear Spring, Maryland.

The name and Post Office address of the Resident Agent of the Corporation in this State is Joan C. Hull, Route #1, Clear Spring, Maryland. Said Resident Agent is a citizen of this State and actually resides herein.

ARTICLE IV

The Corporation is not authorized to issue any capital stock and shall be a non-stock and non-profit corporation. No officer of the Corporation shall draw nor receive any salary, nor shall any of the funds of the Corporation inure to the personal or individual benefit of any of the officers or members hereof. Members shall be selected, removed or may resign; vacancies may be filled and additional members elected as provided in the By-Laws.

ARTICLE V - Directors

The number of Directors of the Corporation shall be five (5) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) and the names of the Directors, who shall act until the first meeting or until their successors are duly chosen and qualified are: Joan C. Hull, Hilda E. Cushwa and Donald L. Spickler.

ARTICLE VI - Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational and historical preservation purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively

for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 23rd day of June A.D. 1980.

Witness
(To all Signatures)

Joan C. Hull
Joan C. Hull
Hilda E. Cushwa
Hilda E. Cushwa
Donald L. Spickler
Donald L. Spickler

George J. Snyder

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 23rd day of June A.D. 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joan C. Hull, Hilda E. Cushwa and Donald L. Spickler, who acknowledged the foregoing Articles to be their act.

WITNESS my hand and Official Notarial Seal.

Margaret A. Snyder
Notary Public
My Comm. Expires: 7/1/82

ARTICLES OF INCORPORATION
OF
CLEAR SPRING DISTRICT HISTORICAL ASSOCIATION INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 10, 1980 at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2480, folio 1798, 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 99660

MAR 5 2 17 PM '81

LIBER _____
LAND ☐ _____
VAUGHN BAKER, CLERK

Received for record March 5th, 1981 at 2:17 p.m. Liber #30

U.S.A. REALTY, INC.

ARTICLES OF INCORPORATION

B
FIRST: I, Gary R. Holtzman, whose post office address is 321 Greendale Drive, 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:

U.S.A. REALTY, INC.

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

1. To own and carry on the business of as follows:

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

(b) To transact the business of a real estate agent or broker, and to hold a real estate broker's license as permitted by the Laws of the State of Maryland.

(c) 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.

(d) 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.

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

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

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

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 1423 Dual Highway, Hagerstown,

Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Gary R. Holtzman, whose post office address is 321 Greendale 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 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 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 and Gary R. Holtzman

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 9 day of July, 1980, and I acknowledge the same to be my act.

WITNESS:

Jean R. Miller Gary R. Holtzman (SEAL)
Gary R. Holtzman

ARTICLES OF INCORPORATION

OF

U.S.A. REALTY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 14, 1980 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2480, (folio) 1553, 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. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 5 2 17 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN I. BAKER, CLERK

A 99612

l.m.d.

MAR -5 81 A 18093 *****756

ARTICLES OF INCORPORATION
OF
MORGAN B. LEWIS, M.D., P.A.

THIS IS TO CERTIFY:

FIRST: That I, Morgan B. Lewis, the subscriber, whose post office address is 1400 Oak Hill Avenue, 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:

MORGAN B. LEWIS, 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 1400 Oak Hill Avenue, Hagerstown, Maryland 21740. The resident agent of the Corporation is Morgan B. Lewis, whose post office address as resident agent is 1400 Oak Hill Avenue, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have one (1) Director (which number may be increased or decreased), but not to be less than one (1), pursuant to the By-Laws of the Corporation and the following named person shall act as such until the first annual meeting or until a successor or successors are duly chosen and qualify: Morgan B. Lewis.

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

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

(b) The Board of Directors shall have the power, from time to time, to fix and determine and to vary the

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

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

(d) Except as otherwise provided, herein, the Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without vote of Stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business or assets, in whole or in part, of other corporations or unincorporated business entities organized to render the same specific professional service provided for this Corporation.

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

(f) No Stockholder of this Corporation shall enter into any voting trust agreement or any other type of agreement vesting in another person or entity the authority to execute the voting power of any or all of his shares of Corporation's stock.

(g) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the Stockholders, which is more than a majority of the total number of votes entitled to be cast thereon, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon.

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

(i) The Corporation shall have such officers, as may from time to time be provided in the By-Laws, subject to the limitations and restrictions therein; and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties

as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

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

EIGHTH: This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation on the 27 day of JUNE, A.D., 1980.

WITNESS:

Morgan B Lewis
Morgan B. Lewis

W. Wesley Jones

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, That on this 27 day of June, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Morgan B. Lewis 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.

Martha R. Byrd
Notary Public

My Commission Expires:

July 1, 1982

ARTICLES OF INCORPORATION

OF

MORGAN B. LEWIS, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 7, 1980 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber **2480**, folio **1131**, 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 \$ _____

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 5 2 17 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

A 99567

Received for record March 5th, 1981
at 2:18 p.m. Liber #30

ARTICLES OF INCORPORATION MAR -5 81 A 18094 *****5.00

OF

ROTARY CLUB OF HAGERSTOWN CHARITABLE FOUNDATION, 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:

"ROTARY CLUB OF HAGERSTOWN CHARITABLE 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 a Corporation, Trust Fund or Foundation organized and operated exclusively for charitable, religious, scientific, literary or educational purposes having essentially the same purposes as this Foundation.

(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 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 c/o Smith Elliott Kearns & Company, 25 North Avenue, Hagerstown, MD 21740. The resident agent of the Corporation is Merle S. Elliott, c/o Smith Elliott Kearns & Company, 25 North Avenue, Hagerstown, MD 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, Frederick H. Wilson, Jr. and John A. Doarnberger shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

SEVENTH: The members of the Corporation are all the members in good standing of the Hagerstown Rotary Club.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16 day of ^{June}~~May~~, 1980.

WITNESS:

Geraldine M. Lum

 (SEAL)
John H. Urner

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 16th day of June, 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. Lunn
Notary Public

Comm. Exp. July 1, 1982

ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF HAGERSTOWN CHARITABLE FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 30, 1980 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2479, (fol. 3053), 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 99327

MAR 5 2 18 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

Received for record March 5th, 1981 at 2:18 p.m. Liber #30

ARTICLES OF INCORPORATION

MAR -5-81 A# 18095 *****5.00

FIRST: The undersigned, Lawrence L. Packer, Jr., whose post office address is 1400 Indian Lane, Hagerstown, Maryland, 21740, being at least twenty-one (21) years of age, and being licensed for the practice of medicine within the State of Maryland, does hereby form a professional corporation under the Professional Service Corporation Act of the State of Maryland.

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

Lawrence L. Packer, Jr., M.D., P.A.

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

1. To engage in the practice of medicine, as defined in the Annotated Code of Maryland.

2. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments permitted by law.

3. To own real or personal property necessary for carrying on the practice of medicine.

4. To do any act or thing and exercise any power which is suitable, convenient or proper, and which is permitted by law, for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified.

5. To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Maryland upon a professional corporation formed under the Professional Service Corporation Act of the State of Maryland or under any statute amendatory thereof or supplemental thereto or in substitution therefor.

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 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, and the said Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon professional corporations, it being the intention that the purposes, objects and powers specified in each of the paragraphs of this Article of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph 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; provided, however, that nothing herein

contained shall be deemed to authorize or permit the Corporation to carry on any business, or exercise any power, or do any act which a professional corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in Maryland is:

1400 Indian Lane
Hagerstown, Maryland 21740

The name and post office address of the Resident Agent of the Corporation in Maryland is:

Lawrence L. Packer, Jr., M.D.
1400 Indian Lane
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 one thousand (1,000) shares, with a par value of One Dollar (\$1.00) per share, all of one class, to be issued or transferred only to individuals who are duly licensed by the State of Maryland to engage in the practice of medicine in said State; provided, however, that a disqualified stockholder or the estate of a deceased stockholder may hold such shares of stock for a period of time not to exceed one hundred and twenty (120) days from the date of disqualification or the date of death of such stockholder, as the case may be, or for such other period of time as required by statute.

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); and the name of the director who shall act until the first annual meeting or until his successor or successors are duly chosen and qualified is:

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

2. No holder of stock of any class shall have any preemptive rights or otherwise be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of stock of any class or of securities convertible into stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money, or by way of dividend.

3. A contract or other transaction between the Corporation and any of its directors or between the Corporation and any other corporation, firm, or other entity in which any of its directors is a director or has a material financial interest is not void or voidable solely because of any one or more of the following:

A. The common directorship or interest;

B. The presence of the director at the meeting of the board or a committee of the board which authorizes, approves, or ratifies the contract or transaction; or

C. The counting of the vote of the director for the authorization, approval, or ratification of the contract or transaction; provided that:

(1) The fact of the common directorship or interest is disclosed or known to:

(a) The board of directors or the committee, and the board or committee authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or

(b) The stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or corporation, firm, or other entity; or

(2) The contract or transaction is fair and reasonable to the Corporation.

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

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

6. The directors, officers and agents of the Corporation shall be indemnified by the Corporation to the extent allowable by the laws of the State of Maryland.

EIGHTH: The duration of the Corporation shall be perpetual.

Witness:

Mary Lee Schooley

Lawrence L. Packer, Jr.

Washington County)
) SS:
State of Maryland)

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

Michael J. Schaefer
Notary Public

My Commission Expires: 7-1-82

ARTICLES OF INCORPORATION
OF
LAWRENCE L. PACKER, JR., M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 26, 1980 at 11:00 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber **2479**, folio **2270**, 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 99235

MAR 5 2 18 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received for record March 5th, 1981
at 2:18 p.m.
Liber #30

ARTICLES OF INCORPORATION
OF
MT. LENA EVANGELICAL CHRISTIAN CHURCH, INC.

PREAMBLE

MAR-5-81 AE 18096 *****2.50

Be it known that Lester W. Renner, now residing at 19 Key Street, Hagerstown, Maryland 21740, Atlee F. Smith, Route 2, Boonsboro, Maryland 21713, Paul E. Renner, Zittlestown Road, Rural Route, Middletown, Maryland 21769, William Quesenberry, 51 1/4 Brunswick Street, Brunswick, Maryland 21716, and Charles E. Dick, 109 Locust Street, Funkstown, Maryland 21734, having been duly chosen and elected by the congregation of the Mt. Lena Independent Church, hereby associate themselves as a corporation with the intent of forming a religious corporation under the General Laws of the State of Maryland.

ARTICLE 1

Name. The name of the corporation shall be MT. LENA EVANGELICAL CHRISTIAN CHURCH, INC. The Resident Agent of the corporation shall be Atlee F. Smith, Route 2, Boonsboro, Maryland 21713. The post office address of the corporation shall be Mt. Lena, Route 2, Boonsboro, Maryland 21713.

ARTICLE 2

Purpose. The purpose of this corporation shall be to perpetuate the existence of the church property and congregation formerly known as Mt. Lena Independent Church, now to be known as the Mt. Lena Evangelical Christian Church, Inc. and to provide perpetual care for the physical property of said corporation or church and to provide a place for worship for the members of said congregation.

JUN 12 3 36 AM '80

ARTICLE 3

Membership. The membership of the church and corporation shall consist of the pastor, duly elected and appointed by the by-laws of the corporation, and all baptized persons who worship and participate in the fellowship of the church who are communicant members of said church. Each member shall be entitled to one (1) vote at any election or meeting of said membership. A meeting of at least five (5) communing members of the church shall constitute a quorum. At least two (2) weeks notice shall be given of any meeting duly called by the church trustees; said notice to be given by announcement from the pulpit of said church prior to said meeting.

ARTICLE 4

Confirming Body. The corporation shall be confirmed by at least five (5) trustees but not more than nine (9) members of the congregation as defined by the Constitution, who are sober and discreet. Said trustees shall be elected annually at an annual meeting of the church congregation to be held in the month of January in each and every year hereafter. Notice of the date, time and place of said meeting shall be given from the pulpit of the church at least two (2) weeks prior to the said meeting.

If for any reason the annual meeting of the congregation cannot be 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, with at least two (2) weeks notice, prior thereto, and all trustees shall hold office until, their successors are elected, and qualified.

Meetings of the Board of Trustees may be called by 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 (3) days written notice, either delivered to each Trustee in person, or mailed to him or her, at his or her last known address.

The Minister or Pastor of the church shall be a member of the Board of Trustees, and shall preside as the President of the Board of Trustees, unless the Board shall elect one of its' other members as President.

The Board of Trustees shall elect their Chairman and other officers.

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.

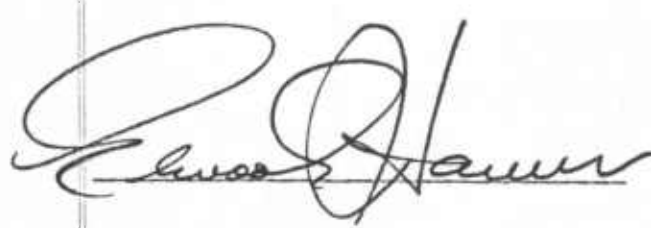
Any vacancies in the Board of Trustees which occur as the result of death, resignation, or otherwise, during the interval between annual meetings, may be filled by the continuing members of the Board.

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 remaining balance, if any, shall be distributed to The American Evangelical Christian Churches, with headquarters at Pineland Florida, provided 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 their survivors at that time.

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 or older, present and voting; provided, that not less than ten (10) days written, mailed or personal delivered notice of such meeting shall have been given to each 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 five (5) named persons chosen as aforesaid, have herunto subscribed our names and affixed our seal this 9th day of June, in the year of our Lord One Thousand Nine Hundred and Eighty.

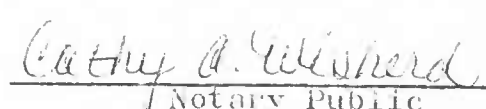
Witness as to all:

 Lester W. Renner (SEAL)
Atlee F. Smith (SEAL)
Paul E. Renner (SEAL)
William Quesenberry (SEAL)
Charles E. Dick (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 9th day of June, A. D., 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Reverend Lester Renner, Atlee F. Smith, Paul E. Renner, William Quesenberry, Charles E. Dick, all being Trustees of the Mt. Lena Independent Church, Mt. Lena, 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.


Cathy A. Wishard
Notary Public

My Commission Expires: 7-1-82

ARTICLES OF INCORPORATION
OF
MT. LENA EVANGELICAL CHRISTIAN CHURCH, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 17, 1980 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 3481, (folio 000752), one of the Charter Records of the State
~~2479~~ Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 10.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Washington County

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

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

William J. Summers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 99082

MAR 5 2 18 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

Received for record March 5th, 1981 at 2:18 p.m. Liber #30
HAGERSTOWN EYE SPECIALISTS,

DRS. RUSSELL, KEENER & EDMONDS, P.A.

ARTICLES OF AMENDMENT

AB-581A# 18097 *****5.00

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Hagerstown Eye Specialists, Dr. Russell, Keener & Edmonds, P.A., a Maryland professional service corporation, having its principal office at 251 East Baltimore Street, Hagerstown, Maryland, at a meeting duly convened May 22, 1980, adopted the following:

RESOLVED: That it is advisable to amend the Charter by amending and changing the corporate name of said Corporation to Hagerstown Eye Specialists, Drs. Russell, Keener, Edmonds & Winter, P.A.

SECOND: The Charter of the Corporation is amended as follows: Strike out Article 2 (amended December 26, 1978).

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

HAGERSTOWN EYE SPECIALISTS,
DRS. RUSSELL, KEENER & EDMONDS, P.A.

and inserting in lieu thereof:

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

HAGERSTOWN EYE SPECIALISTS,
DRS. RUSSELL, KEENER, EDMONDS & WINTER, P.A.

THIRD: That a proper notice was duly given to all stockholders of record entitled to vote, setting forth the proposed Resolution and Amendment upon which action would be taken at a Special Meeting of Stockholders slated for May 23, 1980 at 12:30 p.m.

FOURTH: That said meeting was held and said amendment was unanimously passed by the Stockholders.

IN WITNESS WHEREOF, Hagerstown Eye Specialists, Drs. Russell, Keener & Edmonds, P.A. has caused these presents to be signed in its name and on its behalf by its President, and its President's signature, witnessed by its Secretary *this 29th* day of *May*, A.D., 1980.

Attest:

HAGERSTOWN EYE SPECIALISTS,
DRS. RUSSELL, KEENER &
EDMONDS, P.A.

Wilmer J. Keener
Secretary

By *Robert M. Russell*
President

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

I HEREBY CERTIFY, that on this *29th* day of *May*, A.D., 1980, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Robert M. Russell, President of Hagerstown Eye Specialists, Drs. Russell, Keener & Edmonds, P.A., a Maryland Professional Service Corporation, and on behalf of the Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of the Corporation, and at the same time personally appeared Wilmer J. Keener, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of his information, knowledge and belief.

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



Laura A. Hill
Notary Public

My Commission Expires:
1 July 1982

ARTICLES OF AMENDMENT

OF

HAGERSTOWN EYE SPECIALISTS, DRS. RUSSELL, KEENER & EDMONDS, P.A.

changing its name to:

HAGERSTOWN EYE SPECIALISTS, DRS. RUSSELL, KEENER, EDMONDS & WINTER, P.A.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland June 23, 1980 at 10:30 o'clock A. M. as in conformity
 with law and ordered recorded.

Recorded in Liber **2479**, folio **1103**, one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 99073

MAR 5 2 18 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
 VAUGHN J. BAKER, CLERK

Received for record March 5th, 1981 at 2:18 p.m. Liber #30

59

ARTICLES OF INCORPORATION

OAK HILL MOTORS, INC.

MAR-5-81 A# 18098 *****5.00

B

FIRST: I, Robert Ted Younger, whose post office address is 782 Preston Road, 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 Oak Hill Motors, Inc.

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

(1) To engage in the transportation of persons or property for hire by any means of conveyance.

(2) To buy, sell, manufacture, store, repair all types of motor vehicles as well as parts and accessories in connection therewith.

(3) To conduct a leasing company of all types of personal property and equipment.

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

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

(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 672 Oak Hill Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Robert Ted Younger, 782 Preston Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand 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: Robert Ted Younger, Paul E. Arneson, Jr. and Billie R. Younger.

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 23rd day of June, 1980, and I acknowledge the same to be my act.

WITNESS:

Cynthia C. Staff

Robert Ted Younger
Robert Ted Younger

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

I HEREBY CERTIFY, That on this 23 day of JUNE 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert Ted Younger and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

[Signature]
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION
OF
OAK HILL MOTORS, INC.

3

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 24, 1980 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2479, folio 0853, 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 99059

MAR 5 2 18 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

Received for record March 5th, 1981 at 2:18 p.m. Liber #30
BOONSBORO PHARMACY, INC.

63

MAR -5-81 A# 18099 *****5.50

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

ARTICLES OF INCORPORATION

FIRST: The undersigned, Gary Lee Haas, whose Post Office address is Route 1, Box 83-1, Keedysville, Maryland 21756, 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 herein-after called the Corporation) is Boonsboro Pharmacy, Inc..

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

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

(1) To manufacture or otherwise produce, purchase, compound, prepare, and sell all kinds of drugs, chemicals, and medicines; physicians' and surgeons' supplies and instruments; paints and the ingredients thereof, dyes, colors, soaps, cosmetics, perfumes, toilet supplies, stationery and stationery supplies, novelties, tobacco in all forms,

ice cream, confectionary, and soft drinks. To fill prescriptions; maintain news stands, soda fountains, and lunch counters, and in general do everything pertaining to the drug store business.

(2) To engage in the business of sale, both wholesale and retail, and the rental of all types and kinds of convalescent aids, crutches, splints, rubber goods, hospital and sickroom supplies and to do and perform everything necessary for carrying out the aforesaid purpose.

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

(4) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

(5) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 37-1, Boonsboro, Maryland 21713. The name and post office address of the resident agent of the Corporation in Maryland are Gary Lee Haas, Route 1, Box 83-1, Keedysville, Maryland 21756. Said resident agent is a citizen of Maryland and actually resides therein.

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

SEVENTH: The number of Directors of the Corporation shall be three which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are: Gary Lee Haas, Sally Ann Haas, and Steven D. Shafer.

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

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

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

Corporations and Associations Article, Section 2-419 (b) Annotated Code of Maryland as same may be amended from time to time, are met.

(c) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from the businesses shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of such surplus or net profits.

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares of its stock which the Board of Directors may determine to offer for subscription to the holders of

stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

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

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be our act this *3rd* day of *June*, A.D., 1980.

Witness:

Nancy C. Bayer

Gary Lee Haas
Gary Lee Haas

ARTICLES OF INCORPORATION
OF
BOONSBORO PHARMACY, INC.

32

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 24, 1980 at 1:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber **2479**, folio **0813**, 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



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 99051

MAR 5 2 18 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. PAKER, CLERK

Received for record March 5th, 1981 at 2:18 p.m. Liber #30

ARTICLES OF INCORPORATION OF
B&B QUALITY PETS, INC.
(A Close Corporation)

APR -5-81 AM 18100 *****5.00

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: B&B QUALITY PETS, 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:

- a). To buy and sell pets of any nature.
- b). To do any and all acts necessary to buy and sell pets.
- c). 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 office of the corporation in Maryland is: Docktor Pet Center #308, Valley Mall, Hagerstown, Md. 21740. The name and address of the

resident agent of the corporation in Maryland is: Charles W. Moser, Sr., Route 6, Box 384, Frederick, Md. 21701.

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 instead be run and managed by its stockholders, Until such time, the corporation shall have two directors:

1. Charles W. Moser, Sr.
Route 6, Box 384
Frederick, Md. 21701
2. Mrs. Rebecca L. Moser
Route 6, Box 384
Frederick, Md. 21701

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act and deed on this 19th day of June, 1980.

WITNESS:

Claire A. Thibault
CLAIRE A. THIBAUT

David M. Guggenheim (SEAL)
David M. Guggenheim

ARTICLES OF INCORPORATION
OF
B&B QUALITY PETS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 20, 1980 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2479, folio 000260, 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 98976

MAR 5 2 18 PM '81

LIBER _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received for record March 5th, 1981 at 2:18 p.m. Liber #30

CROWN INCORPORATED OF HAGERSTOWN, MARYLAND

ARTICLES OF INCORPORATION 46-5-31 A# 18101 *****5.0

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:

CROWN INCORPORATED OF HAGERSTOWN, MARYLAND

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

1. To enter into the decorating and painting 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 42 Nottingham Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Roy A. Sylvester, whose post office address is 42 Nottingham 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 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:

Roy A. Sylvester
Patsy A. Sylvester

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 a 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 17th day of June, 1980, and I acknowledge the same to be my act.

WITNESS:

Debra J. Henson

Michael G. Day (SEAL)
Michael G. Day

ARTICLES OF INCORPORATION
OF
CROWN INCORPORATED OF HAGERSTOWN, MARYLAND

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 19, 1980 at 4:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2479, folio 103, 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. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 98944

MAR 5 2 18 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

78

Received for record March 5th, 1981 at 2:18 p.m. Liber #30

HOSPICE OF WASHINGTON COUNTY, INC.

ARTICLES OF INCORPORATION

AB -S 81 A# 18103 *****5.00

FIRST: The undersigned, being at least eighteen years of age and citizens of the United States, do hereby form a corporation under the General Laws of Maryland.

SECOND: The name of the corporation is HOSPICE OF WASHINGTON COUNTY, INC.

THIRD: The purposes for which the corporation is formed are as follow:

To facilitate care of the terminally ill through a multidisciplinary program which addresses the psychological, social, spiritual, and physiological concerns and needs of individuals who are in the final stages of life. To facilitate the coordination of services available to the terminally ill and to their families, including those services provided by other agencies within the community, in order to promote efficiency, continuity, and a high quality of care in home and institutional settings.

To foster a greater awareness of the needs of the terminally ill through continuing education of professionals and lay volunteers and through community education programs.

FOURTH: The post office address of the principal office of the Corporation in Maryland is

c/o Washington County Health Department
P. O. Box 2067
1302 Pennsylvania Avenue
Hagerstown, MD 21740

The name and post office address of the resident agent of the Corporation in Maryland are

Robert L. Brandt
1161 Woodland Way
Hagerstown, Maryland 21740

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

SIXTH: The number of directors of the Corporation shall be no fewer than seven (7) and no more than fifteen (15), 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. Four (4) directors shall act until the first meeting or until their successors are duly chosen and qualified. They are

Robert L. Brandt
Joseph V. Jerardi

Robert Niklewski
James B. Witherspoon

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.

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. 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).

EIGHTH: The duration of the Corporation shall be perpetual. In the event of the dissolution of the Corporation, any assets shall be distributed, as deemed appropriate by the Board of Directors, to another existing agency or agencies for use in furthering the intended goals and purposes of the Hospice of Washington County via their services.

IN WITNESS WHEREOF, I (We) have signed these Articles of Incorporation and severally acknowledged the same to be my (our) act on May 23, 1980

Witness:

Joseph V. Jerardi

Joseph V. Jerardi
40 McKee Avenue
Hagerstown, MD 21740

Roberta M. Niklewski

Roberta M. Niklewski
106 Paramount Terrace
Hagerstown, MD 21740

Harry T. Baxter

Harry T. Baxter
812 Summit Avenue
Hagerstown, MD 21740

James B. Witherspoon

James B. Witherspoon
242 East Irvin Avenue
Hagerstown, MD 21740

Diane Cushwa

Diane Cushwa
401 Spring Creek Road
Hagerstown, MD 21740

Robert L. Brandt

Robert L. Brandt
1161 Woodland Way
Hagerstown, MD 21740

ARTICLES OF INCORPORATION

OF

HOSPICE OF WASHINGTON COUNTY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 16, 1980 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2478902938, 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. Summerville



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 98854

MAR 5 2 18 PM '81

LIBER _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

Received for record March 5th, 1981 at 2:18 p.m. Liber #30

ARTICLES OF INCORPORATION

HACO INVESTMENTS, INC.

SAF -5 81 A# 18102 *****5.00

FIRST: I, Robert Ted Younger, whose post office address is 782 Preston Road, 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 HACO Investments, Inc.

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

(1) To engage in the transportation of persons or property for hire by any means of conveyance.

(2) To buy, sell, manufacture, store, repair all types of motor vehicles as well as parts and accessories in connection therewith.

(3) To conduct a leasing company of all types of personal property and equipment.

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

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

(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 782 Preston Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert Ted Younger. Said Resident Agent is an individual actually residing in this State. The resident agent's address is the same as the principal office.

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: Robert Ted Younger, Paul E. Arneson, Jr. and Billie R. Younger.

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 Associ-

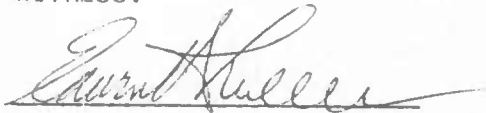
ations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

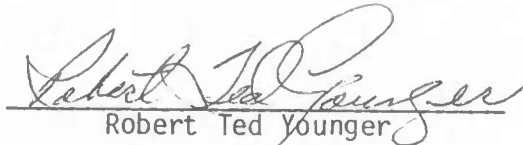
(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(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 12th day of June, 1980, and I acknowledge the same to be my act.

WITNESS:

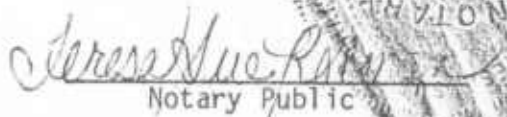



Robert Ted Younger

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

I HEREBY CERTIFY, That on this 12th day of June, 1980, before me, the subscriber, a Notary Public in and for the State and County afore-said, personally appeared Robert Ted Younger and acknowledged the foregoing Articles of Incorporation to be his voluntary act, and deed.

WITNESS my hand and Official Notarial Seal.


Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

HACO INVESTMENTS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 18, 1980 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2478, folio 003211, 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 98894

MAR 5 2 18 PM '81

LIBER _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received for record March 5th, 1981 at 2:18 p.m. Liber #30

ASSOCIATED RESOURCE MANAGEMENT, 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, Ronald David Koontz, whose post office address is Route 1, Box 322, Fairview Church Road, Clear Spring Maryland 21722, 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 Associated Resource Management, 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 provide data processing services, consulting services, and resource management services; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 322, Fairview Church Road, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State is Ronald David Koontz, Route 1, Box 322, Fairview Church Road, Clear Spring, Maryland 21722. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock, without par value.

SEVENTH: The 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 Ronald David Koontz.

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 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 7th day of June, 19 80, and I acknowledge the same to be my act.

WITNESS:


Ronald David Koontz

ARTICLES OF INCORPORATION
OF
ASSOCIATED RESOURCE MANAGEMENT, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 17, 1980 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2478, folio 002892 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. Sumner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 98845

MAR 5 2 18 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. FAKER, CLERK

Received for record March 5th, 1981 at 2:18 p.m. Liber #30

ARTICLES OF INCORPORATION MAR-5-81 A# 18105 *****6.00

RGGS ASSOCIATES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert Q. Glass, whose Post Office address is RT 2, Box 81, Boonesboro, Maryland 21713, and Gregory T. Struebing, whose Post Office address is 2055 North Woodstock Street, Apt. 10, Arlington, Virginia 22207, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is: RGGS ASSOCIATES, 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:

To provide management and consulting services to data processing agencies, to include design, manufacturing and development of software technology in data processing field. The services in addition are to include employment as project managers of data processing projects and furnishing assistance in processing and manufacturing of hardware data processing designs.

To buy, sell, exchange, lease and otherwise acquire, hold, own, control, work, develop, improve, alter, operate, manage, let, mortgage, convey, deal in and otherwise turn to account, real estate and personal property of every class and description.

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

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

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

To purchase or otherwise acquire, and to hold, sell or otherwise dispose of, and to retire and reissue, shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

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

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

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

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in any or all of its branches in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of this Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

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

FOURTH: The Post Office address of the principal office of the corporation will be RT 2, Box 81, Boonesboro, Maryland 21713. The resident agent of the corporation is Robert Q. Glass, who is of full legal age, whose Post Office address is RT 2, Box 81, Boonesboro, Maryland 21713. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: Number of directors of the corporation shall be not less than three (3) nor more than seven (7) and the names and addresses of the directors who shall act until the first annual meeting of the corporation or until their successors are duly chosen and qualified are:

Robert Q. Glass
RT 2, Box 81
Boonesboro, MD 21713

Gregory T. Struebing
2055 N. Woodstock St.
Apt. 10
Arlington, VA 22207

Richard W. Lawlor
8757 Georgia Ave.
Suite 571
Silver Spring, MD

SIXTH: Total number of authorized shares of stock of the corporation is 5,000 shares of common stock without par value, all of one class. Common stock shall not be assessable for any purposes.

The holders of common stock shall be entitled to one (1) vote for every share recorded on the stock records in the holder's name, and to receive all dividends, whether stock or cash, declared

and distributed out of the profits earned by the corporation.
Common stocks shall carry no preemptive rights.

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

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

The Board of Directors may cause to be accumulated all or any part of that portion of the net earnings accruing to the benefit of common stockholders for use in the furtherance of the business of the corporation, and the Board of Directors may declare and distribute stock dividends of common stock converting all or any part of said earnings into capital.

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

The Board of Directors shall be empowered to make, alter, amend and rescind the By-Laws of the corporation, and to fix, determine from time to time and vary the amount to be reserved as working capital; to determine the times for the declaration and payment and the amount of each dividend on stock; to determine and direct the use and disposition of any surplus or net profits and to authorize and cause to be executed mortgages, deeds of trust and loans upon the real and personal property of the corporation, provided always a fifty-one (51%) percent majority of the whole Board of Directors concur therein.

The Corporation shall be empowered, pursuant to the affirmative vote of the holders of at least fifty-one (51%) percent of the stock issued and outstanding, at a stockholders' meeting duly convened, to sell, assign, transfer or otherwise dispose of the property, including the franchises of the corporation as an entity, provided always that a fifty-one (51%) percent majority of the whole Board of Directors concur therein.

EIGHTH: In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association, or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons.

NINTH: The private property of the stockholder of the corporation shall not be subject to the payment of corporate debts in any manner or extent whatsoever.

TENTH: The duration of the corporation shall be PERPETUAL.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledged same to be our act on the 18 day of April, 1980.

WE DO SOLEMNLY DECLARE AND AFFIRM under the penalties of perjury that the contents of the foregoing Articles of Incorporation are true and correct to the best of our knowledge, information and belief.

Witness:

Richard H. Fowler

Robert Q. Glass
Robert Q. Glass

Richard H. Fowler

Gregory T. Struebing
Gregory T. Struebing

ARTICLES OF INCORPORATION

OF

RGGS ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland June 16, 1980 at 2:00 o'clock P. M. as in conformity
 with law and ordered recorded.

8

Recorded in Liber **2478, 102866**, 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. Sumner



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

MAR 5 2 18 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____
 VAUGHN J. BAKER, CLERK

A 98840

Received for record March 5th 1981
at 2:19 p.m. Liber #30

97

ARTICLES OF AMENDMENT OF THE
GOODWILL VOLUNTEER FIRE COMPANY, INCORPORATED

The Goodwill Volunteer Fire Company, Incorporated, a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called Corporation), hereby certifies to the Department of Assessment and Taxation that:

FIRST: Article Second of the Charter of the Corporation is hereby amended by deleting it in its entirety and replacing it with the following sentence:

"The name of the Corporation (hereinafter called the Corporation) is MAUGANSVILLE GOODWILL VOLUNTEER FIRE COMPANY."

SECOND: Article Third of the Charter of the Corporation is hereby amended by adding the following subparagraph "4".

"To operate as a non-profit organization exclusively for the purposes aforementioned. No part of the net earnings of the Corporation shall inure to the benefit of any member, officer, or director of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in any political campaign on behalf of any candidate for public office."

THIRD: The Charter of the Corporation is hereby amended by adding a new Article SEVENTH:

"Upon the dissolution of the Corporation, after making provision for payment of all liabilities of the Corporation, the assets of the Corporation shall be distributed to other qualifying non-profit organizations."

IN WITNESS WHEREOF, the Goodwill Volunteer Fire Company, 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 2
day of June, 1980.

ATTEST:

Phillip Gregory Ridenour
Phillip Gregory Ridenour
Secretary

GOODWILL VOLUNTEER FIRE
COMPANY, INCORPORATED

BY: John M. Doarnberger
John M. Doarnberger
President

(SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2nd day of June,
1980, before me, the subscriber, a Notary Public of the State of
Maryland in and for the County of Washington, personally appeared
John M. Doarnberger, President of the Goodwill Volunteer Fire
Company, Incorporated, a Maryland Corporation and in the name and
on behalf of said Corporation acknowledged the foregoing
Articles of Amendment to be the corporate act of said Corporation;
and at the same time personally appeared Phillip Gregory Ridenour
and made affirmation in due form of law that he was Secretary of
the meetings of the Directors and of the members of said Corporation
at which the Amendments of the Charter of The Corporation therein
set forth were approved by the duly elected Directors and by the
members, there being no shares of stock entitled to vote thereon,
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.

Walter A. Heavins
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF AMENDMENT

OF

THE GOODWILL VOLUNTEER FIRE COMPANY, INCORPORATED

Changing its name to:

MAUGANSVILLE GOODWILL VOLUNTEER FIRE COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 12, 1980 at 12:30 o'clock P M. as in conformity
with law and ordered recorded.

Recorded in Liber **2478**, (fb) **2568**, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 00 Recording fee paid \$ 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

MAR 5 2 19 PM '81

LIBER FOLIO

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

A 98787

Received for record March 5th, 1981
at 2:19 p.m. Liber #30

MAR -5-81 A# 18107 *****50

MAR -5-81 A# 18106 *****75

RESIGNATION OF RESIDENT AGENT UPON WHOM PROCESS MAY BE SERVED

State Department of Assessments And Taxation
301 W. Preston Street
Baltimore, Maryland 21201

Gentlemen:

Please take notice that the undersigned hereby resigns as resident agent upon whom process may be served in MARYLAND, for COACHMEN INDUSTRIES OF MARYLAND, INC., a corporation organized under the laws of the state of MARYLAND.

An original counterpart of this resignation has been forwarded to the corporation.

IN WITNESS WHEREOF, the undersigned corporation has caused this notice to be executed in its name by its Assistant Secretary, this 27th day of JUNE, 19 80.

THE CORPORATION TRUST INCORPORATED
(AGENT)

BY *Marjorie Murray*
ASSISTANT SECRETARY

THE LOCATION OF SAID CORPORATION IS:
c/o Coachmen Industries, Inc.
Att: E. A. Gobdel, V.P. Finance
P.O. Box 30
Middlebury, Indiana 46540

NOTICE OF RESIGNATION OF RESIDENT AGENT
OF
COACHMEN INDUSTRIES OF MARYLAND, INC.

received for record July 1, 1980

, at 8:30 A.M.

and recorded on Film No. 1478

Frame 001690 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 17639 A

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

Mr. Clerk Mail to: C T Corporation System
1633 Broadway
New York, New York 10019

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 5 2 19 PM '81

LIBER _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for record March 5th, 1981 at 2:19 p.m. Liber #30

JUN 27 5 32 AM '80

AK-5 81 A# 18109 *****50

AK-5 81 A# 18108 *****75

TO: The Department of Assessments and Taxation
301 West Preston Street
Baltimore, Maryland 21201

Re: The Penecostal Full Gospel
Church of Sabillasville,
Maryland, Inc./Resident Agent

I, Dorothy M. Kline, Secretary of The Penecostal Full Gospel Church of Sabillasville, Maryland, Inc. do hereby certify that the following motion was duly made, seconded and carried at the meeting of the Board of Directors held the 25th day of May, 1980:

"Upon a motion duly made, seconded and carried Mr. Charles Smith, whose address is Box 115, Highfield, Maryland 21753 was hereby duly elected and appointed as resident agent of the corporation. He is an adult resident of the State of Maryland".

Respectfully submitted

Dorothy M. Kline
DOROTHY M. KLINE
Secretary

NOTICE OF CHANGE OF RESIDENT AGENT &
AGENT'S ADDRESS

OF

THE PENECOSTAL FULL GOSPEL CHURCH OF SABILLASVILLE,
MARYLAND, INCORPORATED

received for record July 18, 1980

, at 8:30 A. M.

and recorded on Film No. **2480**

Frame No. **00106** 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 17698 A**

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

Mr. Clerk Mail to: Rosenstock, Burgee, Bower & Phillips
100 West Church Street 21701
Frederick, Maryland 21701

RMV

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 5 2 19 PM '81

LIBER _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

Received for record March 5th, 1981 at 2:19 p.m. Liber #30

LAKLEE, INC.

SAF -5 81 A# 18110 *****5.00

ARTICLES OF VOLUNTARY DISSOLUTION

SAF -5-81 A# 18111 *****5.50

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

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office is 700 Frederick 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 (1) year after dissolution and thereafter until the affairs of the Corporation are wound up, is: J. Lee Mullendore, 700 Frederick Street, 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:

J. Lee Mullendore, 700 Frederick Street, Hagerstown, Maryland, Cecil M. Mullendore, 700 Frederick Street, Hagerstown, Maryland and Jane L. Hershey, Rose Hill Manor, Williamsport, Maryland.

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

<u>Name</u>	<u>Title</u>	<u>Address</u>
J. Lee Mullendore	President	700 Frederick Street, Hagerstown, Maryland
J. Lee Mullendore	Treasurer	700 Frederick Street, Hagerstown, Maryland
Lawrence R. Martin	Secretary	700 Frederick Street, Hagerstown, Maryland

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

Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors 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, Laklee, 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 6th day of June, 1980.

ATTEST TO SIGNATURE
AND CORPORATE SEAL:

LAKLEE, INC.

Lawrence R. Martin
Secretary

BY: J. Lee Mullendore
J. Lee Mullendore,
President

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

I HEREBY CERTIFY, That on this 6th day of June, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. Lee Mullendore, President of Laklee, 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 Lawrence R. Martin, 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 his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

William Holmes Davis
Notary Public

My Commission Expires:
July 1, 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

June 9, 1980

RE: Dissolution - Laklee, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all taxes on real estate assessed locally and billed by and payable to the County Treasurer for Washington County by

Lakelee, Inc.

have been paid to and including the fiscal year July 1, 1979 to June 30, 1980.

There are no personal property taxes.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 9th day of June A.D., 1980.

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



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

June 9, 1980

Miller, Miller & Oliver
Attorneys at Law
Maryland National Bank Building
P. O. Box 1269
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 LAKLEE, INC., 700 Frederick Street, Hagerstown, Maryland, up to and including the fiscal year 1979-80.

Florence M. Murdock
Tax Collector and Treasurer

FMM/c



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

LAKLEE, INC.

have been paid.

WITNESS my hand and official seal this

Fourth day of June A.D. 19 80

Jane M. Ruby
 Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 hereby gives notice that ARTICLES OF DISSOLUTION
 of the LAKLEE, INC.
 were received for record on June 27, 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

LAKLEE, INC.

77

approved and received for record by the State Department of Assessments and Taxation
 of Maryland June 27, 1980 at 8:30 o'clock A M. as in conformity
 with law and ordered recorded.

Recorded in Liber **2479**, folio **3312**, one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

5.00
50

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 99355

MAR 5 2 19 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
 VAUGHN J. BAKER, CLERK

Received for record
March 5th, 1981 at 2:19p.m.
Liber #30

Mar 5 81 Arf 18112 *****1.00

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 and transfer has been filed in its office by _____

Byron, Urner & Nairn

100 W. Washington Street Hagerstown, Maryland 21740

which said Articles of SALE AND TRANSFER were duly approved by said Department on June 23, 1980 at 4:00 PM and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is _____

Jamco, Inc. (Md. Corp.) Transferor

the name of the transferee is _____

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

The Board of County Commissioners of Washington County, Maryland Transferee

(c) The Articles of Sale and Transfere dated June 20, 1980

(d) The time of receipt for record of the Articles of SALE AND TRANSFER in the office of the State Department of Assessments and Taxation was _____

June 23, 1980 at 4:00 PM

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 5 2 19 PM '81

LIBER _____ 0.10 _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

ARTICLES OF VOLUNTARY DISSOLUTION
OF

P 10 31 AM 11512 *****5.00

GEORGE H. DAY, INC.

Received for Record Apr. 14, 1981 at 10:42 Liber 30

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 1619 Dual Highway, Hagerstown, Maryland 21740.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one year after dissolution until the affairs are wound up is Wanda J. Bishop, 1619 Dual Highway, Hagerstown, Maryland 21740.

FOURTH: The names and addresses of each Director of the Corporation are as follows:

Harry P. Day
545 Highland Avenue
Upper Montclair, NJ 07043

Phyllis L. Doyle
103 Crestview Road
Hagerstown, MD 21740

Wanda J. Bishop
1619 Dual Highway
Hagerstown, MD 21740

E. June Norvell
Route 3, Box 173A
Hagerstown, MD 21740

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

Harry P. Day
President
545 Highland Avenue
Upper Montclair, NJ 07043

Wanda J. Bishop
Vice President
1619 Dual Highway
Hagerstown, MD 21740

Phyllis L. Doyle
Secretary
103 Crestview Drive
Hagerstown, MD 21740

E. June Norvell
Assistant Secretary
Route 3, Box 173A
Hagerstown, MD 21740

SIXTH: The voluntary dissolution of the 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 the Corporation and, thus was approved by said stockholders in the manner and by the vote required by law and the charter of the Corporation.

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 said certificate by the Corporation, including taxes for the current year, have been paid or provided for in the manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF, George H. Day, 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 hereunder

affixed and attested by its Secretary this 27 day of June, 1980.

Respectfully submitted,

GEORGE H. DAY, INC.

Attest to Signature
and Corporate Seal:

 Phyllis L. Doyle
Phyllis L. Doyle
Secretary

By Wanda J. Bishop (SEAL)
Wanda J. Bishop
Vice President

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

I HEREBY CERTIFY, that on this 27th day of June, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Wanda J. Bishop, Vice President of George H. Day, Inc. personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge that she executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

 Loretta J. Shorab
Notary Public


My Commission Expires: 7-1-82

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

I HEREBY CERTIFY, that on this 27th day of June, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Phyllis L. Doyle 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.


Loretta J. Thornhill
Notary Public

My Commission Expires: 7-1-82



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

GEORGE H. DAY, INC.

have been paid.

WITNESS my hand and official seal this

Twenty-ninth day of July A.D. 19⁸⁰.



Jane M. Ruby
Deputy Comptroller

PS-409

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
hereby gives notice that ARTICLES OF DISSOLUTION
of the George H. Day, Inc.
were received for record on August 21, 1980,
in accordance with the provisions of Sec. 3-407 of the
Corporations and Associations Article of the Code.

Jane S. Burner
Director

ARTICLES OF DISSOLUTION

OF

GEORGE H. DAY, INC.

231

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 21, 1980 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

6

Recorded in Liber **24 83**, folio **2652** one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 101078

APR 11/11 10042 AM '81

LIBRARY FOLIO

LAND OFFICE
WILLIAM J. BAKER, CLERK

Received for Record Apr. 14, 1981 at 10:42 A.M. Liber 30

WESMARCO ENTERPRISES, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 25th day of July, 1980, by and between Wesmarco Enterprises, Inc., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor"), and Hamilton Partnership, a Maryland partnership (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are:

Hamilton Partnership, 50 Summit Avenue, Hagerstown, Maryland, 21740

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer is as follows:

Transferor is Wesmarco Enterprises, Inc., a corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article EIGHTH herein, is Forty-Four Thousand Dollars (\$44,000.00) and a one half partnership interest to be transferred to Transferor in

accordance with the terms and conditions set forth in the contract of sale (hereinafter referred to as the "Agreement") between Transferee and Transferor dated as at June 15, 1980, which Agreement is incorporated by reference herein.

FIFTH: The principal office of Transferor is in the City of Hagerstown, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by this transfer is Washington County, Maryland.

SIXTH: The location of the principal office of Transferee in the State of Maryland is Hagerstown, Washington County, Transferee owns no property in this State.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of transferor by unanimous written informal action, 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.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of

Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: In consideration of the payment to Transferor of Forty Four Thousand Dollars (\$44,000.00) and a one-half (1/2) partnership interest in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns the assets listed in Schedule A attached hereto.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Maryland partnership, 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, Wesmarco Enterprises, Inc. and Hamilton Partnership, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of the corporate party to these Articles of Sale and Transfer by its president or vice-president and attested by the secretary, as of this tenth day of July, 1980.

ATTEST:

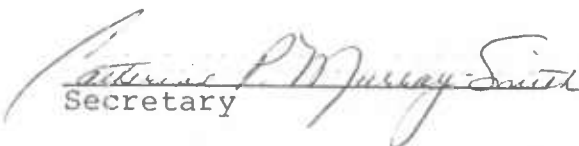
WESMARCO ENTERPRISES, INC.

Thomas P. Murray-Smith
Secretary

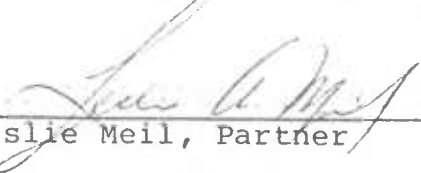
By: [Signature]
President

ATTEST:


HAMILTON PARTNERSHIP


Secretary

By:



Leslie Meil, Partner

THE UNDERSIGNED, President of Wesmarco Enterprises, 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 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.


Hilton C. Smith, Jr., President

THE UNDERSIGNED, Partner of Hamilton Partnership executed on behalf of said Partnership 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 Partnership, the foregoing Articles of Sale and Transfer to be the act of said Partnership 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.



Leslie Meil, Partner

Schedule A

002500

CATEGORY ONE - ROOM FURNITURE

Total Quantity	Item
67	Full Double Beds
56	Marble Top Dressers
18	Vanities
25	Table Lamps
84	Desks
60	Arm Chairs
15	Wood Wardrobes
19	Coat Trees
63	Luggage Stands
1	Standing Plant Rack
6	Tables
1	Four Drawer File Cabinet
2	Portable Electric Heaters
15	Single Beds
7	Wood Dressers
41	Floor Lamps
22	End Tables
83	Desk Chairs
24	Metal Wardrobes
108	Mirrors (Hanging)
21	Metal Wastebaskets
4	Loose A/C
1	Hanging Picture
1	Sofa
2	Metal Cabinet Racks
40 (estimate)	Plastic Wastebaskets

CATEGORY TWO - MISCELLANEOUS ITEMS

Total Quantity	Item
1	MATV System
1	Hotel Desk & Accessories
2	Old Sodas in Lobby
1	Coffee Pot & Table
-	Back Lobby & Workshop (see list)
1	Zone Locator Fire System
3	Vending Machines
5	Lobby Chairs
2	Small Wood Desks
8	Rubbermaid Trash Containers *

PROPERTY INVENTORY AS OF JULY 1, 1980Workshop Area

- 1 Vice, Table mounted
- 1 Pipe Vice
- 1 Paper Cutter
- 4 Tables
- 3 Pipe Wrenches
- 1 Box of Nails
- 1 Hammer
- 2 Paint Rollers
- 3 Roller Pans
- 2 Calking Guns
- 8 Tubes of Calking
- 1 Trowel
- 1 Cement Trowel
- 1 Parts Cabinet
- 1 Rack of Asst. Plumbing Parts
- 1 Plastic Cabinet w/ Asst. Hardware
- 1 Hacksaw
- 1 Mitre Box Saw
- 1 T-Square
- 1/2 Box Hong Kong Hacksaw Blades
- 1 Sickle
- 1 Weed Hand Trimmer
- 1 Pick Axe
- 1 Electric Drill
- 10 Gallons SD-20 Cleaner
- 1 Gallon Residual Insecticide
- 3 Gallons Joint Compound
- 11 Dual Electrical Sockets
- 24 Misc. Light Bulbs
- 37 Asst. Switch Boxes
- 6 Incandescent Socket Refills
- 1 Box Cable Straps
- 6 Smoke Detectors
- 6 Renewable Link Fuses w/ Fuse Links
- 3 Partial Boxes Wire
- 250 Lbs. Ice Melter
- 6 Gallons Carpet Shampoo
- 5 Gallons Metaquat Cleaner
- 6 Packages 2'X 2' Ceiling Tile
- 1 Box Asst. Ceiling Mtg. Strips
- 30 Ft. Window Screening
- 1 Water Saver Toilet Tank Section
- 3 Step Ladders (Various Heights)

Back Lobby & Cleaning & Supply Closet

- 1 Ice Machine
- 1 Flat Cart (Homemade)
- 1 Carpet Shampooer
- 1 Floor Machine (Old)
- 2 Mops
- 2 Plungers (Toilet & 1 Sink)
- 250 Lbs. Ice Melter in Drums
- 1 Mop Bucket & Wringer
- 250 Trash Bags (44 Gallon Size)
- 1 Good Commercial Dustpan
- 4 Gallons Glass Cleaner
- 5 Screwdrivers
- 1 Crescent Wrench
- 1 Dry Wall Knife
- 1 Chisel
- 3 Rolls Masking Tape
- 1 Plastic Pail
- 1 Bag of Sand
- 2 Gallons of Wax Stripper
- 1 Snow Shovel
- 1 Push Broom
- 1 Hand Broom (Corn Broom)
- 1 Large Squeege
- 1 Small Squeege

Real Property

Premises known as 92 West Washington Street, Hagerstown, Maryland

ARTICLES OF SALE AND TRANSFER

BETWEEN

WESMARCO ENTERPRISES, INC. (MD. CORP.) Transferor

AND

HAMILTON PARTNERSHIP (MD. PARTNERSHIP) Transferee

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

of Maryland July 30, 1980 at 1:50 o'clock P M. as in conformity
with law and ordered recorded.

Recorded in Liber 2482, folio 002494, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 28.00 Special Fee paid \$ _____
4.00 Certif. to Washington Co. Land Record Office
\$ 32.00
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



A 100535

SPRING VALLEY WOODED ESTATES, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

Received for Record Apr. 14, 1981 at 10:42 A.M. Liber 130

Spring Valley Wooded Estates, Inc., a Maryland corporation, having its principal office is 700 Frederick Street, Hagerstown, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office is 700 Frederick 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 (1) year after dissolution and thereafter until the affairs of the Corporation are wound up, is: J. Lee Mullendore, 1151 Oak Hill Avenue, 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:

J. Lee Mullendore, 1151 Oak Hill Avenue, Hagerstown, Maryland 21740, Edward L. Carr, 95 Spring Valley Drive, Hagerstown, Maryland 21740 and Lawrence R. Martin, 901 Kenwood Drive, 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>
J. Lee Mullendore	President	1151 Oak Hill Avenue Hagerstown, Maryland 21740
Lawrence R. Martin	Secretary	901 Kenwood Drive Hagerstown, Maryland 21740
Edward L. Carr	Vice President	25 Spring Valley Drive 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, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all

Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.


SEVENTH: The Corporation has no known creditors 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, Spring Valley Wooded Estates, 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 13th day of August, 1980.

ATTEST TO SIGNATURE
AND CORPORATE SEAL:

SPRING VALLEY WOODED ESTATES, INC.


Lawrence R. Martin
Lawrence R. Martin,
Secretary

BY: *J. Lee Mullendore*
J. Lee Mullendore,
President

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

I HEREBY CERTIFY, That on this 13 day of *August*, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. Lee Mullendore, President of Spring Valley Wooded Estates, 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 Lawrence R. Martin, 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 his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal:

My Commission Expires:
July 1, 1982

William Holmes Grev
Notary Public

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

August 14, 1980

RE: Dissolution - Spring Valley Wooded Estates, 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

Spring Valley Wooded Estates, Inc.

have been paid to and including the fiscal year July 1, 1980 to June 30, 1981.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County this 14 th day of August A. D., 1980.

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



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

August 14, 1979

Miller & Miller, P.A.
Attorneys at Law
Maryland National Bank Building
P O. Box 1269
Hagerstown, Maryland 21740

Dear Sirs:

According to the records of this office, Spring Valley Wooded Estates Inc. has never been subject to taxes for The City of Hagerstown. Therefore, there would be no outstanding tax liability.

Very truly yours,

Florence M. Murdock
Tax Collector and
Treasurer

FMM/c



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

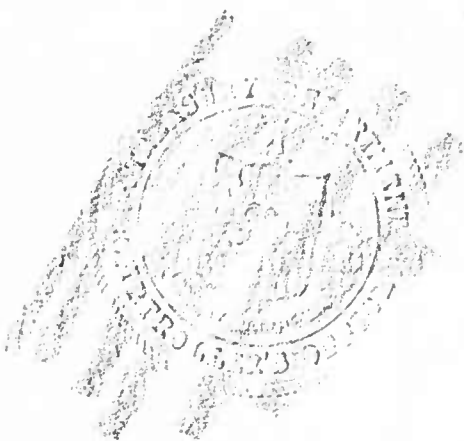
GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

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
SPRING VALLEY WOODED ESTATES, INC.

have been paid.

WITNESS my hand and official seal this
Twelfth day of August A.D. 1980.

James M. Ruby
Deputy Comptroller



PS-409

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
hereby gives notice that ARTICLES OF DISSOLUTION
of the Spring Valley Wooded Estates, Inc.
were received for record on August 21, 1980
in accordance with the provisions of Sec. 3-407 of the
Corporations and Associations Article of the Code.

Gene L. Bunner
Director

ARTICLES OF DISSOLUTION

OF

SPRING VALLEY WOODED ESTATES, INC.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland August 21, 1980 at 8:30 o'clock A M. as in conformity
 with law and ordered recorded.

Recorded in Liber **2483**, folio **2646**, one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 101077

APR 14 10 42 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
 VAUGHN J. BAKER, CLERK

ARTICLES OF DISSOLUTION
Received for Record Apr. 14, 1981 at 10:43 A.M. Liber 30
OF

MARTIN'S FINE FURNITURE, INC.

1. The name of the Corporation is Martin's Fine Furniture, Inc., and the post office address of its principal office in this State is 2421 Paradise Drive, Hagerstown, Maryland.

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 Charles R. Martin, 2511 Paradise Church Road, Hagerstown, Maryland.

3. The name and post office address of each of the directors of the Corporation are: Mary H. Martin, 2421 Paradise Drive, Hagerstown, Maryland 21740; Charles R. Martin, 2511 Paradise Church Road, Hagerstown, Maryland 21740; James L. Martin, Route 6, Box 164, Hagerstown, Maryland 21740; and Clarence H. Martin, Route 5, Box 182, Hagerstown, Maryland 21740.

4. The name, title and post office address of each of the officers of the Corporation are: President - Mary H. Martin, 2421 Paradise Drive, Hagerstown, Maryland 21740; Vice President - Clarence H. Martin, Route 5, Box 182, Hagerstown, Maryland 21740; Secretary - James L. Martin, Route 6, Box 164, Hagerstown, Maryland 21740; and Treasurer - Charles R. Martin, 2511 Paradise Church Road, Hagerstown, Maryland 21740.

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

6. That the Corporation has no known creditors.

7. That the Corporation is hereby dissolved.

Respectfully submitted,

Attest to Signature
and Corporate Seal:

MARTIN'S FINE FURNITURE, INC.

James L. Martin Secretary
James L. Martin, Secretary

By: Mary H. Martin (SEAL)
Mary H. Martin, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 30th day of June, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Mary H. Martin, President of Martin's Fine Furniture, Inc., personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge that she executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Dick L. Keller
Notary Public

My commission expires:
July 1, 1982

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 30th day of June, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James L. Martin, who did make oath in due form of law that he was Secretary of the meeting of the Board of Directors advising Dissolution of this Corporation and that he was likewise Secretary of the meeting of the Stockholders held in reference thereto and that the matters and facts set forth in the foregoing Articles of Dissolution with respect to the authorization for Dissolution are true as therein set forth.

WITNESS my hand and Official Notarial Seal.

Dick L. Keller
Notary Public

My commission expires:
July 1, 1982

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

May 14, 1980

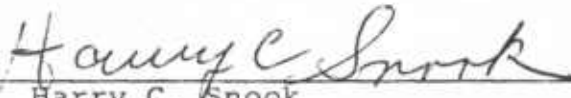
Dissolution
RE: Martin's Fine Furniture Inc.

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

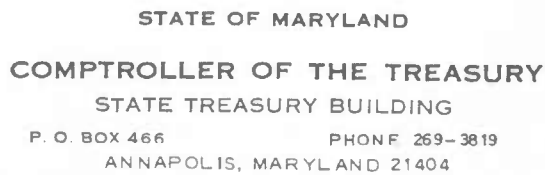
Martin's Fine Furniture Inc.

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 14th day of May A.D., 1980.


Harry C. Snook
Treasurer for Washington County, Md.

SEAL



GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

Gene S. Burner
Director

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ARTICLES OF DISSOLUTION

OF

MARTIN'S FINE FURNITURE, INC.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland June 30, 1980 at 8:30 o'clock A M. as in conformity
 with law and ordered recorded.

Recorded in Liber **2481**, ~~1013~~ 012, one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 100186

APR 14 10 43 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
 VAUGHN J. BAKER, CLERK

Received for Record Apr. 14, 1981 at 10:43 A.M.
Liber 30

APR 14-81 B# 11516 *****5.00

BUSINESS COMPUTER SYSTEMS, INC.

ARTICLES OF AMENDMENT

The Business Computer Systems, Inc., a Maryland corporation, having its principal office at Route 1 Box 272, Keedysville, Maryland 21756, hereinafter called the Corporation, hereby certifies to the State Department of Assessment and Taxation, that:

FIRST: The Certificate of Incorporation of the Corporation is hereby amended by striking out Article Fourth of the Certificate of Incorporation, and inserting in lieu thereof the following:

"FOURTH: Post Office Address of the principal office of the corporation in this State is Route 1 Box 272, Keedysville, Maryland 21756. The name and Post Office Address of the resident agent in this State is John MacDonald Robb, Jr., Esquire, First Federal Building, Cumberland, Maryland 21502, said resident agent is an individual actually residing in this State."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on June 2, 1980, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter, (Certificate of Incorporation), 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 June 9, 1980.

THIRD: Notice setting forth a summary of the changes to be effected by said amendment of the Certificate of Incorporation 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 Certificate of Incorporation of the Corporation as herein above set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of more than two-thirds of all the votes entitled to be cast thereon.

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

IN WITNESS WHEREOF, The Business Computer Systems, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on June 10, 1980.

ATTEST:

BUSINESS COMPUTER SYSTEMS, INC.

Catherine E. Hall
Catherine E. Hall, Secretary

BY: Joseph Clifton Hall
Joseph Clifton Hall, President

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 10th day of June, 1980, before me, the subscribed, a Notary Public of the State of Maryland in and for the County of Allegany, personally appeared Joseph Clifton Hall, President of Business Computer Systems, 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 Catherine E. Hall and made oath in due form of law that she was Secretary of the meeting of the stockholders of said corporation at which the amendment of the Certificate of Incorporation of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

My Commission Expires: July 1, 1982

Conrad L. Roach
Notary Public

ARTICLES OF AMENDMENT

OF

BUSINESS COMPUTER SYSTEMS, INC.

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

of Maryland July 24, 1980

at 8:30

o'clock A

M. as in conformity

with law and ordered recorded.

3

Recorded in Liber **2481**, (000) **003017**, 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. Summer

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 100187

APR 14 10 43 AM '81

LIBERTY FOLIO

LAND VAUGHN CLERK

ARTICLES OF INCORPORATION

HAGERSTOWN MANAGEMENT CORP.

789
ME
FIRST: I, Richard J. Hopkins, whose post office address is 1317 Dual Highway, 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 Hagerstown Management Corp.

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

(1) To engage in the management, lease, sale, mortgage and financing of real property; 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 1317 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard J. Hopkins, 1317 Dual Highway, 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 one thousand (1,000) shares of a par value of One (\$1.00) Dollar per share.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, 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 elected and qualify is: Richard J. Hopkins.

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 25th day of July, 1980, and I acknowledge the
same to be my act.

WITNESS:

Pamela Sue Ambrose

Richard J. Hopkins
Richard J. Hopkins

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

I HEREBY CERTIFY, That on this 25th day of July, 1980,
before me, the subscriber, a Notary Public in and for the State and
County aforesaid, personally appeared Richard J. Hopkins and acknowl-
edged 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

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION
OF
HAGERSTOWN MANAGEMENT CORP.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 28, 1980 at 3:00 o'clock P.M. as in conformity
with law and ordered recorded.

Recorded in Liber **2482**, folio **0507**, 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 100250

APR 14 10 43 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

BETHEL METHODIST CHURCH OF ROHRERSVILLE, MD.

ARTICLES OF INCORPORATION
Received for Record Apr. 14, 1981 at 10:43 A.M. Liber 30

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, WILFRED L. SMITH, whose post office address is Boonsboro, Md., WILLIAM H. SLIFER, whose post office address is Boonsboro, Md., RICHARD L. HAYNES, whose post office address is Boonsboro, Md., DOUGLAS SEEKINS, whose post office address is Rohrersville, Md., each being at least twenty-one years of age and being the incorporators of the Bethel Methodist Church of Rohrersville, Maryland, and desiring to form a religious Corporation pursuant to applicable provisions of "Corporations, 5-301-312 of the 1975 Code of Maryland and Amendments thereto, do hereby make and subscribe to these Articles of Incorporation. Said incorporators shall act as Directors and Trustees of the Corporation under the aforesaid special laws relating to Corporations.

SECOND: The Bethel Methodist Church of Rohrersville, Maryland is an unincorporated religious body located at Rohrersville, Maryland 21779 and it is the desire of its members to incorporate said Church as a Maryland religious corporation, all in accordance with the laws of the State of Maryland and the 1980 Discipline of the United Methodist Church and all Amendments thereto, and to name a resident agent and adopt a corporate name, and

THIRD: By the Uniting Methodist Conference of 1939, the Methodist Episcopal Church South, the Methodist Episcopal Church and the Methodist Protestant Church united into one Church known as "The Methodist Church" and later upon the merger with the Evangelical United Brethren Church, as the "United Methodist Church".

FOURTH: On the 1st day of June, 1980, upon recommendation by the Trustees of the Bethel Methodist Church of Rohrersville, Maryland, a Charge Conference was held followed by a congregational meeting immediately thereafter, both called after due notice given, all in accordance with the said 1980 Discipline of the United Methodist Church, at which meetings these Articles of Incorporation, hereinafter referred to, were adopted by a majority of the members of said Church twenty-one years of age present and voting as called for by said Discipline, and at which meetings the name of the Church Corporation was adopted by a majority vote of said organizations.

FURTHER
THIS IS TO CERTIFY:

FIRST: That the following Articles of Incorporation are adopted:

Article 1. The name of the Corporation (which is hereinafter called the Corporation) shall be BETHEL UNITED METHODIST CHURCH OF ROHRERSVILLE, MD., a body corporate, located at Rohrsersville, Maryland 21779.

Article 2. The following are officers of the Church Trustees:

President: Mr. Wilfred L. Smith, 8 Della Lane, Boonsboro, Maryland 21713

Vice President: Mr. William H. Slifer, Route #3, Box 502, Boonsboro,
Maryland 21713.

Treasurer
Secretary/: Mr. Richard L. Haynes, Route #3, Boonsboro, Maryland 21713.

The Resident Agent is: Mr. Wilfred L. Smith, 8 Della Lane, Boonsboro, Maryland 21713, a citizen of Maryland and an actual resident therein at the address given.

Article 3. This Corporation shall be composed of not less than four, nor more than twelve Trustees, each of whom shall be no less than twenty-one years of age, and at least two-thirds of whom shall be members of the United Methodist Church, and

Until 12/31/80:

Mr. Floyd W. Smith, Route #1, Rohrsersville, Maryland 21779

Until 12/31/81:

Mr. William H. Slifer, Route #3, Box 502, Boonsboro, Maryland 21713

Mr. Richard L. Haynes, Route #3, Boonsboro, Maryland 21713

Until 12/31/82:

Mr. Wilfred L. Smith, 8 Della Lane, Boonsboro, Maryland 21713

Mr. Douglas Seekins, Rohrsersville, Maryland 21779

or until their successors are duly elected as the Discipline of the United Methodist Church shall provide.

Article 4. The said Trustees and their successors in office shall constitute a body politic and corporate, as aforesaid, with all the powers given to like corporation under the laws of the State of Maryland; and the Pastor of the Church shall be the President, or the Corporation may elect one of its own number president.

Article 5. The Directors of the Corporation shall be the Board of Trustees of the church property, elected and organized as prescribed in the Discipline of the United Methodist Church, unless the laws of Maryland shall prescribe otherwise.

Article 6. Subject to the direction of the Charge Conference, the Board of Trustees of said church shall hold and manage all real property of the church and such other property as may be committed to them, receive and administer all bequests and devises made to the church, and receive and administer all trusts and investments or trust funds of the church, in conformity with the laws of the State of Maryland.

Article 7. The Corporation shall have the power, subject to the Discipline of the United Methodist Church, to secure, purchase, hold and improve, property, both real and personal, in fee simple and otherwise. All real estate owned or hereafter acquired by the said church shall be deeded directly to it in its new corporate name. All deeds by which premises are hereafter acquired for use as a place of Divine Worship shall contain the following trust clause:

"In trust, that said premises shall be used, kept and maintained as a place of Divine Worship of the Methodist Ministry and members of the United Methodist Church; subject to the Discipline, usage and ministerial appointments of said Church as from time to time authorized and declared by the General Conference and by the Annual Conference within whose bounds the said premises are situated. This provision is solely for the benefit of the grantee, and the grantor reserves no right or interest in said premises."

Premises so acquired may be disposed of in conformity with the provisions of the Discipline of the United Methodist Church when the use or possession of such property by a charge or station of the United Methodist Church has been terminated.

All deeds by which premises are hereafter acquired for use as a parsonage shall contain the following trust clause:

"In trust, that such premises shall be held, kept, and maintained as a place of residence for the use and occupancy of the ministers of the United Methodist Church, who may from time to time be entitled to occupy the same by appointment; subject to the Discipline and usage of said Church, as from time to time authorized and declared by the General Conference and by the Annual Conference within whose bounds the said premises are situated. This provision is solely for the benefit of the grantee, and the grantor reserves no right or interest in said premises."

Premises so acquired may be disposed of in conformity with the provisions

of the Discipline of the United Methodist Church when the use or possession of such property by a charge or station of the United Methodist Church has been terminated.

Article 8. Any real property (including leasehold and fee simple property) owned by, or in which said Church has any interest, may be sold, transferred, or mortgaged subject to the following procedure and conditions:

(a) Notice of the proposed action and the date and time of the regular or special meeting of the members of the corporate body, i.e. members of the Charge Conference, at which time it is to be considered, shall be given at least ten (10) days prior thereto (except as local laws may otherwise provide) from the pulpit of the Church or in its weekly bulletin.

(b) A resolution authorizing the proposed action shall be passed by a majority vote of the members of the corporation body present and voting at any regular or special meeting thereof called to consider such action, and by a majority vote of the members of said Church present and voting at a special meeting called to consider such action, provided that for the sale of property which was conveyed to the church to be sold and its proceeds used for a specific purpose, a vote of the members of said church shall not be required.

(c) The written consent of the pastor of the local church and the District Superintendent to the proposed action shall be necessary and shall be affixed to the instrument of sale, conveyance, transfer or mortgage.

(d) The resolution authorizing such proposed action shall direct and authorize the Corporation's Board of Directors to take all necessary steps to carry out the action as authorized, and to cause to be executed, as hereinafter provided, any necessary contract, deed, bill of sale, mortgage, or other written instrument.

(e) The Board of Directors at any regular or special meeting shall take such action and adopt such resolution as may be necessary or required by the local law.

(f) Any required contract, deed, bill of sale, mortgage, or other written instrument necessary to carry out the action so authorized shall be executed in the name of the Corporation by any two of its officers, and any written instruments so executed shall be binding and effective as the action

of the Corporation.

Article 9. In all its corporate actions the Board of Trustees shall follow the Discipline of the United Methodist Church as from time to time provided and be subject to the limitations thereof.

Article 10. At all meetings of the Corporation, a majority of the members shall constitute a quorum for the transaction of business.

Article 11. This Charter may be altered or amended at a meeting called by the Board of Trustees for that purpose by a majority of the members of said church twenty-one years of age present and voting; provided that not less than ten (10) days written and mailed or delivered notice of such meeting shall have been given to each such member.

SECOND: That at a meeting of the Trustees of the Bethel Methodist Church of Rohrsersville, Md. a resolution was adopted declaring the afore-said Articles of Incorporation advisable and calling for a meeting of all persons above twenty-one years of age belonging to said Church, to take action thereon, and designating Wilfred L. Smith, the President of the Board of Trustees to sign and acknowledge the Articles of Incorporation when the same shall have been adopted.

THIRD: That pursuant to said resolution and the giving of notice as required by Corporations and Associations, "Religious Corporations Sec. 5-301-313" Code of Public General Laws of Maryland, 1974 Edition and Amendments thereto, and by the 1980 Discipline of the United Methodist Church said congregational meetings were held as referred to above, at which meetings the number required by the laws of the State of Maryland voted to adopt the Articles of Incorporation as hereinabove set forth.

IN WITNESS WHEREOF, Bethel Methodist Church of Rohrsersville, Md. has caused these presents to be executed by the President of its Board of Trustees and attested by the Secretary of its Board of Trustees this 26th day of June, 1980.

ATTEST:

BETHEL METHODIST CHURCH OF ROHRERSVILLE, MD.

Richard L. Haynes
Richard L. Haynes, Secretary

By Wilfred L. Smith
Wilfred L. Smith, President

William H. Slifer
William H. Slifer

Douglas Seekins
Douglas Seekins

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

I HEREBY CERTIFY, that on this 26th day of June
1980, before me, the subscriber, a Notary Public of the State of Maryland,
in and for the County aforesaid, personally appeared Wilfred L. Smith,
William H. Slifer, Richard L. Haynes, Douglas Seekins, and they severally
acknowledge the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Deloris A. Smith

Notary Public

My Commission Expires

July 1, 1982



ARTICLES OF INCORPORATION

OF

BETHEL UNITED METHODIST CHURCH OF ROHRERSVILLE, MD.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland July 29, 1980 at 11:00 o'clock A. M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2482, folio 074, 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 \$ _____

250

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
 been received, approved and recorded by the 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 100350

APR 14 10 43 AM '81

LIBER _____ FOLIO _____

LAND _____
 VAUGHN J. BAKER, CLERK

Received for Record Apr. 14, 1981
at 10:43 A.M.
Liber 30

APR 14-81 BE 11519 *****6.00

ALCO OIL, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 30th day of June, 1980, by and between ALCO OIL, INC., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor") and EWING OIL CO., INC., a Maryland Corporation (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: EWING OIL CO., INC., 1101 Jefferson Boulevard, Hagerstown, Maryland.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is ALCO OIL, INC., a corporation organized under the laws of the State of Maryland.

Transferee is EWING OIL CO., INC., a corporation organized under the laws of the State of Maryland.

Transferee was incorporated on October, 1965, under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth
FOUR HUNDRED EIGHTEEN THOUSAND,
in Article NINTH herein, is ONE HUNDRED NINETY-EIGHT and 85/100---- DOLLARS (\$418,198.85--) to be paid to Transferor in accordance with the terms and conditions set forth in the commitment letter agreement (hereinafter referred to as the "Agreement") between Transferee and Transferor dated as at June 2, 1980, which Agreement is incorporated by reference herein.

FIFTH: The principal office of the Transferor is in the City of Rockville, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instru-

LAW OFFICE
TTS, CLOGG
MURDOCK
ERSON BUILDING
/ILLE, MARYLAND
424-6400

ment among the land records, is Montgomery County.

SIXTH: The location of the principal office of Transferee in the State of Maryland is the City of Hagerstown.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, 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.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved by the unanimous written consent of the members of the Board of Directors of the Transferee pursuant to its Charter and the laws of Maryland.

NINTH: In consideration of the payment to Transferor of FOUR HUNDRED EIGHTEEN THOUSAND, ONE HUNDRED NINETY-EIGHT and 85/100-----DOLLARS (\$418,198.85--) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

SEE EXHIBIT A ATTACHED HERETO

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed, delivered in the State of Maryland by Transferor, a Maryland Corporation, and Transferee, a Maryland Corporation, 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, ALCO OIL, INC. and EWING OIL CO., INC., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its president or vice president and attested by the secretary or an assistant secretary, as of this 30th day of June, 1980.

ATTEST:

ALCO OIL, INC.

Patricia P. Hawless
Secretary

Andrew J. Lawrence
President

ATTEST:

EWING OIL CO., INC.

Virginia E. Bowen
Secretary

Carl C. Ewing
President

THE UNDERSIGNED, President of ALCO OIL, 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 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.

Andrew J. Lawrence
President

THE UNDERSIGNED, President of EWING OIL CO., 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 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.

Carl C. Ewing
President

LAW OFFICE
TTS. CLOGG
& MURDOCK
PERSON BUILDING
VILLE, MARYLAND
424-6400

EXHIBIT A

1. All of Seller's right, title and interest in the allocation of gasoline, diesel fuel and lubricants contained in its Jobber Contract with Amoco at and for a price of \$70,000.00

2. All of Seller's right, title and interest in the supply relationship with E. C. Richard Enterprises, Inc. ("Richard") at and for a price of \$30,000.00.

3. All of Seller's right, title and interest in its customer list, customer billing records, hard copies of customer purchase orders, customer credit files and all other customer records at and for an aggregate purchase price of \$70,000.00.

4. Trucks and Related Equipment:

Trailer - Fruehauf - 1956-3-Compartment - 7600 Gallon Bottom loading	\$ 5,000.00
Tank Wagon - GMC - 1970 - Gas 3000 Gallon Aluminum Tank - 4-Compartment	10,000.00
Tank Wagon - GMC - 1972 - Gas 3000 Gallon Aluminum Tank - 4-Compartment	15,000.00
Ford - 1974 - Diesel - 3000 Gallon Aluminum Tank - 4-Compartment- Tank Wagon	20,000.00
Tractor - 72 - Ford - Diesel	<u>15,000.00</u>
TOTAL	\$65,000.00

5. All furniture and fixtures of the Seller, including, but not limited to:

- 2 Desks (1 metal and 1 wood)
- 5 Standard Office Chairs
- 1 Stuffed Office Chair
- 1 Table
- 2 Air Conditioners
- 1 Wooden Cabinet
- 1 Coffee Pot on Metal Stand
- 1 Metal Shelf-Console
- 1 9 1/2 lb. Fire Exitnquisher

1 Drum Wagon

1 Box Cart

1 Air Compressor

Metal Shelves

TOTAL \$2,000.00

6. Loading Rack and Related Equipment - Platform and Steps:

4 3" Loading Arms

2 Above Ground Pumps for Above Ground Tanks, Manifold for Loading and Unloading

1 50 lb. Fire Extinguisher with Push Cart and Wide Spray Nozzle

3 Large yard lights

1 1,000 U/G Waste Oil Tank

2 20,000 Above Ground Tanks

2 20,000 U/G Tanks with Additional Remote Loading at Top of Hill

2 Submerged Pumps

1 3,000 U/G Tank (not used - capped off)

1 550 Above Ground Diesel Tank with Electric Pump

3 Dispersing Nozzels (Hand)

TOTAL \$25,000.00

Trailer:

9' x 42' x 8' high, permanently installed on bed of gravel, etc.

7' x 22' wooden deck and stairs in front

3 Window A/C

8 Electric Baseboard Panels

1 Table on 3-2 Drawer Filing Cabinets

1 Small Fire Extinguisher

TOTAL \$13,000.00

Interceptor:

Oil and Water Separator

TOTAL \$ 2,000.00

\$40,000.00

7. Field Equipment:

Norris Bros. Garage -
2 - 1,000 UG Tanks
1 - 4,000 UG Tank
2 - Gas Pumps

White & Sons -
4 - 550 UG Tanks
4 - Gas Pumps

Sport Chev. -
1 - 2,000 UG Tanks
1 - Gas Pumps

J.J. Cassidy -
1 - 550 UG Tanks
1 - Gas Pump

McNey Motors -
1 - 3,000 UG Tank
1 - Gas Pump

Langley Amoco -
4 - 4,000 UG Tanks
4 - Gas Pumps
1 - Hydraulic Lift
1 - Air Compressor

Feighery Amoco -
3 - 550 UG Tanks

Lyles Amoco -
1 - 550 UG Tank
2 - 1,000 UG Tanks

Damascus - All Damascus Stations - 1, 2, 3 & 4
1 Double Regular Pump Ser. #8P 10868 - Bennett Model 4027
1 Single Regular Pump
1 Single Premium Pump, Pet. Eng 9021
1 Double NL Pump - Bennett Model 4027 - Ser. #B-323127-6A15527
1 Single Kero Pump - Gilbarco
1 Double Regular Pump
1 Double Premium Pump - Wayne 732 - Ser. #0002199 A2
1 Double NL Pump - Wayne 73 - Ser. # 0002372 A2
1 Double Regular Pump - Wayne 732 - Ser. #80083
1 Double Regular Pump - Wayne 732 - Ser. #191532
1 Double Super Pump - Wayne 732 - Ser. #80097
1 Single Blue Pump - Wayne 734-1 - Ser. #137230
1 Single Kero Pump - Southwest GOC 52-1 - Ser. #5842357
1 Double Regular Pump - Wayne 732 - Ser. #0316726 H2
1 Double Regular Pump - Wayne 732 - Ser. #0316426 H2
1 Double NL Pump
1 Single Premium Pump - Universal-Ser. #1799 PW7
1 Single Diesel Pump - Universal - Ser. #1184 PW5

TOTAL \$45,000.00

8. The inventory of gasoline, diesel fuel and lubricants on hand at the settlement date, as determined by a physical inventory jointly conducted by the Seller and the Corporation on that date. The unit cost to the Seller,

according to his regularly maintained accounting records, shall be the purchase price per unit of these inventory items. The purchase price for the petroleum shall be equal to the number of units on hand multiplied by the aforementioned unit price for each type of product: \$16,198.85.

9. Covenant Not to Compete: \$80,000.00.

202

ARTICLES OF SALE AND TRANSFER

BETWEEN

ALCO OIL, INC. (MD. CORP.) Transferor

AND

EWING OIL CO., INC. (MD. CORP.) TRANSFEREE

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 1, 1980 at 10:00 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2483, folio 108, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 24.00 Special Fee paid \$

6.50

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 100692

APR 14 10 43 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received for Record Apr. 14, 1981
at 10:43 A.M.
liber 30

00 292

APP 14-81 B# 11520 *****5.00

ARTICLES OF INCORPORATION

TRI STATE HEARING AID CENTER, INC.

FIRST: We, James E. Summers and Cornelia J. Summers, whose post office address is 53 South Potomac 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 Tri State Hearing Aid Center, Inc.

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

(1) To manufacture, purchase, and sell hearing aids, appliances, batteries and all other supplies used in connection therewith at both wholesale and retail and perform all services directly or indirectly connected therewith; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 53 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Cornelia J. Summers, 53 South Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of 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 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 E. Summers, Cornelia J. Summers and Dallas S. Summers.

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, We have signed these Articles of Incorporation
 this 4th day of August, 1980, and we acknowledge
 the same to be our act.

WITNESS:

Pamela Sue Ambrose

James E. Summers
 James E. Summers

Cornelia J. Summers
 Cornelia J. Summers

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

I HEREBY CERTIFY, That on this 4th day of August 1980,
 before me, the subscriber, a Notary Public in and for the State and
 County aforesaid, personally appeared James E. Summers and Cornelia J.
 Summers and acknowledged the foregoing Articles of Incorporation to be
 their voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela Sue Jones Ambrose
 Notary Public



My Commission Expires:
 July 1, 1982

ARTICLES OF INCORPORATION
OF
TRI STATE HEARING AID CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 7, 1980 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2483, folio 291, 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. Semmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 14 10 43 AM '81

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 100732

Received for Record Apr. 14, 1981 at 10:43 A.M.
Liber 30

APR 14 81 B&E 11521 *****5.00

ARTICLES OF INCORPORATION
OF
HOSE AND CREAMER ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: That We, the subscribers, John M. Hose, whose post office address is 956 Mulberry Avenue, Hagerstown, Maryland, 21740, and Daniel D. Creamer whose post office address is 2399 Woodland Drive, Hagerstown, Maryland, 21740; both 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: "HOSE AND CREAMER 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 sell and service all types of insurance to the public.

(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 these Articles of Incorporation, but that the objects, purposes and powers specified in this paragraph and in each of the clauses and paragraphs of these Articles shall be independent objects, purposes and powers. And in general to exercise and

enjoy all other privileges, rights and powers granted to or conferred upon 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 1423 Dual Highway, Hagerstown, Maryland, 21740. The Resident Agent of the Corporation is John M. Hose, whose post office address is 956 Mulberry Avenue, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have four (4) directors and John M. Hose, Daniel D. Creamer, Georgia G. Hose and Diana L. 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, WE have signed these Articles of Incorporation this 1 day of NOVEMBER, 1978.

WITNESS:

Nancy J. Krapp
Nancy J. Krapp

John M. Hose (SEAL)
John M. Hose
Daniel D. Creamer (SEAL)
Daniel D. Creamer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on the 1 day of November, 1978, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared John M. Hose and Daniel D. Creamer, 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.



Nancy J. Krapp
Notary Public

My Commission Expires:

My Commission Expires July 1, 1982

206

ARTICLES OF INCORPORATION
OF
HOSE AND CREAMER ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 11, 1980 at 2:30 o'clock P.M. as in conformity
with law and ordered recorded.

Recorded in Liber **2483**, folio **001181**, 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 100835

APR 14 10 43 AM '81

LIBER FOLIO

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received for Record Apr. 14, 1981 at 10:43 A.M.
Liber 30

APR 14 81 B2 11522 *****5.00

THE DONKEY CORP.

ARTICLES OF REVIVAL

THE Donkey Corp. a Maryland Corporation, having its principal office, 20 Public Square, Hagerstown, Washington County, Maryland (hereinafter called the Corporation), hereby certified to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited in 1970, for the non-payment of taxes or for failure to file an annual report with STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was ^{THE} Donkey Corp.

THIRD: The name by which the Corporation will hereafter be known is Donkey Corporation.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland, is 20 Public Square, Hagerstown, Washington County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are: Martin D. Fleisher, 923 Armstrong Avenue, Hagerstown, Washington County, Maryland. Said resident agent is a citizen actually residing in this State.

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

(a) Paid all fees required by law:

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

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

ion 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 has 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 July 29, 1980.

WITNESS:

Martin D. Fleisher (SEAL)
Martin D. Fleisher
Attorney-in-Fact for
Max Fleisher, Last Acting President

Martin D. Fleisher (SEAL)
Martin D. Fleisher
Last Acting Secretary

Charlotte Eichellberg

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 29th day of July, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Martin D. Fleisher, Attorney-in-Fact for Max Fleisher, Last Acting President, and Martin D. Fleisher, the Last Acting Secretary of The Donkey Corp. a Maryland Corporation, and acknowledged the foregoing Articles of Revival to be his act as Last Acting Secretary and also the act, by him as Attorney-in-Fact, of Max Fleisher, Last Acting President.

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

Charlotte Eichellberg
Notary Public

My Comm. Ex: July 1, 1982



ARTICLES OF REVIVAL
OF

THE DONKEY CORP.

Changing its name to:

DONKEY CORPORATION

209-7

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 13, 1980 at 8:30 o'clock A M. as in conformity
with law and ordered recorded. 3

Recorded in Liber 2483, folio 1645, 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 L. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 100914

APR 14 10 43 AM '81

LIBER _____ FOLIO _____

LAND _____
VALUATION _____ CLERK

Received for Record Apr. 14, 1981
at 10:43 A.M.
Liber 30

APR 14 1981 B# 11523 *****5.00

THE FLEISHER COMPANY

ARTICLES OF REVIVAL

The Fleisher Company, a Maryland Corporation, having its principal office, 20 Public Square, Hagerstown, Washington County, Maryland (hereinafter called the Corporation), hereby certified to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited in 1968, for the non-payment of taxes or for failure to file an annual report with STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was The Fleisher Company.

THIRD: The name by which the Corporation will hereafter be known is The Fleisher Company.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland, 20 Public Square, Hagerstown, Washington County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are: Martin D. Fleisher, 923 Armstrong Avenue, Hagerstown, Washington County, Maryland. Said resident agent is a citizen actually residing in this State.

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

(a) Paid all fees required by law;

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

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

W. K. POOLE, JR.
ATTORNEY AT LAW

HAGERSTOWN TRUST BLDG.
81 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND

21740

ion 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 July 29, 1980.

WITNESS:

Martin D. Fleisher (SEAL)
Martin D. Fleisher
Attorney-in-Fact for
Max Fleisher, Last Acting President

Charlotte Eichlberger

Martin D. Fleisher (SEAL)
Martin D. Fleisher
Last Acting Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 29th day of July, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Martin D. Fleisher, Attorney-in-Fact for Max Fleisher, Last Acting President, and Martin D. Fleisher, the Last Acting Secretary of The Fleisher Company, a Maryland Corporation, and acknowledged the foregoing Articles of Revival to be his act as Last Acting Secretary and also the act, by him as Attorney-in-Fact, of Max Fleisher, Last Acting President.

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

Charlotte Eichlberger
Notary Public

My Comm. Ex: July 1, 1982

RECEIVED
JUL 29 1980
U.S. DEPT. OF JUSTICE
WASHINGTON, D.C.

ARTICLES OF REVIVAL
OF
THE FLEISHER COMPANY

231

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 13, 1980 at 8:30 o'clock A M. as in conformity
with law and ordered recorded. 3

Recorded in Liber **2483**, folio **1618** one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 100915

APR 14 10 43 AM '81

LIBER _____ FOLIO _____

LAND _____
VAUGHN, R. C. CLERK

Received for Record Apr. 14, 1981
at 10:43 A.M. Liber 30

APR 14 81 11:24 *****5.00

DCA, INC.

ARTICLES OF INCORPORATION

FIRST: I, George Douglas, whose post office address is Route 6, Box 226, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

1. To engage in the business of tavern and restaurant ownership and management; to perform all necessary and proper related activities and services in connection therewith.

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 6, Box 226. The name and post office address of the Resident Agent of the Corporation in this State is George Douglas, Route 6, Box 226, 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 One Thousand (1,000) shares of common stock, without par value.

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

1. If there is no stock outstanding, the number of directors may be less than three 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: Clifford Johnson, Douglas M. Newcomb, and George Douglas.

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

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

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

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

EIGHTH: Except as may otherwise be provided by the

Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The 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.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of July, 1980, and I acknowledge the same to be my act.

WITNESS:

H. S. H.

George Douglas
George Douglas

ARTICLES OF INCORPORATION
OF
DCA, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 13, 1980 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber **2483**, folio **1694**, 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 100925

APR 14 10 43 AM '81

LIBER _____ FOLIO _____

LAND RECORDS CLERK

Received for Record Apr. 14, 1981 at 10:43 A.M.
Liber 30

ARTICLES OF INCORPORATION

APR 14 81 B& 11525 *****5.00

GERALD A. CUMP & ASSOCIATES, INC.

FIRST: I, Gerald A. Cump, whose post office address is P. O. Box 1117, 121 East Baltimore 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 Gerald A. Cump & Associates, Inc.

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

(1) To engage in every aspect of the general business of engineering and surveying through its officers, agents and employees who are licensed to practice engineering and surveying in accordance with the laws of the State of 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 Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is P. O. Box 1117, 121 East Baltimore Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Gerald A. Cump, P. O. Box 1117, 121 East Baltimore Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of a par value of One (\$1.00) Dollar per share.

SIXTH: The number of Directors of the Corporation shall be four (4), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) except 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 elected and qualify are: Gerald A. Cump, Julian L. Oliver, Jr., Kent N. Oliver and Richard F. McGrory.

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 suc-

cessfully 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 18 day of AUGUST, 1980, and I acknowledge the same to be my act.

WITNESS:

Audrey Munson

Gerald A. Cump
Gerald A. Cump

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

I HEREBY CERTIFY, That on this 18 day of August 19 80, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gerald A. Cump and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Audrey Munson
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION
OF

GERALD A. CUMP & ASSOCIATES, INC.

231

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 18, 1980 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber **2483** folio **691**, 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

A 101087

APR 14 10 43 AM '81

LIBER 1010

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Apr. 14, 1981 Brf 11526 *****1.00

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 AND TRANSFER has been filed in its office by

Michael H. Mannes Esq

501 Keyser Bldg. Calvert & Redwood Streets Baltimore, Maryland 21202

which said Articles of SALE AND TRANSFER were duly approved by said Department on July 30, 1980 at 1:50 PM and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is Westmarco Enterprises, Inc. (MD. CORP.) Transferor

the name of the transferee is

Hamilton Partnership (Md. Partnership) Transferee

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

(c) The Articles of SALE AND TRANSFER are dated July 25, 1980

(d) The time of receipt for record of the Articles of SALE AND TRANSFER in the office of the State Department of Assessments and Taxation was

July 30, 1980 at 1:50 PM

Received For Record May 21, 1981 at 9:39 o'clock am liber 30

MAY 21 81 A 16676 *****75

RESOLUTIONS OF THE BOARD OF DIRECTOR

MAY 21 81 A 16675 *****50

We, W. Stephen Hood, M.D. and Linda M. Hood, hereby certify that we are the President and Secretary, respectively, of W. Stephen Hood, M.D., P.A., a corporation organized and existing under and by virtue of the laws of the State of Maryland, that pursuant to Written Consent in Lieu of Special Meeting of the Board of Director of the Corporation, scheduled for May 21, 1980, the following resolution was agreed to by the Director:

RESOLVED, That, effective immediately, the address of the principal office of the Corporation shall be changed to 645 East First Street, Hagerstown, Maryland 21740.

IN WITNESS WHEREOF, we have set our hands and affixed the seal of the Corporation this 12 day of September, 1980.

ATTEST:

W. STEPHEN HOOD, M.D., P.A.

Linda M. Hood
Secretary

By: W Stephen Hood M.D.
President

(corporate seal)

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

W. STEPHEN HOOD, M.D., P.A.

916

received for record September 18, 1980

, at 8:30 A.M.

and recorded on Film No. 2485

Frame No. 1073 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 17909 A.

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

75
50

Mr. Clerk Mail to: Paley, Rothman, Cooper & Eig
5530 Wisconsin Avenue, Suite 1440
Chevy Chase, Maryland 20015

rme

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 21 9 39 AM '81

LIBER _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

Received For Record May 21, 1981 at 9:39 o'clock am liber 30

ARTICLES OF INCORPORATION 11-81 A# 16677 *****5.00

JIM'S ALWAYS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, James L. Resh, whose post office address is 830 Westwood Street, Hagerstown, Maryland 21740, James E. Resh, whose post office address is 1209 Potomac Avenue, Hagerstown, Maryland 21740, and Robert W. Resh, whose post office address is 605 Sunset Drive, Hagerstown, Maryland 21740, all being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of 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:

JIM'S ALWAYS, INC.

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

- (a) To engage in a general merchandising business.
- (b) To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of any kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, insurance and real estate, wares and merchandise of every description.

2.

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

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

(g) To purchase, or otherwise acquire, hold and re-issue shares of its capital stock of any class and to purchase, hold, sell, assign, transfer, exchange, lease mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidence of indebtedness issued or created by any other corporation or association organized under the Laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner and holder of any such shares of stock, voting trusts 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 the 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.

3.

(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 830 Westwood Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is James L. Resh whose post office address is 830 Westwood 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 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 James L. Resh, James E. Resh, and Robert W. Resh 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 affect 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 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.

5.

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 15th day of August, 1980.

James L. Resh (Seal)
James L. Resh

James E. Resh (Seal)
James E. Resh

Robert W. Resh (Seal)
Robert W. Resh

TEST:

Pauline Litner

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 15th day of August, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared James L. Resh, James E. Resh and Robert W. Resh, 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.

Pauline Litner
NOTARY PUBLIC

MY COMMISSION EXPIRES

July 1, 1982

ARTICLES OF INCORPORATION
OF
JIM'S ALWAYS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 18, 1980 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber **2483**, folio **002894**, 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 101101

MAY 21 9 39 AM '81

LIBER _____ FOLIO _____

Received For Record May 21, 1981 at 9:39 oc'clock am liber 30

ARTICLES OF INCORPORATION MAY 21 81 AM 16678 *****5.00

JIM'S COFFEE POT CUMBERLAND, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, James L. Resh, whose post office address is 830 Westwood Street, Hagerstown, Maryland 21740, James E. Resh, whose post office address is 1209 Potomac Avenue, Hagerstown, Maryland 21740, and Robert W. Resh, whose post office address is 605 Sunset Drive, Hagerstown, Maryland 21740, all being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of 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:

JIM'S COFFEE POT CUMBERLAND, INC.

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

- (a) To engage in a general merchandising business.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of any kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, insurance and real estate, wares and merchandise of every description.

2.

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

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

(g) To purchase, or otherwise acquire, hold and re-issue shares of its capital stock of any class and to purchase, hold, sell, assign, transfer, exchange, lease mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidence of indebtedness issued or created by any other corporation or association organized under the Laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner and holder of any such shares of stock, voting trusts 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 830 Westwood Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is James L. Resh whose post office address is 830 Westwood 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 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 James L. Resh, James E. Resh, and Robert W. Resh 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.

4.

(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 affect 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 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 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 entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 15th day of August, 1980.

James L. Resh (Seal)
James L. Resh

James E. Resh (Seal)
James E. Resh

Robert W. Resh (Seal)
Robert W. Resh

TEST:

Pauline Leitner

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 15th day of August, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared James L. Resh, James E. Resh, and Robert W. Resh, 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.

Pauline Leitner
NOTARY PUBLIC

MY COMMISSION EXPIRES

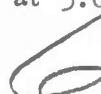
July 1, 1982



244

ARTICLES OF INCORPORATION
OF
JIM'S COFFEE POT CUMBERLAND, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 18, 1980 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.



Recorded in Liber **2483**, folio **2900**, 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

MAY 21 9 39 AM '81

LIBER _____ FOLIO _____

A 101102

AB
Received For Recor May 21, 1981 at 9:39 o'clock pm liber 30 MAY 21 31 AM 16679 *****5.00

ARTICLES OF INCORPORATION

JIM'S COFFEE POT FREDERICK, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, James L. Resh, whose post office address is 830 Westwood Street, Hagerstown, Maryland 21740, James E. Resh, whose post office address is 1209 Potomac Avenue, Hagerstown, Maryland 21740, and Robert W. Resh, whose post office address is 605 Sunset Drive, Hagerstown, Maryland 21740, all being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of 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:

JIM'S COFFEE POT FREDERICK, INC.

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

- (a) To engage in a general merchandising business.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of any kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, insurance and real estate, wares and merchandise of every description.

2.

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

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

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

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

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

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

3.

(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 830 Westwood Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is James L. Resh whose post office address is 830 Westwood 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 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 James L. Resh, James E. Resh, and Robert W. Resh 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 affect 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 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 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 entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 15th day of August, 1980.

James L. Resh (Seal)
James L. Resh

James E. Resh (Seal)
James E. Resh

Robert W. Resh (Seal)
Robert W. Resh

TEST:

Pauline Lutnow

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 15th day of August, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared James L. Resh, James E. Resh, and Robert W. Resh, 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.

Pauline Lutnow
NOTARY PUBLIC

(1) MY COMMISSION EXPIRES

July 1, 1982

2-1-1

ARTICLES OF INCORPORATION
OF
JIM'S COFFEE POT FREDERICK, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 18, 1980 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber **2483**, folio **002906** 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. Semmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 101103

MAY 21 9 39 AM '81

LIBER _____ FOLIO _____

Received For Record May 21, 1981 at 9:39 o'clock am liber 30
MAY 21 1981 A# 16680 *****5.00

ARTICLES OF INCORPORATION

JIM'S COFFEE POT HAGERSTOWN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, James L. Resh, whose post office address is 830 Westwood Street, Hagerstown, Maryland 21740, James E. Resh, whose post office address is 1209 Potomac Avenue, Hagerstown, Maryland 21740, and Robert W. Resh, whose post office address is 605 Sunset Drive, Hagerstown, Maryland 21740, all being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of 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:

JIM'S COFFEE POT HAGERSTOWN, INC.

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

- (a) To engage in a general merchandising business.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of any kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, insurance and real estate, wares and merchandise of every description.

2.

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

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

(g) To purchase, or otherwise acquire, hold and re-issue shares of its capital stock of any class and to purchase, hold, sell, assign, transfer, exchange, lease mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidence of indebtedness issued or created by any other corporation or association organized under the Laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner and holder of any such shares of stock, voting trusts 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 830 Westwood Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is James L. Resh whose post office address is 830 Westwood 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 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 James L. Resh, James E. Resh, and Robert W. Resh 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.

4.

(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 affect 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 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 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 entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 15th day of August, 1980.

James L. Resh (Seal)
James L. Resh

James E. Resh (Seal)
James E. Resh

Richard W. Resh (Seal)
Richard W. Resh
Robert

TEST:

Pauline Lutnu

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 15th day of August, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared James L. Resh, James E. Resh, and Robert W. Resh, 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.

Pauline Lutnu
NOTARY PUBLIC

MY COMMISSION EXPIRES

July 1, 1982

ARTICLES OF INCORPORATION
OF
JIM'S COFFEE POT HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 18, 1980 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber **2483**, folio **002912**, 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

MAY 21 9 39 AM '81

LIBER _____ FOLIO _____

A 101104

ADVANCED ENERGY MANAGEMENT CORPORATION

ARTICLES OF INCORPORATION

Received For Record May 21, 1981 at 9:39 o'clock am liber 30

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

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

ADVANCED ENERGY MANAGEMENT CORPORATION

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

(1) To engage in the distribution, sale and installation of energy management equipment of any kind whatsoever; and

(2) 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; and

(3) To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said Corporation, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, office, stores, warehouses, mills, shops, factories, plants, gas houses, machinery rights, easements, privileges, franchise and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company, or any part thereof; 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 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.

(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 1216 Sherman Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert L. Glessner, 1216 Sherman Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

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 preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

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

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable solely

because of any such common directorship or interest, or the presence of the director at the meeting of the Board or a Committee of the Board which authorizes, approves or ratifies the contract or transaction, or the counting of the vote of the director for the authorization, approval or ratification of the contract or transaction provided that: the fact of the common directorship or interest is disclosed or known to; the Board of Directors or the Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction by the affirmative vote if a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the vote of shares owned of record or beneficially by the interested director or corporation, firm or other entity; or the contract or transaction is fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract or transaction bears the burden of proving the contract or transaction is fair and reasonable to the Corporation at the time it was authorized, approved or ratified. The provision of this subsection does not apply to the fixing by the Board of Directors of reasonable compensation for a director; whether as a director or in any other capacity.

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

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

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

if taken or authorized by a majority of the votes entitled to be cast thereon.

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

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

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

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of August, 1980, and I acknowledge the same to be my act.

WITNESS:

[Signature]

[Signature]
DIXIE C. NEWHOUSE

ARTICLES OF INCORPORATION

OF

ADVANCED ENERGY MANAGEMENT CORPORATION

245

approved and received for record by the State Department of Assessments and Taxation
 of Maryland August 18, 1980 at 10:00 o'clock A M. as in conformity
 with law and ordered recorded.

6

Recorded in Liber **2483**, folio **3328** 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

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. Hemminger



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 101139

MAY 21 9 39 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
 VAUGHN J. BAKER, CLERK

Received For Record May 21, 1981 at 9:39no'clock am liber 30

ARTICLES OF INCORPORATION

OF

FRIENDLY VILLAGE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John M. Eshleman, whose post office address is Route 8, Box 165, Hagerstown, MD 21740, John M. Hostetter, whose post office address is Route 8, Box 92, Hagerstown, MD 21740, Clarence H. Martin, whose post office address is Route 5, Box 182, Hagerstown, MD 21740, Robert L. Risser, whose post office address is 11205 Country Club Road, Waynesboro, PA 17268 and Richard E. Shank, whose post office address is Route 8, Box 60E, Hagerstown, MD 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:

FRIENDLY VILLAGE, INC.

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

(a) The Corporation is organized and shall be operated exclusively for charitable and educational purposes, specifically, to operate, conduct and maintain a non-profit, non-denominational home and residential care center for mentally retarded persons, without regard to their race or color, the origin, inception, severity or duration of their mental retardation in accordance with the requirements set forth by the Department of Health and Mental Hygiene of the State of

Maryland; to provide facilities for the comfort, care, tending, treatment, supervision, guidance, training, instruction and education of the mentally retarded; to provide opportunities for the maximum development of each and every mentally retarded person under its care by especially attending to the individual retardate's mental, emotional, spiritual, esthetic, psychological and physical needs and/or handicaps; to inform, educate advise, assist, guide, encourage and help the parents and relatives of the mentally retarded, as well as other interested persons, in the care, training and understanding of the mentally retarded child and of the mentally retarded; to receive gifts, grants and donations from any source whatsoever and to apply the income and principal thereof to promoting the above set forth purposes; and it shall be within the powers of the said Corporation to use as a means to that end, the cooperation and aid of agencies, organizations and facilities, public, private, state and/or federal, which from time to time can aid the Corporation in giving the best care available to the retarded person.

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

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

(d) 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 borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereon, by mortgage upon, or pledge or conveyance

or assignment in trust of, the whole or 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 use and purposes.

(e) To carry on any of the activities 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 purposes, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(f) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustee, 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 provisions of these articles, 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 501(c)(3) or contribution to which

are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The current post office address of the principal office in this State is Route 8, Box 165, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is John M. Eshleman, Route 8, Box 165, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing this State.

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

SIXTH: The Corporation shall have not less than five (5) nor more than eleven (11) Directors. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: John M. Eshleman, John M. Hostetter, Clarence H. Martin, Robert L. Risser and Richard E. Shank.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: 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 similar or analogous character or purpose to the character or purpose of the Corporation to which the property previously belonged.

NINTH: The Corporation may by its By-Laws make any other provisions or requirements for arrangement or conduct

of the business of the Corporation, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

TENTH: In these Articles of Incorporation, references to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. It is intended that the organization described in this Article shall be entitled to exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now enforced or hereafter amended.

In these Articles of Incorporation, 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.

ELEVENTH: (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 federal tax law.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(b) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or any corresponding provisions of any subsequent federal tax law.

(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 law.

(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 law.

TWELFTH: As used in this Article, 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.

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.

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 an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding that indemnification of such corporate representative other than a present or former director or officer is proper under the circumstances.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 16th day of August, 1980.

WITNESS:

Eugene H. (J. Ford)

)
)
) John M. Eshleman (Seal)
) John M. Eshleman

)
)
) John M. Hostetter (Seal)
) John M. Hostetter

)
)
) Clarence H. Martin (Seal)
) Clarence H. Martin
)
)
) Robert L. Risser (Seal)
) Robert L. Risser
)
)
) Richard E. Shank (Seal)
) Richard E. Shank
)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit;

I HERBY CERTIFY, that on this 16th day of August, 1980, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared John M. Eshleman, John M. Hostetter, Clarence H. Martin, Robert L. Risser and Richard E. Shank and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

Witness my hand and Official Notarial Seal

Charles E. Hord
 Notary Public



My Commission expires:

JULY 1, 1982

246

ARTICLES OF INCORPORATION

OF

FRIENDLY VILLAGE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 20, 1980 at 10:00 o'clock A.M. as in conformity
with law and ordered recorded.

9

Recorded in Liber **2484**, folio **000116**, 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

MAY 21 9 39 AM '81

LIBER _____ FOLIO _____

A 101177

Received For Record May 21, 1981 at 9:39 o'clock am liber 30

ARTICLES OF INCORPORATION

OF

PHILMONT STEEL PRODUCTS, INC.

FIRST: I, Ralph H. France, II, whose post office address is 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: Philmont Steel Products, Inc.

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

(1) To engage in, conduct, and carry on business as metal craftsmen in the casting, spinning, plating, and dye-stamping of metal of every kind, nature, or description; and to do business as producers and manufacturers of metal dyes and as engravers, skilled artists, originators, and designers of trophies and objects commemorative events and contests, victory mementos, emblems, metals, and ornaments of all kinds; to manufacture, construct, process, build install, buy, sell, and otherwise handle sheet metal, ornamental iron, bronze, copper and all kinds of metallic materials; and to engage in the business of blanking, drawing, forming, punching, sheering, and tooling metal of all kinds and types; 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 81 West Washington 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, 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 10,000 shares of common stock without par value.

SIXTH: The number of directors of the Corporation shall be ten (10), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), 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:

Ralph H. France, II, Richard Roberts and Lewis C. Metzner

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.

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 evidence 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 2-148 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 proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19 day of August, 1980, and I acknowledge the

same to be my act.

WITNESS:

Dick L. Grimm

Ralph H. France, II (SEAL)
Ralph H. France, II

ARTICLES OF INCORPORATION
OF
PHILMONT STEEL PRODUCTS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 20, 1980 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber **2484**, folio **0220**, 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. [Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 101190

MAY 21 9 39 AM '81

LIBER _____ FOLIO _____

Received For Record May 21, 1981 at 9:39 o'clock am liber 30

ARTICLES OF INCORPORATION

OF

DOUGLAS FUELS, 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 DOUGLAS FUELS, INC.

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

To engage in the business of buying and selling at wholesale and retail and the shipment and transportation of fuel oil, gasoline and other petroleum products of every kind and description and the construction, purchase, leasing and operating of docks, yards and warehouses, such business to be carried on in this State.

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 745 Frederick Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Douglas E. Concovia, 318 Robinwood 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 two thousand (2,000) shares

of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of Two Hundred Thousand Dollars (\$200,000.00). Common stock of the Corporation shall be issued as small business corporation stock in accordance with a plan under the provisions of Section 1244 of the Internal Revenue Code of 1954.

SIXTH: The number of directors of the Corporation shall be two (2), 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 Douglas E. Concovia and Joyce M. Concovia.

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 this 25th day of August, 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 25th day of August, 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
DOUGLAS FUELS, INC.

280

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 26, 1980 at 11:00 o'clock A M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2484, folio 1652, 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. Semmes



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 101404

MAY 21 9 39 AM '81

LIBER _____ FOLIO _____

LAURENCE VAUGHN, CLERK

Received For Record May 21, 1981 at 9:39 o'clock am liber 30

ARTICLES OF INCORPORATION

MAY 21 1981 AM 10085 *****5.00

1. Incorporators. The undersigned, John A. Cueto, whose post office address is 468 North Potomac Street, Hagerstown, Maryland, and Lynne K. Cueto, whose post office address is 468 North Potomac Street, both being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is Cueto & Cueto, Inc.

3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

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

(a) To engage in research and development, purchase, sale, import, export, license, distribution, design, manufacture, or rental of any product, machine, apparatus, appliance, merchandise, and property of every kind and description, ideas, systems, procedures, and services of any nature, including, without limiting the generality of the foregoing, all types of products which possess an internal intelligence for recognizing and correlating any type of data or information to be processed, pattern interpretation, recognition and memory systems and equipment, optical scanning, analog and digital computers, components, all types of electrical, mechanical, electromechanical, and electronic products and systems such as for analysis of visible, radar, sonar, or other inputs, voice recognition and identification of voice elements, and magnetic storage and drums.

To establish, maintain, and conduct training schools, courses, and programs in connection with the purchase, sale, import, export, license, distribution, design, manufacture or rental of machines, apparatus, appliances, and merchandise, and of articles required in the use thereof or used in connection therewith.

(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 468 North Potomac Street,

AUG 26 5 15 AM '81

Hagerstown, Maryland 21740, in the County of Washington. The name and post office address of the resident agent of the Corporation in Maryland are— **233**
Lynne K. Cueto, 468 North Potomac Street, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 100 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, the Corporation shall have one director whose name is Lynne K. Cueto.

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) Lynne K. Cueto: President
- (2) John A. Cueto: Secretary-Treasurer

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the Corporation shall be Five Hundred Thousand (\$500,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 19th day of August, A.D., 1980.

John A. Cueto (SEAL)
John A. Cueto

Lynne K. Cueto (SEAL)
Lynne K. Cueto

-2-

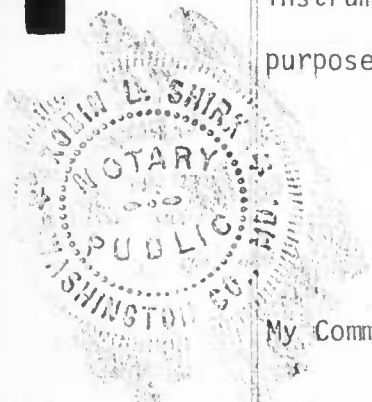
STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 19th day of August A.D., 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John A. Cueto and Lynne K. Cueto, known to me to be the persons whose names are subscribed to the foregoing instrument, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Robert L. Shirk
Notary Public

My Commission Expires: 7/1/82



ARTICLES OF INCORPORATION
OF
CUETO & CUETO, INC.

281

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 26, 1980 at 11:00 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2484, folio 001713, 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

MAY 21 9 39 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐

A 101419

ARTICLES OF AMENDMENT

BOONSBORO PRODUCE MARKET, INC. MAY 21 1981 10086 ***5.00

Received for Record May 21, 1981 at 9:39 o'clock am liber 30

Boonsboro Produce Market, 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: That Article Third of the Articles of Incorporation of Boonsboro Produce Market, Inc., which were approved by the State Department of Assessments and Taxation on 22 March 1974, authorizing the Corporation to engage in the business of establishing, maintaining, conducting, and operating a food and produce market and related activities, be and the same is hereby amended by the addition of the following paragraph which is to be added to said Article and which shall be in addition to all other business activities set forth therein.

9(A) 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, automats, buffets, dinners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures,

machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto use therein.

To manufacture, produce treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

SECOND: That all other provisions set out in the Articles of Incorporation dated 13 March 1974 and approved by the State of Maryland 22 March 1974, remains unchanged.

THIRD: The Board of Directors at a meeting duly convened and held 26 June 1980 by a majority vote adopted a resolution which set forth the foregoing amendment to the charter. Further, the director declared that this amendment was advisable and they directed the Chairman to submit it to a special meeting of the Stockholders to be held 7 July 1980.

FOURTH: Notice of said meeting and said Amendment to be approved at such meeting of the Stockholders 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 at said meeting by an unanimous vote on 7 July 1980.

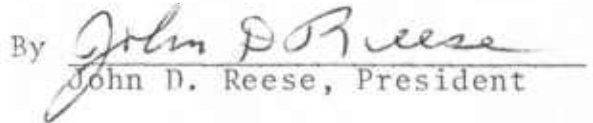
FIFTH: John D. Reese, the President, further certifies

to the State Department of Assessments and Taxation that no stock entitled to be voted on the matter was outstanding or subscribed for at the time of approval and this amendment does not deal with a change expressly permitted by Corporations and Associations Article, Section 2-605, Annotated Code of Maryland (1975, as amended).

Attest to Signature
and Corporate Seal;


Secretary

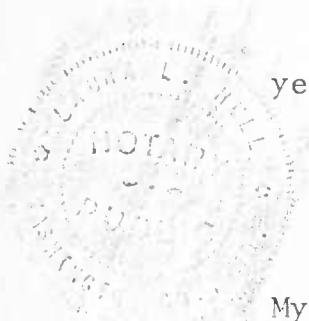
BOONSBORO PRODUCE MARKET, INC.

By 
John D. Reese, President

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

I HEREBY CERTIFY, that on this 7th day of July, A.D., 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John D. Reese, President of Boonsboro Produce Market, 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 and correct to the best of his knowledge, information and belief.

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




Notary Public

My Commission Expires:
1 July 1982

ARTICLES OF AMENDMENT
OF
BOONSBORO PRODUCE MARKET, INC.

283

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 29, 1980 at 2:00 o'clock P M. as in conformity
with law and ordered recorded.

Recorded in Liber 2484, folio 002181, 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. Hamner



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 101472

MAY 21 9 39 AM '81

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record May 21, 1981 at 9:39 o'clock am liber 30

ARTICLES OF INCORPORATION

OF

AN 31 31 A 16637 *****5.00

GLADJACK, 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 GLADJACK, INC.

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

To own, lease, operate and manage garages, filling stations, and car washes for motor vehicles; to manufacture, buy, sell, rent, store, prepare and care for motor vehicles of all kinds, their parts, appurtenances, accessories, supplies, tools, equipment and all other personal property of every kind and description; and to do any or all things necessary or incident to the business of the Corporation.

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 aforesaid 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 Alternate U. S. Route 40 West, Route #1, Boonsboro, Maryland, 21713. The name and post office address of the resident agent of the Corporation in this State are Jack M. Charles, 129 North Colonial 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 four (4), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Jack M. Charles, Gladys B. Charles, Vicki Lumm and Jill Spalding.

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 August 29, 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 29th day of August, 1980, before me, 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 act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer
Notary Public

My Commission Expires:
July 1, 1982



ARTICLES OF INCORPORATION
OF
GLADJACK, INC.

310

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 8, 1980 at 12:00 o'clock Noon M. as in conformity
with law and ordered recorded.

Recorded in Liber **2485**, folio **0881**, 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 101722

MAY 21 9 39 AM '81

LIBER _____ FOLIO _____

LAND _____
VAUGHN L. LANE, CLERK

Received For Record May 21, 1981 at 9:40 i'clock am liber 30

WILLIAM F. PARK, P.A.

W 21 31 A 16088 ***5.00

ARTICLES OF INCORPORATION

Certificate of Incorporation of William F. Park,
P.A., under the Corporations and Associations Article of the
Annotated Code of Maryland.

The undersigned, for the purpose of forming a corporation
pursuant to "The Professional Corporation Act" and other
laws of the State of Maryland does hereby certify the following:

ARTICLE I

NAME

The name of this Corporation is William F. Park,
P.A., hereinafter called the Corporation.

ARTICLE II

The Corporation is a professional Corporation as defined
in the Professional Service Corporations Subtitle, Sections
5-101 et seq. of the Corporations and Associations Article
of the Annotated Code of Maryland, as amended, and as the
same may be amended from time to time, and is governed by
those provisions applicable thereto.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by
this Corporation is:

To engage in each phase and all aspects of the business
of rendering the same professional services to the public
that certified public accountants, duly licensed under the
laws of the State of Maryland, are authorized to render, but such

professional services shall be rendered only through shareholders, directors, officers, employees, or agents who are duly licensed or otherwise legally authorized to render such professional services under the laws of the State of Maryland.

To invest funds of this Corporation in real estate, mortgages, stocks, bonds or any other types 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 objects 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 IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue is One Thousand (1000) shares of

common stock having a nominal par value of One Hundred (\$100.00) Dollars per share. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed as a certified public accountant in the State of Maryland.

ARTICLE V

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI

There are no preferences, qualifications, limitations, restrictions, and special or relative rights in respect to the shares issued, except those required by the Professional Service Corporations Subtitle, as amended, Sections 5-101 et seq, Corporations and Associations Article, Annotated Code of Maryland.

ARTICLE VII

No holder of the common stock of the Corporation shall possess any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this Corporation.

ARTICLE VIII

There are no provisions for the regulation of the internal affairs of the Corporation.

ARTICLE IX

The post office address of the principal office of the Corporation is:

16 East Antietam Street
Hagerstown, Maryland 21740

The name of the initial resident agent and address of the initial registered office of the Corporation are:

WILLIAM F. PARK, C.P.A.
16 East Antietam Street
Hagerstown, Maryland 21740

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

ARTICLE X

DIRECTORS

The number of directors constituting the initial Board of Directors is one (1), which director is duly licensed under the laws of the State of Maryland to render professional services of the Corporation. The number of directors may be increased or decreased from time to time by Bylaws adopted by the shareholders, but shall never be less than one. The Board of Directors may from time to time move the principal office to any other address in the State of Maryland. The name and post office address of the member of the initial Board of Directors are:

WILLIAM F. PARK, C.P.A.
16 East Antietam Street
Hagerstown, Maryland 21740

ARTICLE XI

ORIGINAL SHAREHOLDERS

The name and post office address of the original shareholder, who is duly licensed under the laws of the State of Maryland to render the professional services of the Corporation are:

WILLIAM F. PARK, C.P.A.
16 East Antietam Street
Hagerstown, Maryland 21740

ARTICLE XII

ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Maryland and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

JACOB B. BERKSON
ATTORNEY AT LAW
WILMINGTON, MARYLAND

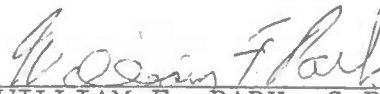
This Corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

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 shareholders, and approved at the shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, I the subscriber, have executed these Articles of Incorporation this 28th day of August, 1980 and acknowledged same to be my act.


WILLIAM F. PARK, C.P.A.
16 East Antietam Street
Hagerstown, Maryland 21740

311

ARTICLES OF INCORPORATION

OF

WILLIAM F. PARK, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 8, 1980 at 11:00 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2485, folio 1138, 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 101754
MAY 21 9 40 AM '81

LIBER _____ FOLIO _____

Received For Record May 21, 1981 at 9:40 oc'clock am liber 30

SOFTGRAPH, INC.
(A Close Corporation under Title 4 of Corporation
and Association Article)

EX 21-31A# 16639 *****5.00

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Lynne K. Cueto, whose post office address is 468 North Potomac Street, Hagerstown, Maryland, 21740; John A. Cueto, whose post office address is 468 North Potomac Street, Hagerstown, Maryland 21740; Paul M. Rajnic, whose post office address is 11707 Greenlane Drive, Potomac, Maryland 20854; and Sheila S. Rajnic, whose post office address is 11707 Greenlane Drive, Potomac, Maryland 20854; 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 SoftGraph, Inc.

3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

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

(a) To engage in research and development, purchase, sale, import, export, license, distribution, design, manufacture, or rental of any product, machine, apparatus, appliance, merchandise, and property of every kind and description, ideas, systems, procedures, and services of any nature, including, without limiting the generality of the foregoing, all types of products which possess an internal intelligence for recognizing and correlating any type of data or information to be processed, pattern interpretation, recognition and memory systems and equipment, optical scanning, analog and digital computers, components, all types of electrical, mechanical, electromechanical, and electronic products and systems such as for analysis of visible, radar, sonar, or other inputs, voice recognition and identification of voice elements, and magnetic storage and drums.

To establish, maintain, and conduct training schools, courses, and programs in connection with the purchase, sale, import, export, license, distribution, design, manufacture or rental of machines, apparatus, appliances, and merchandise, and of articles required in the use thereof or used in connection therewith.

(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 468 North Potomac 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 John A. Cueto, 468 North Potomac Street, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 100 shares without par value, all of one class.

7. Election of and number of directors. The number of directors of the Corporation shall be fixed from time to time by the By-Laws and may be increased or decreased as therein provided, but the number thereof shall not be less than 3. The following persons, all over the age of 18 and all residents of Maryland shall serve until the first annual meeting as provided in the By-Laws: Lynne K. Cueto, 468 North Potomac Street, Hagerstown, Maryland 21740; John A. Cueto, 468 North Potomac Street, Hagerstown, Maryland 21740; Paul M. Rajnic, 11707 Greenlane Drive, Potomac, Maryland 20854; and Sheila S. Rajnic, 11707 Greenlane Drive, Potomac, Maryland 20854. Management of the Corporation shall be by the Board of Directors.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) Lynne K. Cueto: President
- (2) Paul M. Rajnic: Vice-President
- (3) John A. Cueto: Treasurer
- (4) Sheila S. Rajnic: Secretary

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the Corporation shall be Five Hundred Thousand (\$500,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 1st day of September, A.D., 1980.

Lynne K. Cueto (SEAL)
Lynne K. Cueto

John A. Cueto (SEAL)
John A. Cueto

Paul M. Rajnic (SEAL)
Paul M. Rajnic

Sheila S. Rajnic (SEAL)
Sheila S. Rajnic

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

I HEREBY CERTIFY, That on this 8th day of September A.D., 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lynne K. Cueto and John A. Cueto, known to me to be the persons whose names are subscribed to the foregoing instrument, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Robin L. Shirk
Notary Public

My Commission Expires: 7/1/82

STATE OF MARYLAND, COUNTY OF MONTGOMERY

I HEREBY CERTIFY, That on this 1st day of September A.D., 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul M. Rajnic and Sheila S. Rajnic, known to me to be the persons whose names are subscribed to the foregoing instrument, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Neal Hambleton
Notary Public
NEAL HAMBLETON

My Commission Expires: 7/1/82

314

ARTICLES OF INCORPORATION

OF

SOFTGRAPH, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 10, 1980 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber **2485**, folio **1864**, 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 101834

MAY 21 9 40 AM '81

LIBER _____ FOLIO _____

LAN _____
VAUGHN _____ CLERK

Received For Record May 21, 1981 at 9:40 o clock am liber 30
ARTICLES OF INCORPORATION

OF

BOONSBORO AREA ATHLETIC ASSOCIATION, INC.

STATE 16090 ***5.00

ARTICLE I

We, the undersigned, Charles R. McClure, whose post office address is Route 2, Box 84, Boonsboro, Maryland 21713, Sandra L. McClure, Route 2, Box 84, Boonsboro, Maryland 21713, and Rick Stevens, 6 Parkview, Boonsboro, Maryland 21713, all being over eighteen (18) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form a non-stock charitable corporation by the execution and filing of these Articles.

ARTICLE II

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

BOONSBORO AREA ATHLETIC ASSOCIATION, INC.

ARTICLE III

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

(a) To organize, promote, foster and encourage athletic activities among persons fifteen years or younger residing in Washington County, Maryland, and in particular in and around the Boonsboro High School District, Maryland.

(b) To organize, promote, foster and encourage recreational activities among persons fifteen years or younger residing in Washington County, Maryland, and in particular in and around the Boonsboro High School District, Maryland.

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

(d) To own, hold, manage, invest, sell, convey, mortgage and otherwise dispose of the property of the Corporation, real and personal, and reinvest from time to time the assets of the Corporation and to use and apply the net income and the principal of all of such property in such manner and at such time as the Corporation may deem best for the support and benefit or furtherance of the activities or programs of the Corporation.

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

ARTICLE IV

The post office address of the principal office of the Corporation in this State is Route 2, Box 84, Boonsboro, Maryland 21713. The resident agent of the Corporation in this State is Charles R. McClure, whose post office address is Route 2, Box 84, Boonsboro, Maryland 21713. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE V

The Corporation is not organized for profit; it is not authorized to issue any capital stock nor any membership certificate.

ARTICLE VI

The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Charles R. McClure, Route 2, Box 84, Boonsboro, Maryland 21713, Rick Stevens, 6 Parkview, Boonsboro, Maryland 21713, and Sandra L. McClure, Route 2, Box 84, Boonsboro, Maryland 21713.

ARTICLE VII

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

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

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

ARTICLE VIII

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

ARTICLE IX

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation as of this 27 day of August, 1980.

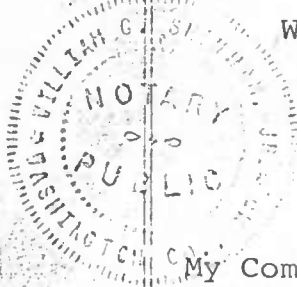
WITNESS:

<u>Richard D. Stevens</u>	<u>Charles R. McClure</u> (SEAL) Charles R. McClure
<u>Richard D. Stevens</u>	<u>Sandra L. McClure</u> (SEAL) Sandra L. McClure
<u>Richard D. Stevens</u>	<u>Richard D. Stevens</u> (SEAL) Rick Stevens

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 27 day of August, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles R. McClure, Sandra L. McClure and Rick Stevens, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.



William G. Synham, Jr.
Notary Public

My Commission Expires:
7/1/82

WILLIAM G. SYNHAM, JR.
NOTARY PUBLIC
WASHINGTON COUNTY, MARYLAND

ARTICLES OF INCORPORATION
OF
BOONSBORO AREA ATHLETIC ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 18, 1980 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber **2486**, folio **0215** 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. Hemmert



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 21 9 40 AM '81

LIBER _____ FOLIO _____

A 102093

ARTICLES OF DISSOLUTION

RECORDED 18596 *****5.00

1. The name of the Corporation is Paramount Holding Corporation (prior to July 17, 1979, also known as Paramount Interiors, Inc.). The address of the Corporation's principal office is Route 8, Box 60E, Hagerstown, Maryland 21740.
2. Richard E. Shank, Route 8, Box 60E, Hagerstown, Maryland 21740, will serve as the Resident Agent until the affairs of the Corporation are wound up.
3. The Directors of the Corporation are: Richard E. Shank and Julia M. Shank, Route 8, Box 60E, Hagerstown, Maryland 21740; Robert L. Shank and Joyce L. Shank, 2729 Paradise Church Road, Hagerstown, Maryland 21740.
4. The President and Treasurer of the Corporation is Richard E. Shank. The Vice-President and Secretary of the Corporation is Robert L. Shank.
5. On July 17, 1979, the Directors adopted a resolution that the Corporation, subject to the ratification of the shareholders, be completely liquidated and dissolved, and the Corporation file Articles of Dissolution and the assets of the Corporation be distributed to its shareholders subject to liability as may exist. All four Directors were present at the aforesaid meeting and unanimously adopted the resolution. At a subsequent meeting of the shareholders held on July 17, 1979, all shares entitled to vote being present, following a discussion of the resolution of the Board of Directors, the Directors' resolution was unanimously approved. All of the foregoing Corporate acts were completed in the manner required by law and by the Charter of the Corporation.

6. The Corporation has no known creditors.
7. The Corporation is hereby dissolved.

Richard E. Shank, President, acknowledged the foregoing to be the act of Paramount Holding Corporation and that, under the penalties of perjury, the facts above stated are true to the best of his knowledge, information and belief.

PARAMOUNT HOLDING CORPORATION,

BY:

Richard E. Shank
Richard E. Shank, President

ATTEST:

(CORPORATE SEAL)

Robert L. Shank
Robert L. Shank, Secretary

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

August 4, 1980

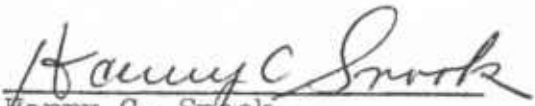
RE: DISSOLUTION - PARAMOUNT INTERIORS, INC.

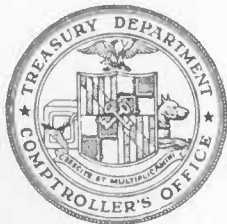
This is to certify - That the books and records of the County Treasurer for Washington County show that all taxes levied on assessments made by the Maryland State Department of Assessments and Taxations and billed by and payable to the County Treasurer for Washington County by

PARAMOUNT INTERIORS, INC.

have been paid to and including the fiscal year July 1st., 1979 to June 30th, 1980

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 4th day of August A.D., 1980.


Harry C. Snook,
Treasurer for Washington
County, Maryland



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

PARAMOUNT HOLDING CORPORATION
 have been paid.

WITNESS my hand and official seal this

Fourth day of September A.D. 19₈₀.

Jane M. Ruby
 Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 hereby gives notice that ARTICLES OF DISSOLUTION
 of the PARAMOUNT HOLDING CORPORATION
 were received for record on SEPTEMBER 22, 1980,
 in accordance with the provisions of Sec. 3-407 of the
 Corporations and Associations Article of the Code.

GENE L. BURNER
 Director

ARTICLES OF DISSOLUTION
OF
PARAMOUNT HOLDING CORPORATION

358

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 22, 1980 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber **2486**, folio **01329**, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

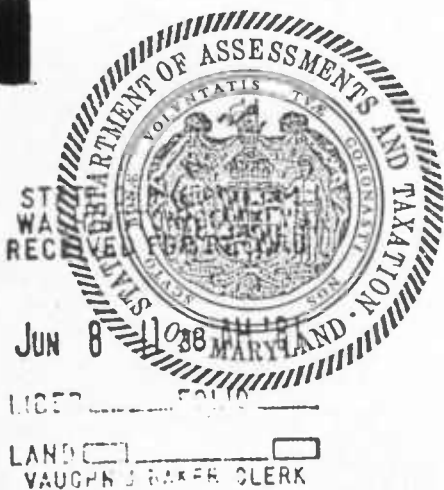
Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00
75.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded by 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 102235

Received for Record June 8th, 1981
At 11:38 A.M. Corporation Records Liber 30

ARTICLES OF INCORPORATION

of

D. & H. FASHIONS, INC.

(A Close Corporation)

OK,
1

FIRST: We, Don B. Eichelberger, of 2649 Buford Drive, Williamsport, Maryland, and G. William Haines, II, of 17 West Longmeadow Road, Hagerstown, Maryland, being all at least twenty-one 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 called "Corporation") is D. & H. FASHIONS, INC.

THIRD: The Corporation shall be a corporation as authorized by Title Two of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are: to buy and sell clothing, both wholesale and retail and to perform any other acts in connection therewith which are not in violation of the Laws of the State of Maryland.

FIFTH: The address for the principal office of the Corporation in this state is 324 East Antietam Street, Hagerstown, Maryland. The name and address of the resident agent of the Corporation in this state is George W. Knight, Jr., P. O. Box 477, 21 Summit Avenue, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this state.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is ONE HUNDRED (100) shares of common stock, with no par value.

SEVENTH: The shares of stock shall be of one class.

The Corporation shall have three (3) directors and the names and addresses of those who will serve as directors until the first annual meeting, or until their successors are elected and qualify are as follows:

DON B. EICHELBERGER, President
2649 Buford Drive
Williamsport, Maryland 21795

G. WILLIAM HAINES, II, Vice-President
17 West Longmeadow Road
Hagerstown, Maryland 21740

MARGARET FRANCES HAINES, Secretary-Treasurer
17 West Longmeadow Road
Hagerstown, Maryland 21740

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 attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful.

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

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

(4) Any indemnification under paragraph (1) and (2) of this Article EIGHTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article EIGHTH. Such determination shall be made: (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (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 part to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the majority of the stockholders thereof; and any stockholder of this Corporation is also a Director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the stockholders of this corporation, which shall authorize any such contract or transaction and to vote at such meeting to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

stockholders, subject, however, to the provisions of the charter, and to the directors 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 a majority of all 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 of 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, we have signed these Articles of Incorporation, this 29th day of September, Nineteen Hundred and Eighty.

Witness: as to both:

George Knight, Jr.

Don B. Eichelberger
DON B. EICHELBERGER

G. William Haines, II
G. WILLIAM HAINES, II

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 29th day of September,

1980, before me the subscriber, a Notary Public of the State and County foregoing, personally appeared, and known to me to be the persons whose names appear in the foregoing Articles of Incorporation, DON. B. EICHELBERGER and G. WILLIAM HAINES, II, and who both, upon being duly sworn, did acknowledge the execution of the foregoing document to be their voluntary and respective act and deed.

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
D. & H. FASHIONS, INC.

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approved and received for record by the State Department of Assessments and Taxation
of Maryland October 8, 1980 at 4:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2488, folio 00555, 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 \$ _____
86.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has been received, approved and recorded by the 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 102926

JUN 8 11 38 AM '81

LIDER _____ FOLIO _____

ARTICLES OF INCORPORATION

PC-C-81AE 18598 *****6.00

OF

SPINA BIFIDA ASSOCIATION OF WESTERN MARYLAND, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Doris Boyer, Route 1, Box 9B, Cascade, Maryland, 21719, 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 The Spina Bifida Association of Western Maryland, 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 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

A Baumgardner
Schlossberg

Attorneys at Law
Washington Street
Wm. Maryland 21740
Area Code 301
739 8610

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 to distributions in furtherance of the purposes set forth in Article THIRD hereby. 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 Corpora-

tion 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:

(i) to lend assistance in the social, educational and vocational development of the Spina Bifida child;

(ii) communication of new developments, techniques, theories, and medical modalities, amongst others, to the parents and friends of the Spina Bifida child;

(iii) communication with the community to assist in public acceptance of the child in the community;

(iv) promotion of facilities in public places to help the child enjoy the facilities contained therein; and

(v) to promote in any manner, consistent with the laws of the Municipalities, the State and the Federal governments, and the exemption sought under Section 501(c)(3) of the Internal Revenue Code; the acquisition of money or monies, goods, and materials, of whatever nature and kind and description whatsoever, to help in the promulgation of the purposes set forth above in paragraphs (i) through (iv).

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 9B, Cascade, Maryland 21719. The name and post office address of the Resident Agent of the Corporation in this State is Doris Boyer, Route 1, Box 9B, Cascade, Maryland, 21719. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have not 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, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three. The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Doris Boyer, Galen D. Miller, Jim Madison, Rose Lee Curry, and Dawn Barnes.

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), and 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 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, have signed these Articles of Incorporation on this 24th day of September, 1980.

Susan D. Grant
Witness

Doris Boyer (SEAL)
Doris Boyer

STATE OF MARYLAND,

COUNTY OF WASHINGTON, to-wit:

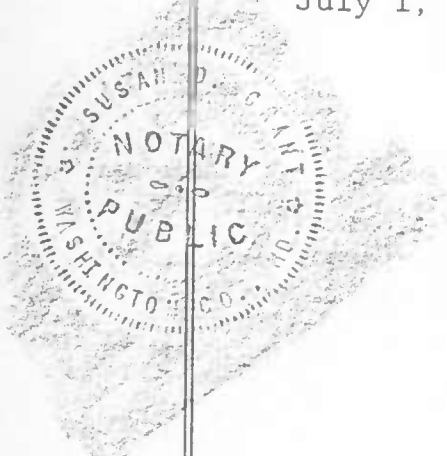
I HEREBY CERTIFY, That on this 24th day of September, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Doris Boyer who did acknowledge the foregoing Articles of Incorporation to be her voluntary and free act and deed.

WITNESS my hand and Official Notarial Seal this day and year.

My Commission Expires:
July 1, 1982

Susan D. Grant

Notary Public



ARTICLES OF INCORPORATION
OF
SPINA BIFIDA ASSOCIATION OF WESTERN MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 2, 1980 at 10:00 o'clock A.M. as in conformity
with law and ordered recorded.

8

Recorded in Liber 2487, folio 62481, 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. Lemmon



A 102740

11 38 AM '81
LIBER _____ FOLIO _____
LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received for Record June 8th, 1981
At 11:39 A.M. Corporation Records Liber 30

ARTICLES OF INCORPORATION

OF

POP-IN'S MAID SERVICE OF HAGERSTOWN, INC.

FIRST: I, Ralph H. France, II, Esquire, whose post office address is 81 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is: POP-IN'S MAID SERVICE OF HAGERSTOWN, INC.

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

(1) To engage in building maintenance, janitorial, window cleaning and watchman service; and to buy, sell, and otherwise deal in and with janitorial supplies necessary or useful in such services; to engage in the general business of rug and carpet service and maintenance of all types and description, including shampooing, cleaning, repairing, weaving, re-laying, dyeing and demoting, and to carry on and conduct any business incidental thereto.

(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 Pop-In's Maid Service of Hagerstown, Inc., 81 Edgewood Drive, 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. 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 10,000 shares of common stock with par value of \$10.00 per share.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (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 names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Diane O'Connor, Robert O'Connor, and Ralph H. France, II

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.

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 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

TENTH: 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of October, 1980, and I acknowledge the same to be my act.

WITNESS:

Debbie L. Gannon Ralph H. Lewis # (SEAL)

ARTICLES OF INCORPORATION
OF
POP-IN'S MAID SERVICE OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 9, 1980 at 10:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2488, folio 00830, 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 102951

JUN 8 11 39 AM '81

ARTICLES OF INCORPORATION

BEST OF ITALY RESTAURANT, INC. III - 81 A 18000 *****5.00

FIRST: I, Edwin H. Miller, whose post office address is P. O. Box 1269, 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 Best of Italy Restaurant, 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 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 restaurants, caterers, innkeepers, tobacconists, cooks, concessionaires, 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.

(3) 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 Valley Mall Shopping Center, Halfway Boulevard, 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: Luigi Bove, Gaetano Rizzo and Donato Di Leo.

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 in-

demnify 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 16th day of October, 1980, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Stetelmayer

Edwin H. Miller
Edwin H. Miller

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

I HEREBY CERTIFY, That on this 16th day of October, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edwin H. Miller and acknowledged the foregoing Articles of Incorporation to be his 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
BEST OF ITALY RESTAURANT, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 20, 1980 at 4:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2488, folio 2398, 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 \$ 55.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded 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 103236

JUN 8 11 39 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

CHAPTER 36 FLYING CLUB, INC.

ARTICLES OF INCORPORATION

147
FIRST: We, the undersigned, Davis L. Baughman, whose post office address is Route 10, Box 105, Hagerstown, Maryland 21740; Kenneth K. Bercaw, whose post office address is 13654 Edgemont Road, Waynesboro, Pennsylvania 17268; and Charles Warnock, whose post office address is Route 1, Box 259, Berkeley Springs, West Virginia 25411; 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

CHAPTER 36 FLYING CLUB, 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 own and maintain aircraft suitable for operation and use by its members for personal pleasure, or instruction flights.
2. To encourage and enable its members to improve their flying skill.
3. To promote and advance the use of private aircraft.
4. To provide through its operation and maintenance of its aircraft the most economical flying facilities possible for its members.
5. To engage in such other ventures, activities, or business for the benefit of the Club and of its members as are permitted without jeopardizing its tax-exempt status under the Internal Revenue Code or the laws of Maryland.

FOURTH: The Corporation shall be a nonprofit club organized and operated exclusively for pleasure, recreation, and other non-profitable purposes, no part of the net earnings of which inures to the benefit of any private shareholder. (IRC § 501 (c) 7.)

FIFTH: The post office address of the principal office of the Corporation in this State is Route 10, Box 105, Hagerstown, Maryland 21740. The name and post office address of the resident

agent of the Corporation in this state is Davis L. Baughman, Route 10, Box 105, Hagerstown, Maryland 21740. Said resident agent is a citizen of this state and actually resides herein.

SIXTH: 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.

SEVENTH: The number of Directors of the Corporation shall be seven (7) which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting of stockholders or until their successors are fully chosen and qualified are Davis L. Baughman, Charles Warnock, Kenneth K. Bercaw, Fred E. Stouffer, David A. Berger, Richard Yonker and Clement Haldeman.

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 6th day of October, 1980.

WITNESS:

Alfred C. Carlson

Davis L. Baughman (SEAL)
Davis L. Baughman

James A. Wadaman

Kenneth K. Bercaw (SEAL)
Kenneth K. Bercaw

Clara R. Smith

Charles Warnock (SEAL)
Charles Warnock

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

I HEREBY CERTIFY, That on this 26th day of September, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Davis L. Baughman, and did acknowledge the foregoing Articles of Incorporation to be his act.

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

My Commission Expires:
July 1, 1982

Arthur L. Bohrer
Notary Public

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

I HEREBY CERTIFY, That on this 6th day of Oct,
1980, before me, the subscriber, a Notary Public of the State and
County aforesaid, personally appeared Kenneth K. Bercaw, and did
acknowledge the foregoing Articles of Incorporation to be his act.

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

JANE A. WAGAMAN, NOTARY PUBLIC
WAYNESBORO BORO, FRANKLIN COUNTY
MY COMMISSION EXPIRES APRIL 13, 1981
My Commission Expires: April 13, 1981

Jane A. Wagaman
Notary Public

STATE OF West Virginia, COUNTY OF Morgan, to-wit:

I HEREBY CERTIFY, That on this 30th day of September,
1980, before me, the subscriber, a Notary Public of the State and
County aforesaid, personally appeared Charles Warnock, and did
acknowledge the foregoing Articles of Incorporation to be his act.

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

My Commission Expires:

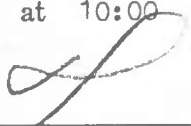
6-21-88

Clara R. Swerk
Notary Public

ARTICLES OF INCORPORATION
OF
CHAPTER 36 FLYING CLUB, INC.

458

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 20, 1980 at 10:00 o'clock A.M. as in conformity
with law and ordered recorded.



Recorded in Liber 2488, folio 32934, 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 \$
75.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved 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 103235

JUN 8 11 39 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received for Record June 8th, 1981
At 11:39 A.M. Corporation Records Liber 300-8-41A2 18502 ***5.0

ARTICLES OF INCORPORATION

AIR VIEW MOTEL, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Joanne Calaway, whose post office address is 2374 Pennsylvania Avenue, Hagerstown, Maryland 21740, and Douglas J. Leazier, whose post office address is 2374 Pennsylvania Avenue, Hagerstown, Maryland 21740, both being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, associate themselves with the intention of forming a corporation by the execution and filing of these Articles.

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

AIR VIEW MOTEL, 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 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 Route 8, Box 228, Hagerstown, Maryland 21740. The resident agent of the Corporation is Joanne Calaway whose post office address is 2374 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has 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 Joanne Calaway, Douglas J. Leazier, and Jack B. Welch, 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 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 affect 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 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, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversions rights of, such shares.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 17th day of October, 1980.

Joanne Calaway (Seal)
Joanne Calaway

Douglas J. Leazier (Seal)
Douglas J. Leazier

TEST:

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 17 day of Oct, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Joanne Calaway and Douglas J. Leazier, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the same to be their respective act.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

NOTARY PUBLIC

MY COMMISSION EXPIRES

7/1/83

456

49

ARTICLES OF INCORPORATION
OF
AIR VIEW MOTEL, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 20, 1980 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2488, folio 02944, 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 \$
65.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded by the 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 103227

JUN 8 11 39 AM '81

LIBER _____ FOLIO _____

LAND _____
VAUGHN L. HARRIS, CLERK

FELLOWS, READ & WEBER, MARYLAND DIVISION, INC.
TO BE KNOWN AS
FELLOWS, READ & ASSOCIATES, INC., MARYLAND DIVISION

299

HA -8-31 A# 12603 *** **5.07

TO: State Department of Assessments and Taxation
State of Maryland

Fellows, Read & Weber, Maryland Division, 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 Articles Second and Fourth and inserting in lieu thereof the following:

"SECOND: That the name of the corporation (which is hereinafter called the corporation) is FELLOWS, READ & ASSOCIATES, INC., MARYLAND DIVISION".

"FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is 879 Commonwealth Avenue, Hagerstown, Washington County, Maryland. The resident agent of the corporation is MALCOLM DAVIS, whose post office address is at the principal office of the corporation aforesaid. Said resident is a citizen of the State of Maryland and actually resides therein."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on October 1, 1980, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action at a special meeting with the following unanimous written consent and waiver of all Stockholders of the Corporation to be held on Wednesday, October 1, 1980.


THIRD: A consent in writing, setting forth approval of the amendment of the charter of the Corporation hereinabove set forth, was signed by all of the Stockholders of the Corporation and such consent and waiver are filed with the records of the Corporation.

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

FELLOWS, READ & WEBER, MARYLAND DIVISION, INC.
to be known as:
FELLOWS, READ & ASSOCIATES, INC., MARYLAND DIVISION

ATTEST:

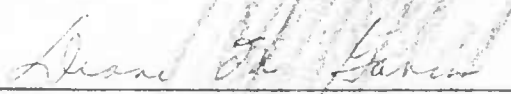

E. LEWIS JOHNSON, Secretary

BY: 
JOHN C. FELLOWS, JR., President

STATE OF NEW JERSEY:
ss:
COUNTY OF OCEAN :

I HEREBY CERTIFY that on October 1, 1980, before me the subscriber, a Notary Public of the State of New Jersey in and for the County of Ocean, personally appeared JOHN C. FELLOWS, JR., President of FELLOWS, READ & WEBER, MARYLAND DIVISION, INC., to be known as FELLOWS, READ & ASSOCIATES, INC., MARYLAND DIVISION, a Corporation of the State of Maryland, 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.


DIANE M. GAVIN
NOTARY PUBLIC OF NEW JERSEY
My Comm. Expires June 6, 1982

ARTICLES OF AMENDMENT

OF

FELLOWS, READ & WEBER, MARYLAND DIVISION, INC.

Changing its name to

FELLOWS, READ & ASSOCIATES, INC., MARYLAND DIVISION

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 10, 1980 at 10:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2488, folio 00884, 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 102963

JUN 8 11 39 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J BAKER, CLERK

Received for Record June 8th, 1981
At 11:39 A.M. Corporation Records Liber 30

OLIVER-CUMP & ASSOCIATES, INC.

ARTICLES OF AMENDMENT

HP -6 31 A# 18604 *****5.00

70
Oliver-Cump & Associates, Inc., a Maryland corporation, having its principal office at 34 West Franklin Street, 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: That the Charter of the Corporation is hereby amended to change the corporate name from Oliver-Cump & Associates, Inc. to Associated Engineering Sciences, Inc., and from and after the date of acceptance of these Articles of Amendment by the Department, the second Article is hereby deleted in its entirety.

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 advise that 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 approves said amendments.

IN WITNESS WHEREOF, Oliver-Cump & Associates, Inc. has caused these presences 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 7th day of October, 1980, and its President acknowledges that these Articles of Amendment are the act and deed of Oliver-Cump & Associates, 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 AS TO
CORPORATE SEAL:

OLIVER-CUMP & ASSOCIATES, INC.


Secretary

BY: 
President

ARTICLES OF AMENDMENT

OF

OLIVER-CUMP & ASSOCIATES, INC.

Changing its name to:

ASSOCIATED ENGINEERING SCIENCES, INC.

418

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 9, 1980 at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

2

Recorded in Liber 2488, folio 00864, 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 \$ _____
75.00

To the clerk of the Circuit

Court of Washington County

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

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

William J. Simmons

ARTICLES OF INCORPORATION

OF

100-2-31A# 18005 *****5.00

BAY STATE CONTRACTORS, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Charles P. Cangemi, whose post office address is 7901 Tilmont Avenue, Baltimore, Maryland 21234, being of full legal age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations.

SECOND: The name of the corporation (which is herein-after called the "Corporation") is BAY STATE CONTRACTORS, INC.

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

- (a) To engage in the business of and to act as general contractors, builders, pavers, wreckers, concrete breakers and contractors, miners, dredgers, excavators, welldiggers, carpenters, woodworkers, cabinet makers, plumbers, electricians, drilling contractors, riveters, acoustical contractors, glaziers, roofers, tinsmiths, floorers, tile contractors, bricklayers, hod carriers, masons, quarry owners and operators, stone, sand, and gravel dealers, stonecutters, sand blasters, copper, tin, lead, aluminum, brass, bronze, nickel, zinc, iron, steel and other metal producers and processors, smiths, sheet metal and other metal workers, smelters, welders, machinists, tool and die makers, steamfitters, gasfitters, heating and air conditioning contractors, elevator contractors, waterproofing and fireproofing contractors, painters, decorators, plasterers, paperhangers, draftsmen and designers, and suppliers, equippers, and outfitters for the foregoing, and to engage in all other activities, render all other services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of the building and construction trades; to purchase, lease or otherwise acquire and to erect, construct, build, establish, dredge, pave, mine, quarry, develop and improve and to raze, tear down, rebuild, repair, restore, remodel, alter, fireproof,

waterproof, insulate, and clean and to sell, exchange, rent, license or otherwise dispose of and to outfit, supply, equip, furnish, manage, inspect, use, own, hold, service and operate and to deal and trade in and with real estate lands, lots, acreage, fields, yards, waterways, roads, streets, parks, gardens, piers, docks, wharves, beaches, swimming pools, homes, and buildings of every kind and description and parts thereof and appurtenances thereto, and all other structures, establishments, and shelters of every kind and description, mines, oil wells, quarries, sand and gravel pits, tar pits, lime pits, and other pits, beds, and deposits, machine shops, tool and die plants and establishments, foundries, smelting plants, blast furnaces, lumber yards, storehouses, warehouses, processing plants, retail and wholesale shops and establishments, showrooms, laboratories, and other factories, mills, plants, buildings, yards and fields of every kind and description.

- (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 these Articles of Incorporation, but that the objects, purposes and powers specified in this paragraph and in each of the clauses and paragraphs of these Articles shall be independent objects, purposes and powers. And in general to exercise and enjoy all other privileges, rights and powers granted to or conferred upon corporations by the General Laws of the State of Maryland, now or hereafter in force. The enumeration of special powers, as herein specified, not being intended to exclude or to be construed as a waiver 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 373 Key Circle, Hagerstown, Maryland 21740, and the name and the post office address of the resident agent of the corporation are Benjamin F. Oliver, 373 Key Circle, Hagerstown, Maryland 21740, and the said Benjamin F. Oliver is a citizen of the State and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is one thousand (1,000) shares, without nominal or par value.

SIXTH: The 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 not be less than three (3) except (a) where there be no stock issued by the Corporation, the Corporation shall have at least one (1) director and (b) where there be stock issued by the Corporation to fewer than three (3) stockholders, the number of directors shall be no less than the number of stockholders of the Corporation.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Charles P. Cangemi and Benjamin F. Oliver.

SEVENTH: The following provisions shall define, limit and regulate 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. The Board of Directors shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock of the Corporation to be issued.

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

(3) The Corporation reserves the right to amend its charter so that such amendment may alter the contract rights, as expressly set forth in the charter, of any outstanding stock, and no objecting stockholder whose rights may or shall be thereby substantially adversely affected shall 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.

EIGHTH: No contract or other transaction between this Corporation and any other corporation shall in any way be affected, or invalidated by the fact that any of the directors of this Corporation is pecuniarily or otherwise interested in, or is a director or officer of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact of the common directorship or interest is disclosed or known to the Board of Directors and the board authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors even if the disinterested directors constitute less than a quorum or the contract or transaction is fair and reasonable to this Corporation.

NINTH: Except as the By-Laws may otherwise provide, the Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served the Corporation, or any other entity at the request of the Corporation, in any capacity, while an officer or director of the Corporation. Except as the By-Laws may otherwise provide, no other indemnification shall be provided for any officer or director and no indemnification shall be provided for any employee or agent of the Corporation, unless the Board of Directors shall, in its discretion, subject to the By-Laws, so direct.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act this 25TH day of SEPTEMBER, 1980.

WITNESS:

Bryan T. Olivi

Charles P. Cangemi (SEAL)
Charles P. Cangemi

ARTICLES OF INCORPORATION

OF

BAY STATE CONTRACTORS, INC.

402

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 6, 1980 at 2:00 o'clock P M. as in conformity
with law and ordered recorded.

Recorded in Liber 2487, folio 00220, 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 \$
25.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 102839

JUN 8 11 39 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

TAYLOR'S BETTER HEALTH STORE, INC. 18606 *****5.0

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 TAYLOR'S BETTER HEALTH STORE, INC.

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

To buy, sell, trade, manufacture, deal in and deal with food products, minerals and cosmetics of every kind and nature, and to carry on such business as wholesalers and retailers; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such 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 Long Meadow Shopping Center, 1559-1561 Potomac Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident of the Corporation in this State are Irene M. Taylor, Route #8, Box 50, Marsh Pike, 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 Irene M. Taylor, Donald J. K. Taylor and Karen L. Taylor.

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

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 22, 1980.

WITNESS:

Patricia L. Witmer

Patricia L. Witmer

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

Howard W. Gilbert, Jr. (SEAL)
Howard W. Gilbert, Jr.

Russell R. Marks (SEAL)
Russell R. Marks

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22nd day of September, 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 act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer
Notary Public



My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

TAYLOR'S BETTER HEALTH STORE, INC.

376

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 23, 1980 at 11:00 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2487, folio 218, 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. Hemmings



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 102475

JUN 8 11 40 AM '81

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record June 8th, 1981
At 11:40 A.M. Corporation Records Liber 30

FUNK PLUMBING & HEATING, INC.
(A Close Corporation under Title 4 of Corporation
and Association Article) -C 31A# 12607 *****5.00

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, William D. Parker, whose post office address is Route 3, Box 180, Hagerstown, Maryland, 21740; Onnie B. Funk, whose post office address is 415 Guilford Avenue, Hagerstown, Maryland 21740; and Shirley E. Parker, whose post office address is Route 3, Box 180, 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 Funk Plumbing & Heating, 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 do plumbing, water, gas, and steam fitting of all kinds. To invent, design, manufacture, buy, sell, install, inspect, and repair heating, cooling, ventilating, water supply, lighting, and sewage disposal systems, appliances, apparatus, machinery, equipment, materials, and supplies of all kinds. To make and furnish estimates of costs for work and materials of the kind above described. To acquire, by competitive bidding or otherwise, make, and perform contracts pertaining to any of the foregoing business. To deal in scrap metal and junk.

(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 Route 3, Box 180, 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 D. Parker, Route 3, Box 180, 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 100 shares without par value, all of one class.

7. Election of and number of director. The number of directors of the Corporation shall be fixed from time to time by the By-Laws and may be increased or decreased as therein provided, but the number thereof shall not be less than 3. The following persons, all over the age of 18 and all residents of Maryland shall serve until the first annual meeting as provided in the By-Laws: William D. Parker, Route 3, Box 180, Hagerstown, Maryland 21740; Onnie B. Funk, 415 Guilford Avenue, Hagerstown, Maryland 21740; and Shirley E. Parker, Route 3, Box 180, Hagerstown, Maryland 21740. Management of the Corporation shall be by the Board of Directors.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) William D. Parker: President
- (2) Shirley E. Parker: Secretary 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 23rd day of September, A.D., 1980.

William D. Parker (SEAL)
William D. Parker

Onnie B. Funk (SEAL)
Onnie B. Funk

Shirley E. Parker (SEAL)
Shirley E. Parker

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

I HEREBY CERTIFY, that on this *23rd* day of *September*
A.D., 1980, before me, the subscriber, a Notary Public in and for the State
and County aforesaid, personally appeared William D. Parker, Onnie B. Funk,
and Shirley E. Parker, known to me to be the persons whose names are
subscribed to the foregoing instrument, who did each acknowledge that they
executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Robert L. Shirk

Notary Public

My Commission Expires: 7/1/82

373

ARTICLES OF INCORPORATION
OF
FUNK PLUMBING & HEATING, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 25, 1980 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber **2486**, folio **02385** 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 \$ 25.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 102400

JUN 8 11 40 AM '81

LIBER _____ FOLIO _____

LAND _____
VAUGHN BAKER, CLERK

Received for Record June 8th, 1981
At 11:40 A.M. Corporation Record Liber 30

ARTICLES OF AMENDMENT

OF

RALPH D. PRYOR, PLUMBING & HEATING, INC. - 01A# 18006 *** **5.00

Ralph D. Pryor, Plumbing and Heating, Inc., a Maryland Corporation, having its principal office at Chewsville, Washington County, 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 TENTH to the Charter of the Corporation, said Article TENTH shall read as follows:

TENTH: 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 two (2), 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, Ralph D. Pryor, Plumbing and Heating, 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 and attested by its Secretary on this day of September, 1980, and its President acknowledges that these

Articles of Amendment are the act and deed of Ralph D. Pryor, Plumbing and Heating, Inc., and that the matters and facts set forth herein are true and correct to the best of his knowledge, information and belief.

ATTEST:

RALPH D. PRYOR, PLUMBING & HEATING, INC.

Lucille Pryor
Lucille Pryor,
Secretary

By: Ralph D. Pryor
Ralph D. Pryor, President



ARTICLES OF AMENDMENT

OF

RALPH D. PRYOR, PLUMBING AND HEATING, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 22, 1980 at 10:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber **2486**, folio **01474**, 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



MARYLAND
ON COUNTY
FOR RECORD

11 40 AM '81

LIBER _____ FOLIO _____

LAND _____
VAUGHN _____ CLERK

A 102265

Received for Record June 8th, 1981
At 11:40AM Corporation Record Liber 30

THE MOTEN COMPANY, INC.

100-081A# 18000 *****5.00

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:

THE MOTEN COMPANY, INC.

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

1. To own and carry on the business of construction and construction supplies.

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 29 East Irvin Avenue, Hagerstown, Maryland, 21740.

The name and post office address of the Resident Agent of the Corporation is Kenneth Moten, whose post office address is 29 East Irvin 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); 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: Kenneth Moten and Robert W. Barnhart.

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 17th day of September, 1980, and I acknowledge the same to be my act.

WITNESS:

Joan Lynn Möller

Michael G. Day (SEAL)

ARTICLES OF INCORPORATION
OF
THE MOTEN COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 22, 1980 at 10:00 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber **2486**, folio **01375** 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 \$
35.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 102243

JUN 8 11 40 AM '81

LIBER _____ FOLIO _____

REGAL BEAGLE TAVERN, INC.

ARTICLES OF SALE AND TRANSFER

REGAL BEAGLE TAVERN, INC. 19810 *****5.00

ARTICLES OF SALE AND TRANSFER entered into this 3 day of March, 1980, by and between the REGAL BEAGLE TAVERN, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and GULSEN K. PIERPOINT (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of the Transferor is the Regal Beagle Tavern, Inc., 48 Frederick Street, Funkstown, Maryland.

THIRD: The name and state of incorporation, if applicable to each party to these Articles of Sale and Transfer, are as follows:

Transferor is REGAL BEAGLE TAVERN, INC., a corporation organized under the laws of the State of Maryland.

Transferee is Gulsen K. Pierpoint, individual, not a corporation.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article EIGHTH herein, is Seventy-eight Thousand (\$78,000.00) Dollars to be paid to Transferor in accordance with the terms and conditions set forth in the Contract of Sale between Transferee and Transferor, dated November 14, 1979, which Agreement is incorporated by reference herein.

FIFTH: The principal office of the Transferor is in the City of Funkstown, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records, is Washington County.

SIXTH: The location of the principal office of the Transferee in the State of Maryland is 48 Frederick Street, Funkstown, Maryland.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, 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.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: In consideration of the payment to Transferor of Seventy-eight Thousand (\$78,000.00) Dollars, in accordance with the terms and conditions of the Agreement, \$50,000.00 of which is to be for the real estate, and \$28,000.00 to be for the personal property, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns: the real estate of the REGAL BEAGLE TAVERN, INC., situate along the West side of the highway known as Alternate U. S. 40, South of Green Street in the Town of Funkstown, Washington County, Maryland, being more particularly described as follows:

Beginning at a point in the West marginal line of said highway, said point being South 3 degrees 40 minutes East 50.55 feet from the Southeast corner of the stone wall standing along the West side of said highway Southward from Green Street, and running thence along said West marginal line South 3 degrees 40 minutes East 136.43 feet to a point, thence leaving the highway and running back therefrom North 68 degrees 10 minutes West 74.90 feet to a point, thence North 83 degrees 52 minutes West 29.8 feet to a point, thence North 72 degrees 00 minutes West 116.0 feet to a post, thence along the existing fence line North 12 degrees 48 minutes East 58.51 feet to a point, thence North 86 degrees 16 minutes East 188.23 feet to the place of beginning; containing 0.436 acres of land, more or less. The transfer tax paid for the transfer of this real estate is \$250.00, the deed stamps paid for the transfer of this real estate is \$220.00, and the recording costs for the recording of the deed from Regal Beagle Tavern, Inc., to Gulsen K. Pierpoint is \$5.00;

and also the personal property described as follows:

- 1 bar
- 2 air conditioners
- 1 color TV
- 1 carry-out beer cooler, upright
- 2 draught beer coolers and taps
- 2 large beer coolers behind bars, chest type
- 1 cash register
- 15 bar stools
- 8 tables
- 32 chairs
- 1 pool table, pool sticks, balls and accessories
- 1 juke box (on commission and leased by Tri-State
Amusement for five years)
- 1 cigarette machine
- 1 black jack machine (vending, computerized)
- 1 stainless steel double commercial refrigerator
- 1 stainless steel gas range and hood
- 1 stainless steel grill
- 1 double stainless steel french fryer
- 1 stainless steel pizza oven
- 1 stainless steel three-compartment sink
- 1 commercial coffee maker

- 1 commercial stainless steel meat slicer
- 1 stainless steel microwave oven
- 2 freezers, upright
- 1 complete set of commercial pots and pans

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation, and Transferee, an individual, 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, REGAL BEAGLE TAVERN, INC., and GULSEN K. PIERPOINT, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer by Harry Franklin Jones, President of REGAL BEAGLE TAVERN, INC., and GULSEN K. PIERPOINT, individual, and attested to on behalf of the REGAL BEAGLE TAVERN, INC., by the Secretary this 3 day of March 1980.

ATTEST:

REGAL BEAGLE TAVERN, INC.

John L Jones
Secretary

BY: Harry F Jones (SEAL)
Harry Franklin Jones, President

ATTEST:

Robert E. Kuczynski

BY: Gulsen K Pierpoint (SEAL)
Gulsen K. Pierpoint

THE UNDERSIGNED, President of REGAL BEAGLE TAVERN, 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 his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Harry F Jones (SEAL)
Harry Franklin Jones, President

THE UNDERSIGNED, GULSEN K. PIERPOINT, who executed on behalf of herself the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby certifies that to the best of her knowledge, information and belief the matters and facts set forth therein are true in all material respects under the penalties of perjury.

Gulsen K. Pierpoint (SEAL)
Gulsen K. Pierpoint

ARTICLES OF SALE AND TRANSFER

BETWEEN

REGAL BEAGLE TAVERN, INC. (MD. CORP.) Transferor

AND

GULSEN K. PIERPOINT (Individual) Transferee

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 15, 1980 at 9:00 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2488, folio 2241, 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 O
\$ 24.00
35.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



A 103123

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 _____ has been filed in its office by _____

H. W. Gilbert Esq 35 E: Washington Street Hagerstown, Maryland 21740

which said Articles of Sale and Transfer were duly approved by said Department on September 17, 1980 at 2:45 PM and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is _____

JAMCO, INC. (M D CORP.) Transferor

the name of the transferee is _____

Pilot House Apartments (A Limited Partnership) Transferee

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

(c) The Articles of Sale and Transfer are dated September 9, 1980

(d) The time of receipt for record of the Articles of Sale and Transfer in the office of the State Department of Assessments and Taxation was _____

September 17, 1980 at 2:45 PM

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 8 11 41 AM '81

LIBER 3010

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received for Record June 8th, 1981
At 11:41 A.M. Corporation Records Liber 30

JUN-8-81 A 18611 *****1.00

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 and Transfer has been filed in its office by

John H. McDowell, Esq Library Place 21 Summit, Ave., Hagerstown, Maryland 21740

which said Articles of Sale and Transfer were duly approved by said Department on October 15, 1980 at 9:00 AM and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is

REGAL BEAGLE TAVERN, INC. (MD. CORP.) Transferor

the name of the transferee is

Gulsen K. Pierpoint (Individual) Transferee

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

(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

October 15, 1980 at 9:00 AM

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 8 11 41 AM '81

LIBER FOLIO

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received for Record June 19th, 1981
At 1:57 P.M. Corporation Records Liber 30

ARTICLES OF INCORPORATION
OF
PERINI MANAGEMENT, INC.

15-01 AM 19807 307-0006.00

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 MANAGEMENT, INC.

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

- (a) To engage in the developing, owning, leasing, managing and operating of health care and nursing home facilities, residential real estate and commercial real estate, and, in connection therewith, to acquire, lease, hold and dispose of real or personal property and to enter into any and all agreements necessary, desirable or appropriate to the aforementioned businesses and to engage in any other activity which may be associated with the aforementioned businesses, 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 distri-

bute 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 27TH day of OCTOBER, 1980.

WITNESS:

Joan M. Concannon

Charles R. Moran
Charles R. Moran

ARTICLES OF INCORPORATION

OF

PERINI MANAGEMENT, INC.

487

approved and received for record by the State Department of Assessments and Taxation
 of Maryland October 27, 1980 at 4:00 o'clock P M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2489, folio 1707, 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. Sumner



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 103471

JUN 19 1 57 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
 VAUGHN J. BAKER, CLERK

ARTICLES OF SALE AND TRANSFER entered into this 14th day of October, 1980, by and between E. J. Fashions, Inc., a Maryland corporation (hereinafter sometimes referred to as the "Transferor") and D & H Fashions, Inc., a Maryland corporation (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are D & H Fashions, Inc., 324 East Antietam Street, Hagerstown, Maryland 21740.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is E. J. Fashions, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is D & H Fashions, Inc., a corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein is \$50,000.00 to be paid to Transferor in accordance with the terms and conditions set forth in the Agreement of Sale between Transferee and Transferor dated October 14th, 1980, which Agreement is incorporated by reference herein.

FIFTH: The principal office of Transferor is in Washington County, Maryland. Transferor owns no land in the State of Maryland.

SIXTH: The principal office of Transferee is in Washington County, Maryland. Transferee owns no land in the State of Maryland.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, 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.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved by the Board of Directors and by the vote required by the Charter of Transferee and by the laws of the State of Maryland.

NINTH: In consideration of the payment to Transferor of \$50,000.00 in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, transfer, set over and assign to Transferee, its successors and assigns:

1. All inventory of Transferor
2. Good will of Transferor
3. Right to use Transferor's trade name

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Maryland corporation, 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, E. J. Fashions, Inc., and D & H Fashions, Inc., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its president and attested by the secretary as of this 14th day of October, 1980.

ATTEST:

E. J. FASHIONS, INC.

Virginia G. Fennel, Secretary

Secretary

Robert J. Fennel, President

Robert J. Fennel, President

ATTEST:

D & H FASHIONS, INC.

Margaret Francis Harris

Secretary

Don B. Eichelberger

Don B. Eichelberger, President

THE UNDERSIGNED, President of E. J. Fashions, 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 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.

Robert J. Fennel, President

Robert J. Fennel, President

THE UNDERSIGNED, President of D & H Fashions, 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 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.

Don B. Eichelberger

Don B. Eichelberger, President

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ARTICLES OF SALE AND TRANSFER

BETWEEN

E. J. FASHIONS INC. (MD. CORP.) Transferor

AND

D. & H. FASHIONS, INC. (MD. CORP.) Transferee

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 27, 1980 at 9:30 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber **2489**, folio **01631** 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. Hammond



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 19 1 57 PM '81

11950 50112

A 103462

RESOLUTION OF BOARD OF DIRECTORS OF DAGMAR HALL, INC., *****75
HELD ON October 30, 1980 BY UNANIMOUS WRITTEN CONSENT

19-81A# 19804 *****50

We, the undersigned, constituting all of the Directors of Dagmar Hall, Incorporated, a Maryland corporation, hereinafter referred to as the "Corporation" by written consent to such action, signed by all the members of the Board of Directors of said Corporation and filed with the minutes of proceedings of said Board, do hereby take the actions below set forth, and to evidence their Waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED, that Mildred F. Litton be appointed as Resident Agent of Dagmar Hall, Inc., who is a citizen of the State of Maryland, and actually resides therein, having her address at Apartment 11G, Milestone Garden Apartments, Williamsport, Maryland 21795, the former Resident Agent appointed under the Articles of Incorporation having died.

AND RESOLVED FURTHER, that the principal office or place of business of said Dagmar Hall, Inc. in the State of Maryland is Apartment 11G, Milestone Garden Apartments, Williamsport, Maryland 21795, the former principal place of business or office of said Corporation at 50 Summit Avenue in Hagerstown, Maryland, having been sold and transferred as more particularly set forth in Articles of Transfer approved and received for record by the State Department of Assessments and Taxation of Maryland on September 25, 1978, and recorded in Liber 2429, folio 02765, one of the Charter Records of the State Department of Assessments and Taxation.

Witness our hands and seals this 30th day of October, A.D. 1980.

Witness:

[Signature]

Mildred F. Litton (SEAL)
Mildred F. Litton

Marilyn L. Pert (SEAL)
Marilyn L. Pert, formerly
known as Marilyn K. Spear

D. Newton Litton, Jr. (SEAL)
D. Newton Litton, Jr.

BOARD OF DIRECTORS OF DAGMAR HALL, INC.

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

OF

503

DAGMAR HALL, INC.

2

received for record November 14, 1980

, at 8:30 A.M.

and recorded on Film No. 2490

Frame No. 1 of 1

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

To the clerk of the Circuit

court of Washington County

AA N^o 18149

Special Fee Paid	\$5.00	50
Recording Fee Paid	\$3.00	75
Total	\$8.00	

Mr. Clerk Mail to: T. Aubrey Kemp, Esquire
21 Summit Avenue
Hagerstown, Maryland 21740

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 19 1 57 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 19 1 57 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

02533

346

OF

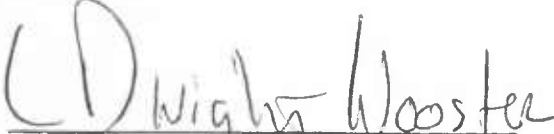
19 31 A# 19818 *****5.00


FIFTH: The Corporation has one shareholder.

IN WITNESS WHEREOF, DRS. NEWMAN, WAGSHAL & WOOSTER, 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 hereunto affixed and attested by its Secretary on July 1, 1980.

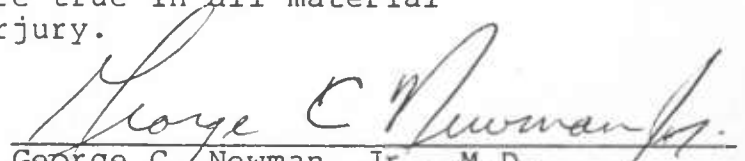
ATTEST:

DRS. NEWMAN, WAGSHAL & WOOSTER, P.A.


L. Dwight Wooster, M.D.
Secretary

BY: 
George C. Newman, Jr., M.D.
President

THE UNDERSIGNED, President of DRS. NEWMAN, WAGSHAL & WOOSTER, 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 respect under the penalties of perjury.


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

ARTICLES OF AMENDMENT
OF

542

DRS. NEWMAN, WAGSHAL & WOOSTER, P.A.

Changing its name to:

DRS. NEWMAN, WAGSHAL, WOOSTER & KASS, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 12, 1980 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2490, folio 32, 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. Baker



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 104035

JUN 19 1 58 PM '81
LIBER 30 346
INCORPORATION RECORD
LAND ☐ ☐
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

FIRST: We, the below named persons, 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:

Robert T. Clark, 1018 The Terrace, Hagerstown, MD 21740
Virginia M. Clark, 1018 The Terrace, Hagerstown, MD 21740
William M. Clark 118 West Magnolia Avenue, Hagerstown, MD 21740

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Auto Body Supply Company, Inc.

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

(1) To manufacture, market, sell, distribute and otherwise deal in automotive paints, supplies and related products and material; to perform all necessary and proper related services and activities in connection therewith; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 701 Frederick Street, Hagerstown, Maryland 21740. The name and address of the Resident Agent is William M. Clark, 118 West Magnolia Avenue, Hagerstown, Maryland and 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 Three Thousand (3,000) shares of common stock, with 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 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:

Robert T. Clark
Virginia M. Clark
William M. Clark

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 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: (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; (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.

WE, THE UNDERSIGNED, being each of the incorporators named in Article FIRST of the foregoing Articles of Incorporation, in order to form a corporation in accordance with the provisions of the Annotated Code of Maryland, Corporations and Associations, 1975 Edition as Amended, do make this Certificate, hereby declaring and certifying that the facts herein set forth are true.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 31 day of October, 1980, at Hagerstown, Washington County, Maryland.

In the presence of:

Pamela J. Richardson Robert T. Clark (SEAL)
Robert T. Clark

Pamela J. Richardson Virginia M. Clark (SEAL)
Virginia M. Clark

Pamela J. Richardson William M. Clark (SEAL)
William M. Clark

STATE OF MARYLAND

COUNTY OF WASHINGTON, ss:

BE IT REMEMBERED that on this 31st day of October, 1980, personally appeared before me, a Notary Public in and for the State and County aforesaid, Robert T. Clark, Virginia M. Clark, and William M. Clark, all of the parties to the foregoing Articles of Incorporation, known to me personally to be such, and severally acknowledged the said Articles to be the act and deed of the signers respectively, and that the facts therein stated are truthfully set forth.

WITNESS my hand and Notarial Seal this 31st day of October, 1980.

Mary M. Garman
Notary Public

My Commission Expires: July 1, 1982.



ARTICLES OF INCORPORATION
OF
AUTO BODY SUPPLY COMPANY, INC.

542

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 12, 1980 at 1:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2490, folio 62489 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 104025

JUN 19 1 58 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

Received for Record June 19th, 1981
At 1:58 P.M. Liber 30 Corporation Records
RAM'S HEAD II, 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, John M. Poole, whose post office address is
600 Washington Avenue, Hagerstown, Maryland, being at least
eighteen (18) years of age, hereby form a corporation under
and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter
called the "Corporation") is RAM'S HEAD II, 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, or otherwise acquire, and to
operate and maintain, a business establishment, the principal
purpose for which is for food service, generally referred to as
a restaurant, together with related uses, including but not
limited to, the dispensing of alcoholic beverages, upon such
terms and conditions as may hereinafter be imposed by the
appropriate governmental licensing authority.

(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 600 Washington Avenue,
Hagerstown, Maryland. The name and post office address of the
Resident Agent of the Corporation in this State is John M.

Poole, 600 Washington Avenue, Hagerstown, Maryland. ¹⁷⁴⁰ Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SEVENTH: The 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 John M. Poole.

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 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 4th day of November, 1980, and I acknowledge the same to be my act.

WITNESS:


John M. Poole
 John M. Poole

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 4th day of November, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John M. Poole, and severally acknowledged the foregoing Articles of Incorporation to be his respective act.

My Commission Expires:
 July 1, 1982


Notary Public

ARTICLES OF INCORPORATION
OF
RAM'S HEAD II, INC.

542

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 10, 1980 at 11:30 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2490, folio 62447 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 \$ 57.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded 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 104016

JUN 19 1 58 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

MAPLE TREE CAMP, LIMITED

THIS IS TO CERTIFY:

FIRST: The undersigned, Phyllis J. Soroko, whose address is RFD, Townsend Road, Gapland, Maryland 21736, Philip G. Soroko, whose address is 9501 Dallas Avenue, Silver Spring, Maryland 20901, and Dola Burkentine, whose address is RFD, Townsend Road, Gapland, Maryland 21736, 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;

MAPLE TREE CAMP, LIMITED.

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 operate a recreational area for the use of the general public, as paid guest; to provide camping facilities, outdoors activities and related functions to the enjoyment of our quests and their families.

(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 RFD, Townsend Road, Gapland, Maryland 21736. The resident agent of the Corporation in this State is Phyllis J. Soroko, RFD, Townsend Road, Gapland, Washington County, Maryland. 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 is One Thousand (1,000) shares without par value, all of the shares are of one class and are designated as Common Stock.

SIXTH: The number of Directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than Three (3), and the names of the Directors who shall act until the first meeting or until their successors are chosen and qualified are Phyllis J. Soroko, Philip C. Soroko and Dola Burkentine.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 1st day of NOVEMBER, 1980.


PHYLLIS J. SOROKO


PHILIP G. SOROKO


DOLA BURKENTINE

STATE OF MARYLAND

 Frederick
COUNTY OF WASHINGTON

TO WIT:

I hereby certify that on this 1st day of November, 1980 before me, the undersigned subscriber, a Notary Public of the State and County aforesaid, personally appeared PHYLLIS J. SOROKO and DOLA BURKENTINE, and each did acknowledge the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and notorial seal.


NOTARY PUBLIC

STATE OF MARYLAND

COUNTY OF MONTGOMERY

TO WIT:

I hereby certify that on this 3rd day of Nov, 1980 before me, the undersigned subscriber, a Notary Public of the State and County aforesaid, personally appeared PHILIP G. SOROKO, and he did acknowledge the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and notorial seal.


NOTARY PUBLIC

ARTICLES OF INCORPORATION
OF
MAPLE TREE CAMP, LIMITED

537

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 7, 1980 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2490, folio 31333 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. Simon



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 103916

JUN 19 1 58 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received for Record June 19th, 1981
At 1:58 P.M. Corporation Records Liber 30

BEST OF ITALY RESTAURANT, INC.

AMENDED ARTICLES OF INCORPORATION

A MARYLAND CLOSE CORPORATION, ORGANIZED PURSUANT TO
TITLE FOUR OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE
OF THE ANNOTATED CODE OF MARYLAND

1981 A2 19814 *****5.00

FIRST: I, Edwin H. Miller, whose post office address is P. O. Box 1269, 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 Best of Italy Restaurant, 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.

(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 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, concessionaires, 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.

(3) 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 Valley Mall Shopping Center, Halfway Boulevard, 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.

SIXTH: 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.

AMENDED ARTICLES OF INCORPORATION
OF
BEST OF ITALY RESTAURANT, INC.

537

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 7, 1980 at 2:00 o'clock p M. as in conformity
with law and ordered recorded. EFFECTIVE DATE: October 20, 1980 at 4:00 PM

Recorded in Liber 2490, folio 01763, 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 103903

JUN 19 1 58 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐ ☐
VAUGHN J. BAKER, CLERK

Received for Record June 19th, 1981
At 1:58 P.M. Corporation Records Liber 30

ARTICLES OF INCORPORATION
OF
PIZZA HUT OF EMMITSBURG, INC.

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 corporation under and by virtue of Title Two of the Corporations and Associations Article of the Annotated Code of Maryland, adopt the following Articles of Incorporation for said corporation.

ARTICLE ONE - NAME

The name of this corporation is: Pizza Hut of Emmitsburg, 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:

- a. To engage in the restaurant business of selling Pizza and other foods and the sale of beer and other beverages at retail.
- b. To engage in any and all acts necessary to accomplish the above objectives.
- c. 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 shares 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 office of the corporation in Maryland is: 1023 Maryland Avenue, Hagerstown, Md.,

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 Edwin H. Miller.

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 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.

Amended

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of November, 1980, and I acknowledge the same to be my act.

WITNESS:

Emilia C. Statelmy

Edwin H. Miller
Edwin H. Miller

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

I HEREBY CERTIFY, That on this 3rd day of November, 1980, before me, the subscriber, a Notary Public in and for the State and County

aforesaid, personally appeared Edwin H. Miller and acknowledged the
aforegoing Articles of Incorporation to be his voluntary act and deed.
Amended

WITNESS my hand and Official Notarial Seal.

Emma C. Stetler
Notary Public

My Commission Expires:
July 1, 1982

21740. The name and address of the resident agent of the corporation in Maryland is: Jimmie W. Hinkle, 1023 Maryland Avenue, Hagerstown, Md. 21740.

ARTICLE SEVENTH - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is three. The names and addresses of the persons who are to serve as Directors until the first meeting of stockholders, or until their successors are elected and qualified are as follows:

Jimmie W. Hinkle, 1023 Maryland Avenue, Hagerstown, Md.
21740

Karen Wilson, 1023 Maryland Avenue, Hagerstown, Md. 21740

Linda K. Lushbaugh, 1023 Maryland Avenue, Hagerstown,
Maryland 21740

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act and deed this 5th day of November, 1980.

WITNESS:

Adrienne S. Guggenheim
Adrienne S. Guggenheim

David M. Guggenheim (SEAL)
David M. Guggenheim

ARTICLES OF INCORPORATION
OF
PIZZA HUT OF EMMITSBURG, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 6, 1980 at 11:40 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2490, folio 1738 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 103895

JUN 19 1 58 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

RCS:nmb

OC 3121

Received for Record June 19th, 1981
At 1:58 P.M. Corporation Records Liber 30

ARTICLES OF INCORPORATION

of

ANCHOR AMUSEMENT MACHINES, INC.
close corporation

FIRST: That I, RAYMOND C. SHOCKLEY, whose post office address is 3509 Coastal Highway, Ocean City, Maryland 21842, 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 close corporation (which is hereinafter called the "corporation"), is:

ANCHOR AMUSEMENT MACHINES, INC.
close corporation

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of Corporations and Associations of the Annotated Code of Maryland.

FOURTH: The purposes for which the corporation is formed are:

1) To engage in the business of operating various amusement machines and other similar type of machines and to engage in any lawful business in conjunction therewith.

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

FIFTH: The total number of shares of the capital stock which the corporation has authority to issue is one thousand (1,000) shares of stock, without par value.

SIXTH: The post office address of the principal office of the corporation in this State is: 31 Tammany Lane, Williamsport, MD. 21795. The name and post office address of the Resident Agent of the corporation in this State, is: JOHN H. DEAN, 31 Tammany Lane, Williamsport, Maryland 21795. Said resident agent is an individual actually residing in this State.

SEVENTH: The number of directions of the corporation shall be not less than one nor more than two. The names of the directors who shall act until the first annual meeting of the stockholders of the corporation and until their successors are duly chosen and qualified, are: ROBERT C. HARBOUGH and JOHN H. DEAN.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 22nd day of October, A.D. nineteen hundred and eighty (1980).

WITNESS:

[Signature]
As to R.C.S.

[Signature]
RAYMOND C. SHOCKLEY (SEAL)

STATE OF MARYLAND, WORCESTER COUNTY, TO WIT:

I HEREBY CERTIFY that on this 31st day of October, 1980, before me, the undersigned officer, personally appeared Raymond C. Shockley, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within and foregoing instrument, and he made oath, in due form of law, that he executed the same for the purposes therein contained.

AS WITNESS my hand and Official Seal.

My Commission expires: 7/1/82

[Signature]
Notary Public



ARTICLES OF INCORPORATION
OF
ANCHOR AMUSEMENT MACHINES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 6, 1980 at 10:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2490, folio 61071, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Lemmon



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 103827

JUN 19 1 58 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received for Record June 19th, 1981
At 1:58 P.M. Corporation Records Liber 30

ARTICLES OF INCORPORATION

EBERSOLE DAIRY, INC.

FIRST: I, the undersigned, Jack M. Ebersole, Route 3, Williamsport, Maryland, being at least eighteen years of age, do hereby intend to form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation is EBERSOLE DAIRY, INC.

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

1. To conduct the business of a dairy farm.
2. 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 nor or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges under the Annotated Code of Maryland, Corporations and Associations.

FOURTH: The post office address of the place which shall be the principal office of the Corporation in this state will be located at Route 3, Williamsport, Maryland. The Resident Agent of the Corporation is Jack M. Ebersole, whose post office address is Route 3, Williamsport, Maryland. Said Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value consisting of 100,000 shares of common stock of the par value of \$1.00 per share.

SIXTH: The Corporation shall have four directors and Jack M. Ebersole, Robert B. Ebersole, C. Franklin Ebersole and Daniel R. Ebersole shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: Subject to the General Laws of the State of Maryland the voting power shall vest exclusively in the holders of the common stock.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of October, A. D., 1980.

Witness:

Harmon M. Ebersole

Jack M. Ebersole (SEAL)
Jack M. Ebersole

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this *21th* day of *October*,
A. D., 1980, before me, the subscriber, a Notary Public of the
State and County aforesaid, personally appeared Jack M. Ebersde
and acknowledged the foregoing Articles of Incorporation to be
his act and deed.

WITNESS my hand and Official Notarial Seal.

Warren M. Seymour
Notary Public

My Commission Expires: 7-1-82

ARTICLES OF INCORPORATION

OF

EBERSOLE DAIRY, INC.

499

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

of Maryland October 29, 1980 at 2:00 o'clock P M. as in conformity
with law and ordered recorded.

3

Recorded in Liber **2489**, folio **20037**, 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 \$ 57.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded 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

JUN 19 1 58 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

A 103615

Received for Record June 19th, 1981
At 1:58 P.M. Corporation Records Liber 30

ARTICLES OF INCORPORATION

PASSET, INC.

FIRST: I, Robert W. Thompson, whose post office address is Box 20, 2377 Pennsylvania Avenue, 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 Passet Inc.

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

(1) To engage in the operation of a tavern and food establishment; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 163 North Conococheague Street, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Robert W. Thompson, Box 20, 2377 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased 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: Robert W. Thompson, Barbara H. Everett and Donald G. Everett.

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 21st day of October, 1980, and I acknowledge the
same to be my act.

WITNESS:

Pamela Sue Ambrose

Robert W. Thompson
Robert W. Thompson

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

I HEREBY CERTIFY, That on this 21st day of October 1980,
before me, the subscriber, a Notary Public in and for the State and
County aforesaid, personally appeared Robert W. Thompson and acknowl-
edged 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

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

PASSET, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 21, 1980 at 2:10 o'clock P.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2489, folio 1233, 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

JUN 19 1 58 PM '81

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 103294

Received for Record June 19th, 1981
At 1:58 P.M. Corporation Records Liber 30

ARTICLES OF INCORPORATION
OF
VALENTE ASSOCIATES, INC.

THIS IS TO CERTIFY:

That we, the subscribers, Gregory D. Haight, whose post office address is 11325 Vale Road, Oakton, Virginia 22124, and Vincent A. Tramonte, II, whose post office address is 210 East Broad Street, Falls Church, Virginia 22046, 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 corporation) is VALENTE ASSOCIATES, INC.

ARTICLE II - PURPOSE

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

- 1) To transact the business of advertising, promoting, and developing the business of other corporations, partnerships or individuals for hire, or upon commission or otherwise, by and through the means of preparing advertising for other corporations, partnerships or individuals, and of advertising the business, commodities, or other property, real, personal, or mixed, of other corporations, partnerships, or individuals in newspapers, books, booklets, prospectuses, magazines, circulars, pamphlets, television and radio or other similar media.

2) To improve, manage, and operate, and to sell, convey, assign, mortgage, or lease any real property and any personal property.

3) 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.

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

5) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

ARTICLE III - ADDRESS AND REGISTERED AGENT

The principal office of the corporation in the State of Maryland will be maintained at 17714 New Hampshire Avenue, Ashton, Maryland; the present post office address is 17714 New Hampshire Avenue, Ashton, Maryland. The registered agent of the corporation is The Corporation Trust, Incorporated, whose post office address is 1st Maryland Building, 25 South Charles Street, Baltimore, Maryland 21201. Said registered agent is a corporation of the State of Maryland.

ARTICLE IV - DIRECTORS

The corporation shall have three directors and the names and addresses of the persons who will serve as the initial directors, until the first annual meeting or until their successors are duly chosen and shall qualify, are as follows:

Sarah Valente	3901 Connecticut Avenue, N. W. Washington, D. C. 20008
Anthony Valente	17714 New Hampshire Avenue Ashton, Maryland
St. Clair Valente	17714 New Hampshire Avenue Ashton, Maryland

ARTICLE V - CAPITAL STOCK

The total amount of stock shall be 100 shares of common stock with a par value of \$1.00 per share.

The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with \$1.00 par value, of any class, and securities convertible into shares of its stock, of \$1.00 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, as may be set forth in the By-Laws of the corporation.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 21 day of October, 1980.

WITNESS:

[Signature]
(as to all)

[Signature]
GREGORY D. HAIGHT

[Signature]
VINCENT A. TRAMONTE, II

STATE OF VIRGINIA AT LARGE:

I hereby certify that on the 21st day of October, 1980,
before me the undersigned Notary Public in and for the State of
Virginia, personally appeared Gregory D. Haight and Vincent A.
Tramonte, II, and acknowledged the foregoing Articles of
Incorporation to be their respective act and deed.

Helen M. Kane
Notary Public

My Commission expires: June 18, 1982

ARTICLES OF INCORPORATION
OF
VALENTE ASSOCIATES, INC.

471

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 23, 1980 at 9:00 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2489, folio 1147, 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

JUN 19 1 58 PM '81

LIBER FOLIO
LAND
VAUGHN J. BAKER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
A 103404

JUN 19 1 58 PM '81

LAND
VAUGHN J. BAKER, CLERK

Received for Record June 19th, 1981
At 1:58 P.M. Corporation Records Liber 30
ARTICLES OF INCORPORATION

OF

ROBERT J. TRACE JR. M.D., P.A.

THIS IS TO CERTIFY:

FIRST: I, Robert J. Trace, Jr., post office address 98008 *****5.00
138 East Antietam Street, 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 Corporation Subtitle of the
Corporation and Associations Article of the Maryland Annotated
Code as amended.

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

ROBERT J. TRACE JR. M.D., P.A.

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

(1) To engage in the practice of medicine generally; to engage
in the practice of the medical specialty of Internal Medicine and the
sub-specialty of Gastroenterology; and to engage in any other lawful
purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corpora-
tions 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 Robert J.
Trace, Jr. 138 East Antietam 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 One Hundred (100) 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:

Robert J. Trace Jr.

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 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 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 23 day of October, 1980, and I acknowledge same to be my act.

WITNESS:   (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 23 day of October, 1980, before me, the subscriber, a Notary Public in and for the State

and County aforesaid, personally appeared Robert J. Trace Jr.
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 Ann Weber
Notary Public

My Comm. Exp.

7/1/82

487

ARTICLES OF INCORPORATION
OF
ROBERT J. TRACE JR. M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 27, 1980 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2489, folio 1619, 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. Hemmick



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 103459

Jun 19 1 58 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐ ☐
VAUGHN J. BAKER, CLERK

SUPERIOR DAIRY, INC.

Received for Record July 22, 1981 at 11:40 o'clock am 11ber 30
ARTICLES OF VOLUNTARY DISSOLUTION

Superior Dairy, 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 Assessment 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 2156 Blue Ridge Road, Hagerstown, Maryland 21740.

THIRD: The name and address of the Resident Agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs of the Corporation are wound up is Joseph H. McElwee whose post office address is 2156 Blue Ridge Road, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

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

Joseph H. McElwee	2156 Blue Ridge Road Hagerstown, Maryland 21740
David R. McElwee	110 Hickory Lane Hagerstown, Maryland 21740
Darcy L. Funkhouser	920 Fairfield Road Hagerstown, Maryland 21740

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

President Joseph H. McElwee	2156 Blue Ridge Road Hagerstown, Maryland 21740
Vice-President David R. McElwee	110 Hickory Lane Hagerstown, Maryland 21740
Secretary Darcy L. Funkhouser	920 Fairfield Road Hagerstown, Maryland 21740
Treasurer Joseph H. McElwee	2156 Blue Ridge Road 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 the unanimous written informal action of the Board of Directors of the Corporation, deemed advisable with the direction that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further that the voluntary dissolution of the Corporation was, by unanimous written informal action of all Stockholders of the Corporation duly approved by the Stockholders of the Corporation by the affirmative vote of all of 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 the Certificates required by Section 3-407 (c) (2) of the Corporation's and Association's 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 said Certificate by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each said Certificate.

IN WITNESS WHEREOF, Superior Dairy, 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 9th day of May, 1980; and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Superior Dairy, Inc. and, under the penalties of perjury, certifies 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.

SUPERIOR DAIRY, INC.

(Corp. Seal)

By

Joseph H. McElwee
Joseph H. McElwee, President

ATTEST:

Darcy L. Funkhouser
Darcy L. Funkhouser, Secretary



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

SUPERIOR DAIRY, INC.
have been paid.

WITNESS my hand and official seal this

Twenty-sixth day of November A.D. 1980



Jane M. Ruby
Deputy Comptroller

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

June 26, 1980

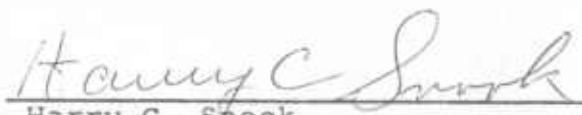
RE: Dissolution - Superior Dairy, Inc.

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

Superior Dairy, Inc.

have been paid to and including the fiscal year July 1, 1978 to June 30, 1979. We did not receive a certification for year July 1, 1979 to June 30, 1980.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 26th day of June A.D., 1980.

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

JUN 27 1980



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

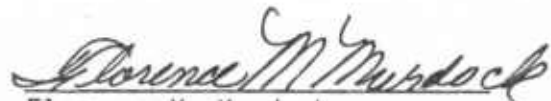
TAX COLL'R & TREAS.

June 26, 1980

McCauley, Cooley & McGrory
Attorneys at Law
182 West Washington Street
Hagerstown, Maryland 21740

To Whom It May Concer:

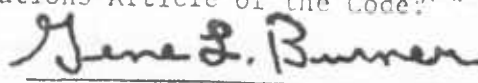
I, Florence M. Murdock, Tax Collector and Treasurer for the City of Hagerstown, do hereby certify that the records of this office do not show any unpaid municipal taxes, interest or penalties owing by SUPERIOR DAIRY, INC. up to and including the fiscal year 1979-80.


Florence M. Murdock
Tax Collector and Treasurer

FMM/c

JUN. 27 1980

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
hereby gives notice that ARTICLES OF DISSOLUTION
of the SUPERIOR DAIRY, INC.
were received for record on December 8, 1980,
in accordance with the provisions of Sec. 3-407 of the
Corporations and Associations Article of the Code.


Director

ARTICLES OF DISSOLUTION
OF
SUPERIOR DAIRY, INC.

619

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 8, 1980 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2492 folio 2627, 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 104899

JUL 22 11 48 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

ARTICLES OF VOLUNTARY DISSOLUTION

Received for Record July 22, 1981 at 11.48 o'clock pm liber 30
OF
USES INCORPORATED

22 31 A 12003 *****6.00

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 2250 Fairfax Road, Hagerstown, Maryland 21740.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one year after dissolution until the affairs are wound up is Dr. Marjorie E. Hoachlander, 2250 Fairfax Road, Hagerstown, Maryland 21740.

FOURTH: The names and addresses of each Director of the Corporation are as follows:

Dr. Marjorie E. Hoachlander, 2250 Fairfax Road, Hagerstown, Maryland 21740;

Dr. Eldon G. Hoachlander, 2250 Fairfax Road, Hagerstown, Maryland 21740;

Anice E. Hoachlander, 2250 Fairfax Road, Hagerstown, Maryland 21740.

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

Dr. Marjorie E. Hoachlander, President, 2250 Fairfax Road, Hagerstown, Maryland 21740;

Dr. Eldon G. Hoachlander, Vice President, 2250 Fairfax Road,
Hagerstown, Maryland 21740;

Anice E. Hoachlander, Secretary, 2250 Fairfax Road,
Hagerstown, Maryland 21740.

Dr. Marjorie E. Hoachlander, Treasurer, 2250 Fairfax Road,
Hagerstown, Maryland 21740;

SIXTH: The voluntary dissolution of the Corporation was
duly advised by the Board of Directors of this Corporation and
duly authorized by the holder of all the issued and outstanding
stock of the Corporation and, thus was approved by said
stockholder in the manner and by the vote required by law and
the charter of the Corporation.

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 said certificate by the Corporation,
including taxes for the current year, have been paid or provided
for in the manner satisfactory to the issuer of each of said
certificates.

IN WITNESS WHEREOF, Uses Incorporated has caused these

presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary this 27th day of October, 1980.

Respectfully submitted,

Attest to Signature
and Corporate Seal:

Anice Hoachlander
Anice E. Hoachlander
Secretary

USES INCORPORATED

By Marjorie E. Hoachlander (SEAL)
Marjorie E. Hoachlander
President

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

I HEREBY CERTIFY, that on this 27th day of October, 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Marjorie E.

Hoachlander, President of Uses Incorporated personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge that she executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Diane Lee Rowe
Notary Public

My Commission Expires: 1 July 1982

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

I HEREBY CERTIFY, that on this 27th day of October, 1980, before me, the subscriber, a Notary Public in and for the

State and County aforesaid, personally appeared Anice E. Hoachlander 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.

Diane L Rowe
Notary Public

Commission Expires:

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

October 20, 1980

RE: Dissolution - Uses, 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

Uses 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 20th day of October A.D., 1980.

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



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

November 17, 1980

Mr. E. Kenneth Grove, Jr.
Meyers, Young and Varner
P. O. Box 1267
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 USES INC. up to and including the fiscal year 1980-81.

Florence M. Murdock

Florence M. Murdock
Tax Collector and Treasurer



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 PHONE 269-3819
ANNAPOLIS, MARYLAND 21404

02211
403
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

USES INCORPORATED
have been paid.

WITNESS my hand and official seal this
Sixth day of November A.D. 19₈₀.


Jane M. Ruby
Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
hereby gives notice that ARTICLES OF DISSOLUTION
of the USES INCORPORATED
were received for record on November 20, 19 80
in accordance with the provisions of Sec. 3-407 of the
Corporations and Associations Article of the Code.

Jane L. Burner
Director

ARTICLES OF DISSOLUTION

OF

USES INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
 of Maryland November 20, 1980 at 8:30 o'clock A. M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2491, folio 62204, one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 24.00 Special Fee paid \$ 30.00
 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. Sumner



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 104455
 JUL 22 11 48 AM '81

LIBER 1010

LAND VAUGHN J. BAKER, CLERK

Received for Record July 22, 1981 at 11:48 o'clock am liber 30

JAMCO, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

JAMCO, 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: 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 P. O. Box 70, 55 Maple Avenue, Hagerstown, Maryland, 21740.

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 J. V. Jamison, 3rd, P.O. Box 70, Hagerstown, Maryland 21740.

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

J. V. Jamison, 3rd	P.O. Box 70, Hagerstown, MD 21740
Richard A. Jamison	6106 Bellinham Court, Elkridge Estates, Baltimore, MD 21210
J. Edgar W. Lee	126 Hop Meadow, Weatogue, CONN 06089
Mavin B. Martin	5903 Jenness Court, Louisville, KY 40222

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

President	-	J. V. Jamison, 3rd, P.O. Box 70 Hagerstown, MD 21740
Vice-President	-	Richard A. Jamison 6106 Bellinham Court, Elkridge Estates Baltimore, MD 21210
Secretary	-	J. Edgar W. Lee 126 Hop Meadow, Weatogue, CONN 06089
Treasurer	-	Mrs. Mavin B. Martin 5903 Jenness Court, Louisville, KY 40222
Assistant Secretary/Treasurer		Mrs. Genevieve M. Mease P.O. Box 284, Maugansville, MD 21767

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, JAMCO, 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 5 day of November 1980, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of JAMCO, 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.

JAMCO, INC.

ATTEST:

BY J. V. Jamison Ed
President

Gervase M. Mease
Asst. Secretary





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


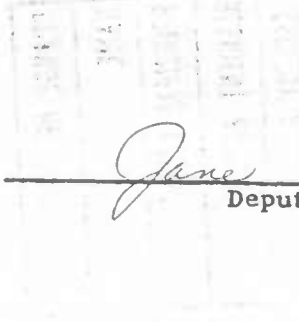
THIS IS TO CERTIFY, That the books of the
State Comptroller's Office and of the Department of
Employment Security, as reflected in their certifi-
cation to the State Comptroller, show that all taxes
and charges due the State of Maryland, payable through
the said offices as of the date hereof by

JAMCO, INC.

have been paid.

WITNESS my hand and official seal this

Second day of December A.D. 1980.



Jane M. Ruby
Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
hereby gives notice that ARTICLES OF DISSOLUTION
of the JAMCO, INC.
were received for record on December 8, 1980,
in accordance with the provisions of Sec. 3-407 of the
Corporations and Associations Article of the Code.

Jane L. Burner
Director

ARTICLES OF DISSOLUTION
OF
JAMCO, INC.

619

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 8, 1980 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2492, folio 2534, 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. Harrison



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 104900

JUL 22 11 48 AM '81

LIBER _____ FOLIO _____

bt

LRK

Received For Record July 22, 1981 at 11:48 o'clock am liber 30

MACKERT, LTD.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Robert J. Aumiller, whose post office address is 305 West Chesapeake Avenue, Towson, Maryland 21204, being at least twenty-one (21) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

MACKERT, LTD.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or any other State or States of the United States, or any territory or possession thereof, whether presently or hereafter annexed, or the Dominion of Canada, or Mexico, or any foreign country or countries, or any territory or possession thereof, whether presently or hereafter annexed, are as follows:

(1) To engage in the business of selling to members of the general public, at both wholesale and retail levels of distribution, clothing apparel and other assorted accessories, and to engage in each and every act attendant and incident thereto, including the rental of said apparel and accessories.

(2) To take, purchase or otherwise acquire and to own, hold, sell, convey, exchange, hire, lease, pledge, mortgage and otherwise deal in and dispose of all kinds of personal property, chattels real, choses in action, notes, bonds, mortgages and securities.

(3) To take, lease, purchase or otherwise acquire and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, subdivide, develop, cultivate and otherwise handle, deal in and dispose of real estate, real property, and any interest or right therein.

(4) To erect or to have erected, to construct or to have constructed, houses, works, building, storerooms, factories, warehouses, tenements, edifices and structures of every description; and to rebuild, enlarge, improve and alter existing houses, works, buildings, storerooms, tenements, edifices and structures of every description, and to buy, sell, own, use, manage and lease the same or similar structures.

(5) To guarantee the performance of any contract by any other corporation, association, firm or individual; and to endorse or otherwise guarantee the payment of the principal, interest or dividends, or any of them, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation, association, firm or individual.

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

(7) To advance money with or without security, and 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.

(8) The Corporation shall have all the powers which any ordinary business stock corporation organized under the laws of the State of Maryland may possess, without limitation or restriction of any kind, and without limiting the generality of the foregoing, shall have all the powers enumerated in Section 2-103 of The Corporations and Associations Article of the Annotated Code of Maryland, as from time to time amended.

FOURTH: The post office address of the principal office of the Corporation in this State is 8 1/2 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert J. Aumiller, 305 West Chesapeake Avenue, Towson, Maryland 21204. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock with no par value.

SIXTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation 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.

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: Charles L. Mackert, Judith B. Mackert and Frederick W. Tuemmler.

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 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 portion of the surplus of the Corporation or of the net profits arising from its business shall be declared as dividends and paid to stockholders; and to direct and determine the use and disposition of any such surplus or net profits. The Board may, in its discretion, use

and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the Corporation to such extent and in such manner and upon such lawful terms as the Board may deem expedient.

NINTH: This Corporation may, in the By-Laws, confer powers upon the directors additional to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

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

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

TWELFTH: The duration of the Corporation shall be perpetual.

THIRTEENTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall

indemnify directors and officers as follows:

(a) The Corporation shall indemnify any person 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 a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise. Such indemnification shall be against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding 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, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(b) The Corporation may indemnify any person 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 a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise. Such indemnification shall be against expenses

(including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of the 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 interest of the Corporation; except that no indemnification shall be made in respect of any claim, issue, or matter as to which the person has 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 the action or suit was brought, or a court of equity in the county in which the Corporation has its principal office, determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall deem proper.

(c) Indemnification under subsection (a) or (b) (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 subsection (a) or (b). The determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit, or proceeding (2) if a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the majority vote of a quorum of the stockholders.

(d) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition thereof if authorized in the specific case by a preliminary determination following one of the procedures set forth in the second sentence of subsection (c) that there is a reasonable basis for a belief that the director or officer met the applicable standard of conduct set forth in subsection (a) or (b), upon receipt of an undertaking by or on behalf of the director or officer reasonably assuring that such amount will be repaid unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(e) Such indemnification provided for in this section shall not be deemed exclusive of any other rights to which such officer or director may be entitled, apart from this section, under the charter, any by-law, agreement, vote of disinterested directors or stockholders, or as a matter of law or otherwise, both as to action in his official capacity and as to action in another capacity while holding the office, and shall continue as to a person who has ceased to be a director or officer and inure to the benefit of the heirs, executors, and administrators of the person.

(f) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the

Corporation as a director or officer of another corporation, partnership joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against the liability under the provisions of this section.

(g) To the extent that a director, officer, employee or agent of this Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a) or (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(h) Any adjudication by a court of competent jurisdiction which invalidates any part of this section shall not be deemed to invalidate any other part thereof.

(i) The provisions of this section may not be amended or repealed except by the affirmative vote of the holders of two-thirds (2/3) of the outstanding stock entitled to vote thereon, and no amendment or repeal hereof shall be valid or effective as to any matter occurring prior to such amendment or repeal without the consent of the director or officer concerned.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 20th day of November, 1980.

WITNESS:

Charles L. Jenkins

Robert J. Amiller
Robert J. Amiller

I, the incorporator named in the foregoing Articles of Incorporation, do hereby acknowledge the same to be my act.

Robert J. Aumiller

Robert J. Aumiller

ARTICLES OF INCORPORATION
OF
MACKERT, LTD.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 21, 1980 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

12

Recorded in Liber 2491, folio 1627, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 32.00 Special Fee paid \$ 8.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded 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 104354

JUL 22 11 48 AM '81

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Redord July 22, 1981 at 11:48 clock am liber 30
ARTICLES OF INCORPORATION
BETHANY CHAPEL

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, at a regular called meeting of the Congregation known as the Bethany Chapel, located in the City of Hagerstown, State of Maryland, the following five sober and discreet persons, namely, Robert C. Deavers, of Route 2, Box 137, Williamsport, Maryland 21795; Janel S. Deavers, of Route 2, Box 137, Williamsport, Maryland 21795; Theresa Dodson, of Route 1, Box 67, Hagerstown, Maryland 21740; Linda Harrell, of Route 1, Box 71, Hagerstown, Maryland 21740; and Janet Durbin, of 825 Potomac Avenue, Hagerstown, Maryland 21740, 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 five 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:

(1) The name, style or title of the church, society, or Congregation (which is hereinafter called the Corporation) shall be the "Bethany Chapel".

(2) The post office address of said Corporation shall be Route 2, Box 137, Williamsport, Maryland 21795.

(3) The resident agent of said Corporation shall be Janel S. Deavers of Route 2, Box 137, Williamsport, Maryland 21795.

(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 Bethany Chapel of Hagerstown, Maryland. The Trustees shall be elected as follows: Two shall be elected for three year terms, two shall be elected for two year terms and one shall be elected for a one year term. Thereafter, an annual election shall be held to fill the vacancy or vacancies created by the expiration of the various terms, and each future Trustee so elected shall serve a three

year term. The Trustees shall be elected by the communicant members in good standing of said Church who are at least eighteen (18) years of age, 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 on the second Tuesday 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-laws 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 filled by the continuing members of the Board.

(16) The Trustees must be professed Christians and must acknowledge the Tenants of Faith of the said Church, be a member in good standing of said Church and be at least twenty-one (21) years of age.

(17) 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.

(18) 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 Union Rescue Mission of Hagerstown, Maryland, upon condition that said Union Rescue Mission has established appropriate exemption status as organizations described in Section 501 (c) (3) of the Internal Revenue Code.

(19) 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 five named persons chosen as aforesaid, have hereunto subscribed our names and affixed our seals this 23rd day of October, In the Year of Our Lord One Thousand Nine Hundred and Eighty.

WITNESS:

Robert C. Deavers

Robert C. Deavers (SEAL)
Robert C. Deavers

Janet S. Deavers (SEAL)
Janet S. Deavers

WITNESS:

Robert B Stone

Theresa Dodson (SEAL)
Theresa Dodson

Janet Durbin (SEAL)
Janet Durbin

Linda Harrell (SEAL)
Linda Harrell

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

I HEREBY CERTIFY, That on this 23rd day of October, A.D., 1980, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert C. Deavers, Janel S. Deavers, Theresa Dodson, Janet Durbin, and Linda Harrell, being all the Trustees of the Bethany Chapel, 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 and in the capacity therein stated.

WITNESS my hand and official Notarial Seal.

Robin L. Shirk
Notary Public

My Commission Expires: 7/1/82

ARTICLES OF INCORPORATION

OF

BETHANY CHAPEL

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 20, 1980 at 8:30 , o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2491, folio 1694 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 104374

JUL 22 11 48 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

22, 1981

Received For Record July/at 11:48 o'clock am liber 30

STUART DESIGNS, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Stuart L. Mullendore, whose post office address is 3 Maple Road, Boonsboro, MD 21713, Dennis C. Miller, whose post office address is 1428 Hamilton Boulevard, Hagerstown, MD 21740, and Robert B. Murdock, whose post office address is 1308 Oak Hill Avenue, Hagerstown, MD 21740, each of whom is 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 hereafter referred to as the "Corporation") is Stuart Designs, Inc.

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

(1) To design, produce, manufacture, fabricate, construct, photograph, print, duplicate or otherwise reproduce items using graphic arts including environmental graphics, architectural graphics, displays, signs, landscaping, printed matter and related activities; 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 473 North Potomac Street, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert B. Murdock, 1308 Oak Hill Avenue, Hagerstown, MD 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. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Dennis C. Miller, Stuart L. Mullendore, and Robert B. Murdock.

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, We have signed these Articles of Incorporation this 17th day of November, 1980, and we do each acknowledge the same to be our individual act.

Stuart L. Mullendore
Stuart L. Mullendore

Dennis C. Miller
Dennis C. Miller

Robert B. Murdock
Robert B. Murdock

State of Maryland)
) SS
County of Washington)

On this 17th day of November, 1980, before me, a Notary Public in said County, personally appeared Stuart L. Mullendore, satisfactorily proven to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged that he executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.

Patricia S. McKee
Notary

My Commission expires 7-1-82.



State of Maryland)
) SS
County of Washington)

On this 17th day of November, 1980, before me, a Notary Public in said County, personally appeared Dennis C. Miller, known to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged that he executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.



Patricia S. McKee
Notary

My Commission expires 7-1-82.

State of Maryland)
) SS
County of Washington)

On this 17th day of November, 1980, before me, a Notary Public in said County, personally appeared Robert B. Murdock, known to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged that he executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.



Patricia S. McKee
Notary

My Commission expires 7-1-82.

ARTICLES OF INCORPORATION
OF
STUART DESIGNS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 18, 1980 at 12:00 o'clock Noon M. as in conformity
with law and ordered recorded.

Recorded in Liber 2491, folio 1735 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

JUL 22 11 48 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

A 104382

William J. Sumner

Received for Record July 22, 1981 at 11:48 o'clock am liber 30

ARTICLES OF INCORPORATION
OF

JAMES SHIFLER INSURANCE AGENCY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, James E. Shifler, whose post office address is Route 1, Box 188, Boonsboro, Maryland, 21713; D. R. Ann Shifler, whose post office address is Route 1, Box 188, Boonsboro, Maryland, 21713; and Doris M. Baker, whose post office address is Route 1, Box 89, Boonsboro, Maryland, 21713, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is herein-after called the "Corporation") is JAMES SHIFLER INSURANCE AGENCY, INC.

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

(a) To conduct a general insurance agency and insurance brokerage business.

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

(c) To purchase, 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 Route 1, Box 188, Boonsboro, Maryland, 21713, c/o James Shifler Insurance Agency, Inc. The resident agent of the Corporation is James E. Shifler, whose post office

address is Route 1, Box 188, Boonsboro, Maryland, 21713. Said resident agent is a citizen of the State of Maryland and actually lives therein.

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

SIXTH: The Corporation shall have three Directors: James E. Shifler, Route 1, Box 188, Boonsboro, Maryland, 21713, D. R. Ann Shifler, Route 1, Box 188, Boonsboro, Maryland, 21713, and Doris M. Baker, Route 1, Box 89, Boonsboro, Maryland 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 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 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

-6-

Incorporation on this 13th day of November, 1980.

WITNESS:

Gloria S. Mooers

James E. Shifler (SEAL)
James E. Shifler

Gloria S. Mooers

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

Gloria S. Mooers

Doris M. Baker (SEAL)
Doris M. Baker

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 13th day of November, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared James E. Shifler, D. R. Ann Shifler and Doris M. Baker 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:

12/1/82

ARTICLES OF INCORPORATION
OF
JAMES SHIFLER INSURANCE AGENCY, INC.

576 1

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 24, 1980 at 4:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2491, folio 02117 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.



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUL 22 11 48 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

William J. Bennett

A 104438

Received For Record July 22, 1981 at 11:48 o'clock am liber 30

BYRON, URNER & NAIRN, P.A.

ARTICLES OF INCORPORATION

RL 22-31 A 12809 *****5.00

FIRST: I, John H. Urner, whose post office address is 100 West Washington Street, 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, 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:

BYRON, URNER & NAIRN, P.A.

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

(1) To engage in the general practice of law; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporation 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 100 West Washington Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is William P. Nairn, 1154 Woodland Way, 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 (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 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: John H. Urner, William S. Barton and William P. Nairn.

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 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 authoriza-

tion 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 20 day of November 1980, and I acknowledge same to be my act.

WITNESS:

William B. Jern John H. Urner
John H. Urner

ARTICLES OF INCORPORATION

OF

BYRON, URNER & NAIRN, P.A.

579

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 25, 1980 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.



Recorded in Liber 2491, folio 62304 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 104473

JUL 22 11 48 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received For Record July 22, 1981 at 11:48 o'clock am liber 30

SHARRETT VOLKSWAGEN, INC.

ARTICLES OF AMENDMENT

Sharrett Volkswagen, Inc., a Maryland corporation, having its principal office at 1333 Dual Highway, Hagerstown, Maryland 21740 (hereinafter called the "Corporation") hereby certifies to the Department of Assessments and Taxation of the State of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article Second of the Articles of Incorporation and inserting in lieu thereof, the following:

"SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Sharrett, Inc."

SECOND: The Board of Directors of the Corporation has duly adopted a resolution in which was set forth the foregoing amendment to the Charter of the Corporation, declaring that said amendment of the Charter was advisable, and directing that it be submitted for action to the Stockholders of the Corporation.

THIRD: The holder of all the issued and outstanding shares of the Corporation has duly adopted a resolution approving the amendment of the Charter of the Corporation as hereinabove set forth.

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

IN WITNESS WHEREOF, Sharrett Volkswagen, Inc. has caused these presents to be signed and acknowledged in its name and on its behalf by its President and witnessed by its Secretary on November 24, 1980.

WITNESS:

Sharrett Volkswagen, Inc.

Shirley P. Saltis

Secretary

R. L. Sharrett

President

I, Ralph L. Sharrett, the President of Sharrett Volkswagen, Inc., hereby state and acknowledge under the penalties of perjury that (i) this document is the true corporate act of Sharrett Volkswagen, Inc., and (ii) the matters and facts set forth therein are, to the best of my knowledge, information and belief, true in all material respects.

R. L. Sharrett

President

Dated: November 24, 1980

ARTICLES OF AMENDMENT

OF

SHARRETT VOLKSWAGEN, INC.

Changing its name to

SHARRETT, INC.

586

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

of Maryland November 26, 1980 at 1:00' o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2491, folio 3214 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 104576

JUL 22 11 48 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received For Record July 22, 1981 at 11:48 o'clock am liber90

PERINI MANAGEMENT, INC.

ARTICLES OF AMENDMENT

Perini Management, Inc., a Maryland Corporation (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assments and Taxation that:

FIRST: The Articles of Incorporation of the Corporation shall be amended by striking out Article SECOND and inserting in lieu thereof the following:

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

AVALON HOME, Inc.

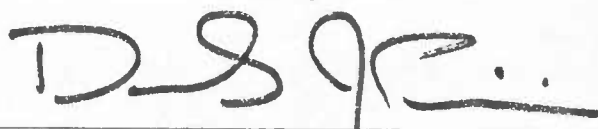
SECOND: The aforesaid amendment has been duly advised by the Board of Directors of the Corporation by unanimous written consent and has been unanimously approved by the stockholders of the Corporation by unanimous written consent.

IN WITNESS WHEREOF, the Corporation 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 affixed and attested by its Secretary on this **18** day of November, 1980.

ATTEST:


Secretary

PERINI MANAGEMENT, INC.

By: 
Dominick J. Perini
President

The undersigned, President of Perini Management, Inc., who executed on behalf of the 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 hereby certifies that to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

DSJR
President

ARTICLES OF AMENDMENT

OF

PERINI MANAGEMENT, INC.

Changing its name to

AVALON HOME, INC.

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

of Maryland November 28, 1980 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2491, folio 63225, 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 104578

JUL 22 11 49 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received For Record July 22, 1981 at 11:48 o'clock am liber 30

ARTICLES OF INCORPORATION

OF

WILLIE WIENIE FOOD CORPORATION JUL 22-81 A# 12912 *****5.00

FIRST: I, Ralph H. France, II, whose post office address is 81 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is: Willie Wienie Food Corporation

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

(1) To engage in the dispensing of food, operating as a restaurant, and generally to purchase or otherwise acquire restaurants, and to own, hold, lease, rent, or sell such business or businesses, and to engage in the purchase, sale, preparation and marketing of food and food products.

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

FOURTH: The post office address of the principal office of the Corporation in this State is P. O. Box 1316, 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. 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 10,000 shares of common stock with par value of \$10.00 per share.

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

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.

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 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 21 day of October, 1980, and I acknowledge the same to be my act.

Witness:

Vicki L. Grimm

Ralph H. Janette (SEAL)

ARTICLES OF INCORPORATION
OF
WILLIE WIENIE FOOD CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 24, 1980 at 4:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2491, folio 13315 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

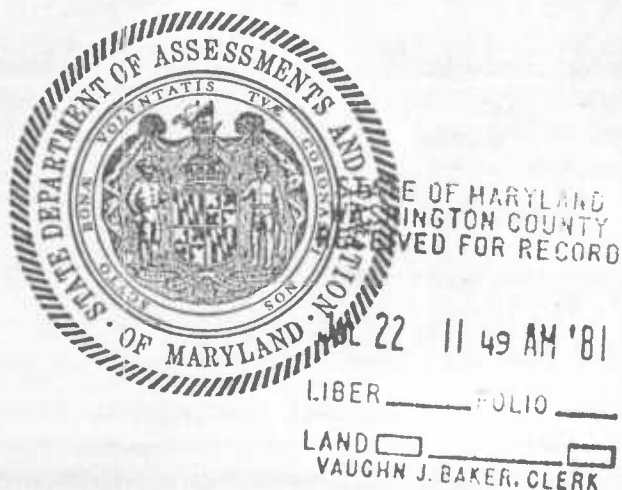
Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

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 104595

Received For Record July 22, 1981 at 11:48 o'clock am liber 30
PRO SPORTS, LTD.

ARTICLES OF INCORPORATION

FIRST: 1, 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 hereinafter referred to as the "Corporation") is Pro Sports, Ltd.

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

(1) To engage in the business of retail and/or wholesale sales of sports equipment, uniforms, trophies, instructional services, promotional services, and/or products; 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 P. O. Box 2175, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Philip G. Nussear, 583 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 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) 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:

Philip G. Nussear
Maxine M. Nussear
Clyde Martz
Shirley Martz

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

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

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in §2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding,

the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of November, 1980, and I acknowledge the same to be my voluntary act and deed.

WITNESS:

Walter D. Hart

Ry-Sully (SEAL)
Roger Schlossberg

ARTICLES OF INCORPORATION
OF
PRO SPORTS, LTD.

584

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 20, 1980 at 3:00 o'clock p. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2492, folio 60054, 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. Simon



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUL 22 11 49 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

A 104631

Received For Record July 22, 1981 at 11:48 o'clock am liber 30

DAVID R. RIDER, CONTRACTOR, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: We, David R. Rider and Carolyn S. Rider, whose post office address is 1824 Blue Ridge Road, Hagerstown, Washington County, Maryland 21740, each being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is DAVID R. RIDER, CONTRACTOR, INC.

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

- (1) To engage in and operate a building construction business, 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.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 1824 Blue Ridge Road, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland are: David R. Rider, 1824 Blue Ridge Road, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand shares of a par value of Ten (\$10.00) 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.

SEVENTH: After the completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two (2) directors, whose names are David R. Rider and Carolyn S. Rider.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 17th day of November, 1980, and we acknowledge the same to be our act.

WITNESS:



David R. Rider



Carolyn S. Rider

ARTICLES OF INCORPORATION
OF
DAVID R. RIDER, CONTRACTOR, INC.

586

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 1, 1980 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2492, folio 10126, 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

22 11 49 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

A 104643

BARRISTER PRODUCTS, INC.
(A Close Corporation under Title 4 of Corporation and
Association Article)

Received For Record July 22, 1981 at 11:49 o'clock am liber 30

ARTICLES OF INCORPORATION

JUL 22-81 AM 12815 *****5.00

1. Incorporator. The undersigned, Michael E. Ryan, whose post office address is P. O. Box 1971, 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 Barrister Products, 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 carry on and conduct a general agency business, to act, and to appoint others to act, as general agent, special agent, broker, factor, manufacturers' agent, special agent, broker, factor, manufacturers' agent, purchasing agent, sales agent, distributing agent, representative, and commission merchant for individuals, firms, associations, and corporations in the distribution, delivery, purchase, sale and promotion, either directly or indirectly, including the use of mail, of goods, wares, merchandise, property, commodities, and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising, and introducing, and contracting for the sale, introduction, advertisement, and use of, services of all kinds, relating to any and all kinds of businesses, for any and all purposes.

(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 P. O. Box 1971, Hagerstown, Maryland 21740, in the County of Washington. The name and post office address of the resident agent of the Corporation in Maryland are Lawrence T. Hierstetter, Route 4, Box 72, Smithsburg, Maryland 21783. 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 Michael E. Ryan.

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) Lawrence R. Hierstetter: President
- (2) Lynn Hogan: Secretary-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, I have signed these Articles of Incorporation, this 28th day of November, A.D., 1980.

Michael E. Ryan (SEAL)
Michael E. Ryan

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

I HEREBY CERTIFY, That on this 28th day of November, A.D., 1980, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Michael E. Ryan, 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.

My Commission Expires: 7/1/82

Robin L. Shirk
Notary Public

ARTICLES OF INCORPORATION

OF

BARRISTER PRODUCTS, INC.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland December 2, 1980 at 1:00 o'clock p. M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2492, folio 318, one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 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

DEC 22 11 49 AM '81

LIBER _____ FOLIO _____

LAND _____
 VAUGHN J. BAKER, CLERK

A 104686

Received For Record July 22, 1981 at 11:48 o'clock am liber 30

THE POTOMAC EDISON COMPANY

Articles Supplementary (Maryland)

Articles of Serial Designation (Virginia) JUL 22 31 AM 12816 *****5.00

1. The name of the Corporation is THE POTOMAC EDISON COMPANY.

2. Pursuant to the provisions of subdivision (1) of Article VI of the Articles of Incorporation of the Corporation included as Part SIXTH of the Agreement and Articles of Merger, dated as of May 31, 1974, as amended, the Board of Directors of the Corporation, on December 11, 1980, duly adopted the following resolution:

RESOLVED that, in accordance with the provisions of subdivision (1) of Article VI of the Articles of Incorporation of the Corporation included as Part SIXTH of the Agreement and Articles of Merger, dated as of May 31, 1974, as amended, there is hereby established a new series of the Cumulative Preferred Stock as follows:

(a) The designation of such series is the \$ 15.64 Cumulative Preferred Stock, Series I, and the number of shares which shall constitute such series is 250,000;

(b) The annual rate of dividends payable on shares of such series is \$ 15.64 per share, and the date from which dividends on all shares of such series issued prior to the record date for the first dividend on shares of such series shall be cumulative is December 18, 1980;

(c) The shares of such series shall be subject to redemption by the Corporation, as a whole or in part, at any time or from time to time; provided, however, that before December 1, 1985, no shares of such series may be redeemed directly or indirectly with or in anticipation of (i) moneys borrowed at an interest cost to the Corporation of less than 15.82% a year or (ii) the proceeds of preferred stock sold by the Corporation where the division of the annual dollar dividend rate per share of such stock by the price received by the Corporation per share of such stock (exclusive of accrued dividends and after deducting from such price the amount per

share of any compensation paid by the Corporation for the sale, underwriting or purchase of such shares by underwriters or dealers or others performing similar services) produces a quotient of less than 15.22%. The redemption price of shares of such series, other than shares redeemed pursuant to subparagraph (d) hereof, shall be: \$115.64 per share, if redeemed on or before December 1, 1985; \$111.73 per share, if redeemed thereafter and on or before December 1, 1990; \$107.22 per share, if redeemed thereafter and on or before December 1, 1995; and \$103.91 per share, if redeemed after December 1, 1995 (together, in each case, as provided in the Articles of Incorporation, with an amount, in the case of each share, computed at the rate of \$15.64 per annum from the date on which dividends on such share became cumulative to and including the date of redemption, less the aggregate of all dividends theretofore paid thereon);

(d) Shares of such series shall be entitled to the benefits of a sinking fund as follows:

(i) So long as any shares of such series are outstanding, the Corporation shall, as a sinking fund for the retirement of shares of such series, redeem, out of funds legally available therefor, 10,000 shares of such series on December 1 in each year, commencing with 1986, in each case at \$100.00 per share (together, in each case, as provided in the Articles of Incorporation, with an amount, in the case of each share, computed at the rate of \$15.64 per annum from the date on which dividends on such share became cumulative to and including the date of redemption, less the aggregate of all dividends theretofore paid thereon). The Corporation shall have the option also on December 1 in each year, commencing with 1986, to redeem up to an additional 10,000 shares of such series in each case at \$100.00 per share (together, in each case, as provided in the Articles of Incorporation, with an amount, in the case of each share, computed at the

3

rate of \$15.64 per annum from the date on which dividends on such share became cumulative to and including the date of redemption, less the aggregate of all dividends theretofore paid thereon); the right to redeem such additional shares in each year shall be noncumulative;

(ii) All redemptions pursuant to this subparagraph (d) shall be made in accordance with subdivision (12) of Article VI of the Articles of Incorporation. Shares of such series theretofore redeemed or otherwise acquired by the Corporation which have not been previously credited against the mandatory sinking fund requirement set forth in this subparagraph (d) may, at the election of the Corporation, be credited against, and shall to the extent thereof relieve the Corporation from, the mandatory sinking fund requirement set forth in this subparagraph (d); and

(iii) If the Corporation should for any reason fail to meet the mandatory sinking fund requirement set forth in this subparagraph (d), the mandatory sinking fund requirement for the next year shall be increased by the amount of the deficiency, and, so long as any shares of such series shall remain outstanding, in no event shall any dividends, whether in cash or property, be paid or declared, or any distribution made, on any stock (in this subdivision called "junior stock") of the Corporation ranking junior to the Cumulative Preferred Stock as to dividends or assets nor shall any shares of any junior stock be purchased, redeemed or otherwise acquired for value by the Corporation or any subsidiary of the Corporation unless the Corporation shall have redeemed, pursuant to this subparagraph (d), the number of shares of such series required to have been theretofore redeemed pursuant to subparagraph (d)(i) hereof (after adjustment for any credit pursuant to subparagraph (d)(ii) hereof but without reference to any provisions of subparagraph (d)(i) hereof which limits the requirement to make such redemption), but a defi-

ciency in meeting the sinking fund requirements shall have no other consequences. The provisions of this subparagraph (d)(iii) shall not, however, apply to any dividend or distribution payable or made in any junior stock, or to any acquisition of shares of any junior stock in exchange for shares of any other junior stock;

(e) The amount payable on shares of such series in the event of a voluntary liquidation, dissolution or winding up of the affairs of the Corporation is an amount per share equal to the then current redemption price thereof set forth in subparagraph (e) hereof, and in the case of an involuntary liquidation, dissolution or winding up of the affairs of the Corporation is \$100.00 per share (together, in each case, as provided in the Articles of Incorporation, with an amount, in the case of each share, computed at the rate of \$15.64 per annum from the date on which dividends on such share became cumulative to and including the date fixed for such payment, less the aggregate of all dividends theretofore paid thereon); and

(f) The holders of the shares of Cumulative Preferred Stock of such series shall not have any right to convert such shares into shares of stock of the Corporation of any class or of any series of any class.

Dated: December 11, 1980

THE POTOMAC EDISON COMPANY

By

John Adams
Vice President

And by

Samuel T. Sumner
Assistant Secretary

STATE OF NEW YORK, }
COUNTY OF NEW YORK } ss.:

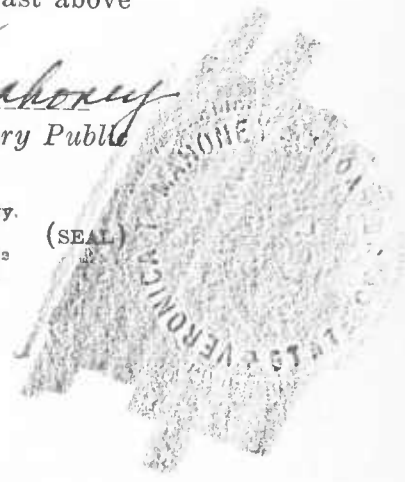
I HEREBY CERTIFY, that on December 11, 1980, before me, the subscriber, a notary public of the State of New York, in and for the County of New York aforesaid, personally appeared JOHN ADAMS, a Vice President of THE POTOMAC EDISON COMPANY, a Maryland and Virginia corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles Supplementary/Articles of Serial Designation to be the corporate act of said Corporation; and at the same time personally appeared CARROLL E. SUMMERS and made oath in due form of law that he was secretary of the meeting of the Board of Directors of said Corporation at which the charter of the Corporation was supplemented as set forth in said Articles Supplementary/Articles of Serial Designation, and that the matters and facts set forth in said Articles Supplementary/Articles of Serial Designation are true to the best of his knowledge, information and belief.

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

Veronica T. Mahoney
Notary Public

VERONICA T. MAHONEY
Notary Public, State of New York
No. 01-7672120 - Qual. in Orange Cty.
Certificate Filed in Bronx County
Cert. with New York Co. Clks. Office
Commission Expires March 30, 1982

(SEAL)



ARTICLES SUPPLEMENTARY
OF
THE POTOMAC EDISON COMPANY

895

19476
40-

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 12, 1980 at 11:00 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber **2499**, folio **1016** one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$_____ Recording fee paid \$ ⁶²¹⁰ 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 104808

JUL 22 11 49 AM '81

LIBR _____

LAND _____
VANDERBILT CLERK

Received For record July 22, 1981 at 11:49o'clock am liber 30

HAGERSTOWN ANTIQUE WHOLESALERS, INC.

ARTICLES OF INCORPORATION

JUL 22-31 AM 12617 *****5

FIRST: I, Walter H. King, whose post office address is 27 E. Baltimore Street, Funkstown, Maryland 21734, 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:

HAGERSTOWN ANTIQUE WHOLESALERS, INC.

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

1. To own and carry on the business of sale of antiques
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 27 E. Baltimore Street, Funkstown, Maryland 21734. The name and post office address of the Resident Agent of the Corporation is Richard J. Hamilton, II, whose post office address is 813 The Terrace, 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 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 is: Walter H. King and Richard J. Hamilton, 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 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 28TH day of NOVEMBER, 1980, and I acknowledge the same to be my act.

WITNESS:

Jean L. Miller

Walter H. King Jr. (SEAL)
Walter H. King

ARTICLES OF INCORPORATION
OF
HAGERSTOWN ANTIQUE WHOLESALERS, INC.

604

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 4, 1980 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2492, folio 1809, 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 104819

JUL 22 11 49 AM '81

LIBER 2492 FOLIO 1809

LAND
VAUGHN J. BAKER, CLERK

Received For Record July 22, 1981 at 11:49 o'clock am liber 30
ARTICLES OF INCORPORATION

OF

DONALD E. MARTIN, M.D., P.A.

THIS IS TO CERTIFY:

12-31-81 12818 *****5.00

FIRST: That I, Donald E. Martin, the subscriber, whose post office address is 315 Woodhaven Drive Hagerstown, Maryland 21740, being at least eighteen (18) years of age and licensed to practice medicine in the State of Maryland, does, 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 Donald E. Martin, 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 363 South Cleveland Avenue, Hagerstown, Maryland 21740. The resident agent of the Corporation is Donald E. Martin whose post office address as resident agent is 363 South Cleveland Avenue. 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 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:

Donald E. Martin
Ellen P. Martin

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 5th day of December, A.D., 1980.

WITNESS:

 
Donald E. Martin

ARTICLES OF INCORPORATION
OF
DONALD E. MARTIN, M.D., P.A.

631

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 8, 1980 at 4:30 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2492, folio 2984, 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 104945

JUL 22 11 49 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

LEAD, INC.

Received For Record July 22, 1981 at 11:49o'clock am liber 30

ARTICLES OF INCORPORATION

- FIRST: The undersigned Dwight Elliot Knox, Clifford John Kolson, and John Barry Bath whose post offices boxes are: 414 West Washington Street, Hagerstown, Maryland 21740; Neelsville Church Road, Germantown, Maryland 20767; and 8 Dodworth Court, Timonium, Maryland 21093 respectively, being at least eighteen years of age, do hereby form a corporation under the laws of the State of Maryland.
- SECOND: The name of the corporation (which is hereafter called the corporation) is LEAD, INC.
- THIRD: The puposes for which the corporation is formed are: for charitable, scientific , literary, and educational purposes designed to provide services to students, teachers, schools, and communities. Services will include, but are not limited to, planning and development of: perscriptive and tutorial centers for student, teacher training institutes, and evaluation of community provisions for student services.
- FOURTH: The post office of the principal office of the corporation in Maryland is LEAD, 414 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the corporation in Maryland is John Barry Bath, 8 Dodworth Court, Timonium, Maryland 21093. Said resident agent is a citizen of Maryland and actually resides therein.
- FIFTH: The corporation shall not be authorized to issue capital stock.
- SIXTH: The number of directors of the corporation shall be three (3) which number may be increased or decreased pusuant to the by-laws of the corporation. There shall be no members of the corporation. The names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are: Dwight Elliot Knox, Clifford John Kolson, and John Barry Bath.
- SEVENTH: The affairs of the corporation shall be managed by its Board of Directors. Members of the initial Board of Directors of the corporation shall hold office until the first annual meeting and until their successors shall have been elected and qualified; provided, that any vacancy occurring in the initial Board of Directors or any membership on the Board to be filled by reason of an increase in the number of members of the Board before the first annual meeting, shall be filled by the affirmative vote of a majority of the then members of the Board of Directors, though less than a quorum of the Board. A member of the Board of Directors so elected to fill a vacancy or additional membership on the Board resulting from an increase in the number of members of the Board shall hold office until a successor shall have been elected and qualified. Commencing with the first annual meeting, the members of the Board of Directors shall be elected or appointed as provided in the by-laws.

EIGHTH: Provisions for the regulation of the internal affairs of the corporation shall be determined and fixed by the by-laws adopted by the Board of Directors, and the power alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors.

NINTH: The private property of the corporation, members of the Board of Directors, and officers of the corporation shall not be subject to the payment of corporate debts to any extent whatever.

TENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the second day of December in the year nineteen hundred and Eighty.

Dwight Elliot Knox

Dwight Elliot Knox

Clifford John Kolson

Clifford John Kolson

John Barry Bath

John Barry Bath

STATE OF

Maryland

County of Montgomery, ss:

I HEREBY CERTIFY that on Dec 2, 1980, before me, the subscriber, a notary public of the State of Maryland in and for Montgomery County personally appeared Dwight Elliot Knox, Clifford John Kolson, and John Barry Bath and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Marion Schroeder

Notary Public

MY COMMISSION EXPIRES JULY 1, 1982

ARTICLES OF INCORPORATION

OF

LEAD, INC.

635

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 11, 1980 at 9:55 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2493, folio 00515, 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 105065

JUL 22 11 49 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

OF

487

DRS. WALDMAN AND MONEY, P.A.

FIRST: WE, THE UNDERSIGNED, PAUL C. WALDMAN, M.D. 12020 *****5.0
and MARY E. MONEY, M.D., whose post-office address is 100
Longmeadow Drive, Hagerstown, Maryland, being at least twenty-
one years of age, do, under and by virtue of Title 5, Subtitle
1 of the Corporations and Associations Article of the Annotated
Code of Maryland, authorizing the formation of professional
corporations, hereby act as Incorporators for the purpose of
forming a Professional Services Corporation.

SECOND: The name of the Corporation is:

DRS. WALDMAN AND MONEY, P.A.

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

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

The Corporation shall be authorized to exercise and
enjoy all of the powers, rights and privileges granted to,
or conferred upon, corporations of a similar character by
the General Laws of the State of Maryland now or hereafter
in force.

FOURTH: The post-office address of the principal office of the Corporation in this State is 100 Longmeadow Drive, Hagerstown, Maryland, 21740. The name of the resident agent of the corporation in this State is Paul C. Waldman, M.D., who is a resident of this State, and the post-office address of the resident agent is Rt. 1, Box 456, Smithsburg, Maryland, 21783.

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

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

Paul C. Waldman, M.D.
Mary E. Money, M.D.

SEVENTH: The duration of the corporation shall be perpetual.

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

DATED: December 1, 1980

Paul C. Waldman MD
Paul C. Waldman, M.D., Incorporator

Mary E. Money MD
Mary E. Money, M.D., Incorporator

657

ARTICLES OF INCORPORATION
OF
DRS. WALDMAN AND MONEY, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 11, 1980 at 1:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2493, folio 80983, 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 105116

JUL 22 11 49 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

William J. Sammons

Received for record July 22, 1981 at 11:49 o'clock A.M. Liber #30

THE OLD SOUTH MOUNTAIN INN, INC.

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

That pursuant to the affirmative vote of every stockholder and every subscriber of stock of The Old South Mountain Inn, Inc., and of every director as established herein, made in writing, and setting forth their approval, and after proper notice, the following amendments are hereby made to the Charter of the corporation:

FIRST: The corporation, pursuant to Section 4-203 of the Corporations and Associations Article of the Annotated Code of Maryland hereby removes the statement in paragraph THIRD of its Articles of Incorporation that it elects to be a close corporation. In substitution thereof, the corporation elects to be a general corporation, organized and existing under the General Corporation Laws of the State of Maryland.

SECOND: Paragraph NINTH of the Charter of the Corporation is hereby amended to provide that the corporation shall have a Board of Directors consisting of three members, appointed to serve on the Board of Directors until the next annual meeting of stockholders are:

Charles F. Reichmuth
Dorthea May Reichmuth
Wayne Miller

THIRD: The Charter of the Corporation is hereby amended as follows:

(a) The total number of shares of Common Stock of the corporation heretofore authorized, and the number and par value of the shares are as follows:

Common Stock - 10,000 shares of Common Stock
authorized at par value of \$1.00
per share

(b) The Charter is hereby amended to authorize the issuance of 40 shares of Preferred Stock, with a par value of \$2,500 per share. The following is a description of the rights, preferences and restrictions, if any, of the Preferred Stock:

LAW OFFICES

Rowan, Abell

Quirk & Quinn

The Adams Law Center
27 WOOD LANE
ROCKVILLE MD
(301) 762-4050

1. The Preferred Stock shall not be entitled to vote in any proceeding in which action shall be taken by the stockholders of the corporation.

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 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 of priority:

(a) First, to the holders of the Preferred Stock in 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 \$2,500.00 per share; provided, however, that in the event that the assets of the corporation available for distribution are insufficient to make the distributions to all of the holders of Preferred Stock certificates, then the aggregate amount distributed hereunder shall be divided equally among the holders of the Preferred Stock certificates.

(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 Common Stock, share and share alike, without any distinction as to class in proportion to their respective stock holdings.

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.

3. 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 \$300.00 per share, 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 class of stock and before any dividends 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 dividend shall be paid on the Preferred Stock at

such time as:

- (i) Such payment would violate Maryland law,
- (ii) Such payment would impair the net capital or other financial requirements established by recognized good accounting practices, or any State or Federal authority or agency.
- (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.

4. Each holder of the Preferred Stock, upon 180 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 \$2,000.00 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:

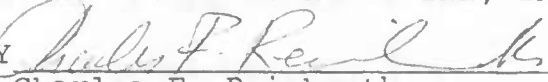
- (i) Such repurchase would violate Maryland law;
- (ii) Such repurchase would impair the net capital or other financial requirements established by recognized good accounting practices, or any State or Federal authority

or agency.

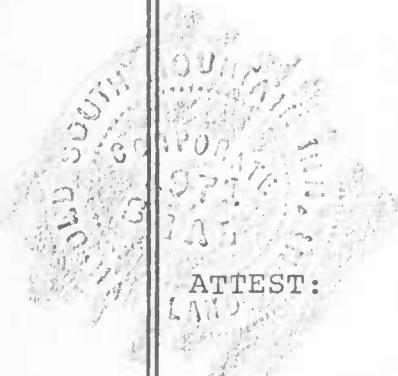
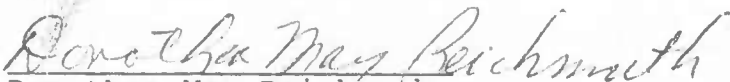
IN WITNESS WHEREOF, The Old South Mountain Inn, Inc., has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Secretary, on the 26th day of August, 1980.

THE OLD SOUTH MOUNTAIN INN, INC.,

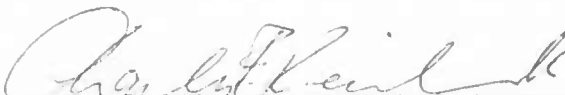
BY


Charles F. Reichmuth
President

ATTEST:



Dorothea May Reichmuth
Secretary

The undersigned, President of The Old South Mountain Inn, Inc., who executed on behalf of said corporation the foregoing Articles of Amendment, of which this Certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation, and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Charles F. Reichmuth
President

ARTICLES OF AMENDMENT
OF
THE OLD SOUTH MOUNTAIN INN, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 12, 1980 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber **2493**, folio **10986**, 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. Semmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 105117

JUL 22 11 49 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN L. BAKER, CLERK

Received for record July 22, 1981 at 11:49 o'clock Liber 30

ARTICLES OF INCORPORATION

OF

UNITED ENERGY PRODUCTS, INC.
A Close Corporation

JUL 23 1981 12:22 *****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 UNITED ENERGY PRODUCTS, INC.

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

(a) To engage in retail sales of wood stoves and other energy related products and all other uses related thereto and inherent therein.

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

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

(d) To purchase or otherwise acquire, hold and re-issue shares of

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

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

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

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

The 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 Route 2, Box 1, Hagerstown, Maryland 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation including treasury stock shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding, any: (1) securities which are convertible into stock. (2) voting securities other than stock or (3) option, warrants, or other rights to subscribe for or purchase any of its stock, unless they are nontransferable.

SIXTH: The number of Directors of the Corporation shall be one (1) until the first organizational meeting of the Corporation, at which time

LAW OFFICES RICHARD W. LAURICELLA

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 meeting shall be Gene D. Bennett.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of December, 1980.

Witness:

Pamela S. Artz

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 8th day of December, 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 Notarial Seal.

My Commission Expires:

7/1/82

Pamela S. Artz
Notary Public

ARTICLES OF INCORPORATION
OF
UNITED ENERGY PRODUCTS, INC.

658

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 15, 1980 at 1:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber **2493**, folio **1081**, 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

JUL 22 11 49 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

A 105136

ANITA LYNNE HOME, INC.

CERTIFICATE OF RESOLUTION OF

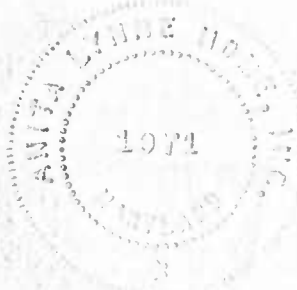
CHANGE OF RESIDENT AGENT

I, Darlene Smith, Secretary of Anita Lynne Home, Inc.,
a corporation duly organized and existing under by virtue of
the laws of the State of Maryland, do hereby certify that by
informal action of the Board of Directors of the Corporation,
the following resolution was adopted by the unanimous consent
of all of the Directors:

"RESOLVED: That the resident agent of
the Corporation be changed from John
Eshleman, whose address is Rt. 8, Box
165, Hagerstown, Maryland 21740, to
Richard Tebbs, whose address is Rt. 4,
Box 262 A, Hagerstown, Maryland 21740.

IN WITNESS WHEREOF, I have set my hand and affixed the
seal of the Corporation on this 4th day of October,
1980.

Darlene Smith
Darlene Smith, Secretary.



502

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

ANITA LYNNE HOME, INC.

595

2

received for record December 10, 1980

, at 8:30 A.M.

and recorded on Film No. 2492

Frame No. 01411 one of

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

To the clerk of the Circuit

court of Washington County

AA N^o 18255

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	

Mr. Clerk Mail to: Anita Lynne Homes, Inc.
R.F.D. 4, Box 262-A
Hagerstown, Maryland 21740

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUL 22 11 49 AM '81

LIBER _____

LAND ☐ _____
VAUGHN J. PAKER, CLERK

Received for Record August 5th, 1981
At 2:05 P.M. Liber 30 Corporation Records

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 _____

Stern, Finnegan & Winik

P O Box 703, Frederick, Maryland 21701

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

December 31, 1980 at 10:30 AM
and in accordance with said Article and Section of the Code it is further certified:

(a) The names of the merging corporations are _____

Bester-Long, Inc(MD. CORP.)

(b) The name of the new corporation is _____

Richard F. Kline Inc. (Md Corp) Survivor

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

Frederick County

(d) The Agreement of Merger is dated December 31, 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 _____

December 31, 1980 at 10:30 AM

Received for Record August 5th, 1981
At 2:06 P.M. Liber 30 Corporation Records

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 _____

Richard Lauricella _____

247 N. Potomac Street, Hagerstown, Maryland 21740 _____

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

December 30, 1980 at 3:00 PM _____

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

(a) The names of the merging corporations are _____

Duvánage Corporation (Md Corp) _____

(b) The name of the new corporation is _____

Thee Incorporated (Md Corp.) Survivor _____

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

Washington County _____

(d) The Agreement of Merger is dated _____ December 2, 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 _____

December 30, 1980 at 3:00 PM _____



THE MARYLAND SOCIETY

for Crippled Children and Adults

3700 4th STREET

BALTIMORE, MARYLAND 21225

TELEPHONE: 355-7676

Oliver A. Watkins
Past President
Joseph K. Taussig, Jr.
President
Bruce Edemy
Vice President
Phillipa Pontier
Vice President
David G. Mock
Treasurer
David L. Brigham
Secretary
Bruce G. Eberwein
Executive Director

Term Expiring 1980:

W. McNeill Baker, Baltimore
Rufus L. Barfield, Ph.D., Bowie
Mrs. Bettie Delaplaine, Frederick
Thomas Eichelberger, Frederick
John W. Sloan, Baltimore
Paul L. Thompson, Baltimore
Oliver A. Watkins, Baltimore

Term Expiring 1981:

Larry Allen Baker, Bowie
Mark Berman, Baltimore
Donald J. Christopher, Hyattsville
Ruth Latimer, Severna Park
David G. Mock, Baltimore
Mrs. Phillipa Pontier, Laurel
Mrs. Betty Taussig, Annapolis

Term Expiring 1982:

David L. Brigham, Sandy Spring
Clara Clow, Frederick
J. Bruce Edemy, Baltimore
Raymond G. La Placa, Cheverly
Jack W. Rowzie, Seabrook
Joseph K. Taussig, Jr., Annapolis

December 29, 1980

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

TO WHOM IT MAY CONCERN:

This is to certify that by Resolution of the Board of
Trustees of The Maryland Society for Crippled Children
and Adults, Inc., the principal office of said corpora-
tion is now located at the following address:

Professional Arts Building
5 Public Square
Hagerstown, Maryland 21740

Resident Agent of said corporation is Bruce G. Eberwein,
whose address is the same as the above.

THE MARYLAND SOCIETY FOR
CRIPPLED CHILDREN AND ADULTS,
INC.

ATTEST:

Jeanette F. Beam
Jeanette F. Beam

BY: *Donald J. Christopher*
Donald J. Christopher, Pres.

NOTICE OF CHANGE OF PRINCIPAL OFFICE
OF
THE MARYLAND SOCIETY FOR CRIPPLED CHILDREN AND ADULTS, INC.

687

received for record January 8, 1931

, at 8:30 A. M.

and recorded on Film No. 2493

Frame No. 3481 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 18338A

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	1.25

Mr. Clerk Mail to: The Maryland Society for Crippled Children and Adults, Inc.
5 Public Square
Hagerstown, Maryland 21740

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 5 2 06 PM '81

LIBER _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received for Record August 5th, 1981 At 2:11 P.M.
Corporation Records Liber 30

BLUE JOHNS, INC.

ARTICLES OF INCORPORATION
(Under Section 4)

FIRST: We, the undersigned, Raymond E. Barnes, whose address is 2510 Bluebird Avenue, Hagerstown, Maryland; Marilyn E. Barnes, whose address is 2510 Bluebird Avenue, Hagerstown, Maryland, and Doris L. Honodel whose address is Route 5, Box 160, 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 BLUE JOHNS, INC.

THIRD: The Corporation is formed for the following purposes and objects and shall have the powers hereinafter set forth, that is to say:

1. To engage generally in the business of renting to others for hire all kinds of tangible personal property including, but not limited to, the following: portable enclosures of all kinds including, but not limited to, buildings, toilets, sheds, bins, tanks, silos, tents, shelters and mobile homes; construction aid devices of all kinds including, but not limited to, scaffolding, barricades, trestles, fencing, signs, ladders, lighting and heating devices, machinery, equipment, compressors, tools, forming materials and breathing and filtering apparatus; household and commercial furniture, furnishings and appliances of all kinds including, but not limited to, television, video-tape and stereo sets, chairs, tables, beds, cabinets, rugs, stoves, refrigerators, freezers, desks, typewriters, copiers, air conditioners, voice-recorders and telephone sets; vehicles of all kinds including, but not limited to, trucks, automobiles, trailers, buses, tractors, recreational vehicles, bicycles, motorcycles, mopeds, snowmobiles, boats, canoes, and self-propelled machinery and equipment; sport, entertainment and recreational clothing, equipment and supportive devices of all kinds including, but not limited to, uniforms, shoes, balls, bats and other sporting implements, protective

JAN 19 5 24 AM '81

equipment, party and stage costumes, stage sets and portable stages, curtains, lights, props of all kinds, bleachers, back-stops, benches, camping equipment, water and snow skiing equipment.

2. To engage generally in the business of selling all kinds of tangible personal property including, but not limited to, the items mentioned in Paragraph 1 next above set forth, either at wholesale or retail/or as a distributor, factory representative or broker.

3. To engage generally in the business of designing, devising, inventing, manufacturing, installing, removing, repairing, inspecting, reporting upon, buying, selling, handling, cleaning and otherwise dealing in private, on-lot, sewage disposal systems, including conventional septic systems, other systems now invented, whether devised or not, and new systems hereafter invented.

4. To manufacture, or to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, rent, transfer or in any manner dispose of and to deal and trade in goods, wares, merchandise and property of any and every class and description whether real, personal or mixed, and in any part of the world.

5. 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.

6. 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 2510 Bluebird Avenue, Hagerstown, Maryland 21740. The name and address of the resident agent of this corporation in this state is: Raymond E. Barnes, 2510 Bluebird Avenue, Hagerstown, Maryland 21740, who is a citizen of Maryland and actually resides therein.

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

SIXTH: The number of directors of the corporation shall be three (3) which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Raymond E. Barnes, Marilyn E. Barnes and Doris L. Honodel.

SEVENTH: The duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on January 12, 1981.

1. Raymond E. Barnes
Raymond E. Barnes
2. Marilyn E. Barnes
Marilyn E. Barnes
3. Doris L. Honodel
Doris L. Honodel

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 12th day of January, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Raymond E. Barnes, Marilyn E. Barnes and Doris L. Honodel, and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1982

[Signature]
Notary Public



ARTICLES OF INCORPORATION

OF

BLUE JOHNS, INC.

782

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 19, 1981 at 1:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2496, folio 1192, 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 \$
35.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 106508

AUG 5 2 11 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

HAGERSTOWN SPRING WORKS CO., INC.
(a close corporation)

FIRST: We, Philip S. Physioc, II of RFD#9, Box 326 Hagerstown, Maryland; Joanne E. Physioc, of RFD#9, Box 326, Hagerstown, Maryland; and, Philip S. Physioc, of RFD#9, Box 326, Hagerstown, Maryland, being all at least twenty-one 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 called "Corporation") is HAGERSTOWN SPRING WORKS CO., INC.

THIRD: The Corporation shall be a 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: Blacksmithing, to repair, wholesale, retail, manufacture and install the same in vehicles or other equipment. To adjust, deliver, buy, sell or otherwise hold assets including realty and notes and to perform any act consistent with Maryland law.

FIFTH: The address for the principal office of the Corporation in this state is ^{400 Mechanic Street,} corner Burhans Boulevard and Mechanic Street, Hagerstown, Maryland. ²¹⁷⁴⁰ The name and address of the resident agent of the Corporation in this state is Philip S. Physioc, RFD#9, Box 326, 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 1,000 shares of common stock, with a par value of TEN DOLLARS (\$10.00) per share, amounting to capital stock of this Corporation in the amount of TEN THOUSAND DOLLARS (\$10,000.00).

SEVENTH: The shares of stock shall be of one class.

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

Philip S. Physioc, II
RFD#9, Box 326
Hagerstown, Maryland 21740

Joanne E. Physioc
RFD#9, Box 326
Hagerstown, Maryland 21740

Philip S. Physioc
RFD#9, Box 326
Hagerstown, Maryland 21740

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 attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful.

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

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) 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) to 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 part to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the majority of the stockholders thereof; and any stockholder of this Corporation is also a Director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the stockholders of this corporation, which shall authorize any such contract or transaction and to vote at such meeting to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

of the surplus of the Corporation or the net profits arising from the businesses' shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to the directors 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 a majority of all 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 of 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, we have signed these Articles of Incorporation this 12th day of ^{NOVEMBER} ~~June~~, Nineteen Hundred and Eighty.

Witnesses:

Linda M. Knight

Philip S. Physioc, Jr.
PHILIP S. PHYSIOC, JR.

Linda M. Knight

Joanne E. Physioc
JOANNE E. PHYSIOC

Linda M. Knight

Philip S. Physioc
PHILIP S. PHYSIOC

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 12th day of ^{NOVEMBER} ~~June~~, 1980, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared PHILLIP S. PHYSIOC, II, JOANNE E. PHYSIOC and PHILIP S. PHYSIOC, who were satisfactorily identified to me to be the persons whose names are subscribed herein, and who upon being duly sworn did acknowledge the contents of the foregoing documents to be their respective voluntary acts and deeds.

WITNESS my hand and official Notarial Seal.



Linda M. O'Donnell Knight
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION
OF
HAGERSTOWN SPRING WORKS CO., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 8, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 3498, folio 0968, 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 \$ 56.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Semmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 106461

AUG 5 2 12 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received for Record August 5th, 1931 At 2:12 P.M.
Corporation Records Liber 30

ARTICLES OF INCORPORATION

FOR

ANA PROPERTIES, 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 ANA PROPERTIES, INC.

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

(a) To own and operate properties for the purposes of rental and investments 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,

LAW OFFICES RICHARD W. LAURICELLA

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 RD 1, Hagerstown, Maryland 21740. /c/o David Nagley
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 David Negley

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31st day of December, 1980.

Witness:

Pamela S. Arty

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

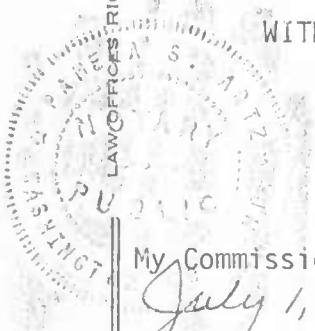
I HEREBY CERTIFY, that on this 31 day of December, 1980, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Pamela S. Arty
Notary Public

My Commission expires:

July 1, 1982



ARTICLES OF INCORPORATION

OF

ANA PROPERTIES, INC.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland January 7, 1981 at 11:00 o'clock A. M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2496, folio 60924, 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 \$ 55.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
 been received, approved and recorded by the 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 106453

AUG 5 2 12 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
 VAUGHN J. BAKER, CLERK

Received for Record August 5th, 1981 At 2:12 P.M.
Corporation "Records Liber 30
"HUNTER'S FIVE LODGE, INC."

41-5-21A 14279 *****5.00

ME
ARTICLES OF DISSOLUTION

"Hunter's Five Lodge, 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 herein above set forth, and the post office address of the principal office of the Corporation in the State of Maryland is in care of James J. Lacy, Box 253, Maugansville, 21767 Washington County, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, are John R. Potter, whose post office address is 251 Dewey Avenue, Maugansville, Washington County, Maryland. Said resident agent is an individual actually residing in this State.

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

<u>Name</u>	<u>Post Office Address</u>
Charles A. Eichelberger	Route 3, Greencastle, Penna. 17225
John R. Potter	251 Dewey Avenue, Maugansville, Md. 21767
George A. Grogan, Jr.	2012 Gay Street, Hagerstown, Md. 21740
James J. Lacy	Box 253, Maugansville, Md. 21767
Larry G. Gordon	1026 Main Avenue, Hagerstown, Md. 21740

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

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>
Larry G. Gordon	President	1026 Main Ave., Hagerstown, Md. 21740
John R. Potter	Vice President	251 Dewey Ave., Maugansville, Md. 21767
George A. Grogan, Jr.	Secy. Treasurer	2012 Gay St., Hagerstown, Md. 21740

SIXTH: The Board of Directors of the Corporation, by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the board, adopted a resolution declaring that dissolution of the Corporation was advisable and directing that the proposed dissolution be submitted for action thereon at a special meeting of the members of the Corporation held on August 1, 1980.

SEVENTH: A consent in writing, setting forth approval of the dissolution of the Corporation as so proposed was signed by all members of the Corporation entitled to vote thereon, and such consent and waiver are filed with the records of the Corporation.

EIGHTH: The dissolution of the Corporation as herein above set forth has been duly advised by the Board of Directors and approved by the members of the Corporation as required by law and the Charter of the Corporation.

NINTH: Notice that dissolution of the Corporation had been duly authorized pursuant to Article 23 of the Annotated Code of Maryland. Corporation has no known creditors.

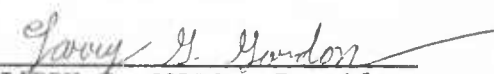
TENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland stating in effect that all taxes levied on assessments made by the said Commission and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Articles 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely: NONE.

IN WITNESS WHEREOF, "HUNTER'S FIVE LODGE, INC." has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and its corporate seal (Corporation has no seal) to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on August 14, 1980.

Attest:

"HUNTER'S FIVE LODGE, INC."


GEORGE A. CROGAN, JR., Secretary

By: 
LARRY G. GORDON, President

No corporate seal

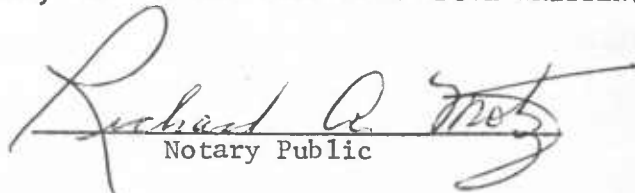
STATE OF MARYLAND,

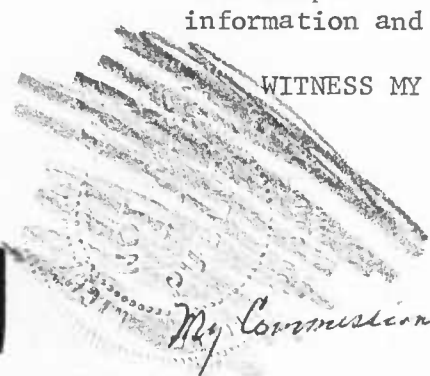
ss:

County of WASHINGTON

I HEREBY CERTIFY that on August 14, 1980 before me the subscriber, a notary public of the State of MARYLAND in and for the COUNTY of WASHINGTON, personally appeared LARRY G. GORDON, President of HUNTER'S FIVE LODGE, 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.


Notary Public


My Commission expires 7/1/1981




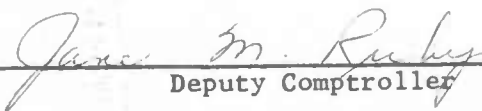
STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 PHONE 269-3819
ANNAPOLIS, MARYLAND 21404

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

HUNTER'S FIVE LODGE, INC.
have been paid.

WITNESS my hand and official seal this
Third day of November A.D. 1980.



Deputy Comptroller

ARTICLES OF DISSOLUTION
OF
HUNTER'S FIVE LODGE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 29, 1980 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2494, folio 2599, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00
\$5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 105718

AUG 5 2 12 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received for Record August 5th, 1981 At 2:12 P.M.
Corporation Records Liber 30

528

DAGMAR HALL, INC.

ARTICLES OF DISSOLUTION

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

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is Apartment 11G, Milestone Garden Apartments, Williamsport, Maryland 21795.

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: -

Mildred F. Litton
Apartment 11G
Milestone Garden Apartments
Williamsport, Maryland 21795

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>
Mildred F. Litton	Apartment 11G Milestone Garden Apartments Williamsport, Maryland 21795
Marilyn L. Pert (formerly Marilyn L. Spear)	228 Iola Avenue Glenshaw, Pennsylvania 15116
D. Newton Litton, Jr.	9 Weber Street Jeannette, Pennsylvania 15644

FIFTH: The names, 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>
Mildred F. Litton	President	Apartment 11G Milestone Garden Apartments Williamsport, Maryland 21795
D. Newton Litton, Jr.	Vice - President	9 Weber Street Jeannette, Pennsylvania 15644
Marilyn L. Pert	Secretary - Treasurer	228 Iola Avenue Glenshaw, Pennsylvania 15116

SIXTH: The entire Board of Directors of the Corporation by written consent to such action, signed by all members thereof and filed with the minutes of proceedings of the Board, adopted a Resolution declaring that dissolution of the Corporation was advisable and directing that the proposed dissolution be submitted for action thereon by unanimous written consent and waiver of all stockholders of the Corporation on January 1, 1981.

SEVENTH: A consent in writing setting forth approval of the dissolution of the Corporation as so proposed was signed by all stockholders of the Corporation entitled to vote thereon on January 1, 1981, and such consent and waiver are filed with the records of the Corporation.

EIGHTH: The dissolution of the Corporation as hereinabove set forth has been duly advised by the entire Board of Directors and approved by all the stockholders of the Corporation as required by law and the Charter of the Corporation.

NINTH: The Corporation has no known creditors.

TENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to

the Corporation by the State Department of Assessments and Taxation) stating in effect that all taxes levied on assessments by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:-

Harry C. Snook, Treasurer of Washington County, Md.
Dept. of Revenue & Finance, City of Hagerstown.

IN WITNESS WHEREOF, Dagmar Hall, 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 15 day of January, A.D. 1981.

DAGMAR HALL, INC.

BY: Mildred F. Litton
Mildred F. Litton
President

ATTEST AS TO CORPORATE SEAL:

Marilyn L. Pert
Marilyn L. Pert, Secretary

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

I HEREBY CERTIFY, That on this 15th day of January, A.D. 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Mildred F. Litton, President of Dagmar Hall, Inc., a Maryland corporation, and in the name and on behalf of the said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation, 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 her knowledge, information and belief.

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

My Commission Expires:
July 1, 1982.

Nancy L. Zimmerman
Notary Public



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

October 9, 1980

Mr. T. Aubrey Kemp
21 Summit Avenue
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 DAGMAR HALL, INC. up to and including the fiscal year 1980-81.


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 1873

October 10, 1980

RE: Dissolution - Dagmar Hall 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

Dagmar Hall 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 10th day of October A.D., 1980.

Harry C. Snook SEAL

Harry C. Snook
Treasurer for Washington County, Md.

534



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

DAGMAR HALL, INC.
have been paid.

WITNESS my hand and official seal this

Thirty-first day of December A.D. 1980


Essie L. Thompson
Deputy Comptroller

ARTICLES OF DISSOLUTION
OF

DAGMAR HALL, INC.

781

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 19, 1981 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2496, folio 1051 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 24.00 Special Fee paid \$ 30.00
\$ 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 106476

AUG 5 2 12 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received for Record August 5th, 1981 At 2:12 P.M.
Corporation Records Liber 30

EXECUTONE OF MARYLAND, INC.

ARTICLES OF AMENDMENT

-5-81A# 14281 *****5.00

EXECUTONE OF 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 WESTERN MARYLAND, INC.

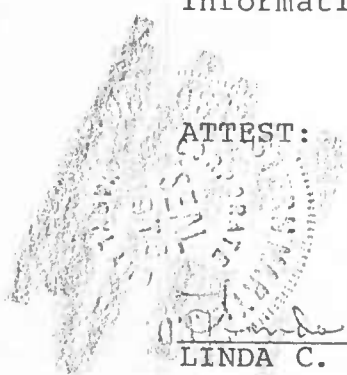
SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing 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 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 23rd day of October, 1980, and its President acknowledges that these Articles of Amendment are the act and deed of EXECUTONE OF 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 MARYLAND, INC.



Linda C. Strite
LINDA C. STRITE
Secretary

John H. Strite, II
JOHN H. STRITE
President

ARTICLES OF AMENDMENT

OF

EXECUTONE OF MARYLAND, INC.

Changing its name to:

EXECUTONE OF WESTERN MARYLAND, INC.

672

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 15, 1980 at 2:30 o'clock p M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2493, folio ~~62484~~, 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 105211

AUG 5 2 12 PM '81

LIBER _____ FOLIO _____

Received for Record August 5th, 1981 At 2:12 P.M.
Corporation Records Liber 30

539

ARTICLES OF INCORPORATION

OF

W. D. MOSS & SON, INC.

-5 81 A 14282 *****5.00

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 W. D. MOSS & SON, INC.

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

To sell and repair travel trailers and to sell, rent and repair camping equipment.

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

To carry on any of the 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 1861 Pennsylvania Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Wilmer D. Moss, 1707 Oak Hill Avenue, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is two thousand (2,000) shares of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of Two Hundred Thousand Dollars (\$200,000.00).

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on December 10, 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 10th day of December, 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 act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer
Notary Public

My Commission Expires:
July 1, 1982



672

ARTICLES OF INCORPORATION

OF

W. D. MOSS & SON, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 16, 1980 at 9:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2493, folio 32581, 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 F Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded by the 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 105230

AUG 5 2 12 PM '81

LIBER _____

01319

Received for Record August 5th, 1981 At 2:12 P.M.
Corporation Records Liber 30

BAUMGARDNER & SCHLOSSBERG, P. A.

ARTICLES OF INCORPORATION

10-5-81 A/E 14283 *****5.00

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, 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 hereinafter referred to as the "Corporation") is Baumgardner & Schlossberg, P.A.

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

1. To engage in every aspect of the general practice of law and to do each and every act incident thereto; and to engage in any other lawful purpose and/or business.

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the 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 134 West Washington Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Roger Schlossberg, 134 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 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 names of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Roger Schlossberg.

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 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 hereinafter 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 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

standing any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

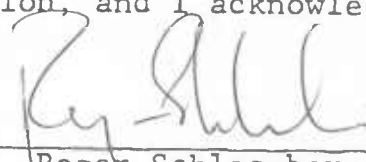
NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(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 this 17th day of December, 1980, signed these Articles of Incorporation, and I acknowledge the same to be my voluntary act.


Witness


Roger Schlossberg

(SEAL)

ARTICLES OF INCORPORATION

OF

BAUMGARDNER & SCHLOSSBERG, P.A.

685

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 17, 1980 at 3:30 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2509, folio 1318, 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 105362

AUG 5 2 12 PM '81

WATER FOLIO
LAND RECORDED CLERK

Received for Record August 5th, 1981 At 2:12 P.M.
Corporation Records Liber 30

ARTICLES OF INCORPORATION

ELMER T. CLINE FARM, INC.

This is to certify:

That we, the subscribers:

Ella Florence Cline, Post office address, 844 Rose Hill Avenue 5.00
Hagerstown, Maryland

Ronald A. Cline, Post office address, 2718 Mosbey Drive
Williamsport, Maryland

Robert W. Cline, Post office address, 26 E. Salisbury St.
Williamsport, Maryland

all being of full legal age of 18 years, 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 pursuant to the following:

ARTICLE I: The name of the Corporation is

ELMER T. CLINE FARM, INC.

ARTICLE II: The purposes for which the corporation is formed and the business and objects to be carried out and promoted by it are as follows:

a. To exercise all or any of the General powers conferred upon Maryland Corporations by Section 2-103 of Title 2 of the Corporations and Associations Article of the Annotated Code of Maryland (1975) and as amended.

b. Directly, or through ownership of stock in any corporation, to purchase, lease, exchange, or otherwise acquire real estate and property either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage, improve and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control all kinds of buildings, stores, offices, warehouses, apartments, shops, and structures of any description on any lands owned, held or leased by the Corporation, or upon any other lands; to lease, or sublet farms, offices, stores, apartments and other space and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any of such real estate and property and any interest therein.

c. Directly or through ownership of stock in any corporation to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge, hypothecate, deal in and dispose of commodities, livestock and other personal property of every kind, or stocks, bonds, notes, debentures, mortgages, or other evidences of indebtedness and obligations and securities of any corporation, company, entity of person.

d, To borrow funds to finance the purposes of the Corporation and to execute notes, mortgages and other instruments to secure the repayment thereof, and to do everything necessary, proper and advisable or convenient for the accomplishment of any of the purposes and objectives of the Corporation.

ARTICLE III: The Post Office address of the principal office of the Corporation in Maryland shall be:

844 Rose Hill Avenue, Hagerstown, Maryland

The name and address of the resident agent shall be:

Ella Florence Cline
844 Rose Hill Avenue
Hagerstown, Maryland

ARTICLE IV: The total number of shares of stock which the Corporation has authority to issue is fifteen hundred (1500) shares, all of which shall be common stock having a par value of one hundred Dollars (\$100.00) per share, the aggregate par value of all shares being one hundred fifty thousand Dollars (\$ 150,000.00).

ARTICLE V: The shares of such stock shall be non-assessable and each share thereof shall be entitled to one vote in all meetings of the stockholders of the Corporation. Dividends may be declared by the Board of Directors of the Corporation at such times and in such amounts as the Board of Directors may determine, and to be paid from profits or surplus of the Corporation. In the event of liquidation, dissolution or winding up of the affairs of the Corporation, whether the same be voluntary or involuntary, the assets shall be distributed ratably among the holders of said stock without priority or preference of any kind. Shares shall be transferrable only on the books of the Corporation upon surrender of the certificates thereof properly endorsed, and no holder of

shares may sell, give or transfer any shares owned by him or her, to any other party other than the Corporation or other then existing shareholders unless they first offer said shares, which they desire to dispose of, to the other then existing shareholders or to the Corporation at the then existing market value of said shares, which market value shall be determined by taking the then existing market value of all assets owned by the Corp. less debts and dividing said value equally among all shares then outstanding and multiply the result by the number of shares being disposed of or offered for sale. If all shareholders and the Corporation decline to purchase said shares at the market value, the shareholder may then sell the same on the open market at said market value.

ARTICLE VI: The Corporation Directors shall be not less than three in number and Ella Florence Cline, Ronald A. Cline, and Robert W. Cline shall act as directors until the first annual meeting of stockholders or until their successors are duly chosen and qualified. No contract or transaction between the Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested, may be a party to or interested in any contract or transaction of this Corporation, provided that the facts that he or such firm is so interested shall be disclosed or shall have been known to the majority of the Board of Directors; and any director of this Corporation who is also a director or officer of such other Corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation, which shall authorize any such contract or transaction and may vote thereon and authorize any such contract or transaction with like force and effect as if he were not such director or officer or so interested.

ARTICLE VII: The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance, from time to time, of shares of it's stock subject to such limitations and restrictions as may be set forth in the by-laws of the Corporation and in accordance with the laws of the State of Maryland. The Board of Directors is hereby empowered to authorize the issuance of nine hunderd fifty (950) full paid and non-assessable shares of

stock at a par value of one hundred Dollars (\$100.00) per share unto Ella Florence Cline, in exchange for the following described real property, the value of which is hereby stated to be not less than ninety five thousand Dollars (\$95,000.00), said real property being located in Washington County, Maryland, and being known as the "Rhodes Farm", situate on the public road leading from Downsville to Dam No. 4 on the Potomac River, and being part of "resurvey of Chew's Farm" containing 145 acres 2 rods and 38 perches of land, more or less, and being the same farmas was conveyed unto Elmer T. Cline and Ella F. Cline, his wife, by deed from Martha Cline, widow, dated march 29, 1941 and recorded in Liber 215, folio 49 among the Land Records of Washington County, Maryland, the said Elmer T. Cline, being deceased.

ARTICLE VIII: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE IX: All stockholders shall have preemptive rights to acquire additional share of stock of the Corporation and such rights shall apply even though the shares were issued to obtain the capital required to initiate the corporate enterprise or were issued in exchange for services or property other than money at not less than the fair market value thereof.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 22 day of December, 1980.

Ella Florence Cline
Ella Florence Cline

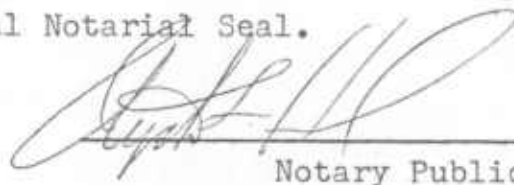
Ronald A. Cline
Ronald A. Cline

Robert W. Cline
Robert W. Cline

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this day of , 19 ,
before me, the subscriber, a Notary Public of the State and County
aforesaid, personally appeared Ella Florence Cline, Ronald A. Cline
and Robert W. Cline and severally acknowledged the foregoing
Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.


Notary Public

My Commission Expires:

July 1 1982



ARTICLES OF INCORPORATION
OF
ELMER T. CLINE FARM, INC.

689

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 22, 1980 at 2:55 o'clock P.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2494, folio 0594, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 30.00 Recording fee paid \$ 20.00 Special Fee paid \$ 25.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 105427

AUG 5 2 12 PM '81

LIBER _____ FOLIO _____

ROBERT J. ROBERTSON, D.D.S., CHARTERED

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

ARTICLES OF INCORPORATION

AUG -5 81 A 25 14285 *****5.00

FIRST: I, DAVID GRANT WILLEMAIN, whose post office address is Suite 108, Jefferson Building, 105 West Chesapeake Avenue, Towson, Maryland 21204, 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 ROBERT J. ROBERTSON, D.D.S., CHARTERED.

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.

(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 257 West Main Street, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is ROBERT J. ROBERTSON, 257 West 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 Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of directors shall be one (1), which number may be increased 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 ROBERT J. ROBERSTON.

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

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

(2) The Board of Directors 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, and the times and process of redemption 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 warranties 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 are not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all of the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

TENTH: The 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.

ELEVENTH: 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 right may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all of the assets of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of December, 1980, and I acknowledge the same to be my act.

WITNESS:



JANE SHANAHAN



DAVID GRANT WILLEMAIN

After Recording Return to:

D.G. Willemain
108 Jefferson Building
Towson, Maryland 21204.

DGW/jps
12/18/80
D53/17

ARTICLES OF INCORPORATION
OF
ROBERT J. ROBERTSON, D.D.S., CHARTERED

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 22, 1980 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2494, folio 1344, 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 \$
25.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 105530

AUG 5 2 12 PM '81

LIBER _____ FOLIO _____

ARTICLES OF INCORPORATION OF
MARVATEMP INC.

For the purposes of forming a stock corporation for one or more lawful purposes under the provisions of the Corporations and Associations Article of the Annotated Code of Maryland (Chapter 311, Acts 1975), the natural person hereinafter named as the person acting as the incorporator of the said corporation does hereby adopt and sign the following Articles of Incorporation of the corporation and does hereby acknowledge that his adoption and signing thereof are his act:

FIRST: (1) The name, including the full given name and the surname, of the incorporator is Linda Mancuso.

(2) The said incorporator's post office address, including the street and number, if any, including the city or county, and including the state or country, is

99 Washington Avenue
Suite 1114
Albany, New York 12201.

(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.

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

MARVATEMP INC.

THIRD: The corporation is formed for the following purpose or purposes:

To operate and conduct an office and business service which includes the following services; calculating, stenographic, typing, bookkeeping, telephone answering, survey, tabulating, office and desk rental, factory, loading and unloading of cars, trucks, ships, barges, and cargo carrying vehicles, demonstration, direct mail, convention, house cleaning, maid service and other allied work.

The foregoing provisions of this Article THIRD shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers herein specified shall, except when otherwise provided by this Article THIRD, be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation; provided, that the corporation shall not conduct any business, promote and purpose, or exercise any power or privilege within or without the State of Maryland which, under the laws thereof, the corporation may not lawfully conduct, promote, or exercise.

FOURTH: The post office address, including the street and number, if any, and the city or county, of the principal office of the corporation within the State of Maryland,

is 154 South Potomac Street, City of Hagerstown, Maryland 21740. The words "principal office" as used herein shall have the meaning ascribed to them by the General Corporation Law.

The name and the post office address, including the street and number, if any, and the city or county, of the resident agent of the corporation within the State of Maryland, is Robert Jeffers, 154 South Potomac Street, City of Hagerstown, Maryland 21740. The words "resident agent" as used herein shall have the meaning ascribed to them by the General Corporation Law. The said resident agent is a citizen of the State of Maryland actually residing within the State of Maryland.

FIFTH: (1) The total number of shares of stock which the corporation has authority to issue is Five Thousand (5,000).

The aggregate par value of all the authorized shares of stock is no par value.

(2) The Board of Directors of the corporation is authorized, from time to time, to fix the price or the minimum consideration for, and to issue the shares of stock of the corporation.

(3) 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.

(4) Provisions, if any, governing the restrictions on the transferability of any of the shares of stock of the corporation may be set forth in the by-laws of the corporation or in any agreement or agreements duly entered into.

(5) Notwithstanding any provision of the 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.

SIXTH: (1) The number of Directors of the corporation, until such number shall be increased or decreased pursuant to the by-laws of the corporation, is three. The number of directors shall never be less than the number prescribed by the General Corporation Law.

(2) The names of the persons who shall act as directors of the corporation until the first annual meeting or until their successors are duly chosen and qualify are as follows:

Alexander A. Courtney	4 Colonial Green Loudonville, New York 12211
Mary E. Courtney	4 Colonial Green Loudonville, New York 12211

Alexander A. Courtney, Jr. 43B Doorstone Drive
Latham, New York 12110

(3) The initial by-laws of the corporation shall be adopted by the Board of Directors at their organization meeting or their informal written action, as the case may be. Thereafter, the power to make, alter and repeal the by-laws of the corporation shall be vested in the Board of Directors of the corporation.

(4) The corporation shall, to the fullest extent permitted by Section 64 of the General Corporation Law of Maryland, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, 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 person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SEVENTH: No contract or other transaction between the corporation and any other corporation and no other act of the corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the direc-

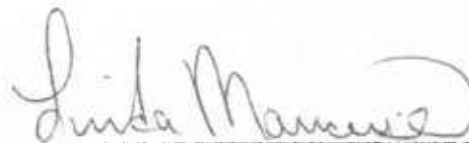
tors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director of the corporation individually or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the 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 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. Any director of the corporation may vote upon any contract or transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation. Any contract, transaction or act of the corporation or of the directors, which shall be ratified by a majority of the votes cast, a quorum of the stockholders being present, at any meeting, or at any special meeting called for such purpose, shall in so far as permitted by law or by the

Articles of Incorporation of the corporation, be as valid and as binding as though ratified by every stockholder of the corporation entitled to cast a vote; provided, however, that any failure of the stockholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the corporation, its directors, officers, or employees, of its or their right to proceed with such contract, transaction or act.

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 General Corporation Law at the time in force may be added or inserted in the manner and at the time prescribed by said Law, and all contracts and rights at any time conferred by 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: December 22, 1980

A handwritten signature in cursive script, appearing to read "Linda Mancuso", written over a horizontal line.

Linda Mancuso

ARTICLES OF INCORPORATION OF
MARVATEMP INC.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
RECEIVED

TIME MO. DAY YEAR

10:30

12 26 80

20	BONUS TAX
24	RECORDING FEE
6	1st CERTIFICATE
	ADDITIONAL C.
50	TOTAL CASH <input checked="" type="checkbox"/> CHECK <input checked="" type="checkbox"/>

2 checks

stock

Filer:

Corporate Filing Service, Inc.

99 Washington Avenue, Suite 1114

Albany, New York 12210

564

ARTICLES OF INCORPORATION
OF
MARVATEMP INC.

715

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 26, 1980 at 10:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2494, folio 1869 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 105602

AUG 5 2 13 PM '81

Received for Record August 5th, 1981 At 2:13 P.M .
Corporation Records Liber 30
FRANCE, METZNER & NORMAN, P.A.

ARTICLES OF AMENDMENT

France, Metzner & Norman, 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 & Norman, P.A., to France, Metzner, Norman & Berryman, 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 2-505 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 & Norman, 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 16 day of December, 1980, and its President acknowledges that these Articles of Amendment are the act and deed of France, Metzner & Norman, 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:

FRANCE, METZNER & NORMAN, P.A.

Ralph H. France II
Secretary

BY: Ralph H. France II
Ralph H. France, II



ARTICLES OF AMENDMENT

OF

FRANCE, METZNER & NORMAN, P.A.

Changing its name to

FRANCE, METZNER, NORMAN & BERRYMAN, P.A.

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approved and received for record by the State Department of Assessments and Taxation
of Maryland December 29, 1980 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2494, folio 2262, 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 \$
25.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Simmons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 105677

AUG 5 2 13 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received for Record August 5th, 1981 At 2:13 P.M.
Corporation Records Liber 30
ARTICLES OF MERGER

MERGING

PORTER HOLDING COMPANY and PORTER-JONES CORPORATION

into

HOLIDAY RESTAURANT, INC.

10-5-81 AE 14200 *****5.00

Pursuant to Sections 3-103 and 3-109 of the
Maryland General Corporation Law

PORTER HOLDING COMPANY, a corporation organized and existing under the laws of the State of Maryland (hereinafter called Porter Holding), PORTER-JONES CORPORATION, a corporation organized and existing under the laws of the State of Maryland (hereinafter called Porter-Jones), and HOLIDAY RESTAURANT, INC., a corporation organized and existing under the laws of the State of Maryland (hereinafter called the Surviving Corporation), DO HEREBY CERTIFY:

FIRST: Each of Porter Holding, Porter-Jones and the Surviving Corporation agrees to the merger of Porter Holding and Porter-Jones into the Surviving Corporation.

SECOND: Porter Holding was incorporated on September 17, 1969, Porter-Jones was incorporated on April 23, 1964, and the Surviving Corporation was incorporated on July 17, 1962, all pursuant to the General Corporation Law of the State of Maryland.

THIRD: Each of Porter Holding, Porter-Jones, and the Surviving Corporation has its principal office in

the City of Baltimore. Porter Holding, Porter-Jones and the Surviving Corporation do not own any interests in land.

FOURTH: Porter Holding owns all the outstanding shares of the stock of Porter-Jones and the Surviving Corporation. Each of Porter Holding, Porter-Jones and the Surviving Corporation approved the terms and conditions of the transactions set forth in these Articles of Merger by resolutions of its respective Board of Directors, each duly adopted on December 22, 1980, by the unanimous written consent of its members. Holiday Inns, Inc., a Tennessee corporation, as the sole shareholder of Porter Holding, approved the terms and conditions of the transactions set forth in these Articles of Merger by resolutions duly adopted by unanimous written consent on December 22, 1980.

FIFTH: The terms and conditions of the transaction set forth in these Article of Merger were advised, authorized and approved by each of Porter Holding, Porter-Jones and the Surviving Corporation in the manner and by the vote required by their respective charters and the laws of the State of Maryland.

SIXTH: No amendment to the charter of the Surviving Corporation is to be effected as part of the merger.

SEVENTH: The capitalization of Porter Holding, Porter-Jones and the Surviving Corporation is as follows:

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<u>Corporation</u>	<u>Authorized Capital</u>	<u>Outstanding</u>
Porter Holding	10,000 Shares of Common Stock, par value \$10.00 per share	10,000 Shares
Porter-Jones	5,000 Shares of Common Stock, without par value	500 Shares
Surviving Corporation	1,000 Shares of Common Stock, par value \$100.00 per share	204 Shares

No new shares will be issued in connection with the mergers, and the outstanding shares of Porter Holding and Porter-Jones will be treated as retired and cancelled. The outstanding shares of the Surviving Corporation will be treated as transferred to and held by Holiday Inns, Inc.

EIGHTH: The mergers shall be effective upon the date of the acceptance of these Articles for record by the State Department of Assessments and Taxation of Maryland.

IN WITNESS WHEREOF, each of Porter Holding, Porter-Jones and the Surviving Corporation has caused its corporate seal to be hereunto affixed and these Articles to be signed

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by its President or one of its Vice Presidents, and attested
by its Secretary, this 22nd day of December, 1980.

PORTER HOLDING COMPANY

By E. M. House, Jr.
Vice President

[CORPORATE SEAL]

Attest:

C. A. Howells
Secretary

PORTER-JONES CORPORATION

By E. M. House, Jr.
Vice President

[CORPORATE SEAL]

Attest:

C. A. Howells
Secretary

HOLIDAY RESTAURANT, INC.

By E. M. House, Jr.
Vice President

[CORPORATE SEAL]

Attest:

C. A. Howells
Secretary

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STATE OF TENNESSEE)
) ss.:
COUNTY OF SHELBY)

BE IT REMEMBERED that on this 22nd day of December, 1980, personally came before me, a Notary Public in and for the County and State aforesaid, Craig H. Norville, Secretary of Porter Holding Company, Porter-Jones Corporation and Holiday Restaurant, Inc., corporations of the State of Maryland, and he duly executed said Articles of Merger before me and acknowledged the said Articles to be the act and deed of each said corporation and that, to the best of his knowledge, information and belief, the matters and facts stated therein are true in all material respects and that this statement was made under the penalties for perjury.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

C. J. Colbert, Jr.

Notary Public

[SEAL]

*My commission expires:
August 9, 1983*

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ARTICLES OF MERGER

MERGING

PORTER HOLDING COMPANY (MD. CORP.)

AND

THE PORTER -JONES CORPORATION (MD. CORP.)

INTO

HOLIDAY RESTAURANT, INC. (MD. CORP) Survivor

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 26, 1980 at 10:45 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2495, folio 137, 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 \$
55.00

To the clerk of the Circuit Court of Washington County

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

AUG 5 2 13 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J BAKER, CLERK

A 105895

William J. Simmons

Received for Record August 5th, 1981 At 2:13 P.M.
Corporation Records Liber 30

AGAPE FELLOWSHIP, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, being all the members of a "church" as defined by Section 5-301(b) of the Corporations and Associations Article of the Annotated Code of Maryland, at a meeting of the "church" held on the 6th day of November, 1980, were unanimously chosen and elected for and in behalf of the "church" do hereby associate ourselves as a corporation with the intention of forming a "religious corporation" under and by virtue of the provisions of the General Laws of the State of Maryland and do hereby certify to the State Department of Assessments and Taxation of Maryland as follows:

SECOND: The name of the Religious Corporation and the church is Agape Fellowship, Inc.

THIRD: The plan for the Religious Corporation (the "Plan") is and shall be as follows:

(1) The purposes for which the Religious Corporation is formed are:

(a) The Religious Corporation is organized exclusively for religious, educational, and charitable purposes, including, for such purposes, the making of distributions to organizations which 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 religious, 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 Section 1(d) of this Plan, or as shall, in the opinion of the

Trustees, jeopardize the federal income tax exemption of the Religious 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 some or all of the foregoing purposes; 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 religious, 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 Religious Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers or other private persons, except that the Religious 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, Section (1), hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Religious 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 religious, educational and charitable purposes for which the Religious Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD, Section (1), are the following:

(i) to establish and maintain a church to worship, praise and serve our Lord, Jesus Christ;

(ii) to establish, maintain and conduct a school for religious instruction of children and adults;

(iii) to further all religious and charitable work; and,

(iv) for such purposes to adopt and establish Articles of Incorporation, By-Laws, rules and regulations in accordance with applicable law.

(d) In this Plan:

(i) references to "charitable organization" or "charitable organizations" mean corporations, trusts, bonds, foundations, or community chests created or organized in the United States or in

any of its states, territories, possessions, or the District of Columbia, 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 stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening (including the publishing or distributing of statements) in any political campaign on behalf of any candidates for public office; and,

(ii) the term "charitable purposes" shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the terms used in Section 501 (c)(3) of the Internal Revenue Code of 1954, and only such purposes as also shall 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.

(2) The time and manner for election and succession of Trustees is as follows: The Trustees shall be elected and their successors continued at a time and place ordinarily used for public meetings of the Religious Corporation, by the individuals who, according to the custom and usage of the Religious Corporation, have a voice in the management and direction of the congregational or temporal affairs of the Religious Corporation. A majority of all the votes cast by adult Members at an annual meeting of the Members (as hereinafter defined) at which a quorum is present shall be sufficient to elect a Trustee.

(3) (a) A person shall be a Member of the Religious Corporation and, as such, shall be entitled to vote at meetings of Members of the Religious Corporation and shall be qualified to be elected as a Trustee and officer of the Religious Corporation if:

(i) such person is a Trustee of the Religious Corporation on the date these Articles of Incorporation are accepted for record by the State Department of Assessments and Taxation of Maryland (the "Department"); or

(ii) such person shall be designated, as such, by the affirmative vote of a majority of the entire Board of Trustees within two (2) months of the date these Articles of Incorporation are accepted for record by the Department; or,

(iii) such person has participated in the congregational and temporal affairs of the Religious Corporation for a continuous and uninterrupted period of not less than three (3) years.

(b) A Member, once qualified as hereinabove provided, shall remain such as long as:

(i) the annual dues imposed by the Religious Corporation on such Member are promptly paid by such Member; and

(ii) all rules and regulations of the Religious Corporation, as determined by the Trustees, are substantially complied with by such Member; and, 577

(iii) such Member continues to participate in the congregational and temporal affairs of the Religious Corporation.

In the event a Member does not fulfill all of the requirements imposed by this Article THIRD, Section (3)(b), then such Member may be disqualified and removed as a Member by a majority vote of the entire Board of Trustees.

FOURTH: The existence of the Religious Corporation shall be perpetual.

FIFTH: The address of the principal place of worship of the Religious Corporation is 14 Roessner Avenue, Hagerstown, Washington County, Maryland. The name and address of the resident agent of the Religious Corporation are Reverend Hattie P. Hammond, 14 Roessner Avenue, Hagerstown, Washington County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The initial number of Trustees of the Religious Corporation is five (5), which number may be increased pursuant to the By-Laws of the Religious Corporation but shall never be less than five (5) nor more than nine (9). The names and addresses of those persons serving as initial Trustees are:

- (1) Reverend Hattie P. Hammond
14 Roessner Avenue
Hagerstown, Maryland 21740
- (2) Allen M. Baumgardner
8076 Lyons Road (P. O. Box 55)
Waynesboro, Pennsylvania 17268
- (3) Reverend Paul Trulin
2665 Del Paso Boulevard
Sacramento, California 95815
- (4) David Cerullo
P. O. Box 22212
San Diego, California 92122
- (5) Burton R. Hoffman
1028 Woodland Way
Hagerstown, Maryland 21740

SEVENTH: The Religious Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number, qualifications of, and other matters relating to, its Members shall be as set forth in these Articles of Incorporation and the By-Laws of the Religious Corporation.

EIGHTH: Upon the dissolution of the Religious Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Religious Corporation, dispose

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of all of the assets of the Religious Corporation exclusively for the purposes of the Religious Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County where the principal place of worship of the Religious Corporation is located (if not then located in Baltimore City), or by the Superior Court in Baltimore City if such principal of worship is then located in Baltimore City, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such religious, charitable, or educational purposes.

NINTH: The Religious Corporation may be its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Religious 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.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 6th day of November, 1980, and we acknowledged the same to be our acts.

WITNESS:

Ernette Felton

Rev. Hattie P. Hammond (SEAL)
Reverend Hattie P. Hammond

Peggy S. Reynolds

Patsy Hoffman (SEAL)
Patsy Hoffman

Peggy S. Reynolds

Burton R. Hoffman (SEAL)
Burton R. Hoffman

Peggy S. Reynolds

Mary Alice Baumgardner (SEAL)
Mary Alice Baumgardner

Peggy S. Reynolds

Allen M. Baumgardner (SEAL)
Allen M. Baumgardner

ARTICLES OF INCORPORATION

OF

AGAPE FELLOWSHIP, INC.

739

approved and received for record by the State Department of Assessments and Taxation
 of Maryland January 6, 1981 at 3:00 o'clock P. M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2495, folio 1578, 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. [Signature]



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 106056

AUG 5 2 13 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
 VAUGHN J. BAKER, CLERK

Received for Record August 5th, 1981 At 2:13 P.M.
Corporation Records Liber 30

ARTICLES OF INCORPORATION

FIRST: We, the below named persons, 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:

William L. Tritapoe, 108 Lakin Avenue, Boonsboro, Maryland 21713
Beverly Concaugh, 102 Windsor Drive, Hagerstown, Maryland 21740

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Century 21, Battlefield Realty, Inc.

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

(1) To offer for sale, sell, purchase, manage, exchange, lease, subdivide, develop, rent or auction real estate or personal property; to perform all necessary and proper related services and activities in connection therewith; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 5 South Main Street, Boonsboro, Maryland 21713. The name and address of the Resident Agent is William L. Tritapoe, 108 Lakin Avenue, Boonsboro, Maryland 21713, and 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, with 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 or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

William L. Tritapoe
Beverly Concaugh
Linda Stockslager

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 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: (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; and (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.

WE, THE UNDERSIGNED, being each of the incorporators named in Article FIRST of the foregoing Articles of Incorporation, in order to form a corporation in accordance with the provisions of the Annotated Code of Maryland, Corporations and Associations, 1975 Edition as Amended, do make this Certificate, hereby declaring and certifying that the facts herein set forth are true.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of January, 1981, at Boonsboro, Washington County, Maryland.

In the presence of:

Michael J. Schaefer William L. Tritapoe (SEAL)
William L. Tritapoe

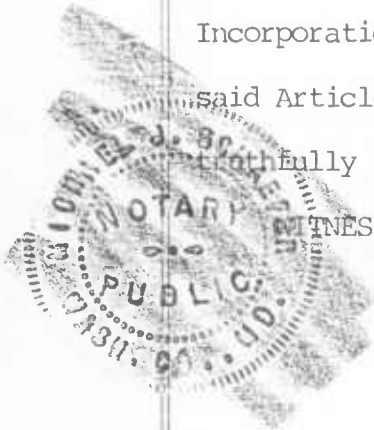
Michael J. Schaefer Beverly Concaugh (SEAL)
Beverly Concaugh

STATE OF MARYLAND

COUNTY OF WASHINGTON, ss:

BE IT REMEMBERED that on this 5th day of January, 1981, personally appeared before me, a Notary Public in and for the State and County afore-said, William L. Tritapoe, one of the parties to the foregoing Articles of Incorporation, known to me personally to be such, and he did acknowledge the said Articles to be his act and deed, and that the facts therein stated are truthfully set forth.

WITNESS my hand and Notarial Seal this 5th day of January, 1981.



Michael J. Schaefer
Notary Public

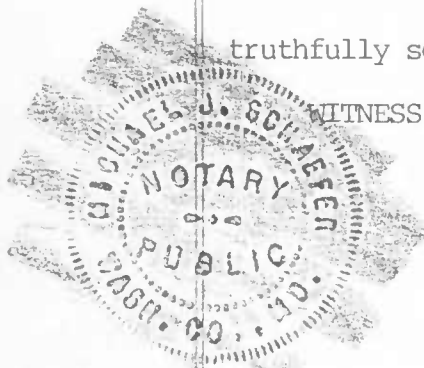
My Commission Expires:
7/1/82

STATE OF MARYLAND

COUNTY OF WASHINGTON, ss:

BE IT REMEMBERED that on this 5th day of January, 1981, personally appeared before me, a Notary Public in and for the State and County afore-said, Beverly Concaugh, one of the parties to the foregoing Articles of Incorporation, known to me personally to be such, and she did acknowledge the said Articles to be her act and deed, and that the facts therein stated are truthfully set forth.

WITNESS my hand and Notarial Seal this 5th day of January, 1981.



Michael J. Schaefer
Notary Public

My Commission Expires:
7/1/82

ARTICLES OF INCORPORATION
OF
CENTURY 21, BATTLEFIELD REALTY, INC.

739

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 7, 1981 at 10:30 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2495, folio 1619, 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 \$ 55.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded 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 106065

AUG 5 2 13 PM '81

LIDER _____ FOLIO _____

Received for Record August 5th, 1981 At 2:13 P.M.
Corporation Records Liber 30

RAY KLINE ROOFING & SIDING, INC.

ARTICLES OF AMENDMENT

NO-5 81A# 14291 *****5.00

RAY KLINE ROOFING & SIDING, INC., a Maryland Corporation, having its principal office at 730 Virginia Avenue, Hagerstown, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in their entirety Articles SECOND and FOURTH and by substituting in lieu thereof the following:

SECOND: The name of the corporation is FLOYD R. KLINE, INC.

FOURTH: The post office address of the principal office of the Corporation in this State is 730 Virginia Avenue, Hagerstown, Maryland 21740. The resident agent of the Corporation is Nancy L. Deatrich, whose post office address is 944 Linwood Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of this State and actually resides therein.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, RAY KLINE ROOFING & SIDING, INC. has caused these present 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 31st day of December, 1980, and its President acknowledges that these Articles of Amendment are the act and deed of RAY KLINE ROOFING & SIDING, 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:

RAY KLINE ROOFING & SIDING, INC

Nancy L. Seabright BY Floyd R. Kline
Secretary President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 31st day of December, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Floyd R. Kline, President of Ray Kline Roofing & Siding, Inc., and acknowledged the foregoing Articles of Amendment to be the act and deed of said Corporation.

WITNESS my hand and Official Notarial Seal.

Maria S. Moore
Notary Public

My commission expires:
7/1/82

ARTICLES OF AMENDMENT

OF

RAY KLINE ROOFING & SIDING, INC.

changing its name to:

FLOYD R. KLINE, INC.

739

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 8, 1981 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2495, folio 1637, 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 106069

AUG 5 2 13 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐

Received for Record August 5th, 1981 At 2:13 P.M.
Corpartaion Records Liber 30

ARTICLES OF INCORPORATION

A CLOSE CORPORATION UNDER TITLE FOUR

GODLOVE'S LIQUORS INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Roy E. Godlove, whose address is East Northern Avenue, Hagerstown, Maryland, 21740; Elizabeth D. Godlove, whose address is East Northern Avenue, Hagerstown, Maryland, 21740 and Charles F. Wagaman, Jr., whose address is 600 Maryland National Bank Building, 82 West Washington Street, 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:

GODLOVE'S LIQUORS 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 and sale at retail all kinds and types of beer, ale and malt liquors, and other kinds and types of beverages subject, however, to the Laws of the United States and any state requiring a

license or permit to engage in any such businesses; 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 East Northern Avenue, Hagerstown, Maryland, 21740. The Resident Agent of this Corporation is Roy E. Godlove whose post office address is East Northern Avenue, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of common stock which the Corporation has authority to issue is 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 January 21, 1981, 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: Roy E. Godlove, Elizabeth D. Godlove 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.

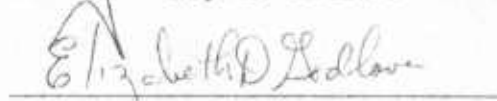
B. The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law. Any such amendments shall be valid if authorized by the holders of majority of all issued and outstanding shares of common stock unless a greater percentage is required by the provisions of law.

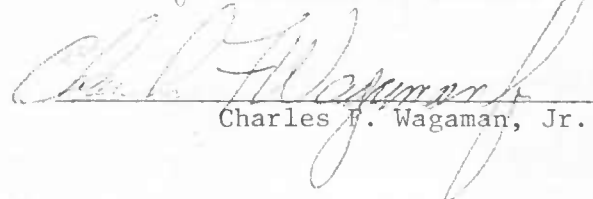
C. Stockholders shall have preemptive rights.

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 31st day of December, A.D., 1980.


Roy E. Godlove


Elizabeth D. Godlove


Charles F. Wagaman, Jr.

ARTICLES OF INCORPORATION
OF
GODLOVE'S LIQUORS INC.

740

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 8, 1981 at 10:00 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2495, folio 2260, 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 106135

AUG 5 2 13 PM '81

LIBER _____ FOLIO _____

Received for Record August 5th, 1981 At 2:13 P.M.
Corporation Records Liber 30

ARTICLES OF INCORPORATION

DAVID M. MERCHANT, INC.

101-581A2 10293 *****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

DAVID M. MERCHANT, INC.

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

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

(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 David M. Merchant, 2063

Greenfield Road, Hagerstown, Maryland 21740.

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

SIXTH: The number of Directors of the Corporation shall be 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 is duly choosen and qualified is: David M. 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.

(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 thereby 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.

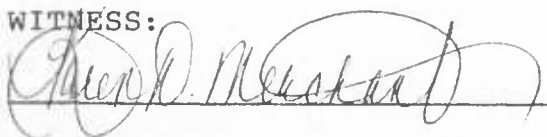
EIGHTH: (1) As used in the Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(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 7TH day of JANUARY, 1981, and acknowledged the same to be my act.

WITNESS:




EDWARD N. BUTTON

ARTICLES OF INCORPORATION

OF

DAVID M. MERCHANT, INC.

762

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 12, 1981 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2495, folio 2639, 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



drb

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 106203

AUG 5 2 13 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

Received for Record August 5th, 1981 At 2:13 P.M.
Corporation Records Liber 30

KIM HALE, INCORPORATED
A MARYLAND CLOSE CORPORATION,
ORGANIZED PURSUANT TO TITLE FOUR OF THE
CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE
ANNOTATED CODE OF MARYLAND

ARTICLES OF INCORPORATION

AUG -5-81 AM 14294 *****5.00

FIRST: I, Kim Hale, whose post office address is 4635 Ilchester Road, Ellicott City, Maryland 21043, 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 KIM HALE, INCORPORATED.

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 operate and provide services as an Accountant, for individuals, partnerships, and corporations, to prepare financial statements, to prepare individual and business tax returns, to provide business services and consultation; and to buy, sell or otherwise deal in any and all materials or articles required for or used in connection with all or any of the objects aforesaid; to carry on any other business which may conveniently be carried on in connection with the business purposes aforesaid; and to conduct said business and to have offices and hold, purchase, mortgage and convey real and personal property inside or outside of this state, in any of the several states or possessions of the United States and in any foreign country or place.

(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 4635 Ilchester Road, Ellicott City, Maryland 21043. The name and post office address of the Resident Agent of the Corporation in this State is Kim Hale, 4635 Ilchester Road, Ellicott City, Maryland 21043, 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 corporation elects to have no Board or Directors, Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Kim Hale.

EIGHTH: (1) As used in this Article EIGHTH, and 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 WITNESSS WHEREOF, I have signed these Articles of Incorporation this *Jan 12th* day of *January*, 1981, and I acknowledge the same to be my act.

WITNESS:


KIM HALE

COUNTY OF HOWARD
STATE OF MARYLAND

Now comes Kim Hale who made oath in due form of law that he has executed the aforesaid Articles of Incorporation and that same was his voluntary act and deed.


NOTARY PUBLIC

ARTICLES OF INCORPORATION

OF

KIM HALE, INCORPORATED

762

approved and received for record by the State Department of Assessments and Taxation
 of Maryland January 12, 1981 at 9:00 o'clock A. M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2495, folio 2553, 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 \$ 55.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
 been received, approved and recorded by the 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 106207

AUG 5 2 13 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
 VAUGHN J. BAKER, CLERK

Received for Record August 5th, 1981 At 2:13 P.M.
Corporation Records Liber 30

ARTICLES OF MERGER

ARTICLES OF MERGER entered into this 2nd day of December, 1980, by and between DUVINAGE CORPORATION, a Maryland Corporation, and THEC, INCORPORATED, a Maryland Corporation.

THIS IS TO CERTIFY:

FIRST: THEC, INCORPORATED, a corporation organized and existing under the laws of the State of Maryland, (hereinafter sometimes referred to as the "Parent Corporation"), and DUVINAGE CORPORATION, a corporation organized and existing under the laws of the State of Maryland, (hereinafter sometimes referred to as the "Subsidiary Corporation") agree that the Subsidiary Corporation shall be merged into the Parent Corporation. 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: The Parent Corporation shall survive the merger and shall continue under the name of THEC, INCORPORATED.

THIRD: The parties to the Articles of Merger are THEC, INCORPORATED, a corporation organized on July 30, 1979, under the laws of the State of Maryland, and DUVINAGE CORPORATION, a corporation organized and existing under the laws of the State of Maryland, incorporated the 5th day of June, 1950.

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 the Parent Corporation has authority to issue is 5,000 shares of preferred stock with a per share par value of \$1,000.00 and 1,000 shares of common stock without par value.

The total number of shares of stock of all classes which the Subsidiary Corporation has authority to issue is 245,000 shares of Common Stock with no par value.

SIXTH: The number of outstanding shares of the Subsidiary Corporation owned by the Parent Corporation, being more than ninety per cent (90%) of the issued shares, is as follows:

<u>Common Stock</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned By Parent Corporation</u>
No Par Value	245,000	245,000

SEVENTH: All issued and outstanding shares of the common stock of the subsidiary will be owned on the effective date of the merger by the Parent Corporation and no exchange for money is necessary for any other stock of the Corporation.

All issued shares of the Subsidiary Common Stock which are owned by the Parent Corporation on the date of the merger shall be cancelled without consideration on the effective date of the merger.

EIGHTH: The principal office of the Subsidiary Corporation organized under the laws of the State of Maryland is located in Washington County, State of Maryland.

The Subsidiary Corporation owns property in Washington 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 is 60 West Oak Ridge Drive, Hagerstown, Maryland, Washington County, 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 filing these Articles of Merger or thereafter instituted or filed against it is Richard W. Lauricella, Esquire, 247 North Potomac Street, Hagerstown, Washington County, Maryland 21740.

TENTH: The Articles of Merger were duly approved by resolution adopted by a majority vote of the entire board of directors of the Subsidiary Corporation on the 6th day of November, 1980, and thus the merger was authorized and approved by the Subsidiary Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said Corporation.

ELEVENTH: The Articles of Merger were duly approved by resolution adopted by a majority vote of the entire board of directors of the Parent Corporation on the 6th day of November, 1980, and thus the merger was authorized and approved by the Parent Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said Corporation.

IN WITNESS WHEREOF, DUVINAGE CORPORATION and THEC, INCORPORATED, the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective presidents and witnessed or attested by their respective secretaries as of the 2nd day of December, 1980.

ATTEST:

John Grimes
Secretary

DUVINAGE CORPORATION

By: W.C. Wachter
President

ATTEST:

John Grimes
Secretary

THEC, INCORPORATED

By: Eric Lorentzen
President

604

THE UNDERSIGNED, President of DUVINAGE, 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.



THE UNDERSIGNED, President of THEC, 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.



605
735

ARTICLES OF MERGER
MERGING
DUVINAGE CORPORATION (MD. CORP.)
INTO
THEC INCORPORATED (MD CORP.) Survivor

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 30, 1980 at 3:00 o'clock P M. as in conformity
with law and ordered recorded.

Recorded in Liber 2495, folio 0085, 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 Washington Co. Land Record
\$ 24.00 Office
\$ 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 105888

AUG 5 2 13 PM '81

LIBER FOLIO

LAND VAUGHN J. BAKER, CLERK

Received for Record August 5th, 1981 At 2:13 P.M.
Corporation Records Liber 30

NE
SOKOL ELECTRONICS, INC.
(A Close Corporation under Title 4 of Corporation
and Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, J. Michael Sokol, whose post office address is 474 North Potomac 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 Sokol Electronics, 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 develop, manufacture, assemble, fabricate, import, lease, purchase, or otherwise acquire, invest in, hold, use, license the use of, install, handle, maintain, service or repair, sell, pledge, mortgage, exchange, export, distribute, lease, assign, and otherwise dispose of, and generally to trade and deal in and with, as principal or agent, at wholesale, retail, on commission, or otherwise, electronic and computer systems, equipment and components, and electrical, mechanical, and electro-mechanical apparatus and equipment of every kind and description, electronic, telecommunication, communication, transmitting, receiving, recording, reproducing, and similar equipment of every description, microwave devices and equipment, radio, sonar, radar, television, and related devices and equipment, and similar goods, wares, merchandise, commodities, articles of commerce, and property of every kind and description, and any and all products, machinery, equipment, and supplies used or useful in connection therewith.

(b) To manufacture, buy, sell, export, and import electronic and mechanical musical instruments of every kind, music book, music scores, musical compositions, musical text books, songs, sheet music, and all parts to any musical instrument, and to service and repair the same.

(c) To acquire by purchase, exchange, lease or otherwise,

DEC 12 5 57 AM '81

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.

(d) 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 474 North Potomac 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 J. Michael Sokol, 474 North Potomac Street, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 100 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 J. Michael Sokol.

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:

J. Michael Sokol: President, Secretary 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, I have signed these Articles of Incorporation this 9th day of December, A.D., 1980.


J. Michael Sokol

(SEAL)

608

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

I HEREBY CERTIFY, That on this 9th day of December
A.D., 1980, before me, the subscriber, a Notary Public in and for the State
and County aforesaid, personally appeared J. Michael Sokol, known to me to
be the person whose name is subscribed to the foregoing instrument, who
did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

John L. Shirk
Notary Public

My Commission Expires: 7/1/82



ARTICLES OF INCORPORATION
OF
SOKOL ELECTRONICS, INC.

764

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 13, 1981 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 1495, folio 3236 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 \$
75.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded 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 106327

AUG 5 2 13 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐

Received for Record August 5th, 1981 At 2:14 P.M.
Corporation Records Liber 30

E. N. SNOOK, INC.

ARTICLES OF INCORPORATION 00-58142 1-207 *****5.00

FIRST: I, Edward N. Snook, whose post office address is Route #1, Box 263, Clearspring, Maryland 21722, 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:

E. N. SNOOK, INC.

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

- (1) To conduct and own a real estate investment firm.
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route #1, Box 263, Clearspring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation is Edward N. Snook, whose post office address is Route #1, Box 263, Clearspring, Maryland 21722. 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:

Edward N. Snook

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 25 day of FEBRUARY, 1980, and I acknowledge the same to be my act.

WITNESS:

Michael H. Day

Edward N. Snook (SEAL)
Edward N. Snook



ARTICLES OF INCORPORATION
OF
E. N. SNOOK, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 13, 1981 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2495, folio 3240, 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 106328

AUG 5 2 14 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐ ☐
UNION TRUST CO. CLERK

Received for Record August 5th, 1981 At 2:14 P.M.
Corporation Records Liber 30

ME
ARTICLES OF INCORPORATION

OTT ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Gregory Lee Ott, Joyce Lee Ott, and J. Richard Ott, all whose post office address is 1930 Applewood Drive, Hagerstown, Maryland, and 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:

OTT ENTERPRISES, 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 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 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 enumerations 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 1930 Applewood Drive, Hagerstown, Maryland. The resident agent of the Corporation is J. Richard Ott whose post office address is 1930 Applewood 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 Gregory Lee Ott, Joyce Lee Ott, and J. Richard Ott 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 affect 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 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 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 entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 12 day of January, 1981.

Gregory Lee Ott (SEAL)
GREGORY LEE OTT

Joyce Lee Ott (SEAL)
JOYCE LEE OTT

J. Richard Ott (SEAL)
J. RICHARD OTT

TEST:

Peggy S. Reynolds

BOOKED	
INDEXED	
FILED	
NOTED	
RECORDED	
SEARCHED	
SERIALIZED	
TOTAL	04

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 12th day of January, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Gregory Lee Ott, Joyce Lee Ott, and J. Richard Ott, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge to be their respective act.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Peggy Sue Reynolds
NOTARY PUBLIC



MY COMMISSION EXPIRES

July 1, 1982

ARTICLES OF INCORPORATION
OF
OTT ENTERPRISES, INC.

777

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 13, 1981 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber **2496**, folio **0392**, 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 106385

AUG 5 2 14 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐

Received for Record August 5th, 1981 At 2:14 P.M.
Corporation Records Liber 30
ARTICLES OF INCORPORATION

OF

BSR CORPORATION

00-31A2 14229 *****5.00

Reserv
ARTICLE ONE. Incorporator. The undersigned, Gary L. Sellers, One Battery Park Plaza, Room 3033, New York, New York 10004, 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 BSR Corporation.

ARTICLE THREE. Purpose. The purposes for which the corporation is formed is to engage in, and to invest in companies which engage in, the manufacture, construction, fabrication, purchase, selling, import, export, and processing of shoes and accessories thereto of all kinds, for men, women, and children, of natural and synthetic materials and, generally, to have and to exercise all the powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE FOUR. Principal Office. The address of the principal office of the corporation is 148 West Franklin Street, Hagerstown, Maryland 21740.

622

ARTICLE FIVE. Resident Agent. The name of the resident agent of the corporation is Bennett S. Rubin, whose address is 148 West Franklin Street, Hagerstown, Maryland 21740.

ARTICLE SIX. Authorized Shares. The total number of shares of stock of all classes which the corporation has authority to issue is 2,000 shares of its common stock, all of the same class, which shares shall have a par value of One Cent (\$.01) each and an aggregate par value of Twenty Dollars (\$20.00).

ARTICLE SEVEN. Directors. The number of directors of the corporation shall be three or such lesser number (as approved by a majority of the directors) as may then be permitted by the General Corporation Law of Maryland. The names of the directors who serve as directors until the first annual meeting and until their successor or successors are elected and qualify are Bennett S. Rubin, Robert S. Rubin and Sally H. Nims .

IN WITNESS WHEREOF, I have signed these articles of incorporation on January 14, 1981.



Gary L. Sellers

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this the 14th day of January, 1981, before me, PAULINE H. MADARASZ, the undersigned officer, personally appeared GARY L. SELLERS, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Pauline H. Madarasz
Notary Public

My commission expires on 3/30, 1982.

PAULINE H. MADARASZ
NOTARY PUBLIC, STATE OF NEW YORK
No. 41-7658485
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 30, 1982

ARTICLES OF INCORPORATION

OF

BSR CORPORATION

777

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 16, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.



Recorded in Liber 2496, folio 0398 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$
\$ 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 106386

AUG 5 2 14 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received For Record August 24, 1981 at 11:50 o'clock am Corporation
Liber 30

SPORTSMENS CLUB 73, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William E. Tyler, whose post office address is 325 West Lincoln Avenue, Hagerstown, Maryland 21740; Lacey Lockley, whose post office address is 46 North Avenue, Hagerstown, Maryland 21740 and Herbert E. Mosby, whose post office address is 2321 Cloverleaf Road, Hagerstown, Maryland 21740; all being full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intentions of forming a corporation.

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

"SPORTSMENS CLUB 73, INC."

THIRD: The objects and purposes for which this Corporation is formed is to establish and operate a social center for the mutual benefit and social betterment; to effect the establishment and operation of club facilities for the exclusive pleasure, recreation, and entertainment of members of the club and eligible guests; to purchase, lease, hold, sell, develop, erect, build, mortgage, deed in trust, convey or otherwise acquire and dispose of real and personal property, and to maintain and operate same for the use and enjoyment of all the members of the club, subject to such rules, regulations, and restrictions as set forth in the By-Laws of the Corporation and as determined by action of the Board of Directors in regular meeting; to do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or attainment of any of the objects heretofore set out or mentioned, either alone or in association with other individuals, corporations, or partnerships, including but not limited to, the county, state, federal, and municipal bodies and authorities; and, in

general, to do and perform such things and acts and transact such business in connection with the foregoing objects not inconsistent with the general laws of the State of Maryland or the objects and aims of Sportsmens Club 73, Inc.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 237 North Jonathan Street, Hagerstown, Maryland. The Resident Agent of the Corporation is Herbert E. Mosby, whose post office address is 2321 Cloverleaf Road, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three (3) directors and William E. Tyler, Lacey Lockley and Herbert E. Mosby shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: There shall be no capital stock.

SEVENTH: The duration of the Corporation shall be perpetual.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 9th day of January, 1981.

WITNESS:

Charlotte Eichelberger
Charlotte Eichelberger
Charlotte Eichelberger

William E. Tyler
William E. Tyler
Lacey Lockley
Lacey Lockley
Herbert E. Mosby
Herbert E. Mosby

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 9th day of January,
1981, before me, the subscriber, a Notary Public of the State of Maryland, in
and for Washington County, personally appeared William E. Tyler, Lacey Lockley
and Herbert E. Mosby and each acknowledged the foregoing Articles of
Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Charlotte Eichelberger
Notary Public

My Commission Expires:
July 1, 1982



ARTICLES OF INCORPORATION
OF
SPORTSMENS CLUB 73, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 20, 1981 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2496, folio 1988 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 106606

AUG 24 11 50 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received For Record August 24, 1981 at 11:50 o'clock am Corporation
Liber 30 D & A SALES, INC.

A CLOSE CORPORATION

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Donald L. Mason, whose post office address is Route 3, Box 499, Boonsboro, Maryland 21713; and Alta N. Mason, whose post office address is Route 3, Box 499, Boonsboro, Maryland 21713; 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

D & A SALES, 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 buy, sell, receive, store, ship and handle general merchandise.
2. To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Maryland.
3. To generally engage in, do and perform, any enterprise, act, or vocation that a natural person might or could do or perform.

FOURTH: The post office address of the principal office of the Corporation in this state is Route 3, Box 499, Boonsboro, Maryland 21713. The name and post office address of the resident agent of the Corporation in this State is Donald L. Mason, Route 3, Box 499, Boonsboro, Maryland 21713. Said resident agent is a citizen of this state and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is Two Hundred Thousand Dollars (\$200,000.00) par value, divided into Two Thousand (2,000) shares of the par value of One Hundred Dollars (\$100.00) each.

SIXTH: The 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. Donald L. Mason shall serve as interim director.

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 21st day of January, 1981.

WITNESS:

J. Russell Robinson

Donald L. Mason (SEAL)
Donald L. Mason

Alta N. Mason (SEAL)
Alta N. Mason

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

I HEREBY CERTIFY, That on this 21st day of January, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Donald L. Mason and Alta N. Mason 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.

Karen R. Luther
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION
OF
D & A SALES, INC.

817

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 30, 1981 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2497, folio 1451, 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 106984

AUG 24 11 50 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

FRANCE, METZNER, NORMAN & BERRYMAN, P.A.

FEB 9 8 44 AM '81

ARTICLES OF AMENDMENT

21 31 A 15931 4450

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, Norman & Berryman, P.A. to France, Metzner & Berryman, 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, Norman & Berryman, 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 2nd day of February, 1981, and its President acknowledges that these Articles of Amendment are the act and deed of France, Metzner, Norman & Berryman, 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:

FRANCE, METZNER, NORMAN & BERRYMAN, P.A.

BY: Ralph H. France, II

Ralph H. France, II
Secretary

ARTICLES OF AMENDMENT

OF

FRANCE, METZNER, NORMAN & BERRYMAN, P.A.

Changing its name to:

FRANCE, METZNER & BERRYMAN, P.A.

864

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 9, 1981 at 11:00 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2498, folio 974, 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 107335

AUG 24 11 50 AM '81

LIBER 2498

LAND VAUGHN J. BAKER, CLERK

Received For Record August 24, 1981 at 11:50 o'clock am liber 30

ARTICLES OF INCORPORATION

OF

MARYLAND LEADERSHIP SEMINAR FOUNDATION, INC. AB 15020 *****5.00

FIRST: The undersigned, Joseph William Byers, whose post office address is Route 2, Box 94, Hagerstown, Maryland 21740, being over eighteen (18) years of age and acting as incorporator, hereby forms a nonstock corporation under the Maryland General Corporation Law.

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

MARYLAND LEADERSHIP SEMINAR FOUNDATION, INC.

THIRD: The Corporation is organized and shall be operated exclusively as a nonstock, non-profit organization for the following purposes:

(a) To promote civic service through providing leadership training for the young people of the State of Maryland, and thereby promote the welfare of the community and its citizens;

(b) to provide young people of high school age in Maryland training in leadership and civic consciousness to better their usefulness as citizens, through sponsorship of non-profit seminars and other non-profit educational projects; and

(c) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the

aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon nonstock corporations by the Maryland General Corporation Law.

FOURTH: The post office address of the principal office in this State is Route 2, Box 94, Hagerstown, Maryland 21740. The resident agent of the Corporation in this State is Joseph William Byers, whose post office address is Route 2, Box 94, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall be and hereby is affiliated with the Maryland State Jaycees, the United States Jaycees, Jaycees International, and the Hugh O'Brian Youth Foundation, and is subject to the Constitution and By-Laws of those bodies, insofar as they affect and prescribe the functions of affiliated organizations other than member chapters and are not contrary to the laws of Maryland.

SIXTH: The Corporation is not organized for profit and it shall have no capital stock and is not authorized to issue any capital stock.

SEVENTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Trustees, consisting initially of the following three persons:

Joseph William Byers
Vilna Elda Byers
Dr. Saul Z. Barr

Trustees holding office from time to time shall constitute the members of the Corporation. Trustees shall be elected by the existing trustees for such terms as the By-laws may provide. The number of trustees may be increased or decreased in the manner provided in the By-laws but shall never be less than three.

EIGHTH: The powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, trustee or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501(h) and 4911 of the Internal Revenue Code of 1954 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as "The Internal Revenue Code"), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation

shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

(b) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of The Internal Revenue Code or by an educational organization, contributions to which are deductible under Section 170(c)(2) thereof.

(c) In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic or foreign corporations or associations having a similar or analogous character or purpose as may be selected by the Corporation's trustees; provided, further, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of The Internal Revenue Code.

NINTH: The Corporation may by its By-laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

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 that written notice of the proposed amendment(s) shall be mailed to the last known address of each trustee in good standing at least ten (10) days prior to such meeting.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on the 28th day of *January*, 1981 and has acknowledged the same to be his act.

WITNESS:



Ann Storffer
My Commission
Expires: 7/1/82

Joseph W. Byers
Joseph William Byers

ARTICLES OF INCORPORATION

OF

MARYLAND LEADERSHIP SEMINAR FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 9, 1981 at 2:00 o'clock P.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2498, folio 1618 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 107415

AUG 24 11 50 AM '81

LIBER 2498

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received For Record August 24, 1981 at 11:50 o'clock am Corporation
Liber 30

ARTICLES OF INCORPORATION

FOR

NAKOPOULOS ENTERPRISES, INC.

(A Close Corporation)

AUG 24 1981 AM 11:50 *****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 NAKOPOULOS ENTERPRISES, INC.

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

(a) To own and operate restaurant and eating establishments and all other purposes incident thereto and inherent herein.

(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

LAW OFFICES RICHARD W. LAURICELLA

AUG 24 1981 AM 11:50

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

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

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

gage 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.

LAW OFFICES RICHARD W. LAURICELLA

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 114 East Magnolia 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 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 Constantine P. Nakopoulos.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of February, 1981.

WITNESS:

Timothy S. Artz

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 16th day of February, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid personally appeared Richard W. Lauricella who acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:

July 1, 1982

Tamela S. Arty
Notary Public

885

ARTICLES OF INCORPORATION
OF
NAKOPOULOS ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 10, 1981 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2498, folio 1904, 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 107451

AUG 24 11 50 AM '81

LIBER 2498

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received For Record August 24, 1981 at 11:50 o'clock am corporation
Liber 30

ARTICLES OF INCORPORATION

OF

BLESSING REMSBURG CORPORATION

ARTICLE ONE. Incorporator. The undersigned, Barbara R. Shellenberger, being at least 18 years of age 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, Blessing Remsburg Corporation.

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

1. to engage in real estate investment and other types of investment;
2. to engage in real estate and financial management;
3. to engage in the business of farming;
4. to engage in any other lawful activity or purpose.

ARTICLE FOUR. Principal Office. The address of the principal office of the corporation is 48 Emerald Drive, Hagerstown, MD 21740.

ARTICLE FIVE. Resident Agent. The name of the resident agent of the corporation is Barbara R. Shellenberger, whose address is 48 Emerald Drive, Hagerstown, MD 21740.

ARTICLE SIX. Authorized Shares of Stock. The total number of shares of stock of all classes which the corporation has authority to issue is one thousand nine (1009), each of which shall be without par value.

ARTICLE SEVEN. Classes of Stock. Two classes of stock, voting and non-voting, are authorized. Both are without preference. Nine shares of voting stock are authorized. One thousand shares of non-voting stock are authorized.

ARTICLE EIGHT. Directors. The number of directors of the corporation shall be three. The names of the directors who will serve until the first annual meeting and until their successors are elected and qualified are, Barbara R. Shellenberger, Alice Ann Deitz, and Karol Lynn Shellenberger.

ARTICLE NINE. Eligible Stockholders. Stock is to be held only by Alice Ann Deitz, Barbara R. Shellenberger, Sharon Kay Deitz, Kara Gay Deitz, Karol Lynn Shellenberger, and Karen Rulyn Shellenberger.

ARTICLE TEN. Duration. 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 this 30th day of November, 1980.

Witness:

Barbara R. Shellenberger

Barbara R. Shellenberger

ARTICLES OF INCORPORATION
OF
BLESSING REMSBURG CORPORATION

849

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 4, 1981 at 2:30 o'clock P. M. as in conformity
with law and ordered recorded. 3

Recorded in Liber 2497, folio 3393, 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 107158

AUG 24 11 50 AM '81

LIBER 2497

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received For Record August 24, 1981 at 11:50 o'clock am liber 30

ARTICLES OF INCORPORATION

OF

BANNER INVESTIGATIVE SERVICES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John J. Martin, whose post office address is Route # 1 Box 112M, Boonsboro, Maryland, 21713 and Larry G. Hoffman whose post office address is Route # 2, Box 145, Boonsboro, Maryland, 21713, 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 coporation by the execution and filing of these articles.

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

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

(a) To engage in the business of conducting a private detective agency and for the purpose of making for hire or reward any investigation or investigations for the purpose of obtaining information with reference to any of the matters as set forth in Annotated Code of Maryland, Article 56, Section 75 Definitions (a) "Private Detective 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 everykind.

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

(d) To 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, 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.

(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 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 Route # 1 Box 112M, Boonsboro, Maryland, 21713. The resident agent of the Corporation is John J. Martin, whose post office address is Route # 1 Box 112M, Boonsboro, Maryland, 21713. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The number of directors of the Corporation shall be not less than two if there are no more than two stockholders; in the event there are more than two stockholders, the number of directors shall not be less than three, which number may be increased pursuant to the By-Laws of the Corporation; the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are John J. Martin and Larry G. Hoffman.

(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; and any director of this Corporation who is also a director or officer of such other Corporation or who is interested may vote to authorize any such contract or transaction and such transaction or contract shall not be void or voidable provided the Board of Directors approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum.

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

(d) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or

authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this

27th day of January, 1981.

Witness:

Beverly L. DuSang

Beverly L. DuSang

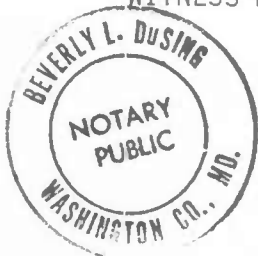
John J. Martin (SEAL)
John J. Martin

Larry G. Hoffman (SEAL)
Larry G. Hoffman

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 27th day of January, 1981,
before me, the subscriber, a Notary Public of the State and County aforesaid,
personally appeared John J. Martin and Larry G. Hoffman, and each acknowledged
the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.



Beverly L. Dusing
Notary Public

My Commission Expires: 7/1/82

ARTICLES OF INCORPORATION
OF
BANNER INVESTIGATIVE SERVICES, INC.

886

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 11, 1981 at 10:00 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2498, folio 2025 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. Harrison



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 107473

AUG 24 11 50 AM '81

LIBER _____

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VAUGHN J. BAKER, CLERK

OCT 15 1981 3 12 AM '81

ARTICLES OF INCORPORATION

OF

PROPERTY REGISTRAR, INC.

Received For Record October 15, 1981 at 2:57 o'clock pm liber 30
FIRST: I, RALPH H. FRANCE, II, whose post office address is

81 W. Washington Street, Hagerstown, Maryland, being at least eighteen
(18) years of age, hereby form a corporation under and by virtue of the
General Laws of the State of Maryland.

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

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

(1) To register in a central repository all types of items of personal
property in order to assist private individuals and law enforcement agencies
in determining items of property stolen or missing or lost as a result of
natural disasters in order to facilitate the return of said property to their
rightful owners or assist in pursuing claims against carriers. The
purposes of said corporation is also to assist law enforcement officers in
determining which property has been lost or stolen in order to assist
investigations and the return of said property to their rightful owners.

(2) The corporation hereby formed shall have the power to purchase,
lease, or otherwise acquire by bequest, devise, gift or other means, and
to hold, own, manage, or develop, and to mortgage, hypothecate, deed in
trust, sell, convey, exchange, option, subdivide, or otherwise dispose of
real and personal property of every class and description and any estate or
interest therein, as may be necessary or convenient for the proper conduct
of the affairs of the corporation without limitation as to amount or value
in any of the states, districts, or territories of the United States, and
in any all foreign countries, subject to the laws of any such states,
districts, territories, or countries.

(3) 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 81 West Washington 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, 81 W. 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 10,000 shares of common stock with par value of \$10.00 per share.

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), 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 E. SICKAFUS, JAMES MAGNUSON and DON YOUNG

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.

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 evidence 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 proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders

who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director of officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of February, 1981, and I acknowledge the same to be my act.

WITNESS:

Carol M. Beck

Ralph H. France (SEAL)
Ralph H. France, II

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ARTICLES OF INCORPORATION

OF

PROPERTY REGISTRAR, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 25, 1981 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2500, folio 0015 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.

J. Edwin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 108032

OCT 15 2 58 PM '81

LIBER _____ FOLIO _____

PITTMANS' MARKET, INC.

ARTICLES OF INCORPORATION

Received For Record October 15, 1981 at 2:57 o'clock pm liber 30

FIRST: The undersigned, William P. Young, Jr., whose Post Office address is P.O. Box 1267, Hagerstown, Maryland, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Pittmans' Market, Inc.

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

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

(2) To buy and sell, both at retail and at wholesale,

export and import, any and all types of fruits, both fresh, frozen or canned or fruit juices or products thereof; to acquire by purchase or otherwise and maintain and operate farms for the production of any of the fruits, berries etc. as above specified and to do every other thing commonly done by those conducting a similar business.

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

(4) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

(5) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

(6) To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter

made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is P.O. Box 190, Hancock, Maryland 21750. The name and post office address of the resident agent of the Corporation in Maryland is David L. Pittman, P.O. Box 190, 2 Blue Hill, Hancock, Maryland 21750. Said resident agent is a citizen of Maryland and actually resides therein.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2); and the names of the Directors who shall act until the first annual meeting or until his or their successors are duly chosen and qualified are: Roy E. Pittman, Betty L. Pittman, and David L. Pittman.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter

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

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this 13th day of February, A.D., 1981.

Witness:

Nancy C. Bayer

William P. Young, Jr.

ARTICLES OF INCORPORATION

OF

PITTMANS' MARKET, INC.

929

approved and received for record by the State Department of Assessments and Taxation
 of Maryland February 25, 1981 at 12:00 o'clock Noon ~~M.~~ as in conformity
 with law and ordered recorded.

Recorded in Liber 2500, folio 0146, 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

J. Edwin Mueller



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 108059

OCT 15 2 58 PM '81

LIBER 2500 FOLIO 0146

LAND ☐ ☐
 VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

Received For Record October 15, 1981 at 2:57 oc'clock pm 1ber 30
OF

VALLEY MEDICARE EQUIPMENT, LTD.

* * * * *

Resumed
(15)

FIRST: WE, THE UNDERSIGNED, Timothy F. O'Connell, whose post-office address is 123 South Broad Street, Philadelphia, PA 19109, Betty Jane Verdon, whose post-office address is 123 South Broad Street, Philadelphia, PA 19109, and George Lewis, whose post-office address is 123 South Broad Street, Philadelphia, PA 19109, each 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 as incorporators with the intention of forming a corporation.

SECOND: The name of the corporation is

VALLEY MEDICARE EQUIPMENT, LTD.

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

The sale and rental of durable medical equipment.

To import, export, manufacture, produce, buy, sell and otherwise deal in and with, goods, wares and merchandise of every class and description.

To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

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

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

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

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

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the

accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

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

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these articles of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post-office address of the principal office of the corporation in this State is 119-121 King Street, Hagerstown, Maryland 21740. The name of the resident agent of the corporation in this State is Robert Lackey, a resident of this State, and the post-office address of the resident agent is 119-121 King Street, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue is Ten Thousand (10,000) shares, all of one class, of the par value of Ten Dollars (\$10.00) each and of the 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 changed in accordance 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:

Joanne Gordon
Robert Lackey
Michael Carr

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.

No holder of shares of stock of any class shall be entitled as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares of stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money or by way of dividend.

Notwithstanding any provision of law requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, the corporation may take or authorize such action upon the concurrence of a majority of the aggregate number of the votes entitled to be cast thereon.

The corporation reserves the right from time to time to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstanding stock.

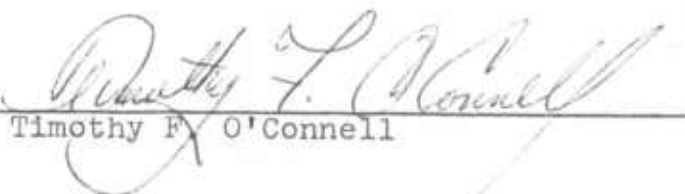
EIGHTH: The duration of the corporation shall be perpetual.

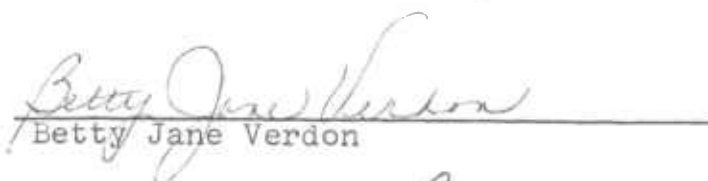
IN WITNESS WHEREOF, the undersigned incorporators of VALLEY MEDICARE EQUIPMENT, LTD. who executed the foregoing Articles of Incorporation hereby acknowledge the same to be their act and further acknowledge that, to the best of

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their knowledge the matters and facts set forth therein are
true in all material respects under the penalties of perjury.

Dated the Sixth day of February, 1981.


Timothy F. O'Connell


Betty Jane Verdon


George Lewis

ARTICLES OF INCORPORATION
OF
VALLEY MEDICARE EQUIPMENT, LTD.

934

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 2, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

[Signature]

Recorded in Liber 2500, folio 1288, 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.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 108216

OCT 15 2 58 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

Received For Record October 15, 1981 at 2:57 o'clock pm 11ber30.00
OCT 15 81 A 2 1 1981

ARTICLES OF AMENDMENT

OF

JIM'S ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: That Jim's Enterprises, Inc. of Hagerstown, Maryland will hereafter be known as a close corporation.

SECOND: That at a joint meeting of the Board of Directors and Shareholders of Jim's Enterprises, Inc., at which 100% of the outstanding stock was represented, it was unanimously voted to amend the Articles of Incorporation to elect to be a close corporation.

THIRD: That the Resident Agent is James L. Resh whose post office address is 830 Westwood Street, Hagerstown, Maryland 21740.

FOURTH: That the corporate office of Jim's Enterprises, Inc. is located at 710 Dual Highway, Hagerstown, Maryland 21740.

FIFTH: That Article Seventh (a) be deleted and in its place the following wording is hereby adopted:

(a) The Board of Directors for the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without a 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.

SIXTH: That Article Seventh (f) be deleted and in its place the following wording is hereby adopted:

(f) 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 a vote of the Stockholders, such action shall be

MAR 5 10 05 AM '81

effective and valid if taken and authorized by the affirmative vote of all of the total number of votes entitled to be cast thereon.

IN WITNESS WHEREOF, we have signed these Articles of Amendment this

28 day of FEBRUARY, 1981.

James L. Resh (SEAL)
James L. Resh, President and
Chairman of the Board of Directors

Constance G. Resh (SEAL)
Constance G. Resh, Secretary and
Secretary of the Board of Directors

TEST:

Constance G. Resh
Secretary and
Secretary of the Board of Directors

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 2nd day of March, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared James L. Resh and Constance G. Resh, known to me to be the persons whose names are subscribed to the foregoing Articles of Amendment, and did each acknowledge the same to be their respective act.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Martha Ann Holden
NOTARY PUBLIC

MY COMMISSION EXPIRES

7-1-82

ARTICLES OF AMENDMENT

OF

JIM'S ENTERPRISES, INC.

937

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 5, 1981 at 10:00 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2500, folio 1742 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

J. Edwin Truller



A 108285

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Received For Record October 15, 1981 at 2:57 o'clock pm liber 30
ARTICLES OF INCORPORATION

OF

BAND BOOSTERS OF THE CLEAR SPRING AREA SCHOOLS, INC.

THIS IS TO CERTIFY:

THAT WHEREAS, the Band Boosters of the Clear Spring Area Schools, an association, unincorporated, heretofore organized and existing in Washington County, Maryland, for the purpose of promoting the interest of the bands in the Clear Spring area is desirous of being incorporated under the laws of the State of Maryland in order to more efficiently serve said purpose:

NOW THEREFORE, the subscriber, Gregory Mason, Route #1, Box 28, Clear Spring, Maryland 21722, Richard Cushwa, Route #1, Box 405, Clear Spring, Md. 21722, and Janie Miller, 41 S. Martins St., Clear Spring, Md. 21722, all being of legal age and residents of the State of Maryland, do, under and by virtue of the public laws of the State of Maryland, authorizing the formation of corporations associate themselves with the intent of forming a corporation for the purposes hereinafter set forth:

ARTICLE I

The name of the corporation, hereinafter designated as "the corporation", shall be BAND BOOSTERS OF THE CLEAR SPRING AREA SCHOOLS, INC.

ARTICLE II

The post office address of the principal place of business of the Corporation shall be c/o Gregory Mason, Route #1, Box 28, Clear Spring, Maryland, 21722 and the resident agent of said Corporation shall be Gregory Mason, whose post office address is Route #1, Box 28, Clear Spring, Maryland, 21722, Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE III

The Corporation is organized solely for the pursuit and accomplishment of the purposes and objects hereinbefore set forth and not with a view to any pecuniary gain or profit to the members thereof and the Corporation shall have no capital stock.

MAR 6 10 17 AM '81

ARTICLE IV

The purposes for which said Corporation is formed and the objects to be carried on by it shall be to promote the interests of the band or bands of the Clear Spring Area Schools and to assist in the planning, promoting and giving such support as is needed by said bands in the way of financing, counseling, publicity transportation, etc., and to encourage interest and participation in said bands by the parents and friends of the members of the bands and among the pupils of said schools, and to cooperate with the Town, County and School Officials and the general public in furthering the interests of said bands, and in order to effect said objects and purposes the Corporation shall have the following rights, duties and powers:

1. To acquire by purchase, lease or in any other manner and to take, receive, hold, use and employ, sell, mortgage, lease, dispose of and otherwise deal with any property, real, personal or mixed, situate within or without the State of Maryland, which the Corporation may deem appropriate or desirable to enable it to effectuate or accomplish any of its purposes or objects.

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, in any manner permitted by law, for money so borrowed or in payment of property purchased or for any other lawful consideration and to secure the payment thereof or 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, 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. To hold meetings, social functions and benefits for the purposes and objects as hereinbefore set forth for the welfare of the Corporation.

4. In furtherance of any of the objects or purposes of the Corporation, to take, receive, hold, invest, use and employ as Trustee, any property, real, personal or mixed, which the Corporation may receive or acquire in trust by gift, deeds, devise bequest or otherwise

5. To do any matters or things which may be deemed necessary or expedient by the Corporation, directly or indirectly, to effectuate the aforesaid objects or any of them.

6. In addition to the aforesaid powers, the Corporation and its members shall at all times have and enjoy all the rights, privileges, powers and immunities as provided under the Code of Public General Laws of Maryland, and the enumeration of certain powers as herein defined is not intended to be exclusive of or as a waiver of any other powers, rights, or privileges, granted or conferred by the Laws of said State now in force or hereafter enacted.

7. Notwithstanding any other statement of purposes or powers aforesaid, the Corporation shall not be organized or operated for any purposes other than therein specified in Section 501 (c) (3) of the Internal Revenue Code.

8. In the event of dissolution, any assets shall be distributed to an organization, namely, Clear Spring High School, Clear Spring, Washington County, Maryland, which has established exempt status as an organization described in Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE V

That the duration of said corporation shall be perpetual.

ARTICLE VI

The members of the Corporation shall consist of all the members in good standing on the roster of the Band Boosters of the Clear Spring Area Schools (Association) and any and all persons interested in the objects of the corporation may become members upon payment of dues as provided by the By-Laws of the Corporation.

ARTICLE VII

The estate, property, interests and affairs of said Corporation shall be held and managed by a Board of (seven) Trustees who shall be elected from the members of the Corporation at the annual meeting of the Corporation set for the election of officers, as follows: at the first annual meeting of the Corporation after

this Certificate of Incorporation has been approved, four of said Trustees shall be elected for a term of one year, and three of said Trustees shall be elected for a term of two years, and thereafter Trustees to fill expired terms shall be elected annually for terms of two years. All Trustees shall serve until their successors in office are duly elected and qualified. The number of Trustees to serve shall be subject to change from time to time by By-Laws of the Corporation duly enacted by the members thereof at any regular annual meeting for the election of officers or any special meeting called for the purpose of electing Trustees. The procedure and the vote on any By-Law to determine or change the name of the Trustees shall be the same as that required for the adoption of amendments to this Certificate of Incorporation. The following named directors (Trustees) shall act until their successors are duly chosen: Gregory Mason, Richard Cushwa, Harriet E. Gilbert, Jeanne Templon, Doris L. Younker, Janie Miller and Glenn Miles.

ARTICLE VIII

The Corporation shall have the right to enact By-Laws not inconsistent with these Articles of Incorporation at any regular meeting of the Corporation or at any special meeting called for the purpose upon the giving of the usual notice and said By-Laws shall be enacted by a majority vote of the members present at such meeting. The By-Laws of the Band Boosters of the Clear Spring Area Schools (Association) hereby enacted by said association shall and are hereby declared to be the By-Laws of the Corporation until annulled, amended or re-enacted by the Corporation in the manner above provided.

ARTICLE IX

The Officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer, and said officers shall be elected at the regular annual meeting for the election of officers and shall hold office for the period of one year or until their successors are duly elected and qualified. The duties of said officers shall be the usual and customary duties performed by such officers or as prescribed by the By-Laws of the

Corporation as herein adopted or as hereafter enacted in compliance with these Articles of Incorporation.

ARTICLE X

The Corporation hereby accepts all the assets of its predecessor, the Band Boosters of the Clear Spring Area Schools, and in consideration of, agree to hereby assume all liability for and guarantees to perform and fulfill all the legal obligations of said association and of any and all of the officers thereof assumed in the pursurance of the authority vested in them by the said Association.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and affixed their seals this 3rd day of March 1981.

WITNESS:

Gregory Mason (SEAL)
Gregory Mason

Richard Cushwa (SEAL)
Richard Cushwa


Margaret A. Snyder Janie Miller (SEAL)
Janie Miller

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 3rd day of March 1981 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gregory Mason, Richard Cushwa and Janie Miller, personally known to me to be the persons whose names are subscribed to the foregoing instrument and who each acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Margaret A. Snyder
Notary Public
My Comm. Expires: 7/1/81



ARTICLES OF INCORPORATION

OF

BAND BOOSTERS OF THE CLEAR SPRING AREA SCHOOLS, INC.

939

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 6, 1981 at 10:00 o'clock A.M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2500, folio 2318 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




A 108356

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 15 2 58 PM '81

LIBER _____ FOLIO _____

Received For Record October 16, 1981 at 2:57 o'clock pm liber 30

ARTICLES OF INCORPORATION OCT 16 1981 AM 1 436 W 5.00

OF

TRI-STATE ENTERPRISES, INC.

THIS IS TO CERTIFY:

That we, the subscribers: LAWRENCE JOIA, whose post office address is Route #3 Box 298A, Hagerstown, Maryland, WILLIAM PRINCE whose post office address is 138 E. Washington Street, Hagerstown, Maryland, and MICHAEL L. HARDY, whose post office address is 129 Hickory Lane, 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:

TRI-STATE ENTERPRISES, INC.

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

- (a) to engage and operate industries in construction, fabrication, manufacturing and all related industries and services.
- (b) to manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind;
- (c) to purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, 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 of businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights;

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

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

The 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.

THIRD: The post office address of the principal office of the Corporation in Maryland is 138 E. Washington Street, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in Maryland is WILLIAM PRINCE, 138 E. Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FOURTH: The number of shares of stock which the Corporation has authority to issue is 10,000 shares of par value of \$10.00 per share, all of one class, having an aggregate par value of \$100,000.00.

FIFTH: The number of directors of the Corporation shall be 4, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: LAWRENCE JOIA, WILLIAM PRINCE, MICHAEL L. HARDY, and CLAUDE C. GREENLEAF.

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested, provided the provisions of §2-419 of the Code are complied with.

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

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

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

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

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 2 day of MARCH, 1981

Witness:

Sandra B. Schrader

Lawrence Joia
LAWRENCE JOIA, President

Michael L. Hardy
MICHAEL L. HARDY, Vice-President

Alice A. Sprunger

Claude C. Greenleaf
CLAUDE C. GREENLEAF, Secretary

William W. Prince
WILLIAM PRINCE, Treasurer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this day of 19, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared and acknowledged the foregoing Articles of Incorporation to be their act.

Notary Public

My Commission Expires:
July 1, 1982

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 2nd day of March 1981, before me, the subscriber, a Notary Public of the Commonwealth and County aforesaid, personally appeared Lawrence Joia, Michael L. Hardy, ~~Claude C. Greenleaf~~ and William Prince and acknowledged the foregoing Articles of Incorporation to be their act.

Shirley Ann High
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

TRI-STATE ENTERPRISES, INC.

939

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 3, 1981 at 3:00 o'clock P.M. as in conformity
with law and ordered recorded.

Recorded in Liber 1500, folio 2355, 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 \$
5.80

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.

J. Edwin Mueller



A 108362

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 15 2 57 PM '81

Received for Record October 15, 1981 at 2:57 o'clock pm liber 30

ARTICLES OF AMENDMENT 15-81A# 1 407 *****5.00

OF FRIENDLY VILLAGE, INC.

Friendly Village, 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 Third of the Charter of the Corporation is hereby amended by deleting paragraph (a) in its entirety and inserting in lieu thereof the following:

"The 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); specifically, to operate, conduct and maintain a non-profit, non-denominational home and residential care center for mentally retarded persons, without regard to their race or color, the origin, inception, severity or duration of their mental retardation in accordance with the requirements set forth by the Department of Health and Mental Hygiene of the State of Maryland; to provide facilities for the comfort, care, tending, treatment, supervision, guidance, training, instruction and education of the mentally retarded; to provide opportunities for the maximum development of each and every mentally retarded person under its care by especially attending to the individual retardate's mental, emotional, spiritual, esthetic, psychological and physical needs and/or handicaps; to inform, educate advise, assist, guide, encourage and help the parents and

MAR 6 10 10 AM '81

relatives of the mentally retarded, as well as other interested persons, in the care, training and understanding of the mentally retarded child and of the mentally retarded; to receive gifts, grants and donations from any source whatsoever and to apply the income and principal thereof to promoting the above set forth purposes; and it shall be within the powers of the said Corporation to use as a means to that end, the cooperation and aid of agencies, organizations and facilities, public, private, state and/or federal, which from time to time can aid the Corporation in giving the best care available to the retarded person."

SECOND: Article Third of the Charter of the Corporation is hereby additionally amended by deleting the third sentence of paragraph (f) in its entirety and inserting in lieu thereof the following:

"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.)"

THIRD: Article Eighth of the Charter of the Corporation is hereby amended by deleting it in its entirety and inserting in lieu thereof the following:


"Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the

payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

IN WITNESS WHEREOF, Friendly Village, Inc., has caused these presents to be signed in its name and on its behalf by its President, John M. Hostetter, and its corporate seal to be hereunto affixed and attested by its Secretary, Richard E. Shank on the 30th day of December, 1980.

ATTEST:

FRIENDLY VILLAGE, INC.


Richard E. Shank
Secretary

By *John M. Hostetter*
President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 30th day of December, 1980, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally John M. Hostetter, President of Friendly Village, 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 Richard E. Shank and made affirmation in due form of law that he 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, 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



Richard H. Keely
Notary Public

My Commission expires:

July 1, 1982

ARTICLES OF AMENDMENT
OF
FRIENDLY VILLAGE, INC.

940

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 6, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2500, folio 2478, 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.



J. Edwin Mueller

A 108386

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 15 2 57 PM '81

THE OLD SOUTH MOUNTAIN INN, INC.

ARTICLES OF AMENDMENT

Received For Record October 15, 1981 at 2:57 o'clock
pm liber 30

The Old South Mountain Inn, Inc., a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

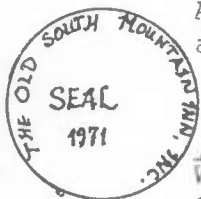
FIRST: The charter of the Corporation is hereby amended by striking out Article Second and inserting in lieu thereof the following:

Second: That the name of the Corporation is:
Reichmuth & Associates, Inc.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on 19 February 1981, 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 19 February 1981.

THIRD: Notice setting forth the said amendment of charter and stating that the purpose of the meeting of the stockholders would be to take action thereon, was given as required by law, to all stockholders 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 The Old South Mountain Inn, Inc., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Attest to Signature
and Corporate Seal:

Wayne R. Miller
Wayne Miller
Secretary

THE OLD SOUTH MOUNTAIN INN, INC.

Charles F. Reichmuth
Charles F. Reichmuth
President

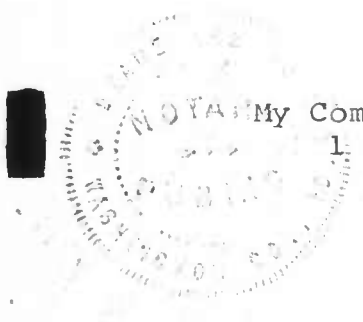
STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY that on this 5th day of March, A.D., 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles F. Reichmuth, President of The Old South Mountain Inn, 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 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.

Clare Lee Rowe
Notary Public



ARTICLES OF AMENDMENT
OF
THE OLD SOUTH MOUNTAIN INN, INC.
FORMERLY:
REICHMUTH & ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 6, 1981 at 9:25 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2500, folio 2777, 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

J. Edwin Mueller



A 108413

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 15 2 57 PM '81

Received For Record October 15, 1981 at 2:57 o'clock pm liber 30
ARTICLES OF INCORPORATION

THE OLD SOUTH MOUNTAIN INN, INC. 01 15 1981 1 003 445.00

FIRST: The undersigned, Russell L. Schwartz, whose post office address is 7824 Byrds Nest Pass, Annandale, Virginia, 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 The Old South Mountain Inn, Inc.

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

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, automats, buffets, dinners, delicatessans, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places, and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers,

preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto use therein.

2. To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

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

4. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

5. To apply for, obtain, purchase or otherwise

acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 3, Box 459, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in Maryland is Charles F. Reichmuth, Route 3, Box 459, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in Maryland.

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

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and

qualified are:

Russell L. Schwartz

Judy M. Schwartz

Charles F. Reichmuth

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

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

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this
26th day of February, 1981.

WITNESS:

William D. Young Jr.

Russell L. Schwartz
Russell L. Schwartz

ARTICLES OF INCORPORATION
OF

THE OLD SOUTH MOUNTAIN INN, INC.

945

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 6, 1981 at 9:26 o'clock A M. as in conformity
with law and ordered recorded.

6

Recorded in Liber **2500**, folio **2781**, 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

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.

J. Edwin Mueller



A 108414

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 15 2 57 PM '81

Received For Record Oct. 15, 1981 at 2:57 o'clock pm liber 30
ARTICLES OF INCORPORATION

ANTIETAM FOOTWEAR, INC.

OCT 15 81 A F 1 431 *****5.00

10
FIRST: I, Dianne L. Wingard, whose post office address is 1616 Howell Road, 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 Footwear, Inc.

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

(1) The manufacture of footwear products; 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 113 Summit Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Charles Richard Winegard, 1616 Howell Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares without par value.

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 one (1), except that

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than three (3); 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 elected and qualify are: Charles Richard Winegard and Dianne L. Winegard.

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 11th day of March, 1981, and I acknowledge the same to be my act.

WITNESS:

Pamela Sue Ambrose

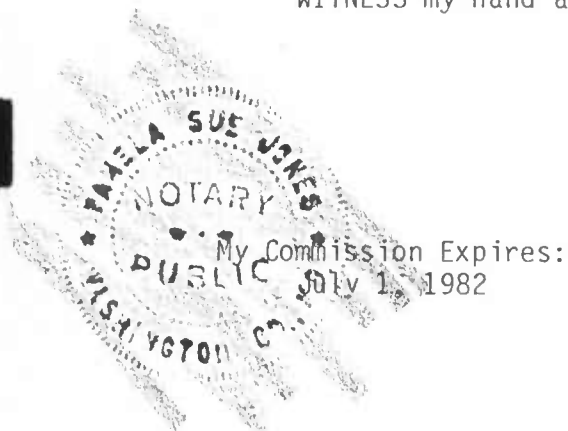
Dianne L. Winegard

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

I HEREBY CERTIFY, That on this 11th day of March, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Dianne L. Winegard and acknowledged the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela Sue Jones Ambrose
Notary Public



ARTICLES OF INCORPORATION
OF
ANTIETAM FOOTWEAR, INC.

956

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 12, 1981 at 2:55 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2501, folio 0184, 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



A 108525

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 15 2 57 PM '81

Received For Record october 15, 1981, at 2:57 o'clock pm liber 30
NUKAH PROPERTIES, LTD.

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 hereinafter referred to as the "Corporation") is Nukah Properties, Ltd.

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

(1) To engage in the business of purchasing, renting, selling, and managing real estate and related properties; 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 134 West Washington Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Roger Schlossberg, 134 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 two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2) 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:

Roger Schlossberg
Larry L. Funk

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

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

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

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

EIGHTH: Except as may otherwise 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 10th day of March, 1981, and I acknowledge the same to be my voluntary act and deed.

Peggy S. Reynolds
Witness

Ry Shilly (SEAL)
Roger Schlossberg

ARTICLES OF INCORPORATION
OF
NUKAH PROPERTIES, LTD.

957

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 12, 1981 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 1501, folio 0322, 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.

J. Kevin Mueller



A 108536

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 15 2 57 PM '81

LIBER 1501

Received For Record October 15, 1981 at 2:57 pm liber 30
ARTICLES OF INCORPORATION

OF

THE BOTTOM LINE, INC.

FIRST: I, Sidney S. Metzner, whose post office address is 322 East Irvin Avenue, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is: THE BOTTOM LINE, INC.

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

(1) To acquire, preserve and coordinate information on markets, developing potentials, opportunities, resources, businesses, industries and their needs, and to provide facilities for trade and the exchange of products, services, ideas, and statistical business information between companies and individuals in and between communities and trade centers throughout the State of Maryland, and other states and nations, when and as authorized by law, and to consult with individuals, corporations, and municipalities with regard to management, possibilities and services, and engage in the management of any lawful business enterprise located within the State of Maryland.

(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 322 East Irvin Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Sidney S. Metzner. 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 10,000 shares of common stock with par value of \$10.00 per share.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (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 names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Sidney S. Metzner, Lewis C. Metzner and Ralph H. France, II.

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.

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 evidence 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 2-148 of the Corporations and Associations Article

of the Annotated Code of Maryland (the "Indemnifications 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 proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of February, 1981, and I acknowledge the same to be my act.

WITNESS:

Wicki Gran

Sidney S. Metzner (SEAL)
Sidney S. Metzner

ARTICLES OF INCORPORATION

OF

THE BOTTOM LINE, INC.

959

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 13, 1981 at 12:00 o'clock Noon M. as in conformity
with law and ordered recorded.

Recorded in Liber 2501, folio 1830, 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

J. Edwin Mueller



A 108602

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 15 2 57 PM '81

LIBER

Received for record October 15, 1981 at 2:57 o'clock pm liber 30
CARE-A-LOT, INC.

ARTICLES OF INCORPORATION 1981 5.50

N FIRST, I, Robert N. Coles, whose post office address is P.O. Box 332, 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 hereinafter called the "Corporation") is:

CARE-A-LOT, INC.

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

a. To establish, promote, operate residential and non-residential social service programs including, but not limited to programs for the aging, alcoholics, retarded, mentally ill, low and middle income families, including childrens programs of all ages affecting all social levels of society, as well as physically handicapped; advocate for persons in need of social services and extending spiritual and material aid regardless of race, color, or creed, or family origin, including, for such purposes, the making of distributions that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or 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

18. NOV 2 1981

limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive 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 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 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 corresponding provisions of any future United States Internal Revenue Law).

c. Included among the educational and charitable purposes or which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following:

1. To establish and operate a residential and non-residential social services program to all persons regardless of race, color, creed or family origin;

2. To maintain residential and non-residential social services extending spiritual and material aid in a non-denominational nature.

FOURTH: The post office address of the principal office of the Corporation in this State is same as above. The name and post office address of the Resident Agent of the Corporation in this State is Robert N. Coles, 1209 Hamilton Blvd., 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 Trustees 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 Trustees, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

John C. Patterson, Jr.
1742 Gordon Road
Hagerstown, Maryland 21740

Jane Reeder
2030 Pennsylvania Avenue
Hagerstown, Maryland 21740

William L. Mason
30 Manor Drive #201
Hagerstown, Maryland 21740

Charles T. Brown, Sr.
81 Devonshire Road
Hagerstown, Maryland 21740

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation 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 candidate 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of February, 1981, and I acknowledge same to be my act.

WITNESS:

Ruth E. Mace

Robert N. Coles

Robert N. Coles

ARTICLES OF INCORPORATION
OF
CARE-A-LOT, INC.

966

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 6, 1981 at 10:00 o'clock A M. as in conformity
with law and ordered recorded.

7

Recorded in Liber 2501, folio 1217, 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.

J. Edwin Neulby



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 108634

HARDELL CORPORATION

Received For Record October 15, 1981 at 2:57 oc'clock pm liber 30
ARTICLES OF AMENDMENT

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

FIRST: The charter of the Corporation is hereby amended by striking out the SIXTH article of incorporation (or certificate of incorporation) and inserting in lieu thereof the following:

SIXTH: The total amount of authorized capital stock of the corporation is two hundred and one thousand (201,000) shares of the aggregate par value of three hundred thousand dollars (\$300,000.00) of which one thousand (1,000) shares of the par value of one hundred dollars (\$100.00) per share are preferred stock and two hundred thousand (200,000) shares of the par value of one dollar (\$1.00) per share are common stock.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on the 19th day of December, A.D., 1980, 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 the 19th day of February, A.D., 1981.

THIRD: Notice setting forth the said amendment of charter (or a summary of the changes to be effected by said amendment of the charter) and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

MAR 9 10 22 AM '81

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

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

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

The total amount of authorized capital stock of the Corporation is one hundred thousand five hundred (100,500) shares of the aggregate par value of One Hundred Fifty Thousand Dollars (\$150,000.00) of which five hundred (500) shares of the par value of One hundred Dollars (\$100.00) per share are preferred stock and one hundred thousand (100,000) shares of the par value of One Dollar (1.00) per share are common stock.

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

The total amount of authorized capital stock of the corporation is two hundred and one thousand (201,000) shares of the aggregate par value of three hundred thousand dollars (\$300,000.00) of which one thousand (1,000) shares of the par value of one hundred dollars (100.00) per share are preferred stock and two hundred thousand (200,000) shares of the par value of one dollar (\$1.00) per share are common stock.

(c) A description of each class of stock of the Corporation with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications, of each class of the authorized capital stock as increased are as set forth in Article SEVEN in the charter of the Corporation.

IN WITNESS WHEREOF, HARDELL CORPORATION has caused these presents to be signed in its name on its behalf by its President or one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on the 3rd day of March, A.D., 1981.

ATTEST:

Grace N. Borst
Grace N. Borst,
Secretary

HARDELL CORPORATION

Alfred S. Bendell, III
By Alfred S. Bendell, III,
Vice President - Treasurer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on the 3rd day of March, 1981, before me the subscriber, a notary public of the State of Maryland in and for the County and State authorized, personally appeared Alfred S. Bendell, III, Vice Pres.-Treas. of HARDELL CORPORATION, a Maryland corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Grace N. Borst and made oath in due form of law that she was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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

Karen R. Luther
Notary Public

My commission expires

July 1, 1982

ARTICLES OF AMENDMENT
OF
HARDELL CORPORATION

980

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 16, 1981 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2501, folio 1688, 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.

J. Edwin Mueller



A 108700

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 15 2 57 PM '81

LIBER _____ FOLIO _____

Received For Record October 15, 1981 at 2:57 o'clock pm liber 30

001 15-81 A# 1 479 *****2.5

ARTICLES OF AMENDMENT

OF

GAY STREET BRETHREN CHURCH, INC.

Gay Street Brethren Church, Inc., a Maryland Religious Corporation, having its principle 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:

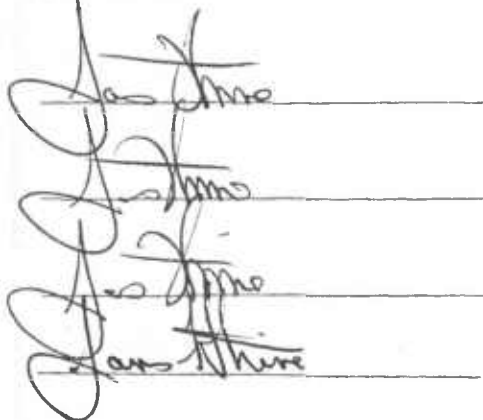
FIRST: The charter of the Corporation is hereby amended by changing Article SECOND of the said charter of the Corporation, said Article SECOND shall read as follows:

SECOND: The name of the Corporation (which is herein-after called the "Corporation") is: VALLEY GRACE BRETHREN CHURCH, INC.

SECOND: All of the Trustees of this Corporation adopted a Resolution which declares that this Amendment is advisable; that a meeting was called of all adult members of the Corporation, by letter and official notice; that a special meeting of the adult members was held and the proposed amendment to change the name of the Corporation was duly approved by the affirmative vote of 96% percent of the adult members present at the said special meeting.

IN WITNESS WHEREOF, the undersigned Trustees do hereby execute these Articles of Amendment on behalf of the Corporation this 30 day of December, 1980.

WITNESS:



GAY STREET BRETHREN CHURCH, INC.

BY: Lester Guillard (SEAL)
Lester Guillard, Trustee

Howard P. Spickler (SEAL)
Howard P. Spickler, Trustee

Albert L. Mellott (SEAL)
Albert L. Mellott, Trustee

LeRoy H. King (SEAL)
LeRoy H. King, Trustee

732

I do hereby verify under oath, that I was the Chairman or Secretary of the special meeting of the adult members and that the matter as set forth in these Articles of Amendment are true and correct to the best of my knowledge, information and belief.


Chairman/Secretary of
the special meeting

ARTICLES OF AMENDMENT
OF

GAY STREET BRETHREN CHURCH, INC.

Changing its name to:

VALLEY GRACE BRETHREN CHURCH, INC.

999

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 18, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

[Signature]

Recorded in Liber 2501, folio 3052, 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

[Signature]



A 108889

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 15 2 57 PM '81

Received For Record October 15, 1981 at 2:57 o'clock pm liber 30

ARTICLES OF INCORPORATION

OF

OLD TOWNE REALTY OF WESTERN MARYLAND, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, Russell R. Marks, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, and Patricia L. Witmer, 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 OLD TOWNE REALTY OF WESTERN MARYLAND, INC.

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

To carry on business as brokers, appraisers, valuers commission agents and general agents, and to purchase or otherwise acquire, and to sell, let, or otherwise dispose of and deal in, real estate.

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

To carry on any of the 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 16 North Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Frank J. Bardecki, 2405 Paradise 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 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 Frank J. Bardecki and Audrey L. Bardecki.

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 18, 1981.

WITNESS:

Joanne Snyder

Howard W. Gilbert, Jr. (SEAL)
Howard W. Gilbert, Jr.

Joanne Snyder

Russell R. Marks (SEAL)
Russell R. Marks

Joanne Snyder

Patricia L. Witmer (SEAL)
Patricia L. Witmer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 18th day of March, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr., Russell R. Marks and Patricia L. Witmer and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Joanne Snyder
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

OLD TOWNE REALTY OF WESTERN MARYLAND, INC.

1000

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 19, 1981 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2501, folio 3175 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.

J. Kevin Mueller



A 108916

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 15 2 57 PM '81
LIBER _____ FOLIO _____

FINANCE STATEMENT

Received For Record October 15, 1981 at 2:57 o'clock pm liber 30
TRI-STATE TANK LINES, INC.

ARTICLES OF AMENDMENT

CT 15 81A 1 177 ***5.00

Tri-State Tank Lines, Inc. a Maryland Corporation having its principal office at 1219 West Washington Street, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by deleting in its entirety Item Sixth and by substituting in lieu thereof the following:

"SIXTH: The total number of shares of capital stock which the Corporation is authorized to issue is One Thousand two hundred (1,200) shares of common stock, of the par value of One Hundred (\$100.00) Dollars per share and eight hundred (800) shares of preferred stock of the par value of One Hundred (\$100.00) Dollars per share. The aggregate par value of all classes of stock is Two Hundred Thousand (\$200,000.00) Dollars.

Immediately prior to the foregoing Amendment, the Corporation had the authority to issue two hundred (200) shares of common stock of the par value of One Hundred (\$100.00) Dollars per share and eight hundred (800) shares of preferred stock of the par value of One Hundred (\$100.00) Dollars per share. Two hundred shares of common stock of the par value of One Hundred (\$100.00) Dollars per share are issued and outstanding as of the date of the filing of these Articles of Amendment whereas no shares of preferred stock of the par value

One Hundred (\$100.00) Dollars are issued and outstanding. The aggregate par value of all classes of stock is One Hundred Thousand (\$100,000.00) Dollars."

SECOND: The Charter of the Corporation is hereby amended by deleting from Item Seventh the following words comprising part of the last sentence of that section: "all rights to subscribe to any new or increased issue of common stock and preferred stock shall belong exclusively to the holders of the common stock according to the aggregate number of shares of common stock held by each respective stockholder." In its place the following new article TENTH shall be added:

"TENTH: No holder of any share of stock of any class 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."

THIRD: The Board of Directors of the Corporation duly advised the foregoing amendments and by formal action taken by the stockholders of the Corporation in accordance with Section 2-604 of the Corporations and Associations Article, Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Tri-State Tank Lines, Inc. has caused these presents to be signed in its name and on its behalf by

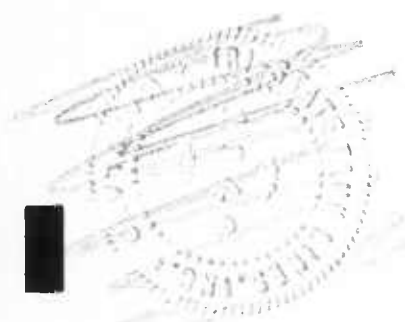
its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 16th day of February 1981 and its President acknowledges that these Articles of Amendment are the act and deed of Tri-State Tank Lines, Inc. and under the penalties of perjury, that the matters and facts 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:

TRI-STATE TANK LINES, INC.

Andrea L. Morris
Secretary

By *William L. Seemell*
President



ARTICLES OF AMENDMENT
OF
TRI-STATE TANK LINES, INC.

896

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 17, 1981 at 4:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2499, folio 0217, 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.

J. Edwin Mueller



A 107663

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Oct 15 2 57 PM '81

LIBER ——— FOLIO ———

FINANCE STATEMENT

0956

741

Received For Record October 15, 1981 at 2:57 o'clock pm liber 30

LAW OFFICES
FRANCE, METZNER & NORMAN, P.A.

HAGERSTOWN TRUST COMPANY BUILDING
81 WEST WASHINGTON STREET
HAGERSTOWN, MARYLAND 21740

RALPH H. FRANCE, II
LEWIS C. METZNER
ANDREW G.W. NORMAN

TELEPHONE (301) 797-0100

February 25, 1981

NOT 15 91 AE 1 475 *****51
NOT 15 91 AE 1 475 *****75

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

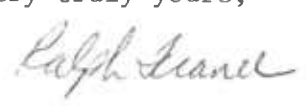
Re: Doris Manufacturing Company, Inc.
113 Summit Avenue
Hagerstown, Maryland 21740

Gentlemen:

Our law firm represents Mrs. Audrey Doris Baumgardner, the individual listed as Vice President and as a Director of the above corporation on your records. Mrs. Baumgardner's husband, Orion William Baumgardner, the Resident Agent, President and Director of the corporation died on December 27, 1975, in Washington County, Maryland. We would request that your records reflect that Mr. Baumgardner is no longer the Resident Agent of the above corporation and that Mrs. Baumgardner is no longer an Officer or Director of the corporation.

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

Very truly yours,



Ralph H. France, II

RHF:cb

18. MAR 01 97 83J

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

DORIS MANUFACTURING CO., INC.

1024

2

received for record March 11, 1981

, at 8:30 A.M.

and recorded on Film No. 2500

Frame No. 0965 one of

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

To the clerk of the Circuit

court of Washington County

AA N^o 18583 A.

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

.50
.75

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

rmvc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Oct 15 2 57 PM '81

LIBER _____ FOLIO _____

FINANCE STATEMENT

Received For Record October 15, 1981 at 2:57 o'clock pm liber 30
CERTIFIED COPY OF CORPORATE RESOLUTIONS

Change of Registered Agent

OCT 15 81 A# 1 474 *****5
OCT 15 81 A# 1 473 *****7

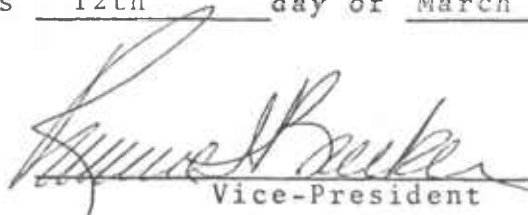
Hagerstown Jewelers, Inc.
Name of Corporation

I, the undersigned hereby certify to the State of Maryland,
that I am the Vice-President of Hagerstown Jewelers, Inc.
Inc. a corporation duly organized and
existing under the laws of the State of Maryland.
The following is a true copy of resolutions duly adopted by the
Board of Directors of said Corporation at a meeting duly held on
the 2nd day of February, 1981, at which a quorum
was present; and acted throughout; and that such resolutions are
in full force and effect and have not been amended or rescinded.

1. RESOLVED, that the registered agent of the Corporation
in the State of Maryland has been changed to Sandra
Osborne, whose address is 5500 Buckeystown Pike
Frederick, Maryland, and that the
resident agent is an individual actually residing in the State of
Maryland.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed
the seal of this Corporation, this 12th day of March,
19 81.

(Corporate)
(Seal)


Vice-President



NOTICE OF CHANGE OF RESIDENT AGENT

OF

HAGERSTOWN JEWELERS, INC.

1024

2

received for record March 16, 1981 , at 8:30 A.M.
and recorded on Film No. **2500** Frame No. **2503** one of
the charter records of the State Department of Assessments and Taxation of Maryland.
To the clerk of the Circuit court of Washington County

AA N^o 18596 A.

Special Fee Paid	\$5.00	50 75
Recording Fee Paid	\$3.00	
Total	\$8.00	

Mr. Clerk Mail to: Jewel Box Stores Corporation
P. O. Box 21768
Greensboro, North Carolina 27420

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Oct 15 2 57 PM '81
LIBER _____ FOLIO _____

FINANCE STATEMENT
VAUGHN J. BAKER, CLERK

ROBERT L. WEINBERG
JACK C. MERRIMAN
WINSTON T. BRUNDIGE
WILLIAM W. CAHILL, JR.
MARK D. COPLIN
HERBERT H. HUBBARD
RONALD E. CREAMER
DAVID M. BLUM
JOHN R. ROYSTER
J. EDWARD DAVIS
ROGER K. GARFINK
WILBUR C. JENSEN
SAMUEL J. MILLER, JR.
EARL F. LEITESS
HOWARD B. MILLER
BARRY D. BERMAN
ROBERT W. CANNON
WILLIAM H. HOLDEN, JR.
RICHARD J. HIMELFARB
SHELDON S. SATISKY
STANLEY J. NEUHAUSER
THEODORE S. KAPLAN
EUGENE P. SMITH
JACK N. ZEMIL
JAMES J. HANKS, JR.
LESLIE J. POLT
WILLIAM E. SCHOLTES
JOHN J. GHINGHER, III
STANFORD D. HESS
NORMAN POLOVOY
DENNIS J. DUBOIS
HOWARD LEVINTON
JAMES E. CARBINE
RICHARD S. SOKOLOV
LOUIS JAY ULMAN

W. TAYLOR BROWN
JOSEPH M. FAIRBANKS
JAMES R. DEVENNEY, II
HARVEY FRANK
T. CONWAY MATTHEWS
THEODORE R. MCKELDIN, JR.
VERA R. KAMINSKI
DANIEL T. DOHERTY, JR.
DEBORAH E. HUNT
JUDITH D. O'NEILL
J. CALVIN JENKINS, JR.
RICHARD C. BURCH
E. NICHOLSON GAULT, JR.
STEVEN K. FEDDER
FRANK L. KOLLMAN
VICTORIA A. SMOUSE
J. CLINTON KELLY
JONATHAN H. GLENN
KEVIN G. GRALLEY
MARCY M. HALLOCK
JAMES P. KOCH
ROBERT L. FLANAGAN
ALEXANDER A. HASSANI
RONALD U. SHAW
DANA N. PESCOLOLIDO
JACK B. DUNN, IV
RICHARD A. RANSOM
HOWARD R. MAJEV
THOMAS C. MORROW
CARLA G. KATZENBERG
GILBERT B. WEINER
ROBERT W. BAKER, JR.
LINDA S. DAVIS
SUSAN M. VAN LIESHOUT
ROBERT A. SNYDER, JR.

JUDITH C. LEVINSON
SUSAN K. VANDERLINDE
STEVEN L. LOREN
JEFFERSON L. MITCHELL
PHILIP W. HOON
JAY K. GOLDBERG
AMY CREAM CORN
ELIZABETH B. KOBY

COUNSEL

FRANCIS B. BURCH
ZANVYL KRIEGER
ERWIN IRA ULMAN
MARVIN J. LAND

PARTNERS EMERITI

MILTON S. SCHILLER
ROBERT F. SKUTCH, JR.
J. PAUL SCHMIDT

LEONARD WEINBERG
1989-1974
HARRY J. GREEN
1906-1964

LAW OFFICES
WEINBERG AND GREEN
100 SOUTH CHARLES STREET
BALTIMORE, MD. 21201

FIRM TELEPHONES
BALTIMORE: (301) 332-8600
WASHINGTON AREA: 621-5490
TELECOPIER: (301) 332-8863

WRITER'S DIRECT DIAL NUMBER
301 332-8634 *****50
301 332-8634 *****75

February 27, 1981

Received For Record October 15, 1981
at 2:57 o'clock pm liber 30

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

Attention: Robert Cierkes

Re: Powlen Equipment Co., Inc.

Gentlemen:

The undersigned, on behalf of Ronald E. Creamer,
resident agent for the above-named corporation, hereby notifies
your Department of a change of address as follows:

Old Address: 10 Light Street
19th Floor
Baltimore, Maryland 21202

New Address: 100 South Charles Street
Baltimore, Maryland 21201

Please note that this change of address is to become
effective immediately. Our check in the amount of \$8.00 is
enclosed to cover the cost of filing fees in this matter.

By copy of this letter, I am advising the corporation
of said change of address.

Thank you for your assistance in this matter.

Very truly yours,

Kenneth Wulff

Kenneth Wulff
Legal Assistant

941/kek

cc: Mr. Lester J. Powlen

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

POWLEN EQUIPMENT CO., INC.

1025

2

received for record March 3, 1981

, at 8:30 A.M.

and recorded on Film No. 2500

Frame No. 2516 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? 18602 A.

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

.50
.75

Mr. Clerk Mail to: Weinberg and Green
100 South Charles Street
Baltimore, Maryland 21201

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 15 2 57 PM '81

LIBER - - - - - FOLIO - - - - -

FINANCE STATEMENT
VAUGHN J. BAKER, CLERK

Received For Record October 15, 1981 at 2:58 o'clock pm liber 30

ARTICLES OF INCORPORATION

FOR

E. L. M. C., 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 E. L. M. C., INCORPORATED.

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

(a) To sell at wholesale machine parts 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

LAW OFFICES RICHARD W. LAURICELLA

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

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

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

gage 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 950 Willow Circle, 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 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 Edward E. Lushbaugh, Jr.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of February, 1981.

WITNESS:

Danella S. Artz

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 13th day of February, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1982

Samela S. Butz
Notary Public

LAW OFFICES RICHARD W. LAURICELLA

ARTICLES OF INCORPORATION

OF

E. L. M. C., INCORPORATED

899

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 18, 1981 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.



Recorded in Liber **1499**, folio **1257**, 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 107674

OCT 15 2 59 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

SECOND HAND ROSE WAREHOUSE, INC.

ARTICLES OF INCORPORATION
Received For Record October 16, 1981 at 2:58 o'clock pm liber 30

FIRST: I, Michael G. Day, whose post office address is 218 N.

Potomac Street, Hagerstown, Maryland, being at least eighteen (18) years of age, do hereby act as an incorporator with the intention of forming a close corporation, 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.

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

SECOND HAND ROSE WAREHOUSE, INC.

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

1. To own and carry on the business of Consignment Warehouse
2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 416, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Michael G. Day, whose post office address is 218 N. Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority 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 is: Barbara Bock.

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 9th day of February, 1981, and I acknowledge the same to be my act.

WITNESS:

Ruth E. Mace

Michael G. Day (SEAL)
Michael G. Day

ARTICLES OF INCORPORATION
OF
SECOND HAND ROSE WAREHOUSE, INC.

904

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 18, 1981 at 12:30 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2499, folio 0797, 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.

J. Edwin Mueller



A 107746

Received For Record October 10, 1981 at 2:58 o'clock pm Liber 30

ARTICLES OF MERGER

THESE ARTICLES OF MERGER, dated this 17th day of February, 1981, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code"), are entered into by and between the corporations named in Article SECOND below, which are referred to herein collectively as the "Constituent Corporations".

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said Merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are CANNON SHOE COMPANY, a Maryland Corporation (hereinafter referred to as "Cannon"), and BSR CORPORATION, a Maryland Corporation (hereinafter referred to "BSR").

THIRD: Cannon shall be the successor corporation (hereinafter sometimes referred to as "Successor").

FOURTH: The principal office of Cannon in the State of Maryland is 148 W. Franklin Street, Hagerstown, Maryland. The principal office of BSR is 148

W. Franklin Street, Hagerstown, Maryland. Neither of the Constituent Corporations owns property in any county in Maryland, the title to which could be effected by the recording of an instrument among the land records.

FIFTH: The Board of Directors of Cannon, on January 30, 1981, by unanimous written consent, pursuant to the provisions of Section 2-408(c) of the Code, approved the terms and conditions of the transaction set forth in these Articles of Merger and declared that said Merger was advisable on such terms and conditions, and directed that the proposed transaction be submitted for consideration at a special meeting of the stockholders to be held on February 17, 1981; that on February 17, 1981, pursuant to written notice stating that a purpose of the meeting was to act on the proposed Merger, which said notice complied with the provisions of Section 2-504 of the Code, sent to each of Cannon's stockholders entitled to vote on (or receive notice of) the proposed transaction, the stockholders of Cannon approved the terms and conditions of the Merger as set forth in these Articles by the affirmative vote of more than two-thirds of all the votes entitled to be cast on the matter.

SIXTH: The Board of Directors of BSR, at a meeting duly called and held on January 22, 1981, at which time a quorum was present and voted throughout, approved the terms and conditions of the transaction set forth in these Articles of Merger and declared that said Merger was advisable on such terms and conditions; and the stockholders of BSR, on January 26, 1981, by unanimous written consent, pursuant to the provisions of Section 2-505 of the Code, duly approved

the terms and conditions of the Merger.

SEVENTH: Accordingly, the terms and conditions of the Merger set forth in these Articles were advised, authorized and approved by each Corporation party to the Articles in the manner and by the vote required by its Charter and the Laws of the State of Maryland.

EIGHTH: The Charter of Cannon as Successor Corporation shall remain in full force and effect, except to the extent herein amended. The amendments to said Charter are as follows:

a. The first paragraph of Article SIXTH of the Charter is amended to read as follows:

"SIXTH: AUTHORIZED CAPITAL STOCK. The total number of shares of stock of all classes which the Corporation has authority to issue is 1,455 shares, of which 5 shares shall be Class A Voting Common Stock, par value \$1.00, and 725 shares of Class B Non-Voting Common Stock, par value \$1.00, and 725 shares of Non-Voting Preferred Stock, without par value, all classes having an aggregate par value of \$730."

and,

b. The fourth paragraph of Article SIXTH of such Charter is amended to read as follows:

"Each share of Class A Voting Common Stock shall have one vote and, except as may be otherwise provided in respect of any preferred stock or as may be otherwise provided in the Charter, the exclusive voting power for all purposes shall be vested in

the holder or holders of the Class A Voting Common Stock. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of both classes of common stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which holders of preferred stock shall be entitled, to share ratably in the remaining assets of the Corporation."

NINTH: The total number of shares of stock of all classes which Cannon has authority to issue and the number and par value of the shares of each class are as follows:

1,600,000 shares of stock of all classes having an aggregate par value of \$1,500,000, divided into 1,500,000 shares of the par value of \$1.00 each of common stock, and 100,000 shares of preferred stock without par value.

TENTH: The total number of shares of capital stock of all classes which BSR has authority to issue and the number and par value of the shares of each class are as follows:

2,000 shares of stock of all classes having an aggregate par value of \$20.00, all 2,000 shares of which are common stock, all of the same class, of the par value of \$0.01 each.

ELEVENTH:

a. That the total number of shares of capital stock heretofore authorized to be issued by the Successor, and the number and par value of the shares of each class, and the aggregate par value of all such shares of all classes are as follows:

1,600,000 shares of stock of all classes having an aggregate par value of \$1,500,000, divided into 1,500,000 shares of the par value of \$1.00 each of common stock, and 100,000 shares of preferred stock without par value.

b. That the total number of shares of capital stock of all classes provided for by the amendment hereinabove set forth, and the number and par values of the shares of each class, and the aggregate par value of all shares of all classes are as follows:

1,455 shares, of which 5 shares shall be Class A Voting Common Stock, par value \$1.00, and 725 shares of Class B Non-Voting Common Stock, par value \$1.00, and 725 shares of Non-Voting Preferred Stock, without par value, all classes having an aggregate par value of \$730.

TWELFTH: The manner and basis of converting or exchanging issued stock of the Constituent Corporations into different stock or other consideration, and the treatment of any issued stock of the Constituent Corporations not to be converted or exchanged, are as follows:

a. Certain Shares of Cannon. Cannon has no issued and outstanding preferred stock. Each share of Cannon Common Stock issued and outstanding immediately prior to the Effective Time (as defined in Article THIRTEENTH hereof), [except such shares (i) held by Cannon as Treasury Stock, (ii) held by BSR Associates, a New York Limited Partnership (the "Partnership"), and (iii) with respect to which Cannon has received written objection to the Merger at or before the stockholders meeting held on February 17, 1981, which were not voted in favor of the Merger and with respect to which a written demand for payment of the fair value of such shares has been made to the Successor within twenty days after the Effective Time, pursuant to Section 3-203 of the Code] and all rights in respect thereof, shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become the right to receive

\$3.50 in cash; each share of Cannon Common Stock held by Cannon as Treasury Stock immediately prior to the Effective Time, shall, by virtue of the Merger, cease to exist and be cancelled and no cash or securities or other property shall be issued or paid in respect thereof; and each share of Cannon Common Stock owned by the Partnership immediately prior to the Effective Time, shall by virtue of the Merger, cease to exist and be cancelled and no cash or securities or other property shall be issued or paid in respect thereof.

b. Shares of BSR. All the shares of Common Stock of BSR issued and outstanding immediately prior to the Effective Time, and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted, in the aggregate, into five shares of Class A Voting Common Stock and 725 shares of the Class B Non-Voting Common Stock, each of \$1.00 per share par value, of Cannon, all of which shall be full paid and non-assessable shares of the Common Stock of Cannon.

c. Other Shares of Cannon. Subject to the provisions of Section 3-201 et seq. of the Code, from and after the Effective Time, each holder of shares of Cannon Common Stock (other than the Partnership) of an outstanding Certificate or Certificates which, prior to the Effective Time, represented Cannon Common Stock converted by virtue of the Merger, shall have the right to receive cash in the amount of \$3.50 per share, without interest, upon surrender of same to The First National Bank of Maryland (as Exchange Agent), which shall be authorized to effect exchanges of Cannon Common Stock Certificates for cash. Upon surrender of such

Certificate or Certificates, which before the Effective Time represented shares of Cannon Common Stock, accompanied by a fully completed Letter of Transmittal which shall be mailed to each holder of Certificates by Cannon promptly after the Effective Time, there shall be paid to such holder the sum of \$3.50 for each such share surrendered as a result of the conversion of such shares of Cannon Common Stock into cash. From and after the Effective Time, the shares of Cannon Common Stock outstanding immediately prior thereto shall cease to be shares of Cannon Common Stock, irrespective of whether Certificates evidencing such shares have been surrendered, and there shall be no further transfer or issuance of Certificates for the Cannon Common Stock.

d. Lost Certificates. With respect to any Certificate of Cannon Common Stock which has been heretofore issued which has been lost or destroyed, the Successor may pay the cash attributable to such Certificate upon receipt of satisfactory evidence of ownership of the shares represented thereby and of appropriate indemnification.

THIRTEENTH: The Merger provided for by these Articles of Merger shall become effective (the "Effective Time"), and the separate existence of BSR shall cease, on the date and time that these Articles of Merger are accepted for record by the State Department of Assessments & Taxation of Maryland.

IN WITNESS WHEREOF, Cannon Shoe Company and BSR CORPORATION, the Corporations parties to the Merger, have caused these Articles of Merger to be signed

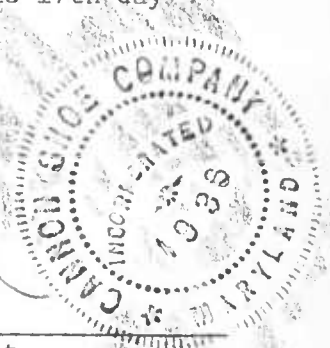
in their respective corporate names on their behalf by their respective Presidents
and witnessed or attested by their respective Secretaries as of this 17th day
of February, 1981.

ATTEST:

CANNON SHOE COMPANY

Sally H. Nims
Sally H. Nims, Secretary

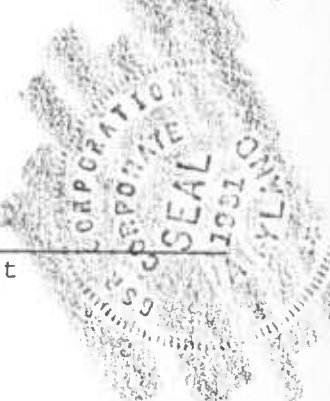
By: *Bennett S. Rubin*
Bennett S. Rubin, President



BSR CORPORATION

Sally H. Nims
Sally H. Nims, Secretary

By: *Bennett S. Rubin*
Bennett S. Rubin, President



THE UNDERSIGNED, President of CANNON SHOE COMPANY, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



BENNETT S. RUBIN, President

THE UNDERSIGNED, President of BSR CORPORATION, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



BENNETT S. RUBIN, President

905

ARTICLES OF MERGER

MERGING

BSR CORPORATION (MD. CORP.)

INTO

CANNON SHOE COMPANY (MD. CORP.) Survivor

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 18, 1981 at 11:05 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2499, folio 0846, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 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.

J. Kevin Muller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 107757

OCT 15 2 58 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

F. T. & K. INC.

ARTICLES OF INCORPORATION ~~CHES~~ 1 307 *****5.00

Received For Record October 15, 1981 at 2:58 o'clock pm liber 30

FIRST: The undersigned, E. Kenneth Grove, Jr., whose post office address is P.O. Box 1267, 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 F. T. & K. Inc.

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

1. To engage in and carry on a general farming business including but not limited to the cultivation of grain, the raising of chickens and the maintenance of a dairy herd.

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

3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade

names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 229, Sharpsburg, Maryland 21782. The name and post office address of the Resident Agent of the Corporation in Maryland is Fred V. Barnhart, Route 1, Box 229, Sharpsburg, Maryland 21782. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is two thousand (2,000) shares of common stock, having a par value of One Hundred (\$100.00) Dollars per share.

SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first

annual meeting or until their successors are duly chosen and qualified are:

Fred V. Barnhart

Janice E. Barnhart

Tom Vernon Barnhart

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

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

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

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

Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act
this 18th day of February, 1981.

WITNESS:

Diane Lee Rowe

E. Kenneth Grove, Jr.

ARTICLES OF INCORPORATION

OF

F. T. & K. INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 20, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2499, folio 1329, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

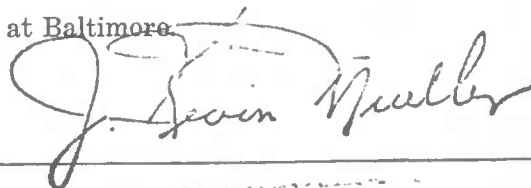
Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$
5.00

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



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 107824

Oct 15 2 58 PM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

BROKERAGE UNDERWRITERS, INC.

ARTICLES OF INCORPORATION

Received For Record October 16, 1981 at 2:58 o'clock pm liber 30

FIRST: The undersigned, E. Kenneth Grove, Jr., Inc., whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

1. To engage in a general insurance, bonding, and brokerage business covering all lines of insurance and to act in the capacity of an insurance adviser.

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

3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

4. To apply for, obtain, purchase or otherwise

acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is P.O. Box 355, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in Maryland is Jimmy R. Meadows. Said Resident Agent is an individual actually residing in Maryland, at the above address.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and

qualified are:

Jimmy R. Meadows

Lona L. Meadows

E. Kenneth Grove, Jr.

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

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

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 17th day of February, 1981.

WITNESS:

Nancy C. Baye

E. Kenneth Grove, Jr.

E. Kenneth Grove, Jr.

9141

ARTICLES OF INCORPORATION
OF
BROKERAGE UNDERWRITERS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 23, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber **2499**, folio **2333**, 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.

J. Edwin Qualter



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 107934

OCT 15 2 58 PM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received For Record October 15, 1981 at 2:58 oc'clock pm liber 30
ARTICLES OF INCORPORATION

OF

CONOCOCHIEAGUE COMMUNITY ASSOCIATION, INC.

FIRST: I, WILBUR ORLO MARTIN, whose post office address is Route #1, Box 264, Clear Spring, Maryland 21722, 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: Conococheague Community Association, 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 subparagraphs (a) and (b) of this Article THIRD are the following:

The Corporation will act as a neighborhood improvement association in Conococheague, Washington County, Maryland area and will comprise any and all land owners and other interested parties concerned with improving the quality of living in that particular area.

FOURTH: The post office address of the principal office of the Corporation in this State is Route #1, Box 264, Clear Spring, Maryland 21722. 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 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 ten (10), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Wilbur Orlo Martin, Robert Ponties, Ronald Keyton, Charles Turner, Jessie Englehart, Judy Dieterick and Robert Smith.

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 organization" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue 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 subsection (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 12th day of February, 1981, and I acknowledge same to my act.

Wilbur Orlo Martin
Wilbur Orlo Martin

ARTICLES OF INCORPORATION

OF

CONCOCHEAGUE COMMUNITY ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland February 25, 1981 at 11:00 o'clock A. M. as in conformity
 with law and ordered recorded.

7

Recorded in Liber 2499, folio 2873 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

J. Edwin Mueller



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 107995

OCT 15 2 58 PM '81

LIBER _____ FOLIO _____

Received For Record October 15, 1981 at 2:58 o'clock pm liber 30

ARTICLES OF AMENDMENT

OF

OCT 15-31 AM 1 1981 *****5.00

LEE E. STINE, INC.

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

FIRST: The Charter of the Corporation is hereby amended to change Article Fifth and inserting in lieu thereof the following:

"FIFTH: The number of directors of the Corporation shall be five (5) which number may be increased or decreased pursuant to the By-laws of the Corporation but shall never be less than three (3). The names of the directors who shall act until the next annual meeting or until their successors are duly chosen and qualify are: Lee E. Stine, Jr., Larry W. Stine, John H. Urner, Patricia Stine and Judy Stine."

The Board of Directors of the Corporation at their annual meeting duly convened and held on January 23, 1981 adopted a Resolution in which was set forth the foregoing Amendment to the Charter, and the Board of Directors and the Stockholders of the Corporation approved said Amendment by unanimous written consent.

IN WITNESS WHEREOF, Lee E. Stine, 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 20th day of February, 1981.

ATTEST:

LEE E. STINE, INC.

John H. Urner, Secretary

BY

Lee E. Stine, Jr., President

FEB 26 9 37 AM '81

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

I HEREBY CERTIFY that on this *20th* day of February, 1981 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lee E. Stine, Jr., President of Lee E. Stine, 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 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.

Commission Expires

2-1-82

Geraldine M. Lum
Notary Public

ARTICLES OF AMENDMENT
OF
LEE E. STINE, INC.

921

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 26, 1981 at 10:00 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2499, folio 2936, 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

J. Edwin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 108016

OCT 15 2 58 PM '81

LIBER FOLIO

LAND OFFICE
VAUGHN J. PARKER, CLERK

788

Received for Record October 21, 1981 at 11:03 oc'clock am liber 30

OCT 21 11 03 AM '81

March 30, 1981

Term-Serv, Inc.
2423 Kenilworth Avenue
Tuxedo, Maryland 20781

Re: Resignation as Resident Agent

To Whom It May Concern:

I am currently listed as resident agent for Term-Serv, Inc., a Maryland corporation. This letter is to notify you that I wish to resign my position as resident agent effective immediately. Please take whatever action is necessary to replace this position.

A copy of this letter is being sent to the Maryland Department of Assessments and Taxation for their records.

Very truly yours,



William D. Hottel
2235 Keener Road
Hagerstown, Maryland 21740

cc: Department of Assessments
and Taxation

APR 1 1981

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

TERM-SERV., INC.

1056

2

received for record April 10, 1981

, at 8:30 A.M.

and recorded on Film No. 2503

Frame No. 1731 one of

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

To the clerk of the Circuit

court of Washington County

AA N^o 18720 A.

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	

Mr. Clerk Mail to: Creager & Newhouse
 1329 Pennsylvania Avenue
 Hagerstown, Maryland 21740

rmc

STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

Oct 21 11 03 AM '81

LIBER _____

LAND _____
 VAUGHN J. HAGER, CLERK

Received For Record October 21, 1981 at 11:03 o'clock am liber 30
ARTICLES OF INCORPORATION

OF

NOT 21-01 A 1 933 *****5.00

FAIRFAX BUILDING SUPPLY CO., INCORPORATED OF HAGERSTOWN

FIRST: I, the subscribed, ROGER FRANKEL, whose post office address is 7315 Wisconsin Avenue, Suite 901-N, Bethesda, Maryland 20015, being over the age of twenty-one years, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, intend to form a corporation and state as follows:

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

FAIRFAX BUILDING SUPPLY CO., INCORPORATED OF HAGERSTOWN

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

To carry on and conduct the business of contracting and construction, and of manufacturing, preparing and selling building materials, supplies and equipment; to purchase, manufacture, prepare or otherwise acquire and make available building products, equipment, supplies and materials for its own use and for sale to others; to use, deal in, sell or otherwise dispose of, and transport and deliver, either on its own account or as agent for others, plastering products, equipment, supplies and materials, already mixed or otherwise, either at wholesale or retail; to own, lease, rent and operate trucks and other delivery equipment and vehicles; and in general to do all things lawful, necessary or incident to the building supply business.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is 437 East Baltimore Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Roger Frankel, whose post office address is 7315 Wisconsin Avenue (#901-N), Bethesda, Maryland 20014. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have four (4)

directors initially, and Charles Thunell, James Kraft, Mark Elmore and Ted Byers shall act as such until the first annual meeting of stockholders or until their successors are duly chosen and qualify. The number of directors may be changed in such lawful manner as the by-laws may from time to time provide.

SIXTH: The total number of shares of stock which the Corporation shall have authority to issue is two hundred (200) shares of common stock without par value.

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

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

The Board of Directors shall have the power to classify or reclassify any unissued stock by fixing or altering in any respect, before issuance thereof, the preferences, voting powers, restrictions and qualifications, the annual dividends, times and prices of redemption and conversion rights.


No holder of shares of stock of any class shall be entitled as a matter or right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares of stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money or by way of dividend.

Notwithstanding any provision of law requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, the Corporation may take or authorize such action upon the concurrence of a majority of the aggregate

number of the votes entitled to be cast thereon.

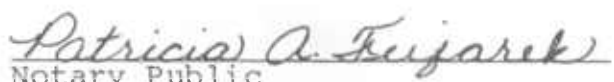
The Corporation reserves the right from time to time to make any amendment of its charter, now or thereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstanding stock.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation and acknowledged same to be my act.



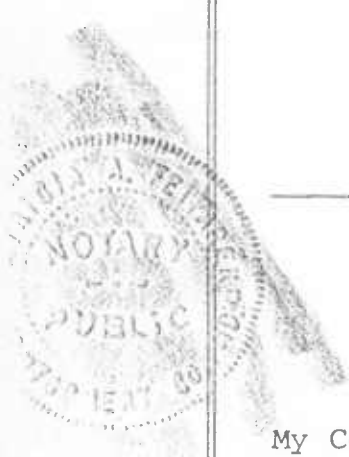
ROGER FRANKEL

Subscribed and sworn to before me this 15th day of
April, 1981.



Notary Public

My Commission Expires 7-1-82



ARTICLES OF INCORPORATION
OF

1160

FAIRFAX BUILDING SUPPLY CO., INCORPORATED OF HAGERSTOWN

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 21, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2505, folio 60907, 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 110406

OCT 21 11 03 AM '81

LIBER _____ CLIO _____

LAND ☐ ☐
VAUGHN I BAKER, CLERK

Received For Record October 21, 1981 at 11:03 o'clock am liber 30
THE ORIGINAL CHRISTIAN CHURCH

ARTICLES OF INCORPORATION

NOT 71-81A# 1 034 250

FIRST: The undersigned, all being adult persons at least eighteen (18) years of age duly elected by the Members (as herein-after defined) of the congregation of the The Original Christian Church (the "Religious Corporation") to serve as trustees (the "Trustees") in the name and on behalf of the Religious Corporation to manage its estate, property, interest and inheritance, pursuant to Title 5, Subchapter 3 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the provisions of the General Laws of the State of Maryland, and do hereby certify to the State Department of Assessments and Taxation of Maryland as follows:

SECOND: The name of the Religious Corporation and the church is:

THE ORIGINAL CHRISTIAN CHURCH

THIRD: The plan for the Religious Corporation (the "Plan") is and shall be as follows:

(1) The purposes for which the Religious Corporation is formed are:

(a) The Religious Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which 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 religious, charitable and educational purposes, all for the public welfare, and for no other 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 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 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 Section 1(d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Religious 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 some or all of the foregoing purposes; 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 religious, 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 Religious Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers, or other private persons, except that the Religious 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, Section (1) hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of his Plan, the Religious 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 religious, educational and charitable purposes for which the Religious Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD, Section (1), are the following:

(i) to establish and maintain a church which shall provide for a manner of worship and prayer in accordance with Original Christian traditions;

(ii) to establish, maintain and conduct a school for religious instruction of children and adults;

(iii) to further all religious and charitable work; and,

(iv) for such purposes to adopt and establish Articles of Incorporation, By-Laws, rules and regulations in accordance with applicable law.

(d) In this Plan:

(i) references to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, 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 stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening, (including the publishing or distributing of statements), in any political campaign on behalf of any candidates for public office; and,

(ii) the term "charitable purposes" shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954, and only such purposes as also shall 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.

(2) The time and manner for election and succession of Trustees is as follows: The Trustees shall be elected and their successors continued at a time and place ordinarily used for public meetings of the Religious Corporation, by the individuals who, according to the custom and usage of the Religious Corporation, have a voice in the management and direction of the congregational or temporal affairs of the Religious Corporation. A majority of all the votes cast by adult Members at an annual meeting of the Members (as hereinafter defined) at which a quorum is present shall be sufficient to elect a Trustee.

(3)(a) A person shall be a Member of the Religious Corporation and, as such, shall be entitled to vote at meetings of Members of the Religious Corporation and shall be qualified to be elected as a Trustee and officer of the Religious Corporation if:

(i) such person is a Trustee of the Religious Corporation on the date these Articles of Incorporation are accepted for record by the State Department of Assessments and Taxation of Maryland (the "Department"); or

(ii) such person shall be designated, as such, by the affirmative vote of a majority of the entire Board of Trustees within two (2) months of a date these Article of Incorporation are accepted for record by the Department; or,

(iii) such person has participated in the congregational and temporal affairs of the Religious Corporation for a continuous and uninterrupted period of not less than one (1) year.

(b) A Member, once qualified as hereinabove provided, shall remain such as long as:

(i) the annual dues imposed by the Religious Corporation on such Member are promptly paid by such Member; and

(ii) all rules and regulations of the Religious Corporation, as determined by the Trustees, are substantially complied with by such Member; and

(iii) such Member continues to participate in the congregational and temporal affairs of the Religious Corporation.

In the event a Member does not fulfill all of the requirements imposed by this Article THIRD, Section (3)(b), then such Member may be disqualified and removed as a Member by a majority vote of the entire Board of Trustees.

FOURTH: The existence of the Religious Corporation shall be perpetual.

FIFTH: The address of the principal place of worship of the Religious Corporation is 1725 Crest Drive, Hagerstown, Maryland

21740. The name and address of the resident agent of the Religious Corporation are Harvey H. Wilder who's address is 1725 Crest Drive, Hagerstown, Maryland 21740.

SIXTH: The initial number of Trustees of the Religious Corporation is Four (4), which number may be increased pursuant to the By-Laws of the Religious Corporation but shall never be less than Four (4), nor more than Fifteen (15). The names and addresses of those persons serving as initial Trustees are:

Harvey Wilder
1725 Crest Drive
Hagerstown, Maryland 21740

Homer N. Pankey
1500 King Street
Martinsburg West Virginia 25401

Mrs. Maxine Smith
Route 3, Box 353 C
Boonsboro, Maryland 21713

Paul Lehman
2508 North Valley Drive
Hagerstown, Maryland 21740

SEVENTH: The Religious Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number, qualifications of, and other matters relating to, its Members shall be as set forth in these Articles of Incorporation and the By-Laws of the Religious Corporation.

EIGHTH: Upon the dissolution of the Religious Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Religious Corporation, dispose of all of the assets of the Religious Corporation exclusively for the purposes of the Religious Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code

of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County where the principal place of worship of the Religious Corporation is located (if not then located in Baltimore City), or by the Superior Court of Baltimore City if such principal place of worship is then located in Baltimore City, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

NINTH: The Religious Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Religious 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.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 28 day of March, 1981 and we acknowledged the same to be our acts.

WITNESS:

L. J. Jenkins

Harvey Wilder
Harvey Wilder

L. J. Jenkins

Homer N. Pankey
Homer N. Pankey

L. J. Jenkins

Maxine Smith
Maxine Smith

L. J. Jenkins

Paul Lehman
Paul Lehman

1151

ARTICLES OF INCORPORATION

OF

THE ORIGINAL CHRISTIAN CHURCH

approved and received for record by the State Department of Assessments and Taxation
 of Maryland April 21, 1981 at 10:00 o'clock A M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2565, folio 0314 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. Sammons



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 110318

OCT 21 11 03 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
 VAUGHN I BAKER, CLERK

Received For Record October 21, 1981 at 11:03 o'clock am liber 30
AMENDED ARTICLES OF INCORPORATION

OF

H. D. GOSSARD MASONRY INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Herbert D. Gossard, Route #2, Kemps Mill Road, Williamsport, Maryland, 21795, being over the legal age of eighteen (18) years, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is herein-after called the "corporation"), is H. D. GOSSARD MASONRY INC.

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

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

(b) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

(c) To act as a general contractor for the construction, repairing and remodeling of buildings and public works of all kinds and for the improvement of real estate and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

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

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

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

the corporation carries on business. The said corporation shall enjoy and exercise all the powers and rights conferred by statute upon the corporation, and the enumeration of the specific powers in these Articles of Incorporation as amended are in furtherance of and not in limitation of the general powers conferred by law.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is Route #2, Kemps Mill Road, Williamsport, Maryland, 21795. The Resident Agent of the corporation is Herbert D. Gossard, Route #2, Kemps Mill Road, Williamsport, Maryland, 21795. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have at least one (1) director, which number may be increased by the By-Laws of the Corporation. Herbert D. Gossard, sole stockholder of the corporation, shall act as Director of the corporation until the first annual meeting or until his successors are duly chosen and qualify. This amendment as to directors was advised by the board of directors and approved by the stockholder, Herbert D. Gossard.

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

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

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

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

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

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

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Amended Articles

of Incorporation this 31 day of March, 1981.

WITNESS:

Mildred J. Wilcox

Herbert D. Gossard
Herbert D. Gossard (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 31 day of March, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Herbert D. Gossard, and he acknowledged the foregoing Amended Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Notarial Seal.

Harold O. Haring
Notary Public

My Commission Expires:
July 1, 1982

1134

AMENDED
ARTICLES OF INCORPORATION

OF

H. D. GOSSARD MASONRY INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 14, 1981 at 3:00 o'clock P M. as in conformity
with law and ordered recorded. EFFECTIVE DATE: December 5, 1977 at 8:30 AM

Recorded in Liber 2505 2504, folio 2913 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 \$_____

57.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded by the 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 110213

Oct 21 11 03 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

6203

Received For Record October 21, 1981 at 11:03 ociclock am liber 30
MANUFACTURING CONSULTING & SERVICES CO., INC.
A Maryland Close Corporation,
Organized Pursuant to Title Four of the
Corporation and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, JOHN GREEN, JR., whose post office address is 308 Washington St., Cumberland, Maryland, 21502, 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: Manufacturing Consulting & Services Co., Inc.

THIRD: The Corporation shall be a close Corporation as authorized by Title Four of the Corporation and Associations Article of the Anotated Code of Maryland, as amended.

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

1. To carry on a general engineering and management consultant and advisory business relating to engineering, and 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. To maintain executive and operating personnel for the purpose of consulting with and advising others in all matters relating to engineering and the management and operation of businesses and other properties of every kind. To furnish business engineering and management plans and programs, to formulate policies, and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties, and investments. To buy and sell projects and developments on its own behalf and on behalf of others in connection with the operation, management, and development of individual and corporate businesses. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investment, both for its own account and as agent for others. To engage in capital venture and business enterprises of every kind and description, whether as a promoter, partner, member, or associate, or as a manager of other such enterprises.

To engage in consultant and advisory work in connection with the organization, engineering management, operation, and reorganization of

MAR 26 10 29 AM '81

industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means; and to engage in any other lawful purpose and/or business; and

2. To do anything permitted by Section 2-103 of the Corporation and Associations Article of the Annotated Code of Maryland, as amended.

FIFTH: The post office address of the principal office of the Corporation in this State is P.O. Box 26, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John Green, Jr., Esq., 308 Washington Street, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) Shares of common stock, without par value.

SEVENTH: The 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: John Green, Jr.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of March, 1981 and I acknowledge the same to be my act.

WITNESS

Debra J. Williams

John Green, Jr.
JOHN GREEN, JR.

1127

ARTICLES OF INCORPORATION

OF

MANUFACTURING CONSULTING & SERVICES CO., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 14, 1981 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2504, folio 2472, 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

A 110139

OCT 21 11 03 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received For Record October 21, 1981 at 11:03 o'clock am liber 30
ARTICLES OF INCORPORATION

WILLIAMSPORT WILDCAT ATHLETIC
BOOSTER CLUB, INC.

OCT 21 21 A 1 937 ***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

WILLIAMSPORT WILDCAT ATHLETIC BOOSTER CLUB, INC.

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

(1) To boost and otherwise create interest in athletics and related activities at the Williamsport community area, and co-operate and assist in the development and promotion of the entire program of athletics; and

(2) To promote fellowship among the alumni, friends, and supporters of the Williamsport schools and community.

(3) To endeavor to increase the interest of the citizens of the community in the athletic programs in the school system and community activities.

(4) To encourage the participation of students in athletics and to promote good sportsmanship.

(5) To increase attendance at athletic events.

(6) To encourage, promote and support all activities of the school and community which might be related to or come within the scope of the purposes and objectives stated above.

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

(8) To purchase, sell, exchange, lease, invest or reinvest in real and personal property and to engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.

(9) To solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute, grant or otherwise, as well as the proceeds of admission charges, either in trust or otherwise, to own, hold, operate and administer real and personal property, and generally to do all things necessary and

proper to accomplish the purposes hereinabove stated and permitted to like non-profit corporations by law.

10. The Corporation is organized exclusively for charitable, educational, sportsmanship and community interest 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).

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

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

13. The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

FOURTH: The post office address of the principal office of the Corporation in this State is Post Office Box 355, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Edward Sharon, 201 Oak Forest Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in the State of Maryland.

FIFTH: The Corporation is not authorized to issue any capital stock and shall be a non-stock and non-profit corporation. No officer of the Corporation shall draw nor receive any salary, nor shall any of the funds of the Corporation inure to the personal or individual benefit of any of the officers or members hereof. Members shall be selected, removed or may resign; vacancies may be filled and additional members elected as provided in the By-Laws.

SIXTH: The number of Directors of the Corporation shall be fifteen (15), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) and the names of the Directors, who shall act until the first meeting or until their successors are duly chosen and qualified are: Edward Sharon, Timothy Wolford, and Diane Vaughn.

SEVENTH: 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 purpose of the Corporation to the three (3) Williamsport, Maryland community schools athletic and/or physical education department, 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 as-

sets 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 this 9th day of April, 1981, and have acknowledged the same to be my act.

WITNESS:

A handwritten signature in cursive script, appearing to read "John Merchant", written over a horizontal line.A handwritten signature in cursive script, appearing to read "Edward N. Button", written over a horizontal line.
Edward N. Button

1121

ARTICLES OF INCORPORATION

OF

WILLIAMSPORT WILDCAT ATHLETIC BOOSTER CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland April 13, 1981 at 1:00 o'clock P.M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2504, folio 1504, one of the Charter Records of the State
 Department of Assessments and Taxation of Maryland.

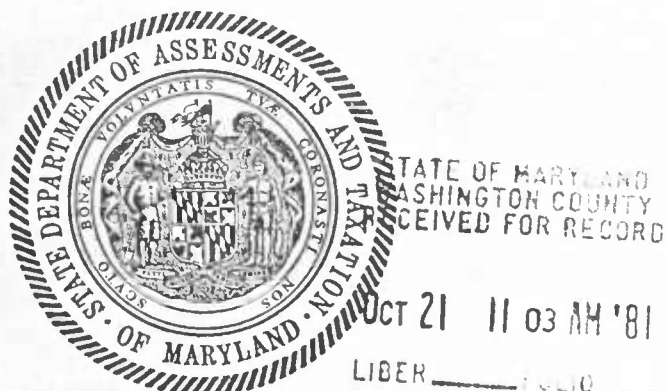
Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$
 5.00

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. Hammer



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

OCT 21 11 03 AM '81

LIBER _____

LAND ☐ ☐
 VAUGHN J. BAKER, CLERK

A 110028

Received For Record October 21, 1981 at 11:03 o'clock am liber 30
ARTICLES OF INCORPORATION

OF

NOV 21 1981 1 033 *****5.00

THE LONGMEADOW CIVIC ASSOCIATION INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Donald E. Metz, whose post office address is 11 Spring Valley Drive, Hagerstown, Maryland, being at least twenty-one (21) years of age, do and under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, state my intention of forming a corporation by the execution, acknowledgment and filing of these Articles.

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

THE LONGMEADOW CIVIC ASSOCIATION INC.

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

(a) To consider and deal by all lawful means with the common problems involved in maintaining and furthering the residential character of the properties in the communities of Paramount, Spring Valley, Spring Valley Wooded Estates, Paradise Homes, LuRose Estates and the surrounding areas and to secure cooperative action in advancing common purposes of the members of the Corporation.

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is 11 Spring Valley Drive, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is John H. Urner, 100 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The Corporation is not organized for profit; and 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 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 directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Donald Metz, John Ritchey, Ray Tarrach, Mary Schmidt, Bill Higgins, Carl Renz, Donald Dayhoff, James Ballard, Harvey Woodbury, Leo Fox and John H. Urner.

SEVENTH: The Corporation may by its By-laws make any other provisions or requirements for the arrangement or conduct of business for 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 16th day of March, 1981.

WITNESS:

John H. Urner
John H. Urner

Donald E. Metz (SEAL)
Donald E. Metz

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 16th day of March, 1981 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald E. Metz 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.

My Comm. Exp.
7/1/82

Geraldine M. Lum
Notary Public

ARTICLES OF INCORPORATION

OF

THE LONGMEADOW CIVIC ASSOCIATION INC.

111

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 10, 1981 at 2:00 o'clock P.M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2504, folio 1063, 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



BW

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 109953

OCT 21 11 03 AM '81

1000

Received For Record October 21, 1981 at 11:07 o'clock am Liber 30

ARTICLES OF INCORPORATION

SAM TOOMA & SON, INC.

FIRST: We, Earl L. Gross, Sr., whose post office address is 839 7 5.0 Landvale Street, Hagerstown, Maryland 21740 and Lloyd W. Gearhart whose post address is 23 Westside Avenue, 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 Sam Tooma & Son, Inc.

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

(1) To engage in wholesale and retail sale of all kinds and types of personal property and merchandise; to process, manufacture, install, store, warehouse all types of personal property and merchandise; 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 140 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Lloyd W. Gearhart, 140 North Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority 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: Earl L. Gross, Sr., Lloyd W. Gearhart and Shirley J. Gross.

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, We have signed these Articles of Incorporation this 17th day of March, 1981, and we acknowledge the same to be our act.

WITNESS:

Amela Sue Ambrose

Earl L. Gross, Sr.
Earl L. Gross, Sr.

Lloyd W. Gearhart
Lloyd W. Gearhart

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

I HEREBY CERTIFY, That on this 17th day of March, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Earl L. Gross, Sr., and Lloyd W. Gearhart and acknowledged the foregoing Articles of Incorporation to be their voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Amela Sue Jones Ambrose
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

SAM TOOMA & SON, INC.

1007

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 20, 1981 at 9:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2502, folio 0505, 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



drb

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 109002

OCT 21 11 07 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

Received For Record October 21, 1981 at 11:07 am liber 30

DL TRANSPORTATION ASSOCIATES, INC.

ARTICLES OF INCORPORATION

FIRST: I, ALAN GREGORY DOWNS, whose post office address is Post Office Box 1253, 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:

DL TRANSPORTATION ASSOCIATES, INC.

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

1. To own and carry on the business of transportation 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 Post Office Box 1253, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation is MICHAEL G. DAY, whose post office address is 218 North Potomac Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority 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: ALAN GREGORY DOWNS.

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 6th day of MARCH, 1981, and I acknowledge the same to be my act.

WITNESS:

John R. Miller

Alan Gregory Downs (SEAL)
ALAN GREGORY DOWNS

ARTICLES OF INCORPORATION

OF

DL TRANSPORTATION ASSOCIATES, INC.

1006

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 26, 1981 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2502, folio 1247, 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



BW

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 109116

OCT 21 11 07 AM '81

LIBER _____ FOLIO _____

826

Received For Record October 21, 1981 11:07 o'clock am liber 30

PERINI CONSTRUCTION, INCORPORATED

ARTICLES OF AMENDMENT

RECEIVED 1 955 5.00

Perini Construction, Incorporated, a Maryland corporation, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Articles of Incorporation of the Corporation shall be amended to increase the authorized stock of the Corporation by striking out Article FIFTH and inserting in lieu thereof the following:

"FIFTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares of the par value of One Hundred Dollars (\$100.00) per share, all of one class designated as common stock, having an aggregate par value of Five Hundred Thousand Dollars (\$500,000.00)."

SECOND: Prior to the amendment, the total number of shares of stock of all classes which the Corporation had authority to issue was One Thousand Shares (1,000) shares of the par value of One Hundred Dollars (\$100.00) per share, all of one class designated as common stock, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00). As amended, the Articles of Incorporation provide that the total number of shares of stock of all classes which the Corporation has authority to issue is Five Thousand (5,000) shares of the par value of One Hundred Dollars (\$100.00) per share, all of one class designated as common stock, having an aggregate par value of Five Hundred Thousand Dollars (\$500,000.00).

THIRD: The aforesaid amendment to the Articles of Incorporation of the Corporation has been duly advised by the Board of Directors

of the Corporation by unanimous written consent and approved by the stockholders of the Corporation by unanimous written consent.

IN WITNESS WHEREOF, Perini Construction, Incorporated has caused these Articles of Amendment to be executed in its name and on its behalf by its President and its corporate seal to be affixed and attested by its Secretary on this 7TH day of JANUARY,



Kathleen Perini
Secretary

PERINI CONSTRUCTION, INCORPORATED

By 
Dominick J. Perini
President

THE UNDERSIGNED, President of Perini Construction, Incorporated, who executed on behalf of the 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 hereby certifies that to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Dominick J. Perini
President

ARTICLES OF AMENDMENT
OF
PERINI CONSTRUCTION INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 24, 1981 at 4:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2502, folio 1479, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 80.00 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 109139

OCT 21 11 07 AM '81

LIBER _____

LAND _____
VAUGHN J. BAKER, CLERK

HEIDI CLOTHING CARE CORPORATION

ARTICLES OF REVIVAL

001 21-31 A E 1 534 *****5.01

Heidi Clothing Care Corporation, a Maryland Corporation having its principal office in Washington County, Maryland (hereinafter called 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 the non-payment of taxes or for failure to file an annual report with the State Department of Assessments and Taxation of Maryland, and these Articles of Revival are for the purpose of reviving and re-instating the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was Heidi Clothing Care Corporation.

THIRD: The name by which the Corporation will hereafter be known is Heidi Clothing Care Corporation.

FOURTH: (a) The Post Office address of the principal office of the Corporation in the State of Maryland is Post Office Box 1119, Hagerstown, Maryland. 21740

(b) The name and Post Office address of the Resident Agent of the Corporation in the State of Maryland are Robert Lally, Jr., 28 Glenbrook Drive, Phoenix, Maryland 21131. Said Resident Agent is a citizen actually residing in this State.

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

(a) Paid all fees required by law;


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

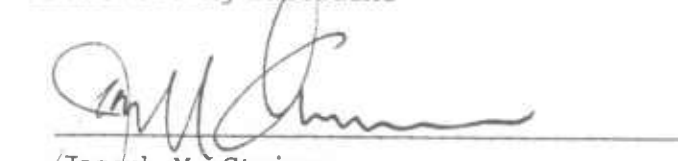
(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

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

-2-

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on March 17, 1981.


James R. Nickey
Last Acting President


Joseph M. Steiner
Last Acting Secretary

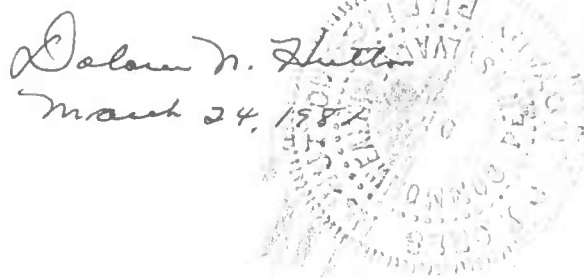
STATE OF Pa.
County of Franklin, ss:

I HEREBY CERTIFY that on March 24, 1981, before me, the subscriber, a notary public of the State of Penn. in and for the County of Franklin, personally appeared James R. Nickey, the last acting President and Joseph M. Steiner, the last acting Secretary of Heidi Clothing Care Corporation, a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

My commission expires:

DOLORES N. HUTTON, Notary Public
Waynesboro, Franklin Co., Pa.
My Commission Expires March 14, 1983


Dolores N. Hutton
March 24, 1981

ARTICLES OF REVIVAL

OF

HEIDI CLOTHING CARE CORPORATION

1020

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 26, 1981 at 3:00 o'clock p M. as in conformity
with law and ordered recorded. 3

Recorded in Liber 2502, folio 2041, 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 6400

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded by the 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

OCT 21 11 10 AM '81

LIBER _____ FOLIO _____

LAND _____
VAUGHN S. HARRIS, CLERK

A 109209

6214

ARTICLES OF INCORPORATION

OF

DIAMOND ELECTRIC UNDERGROUND CABLE REPAIR, INC.

A Close Corporation

Received For Record October 21, 1981 at 11:10 o'clock am liber 30

FIRST: That I, the undersigned, Richard J. Hartle, whose post office address is Box 83b Red Hill Road, Keedysville, Maryland 21756, 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 DIAMOND ELECTRIC UNDERGROUND CABLE REPAIR, INC.

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4, Corporations and Associations, of the Annotated Code of Maryland.

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

To engage in the electrical servicing business generally and in the electrical contracting business generally and in the manufacture and sale of electrical equipment and appliances as principal agent or otherwise; to conduct the aforesaid businesses and all of its branches; and to do such other things as are incidental, proper or necessary in the operation of the business and in the carrying out of any or all of its purposes; to construct erect, own, equip, maintain, operate, and use and to contract with others to contract and erect, and to lease to others to maintain, operate and use electrical shops, storehouses, office buildings, and buildings of all kinds, and to for the construction, erection, or equipment of the same in cash, stock, or bonds of this corporation or otherwise.

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 a 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 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.

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

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 dependancies of the United States of America and 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 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.

FIFTH: The post office address of the principal office of the Corporation in this State is Box 83B, Red Hill Road, Keedysville, Maryland 21756. The resident agent of the Corporation is Richard J. Hartle, whose post office address is Box 83B Red Hill Road, Keedysville, Maryland 21756. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the corporation has authority to issue is 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 is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including the treasury stock, shall require the unanimous consent of all share holders. The Corporation shall not have any outstanding:

- 1) securities which are convertible into stock, 2) voting securities other than stock, or 3) options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferrable.

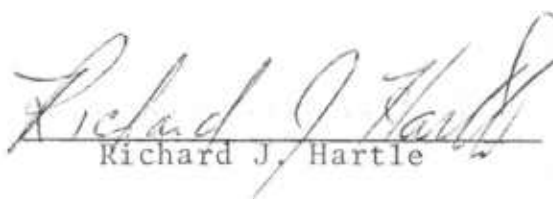
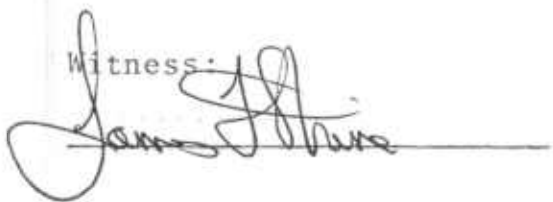
SEVENTH: The number of Directors of the Corporation shall be one (1) until this charter document is approved and becomes

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 Richard J. Hartle.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25 day of March, 1981.

Witness:


Richard J. Hartle

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

I HEREBY CERTIFY that on this 25th day of March, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard J. Hartle and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

My Commission Expires: 7-1-82


Notary Public

ARTICLES OF INCORPORATION
OF
DIAMOND ELECTRIC UNDERGROUND CABLE REPAIR, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 30, 1981 at 4:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2503, folio 0316, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Sammons



A 109423

ARTICLES OF AMENDMENT

ANTIETAM MEDICAL ASSOCIATES, OCT 21 31 AM 1 982 *****5.0
DRS. SPENCER, COHEN AND BRULL, P.A.

Received For Record October 21, 1981 at 11:11 o'clock am liber 30

Antietam Medical Associates, Drs. Spencer, Cohen and Brull, 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, COHEN AND BRULL, P.A.

and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is:

ANTIETAM MEDICAL ASSOCIATES,
DRS. SPENCER AND BRULL, P.A.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on March 4, 1981, adopted a resolution to be effective April 1, 1981 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 March 5, 1981.

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, Cohen and Brull, 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:


Secretary

ANTIETAM MEDICAL ASSOCIATES, DRS.
SPENCER, COHEN AND BRULL, P.A.

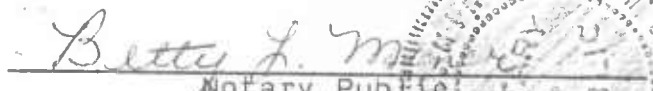
By


Charles C. Spencer, M.D.
President

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

I HEREBY CERTIFY, that on this 24th day of March A.D., 1981, 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, Cohen and Brull, 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

ARTICLES OF AMENDMENT

OF

1042

ANTIETAM MEDICAL ASSOCIATES, DRS. SPENCER,
COHEN AND BRULL, P.A.

Changing its name to

ANTIETAM MEDICAL ASSOCIATES, DRS. SPENCER
AND BRULL, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 1, 1981 at 11:00 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2503, folio 0559, 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 109471

10204

Received For Record October 21, 1981 at 11:11 o'clock am liber 30

LONG MEADOW CINEMA, INC.

ARTICLES OF REVIVAL

TO BE FILED 1 25 81 15.00

Long Meadow Cinema, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on February 8, 1980, for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Long Meadow Cinema, Inc.

THIRD: The name by which the Corporation will hereafter be known is Long Meadow Cinema, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Oak Hill Extended Street, intersection of Northern and Potomac Avenue, City of Hagerstown, Washington County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Corporation Trust Incorporated, First Maryland Bldg., 25 South Charles Street, Baltimore, MD 21201. Said resident agent is a citizen actually residing in this State (or a corporation of this State).

FIFTH: At or prior to 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;

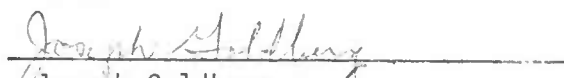
(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

(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.

For Execution by Officers

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on February 19, 1981.


James M. Stoneman
Last Acting President


Joseph Goldberg
Last Acting Secretary

STATE OF *Mass* ,
County of *Suffolk* , ss:

I HEREBY CERTIFY that on February 19, 1981, before me, the sub-
scriber, a notary public of the State of Massachusetts in and for the
County of Suffolk, personally appeared James M. Stoneman, the last act-
ing President and Joseph Goldberg, the last acting Secretary of
Long MeadowCinema, Inc., a Maryland corporation, and severally acknowledged
the foregoing Articles of Revival to be their act.

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



Robert J. Owens



ARTICLES OF REVIVAL
OF
LONG MEADOW CINEMA, INC.

1051

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 9, 1981 at 11:00 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2503, folio 1949, 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
5.00 645

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded by the 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

OCT 21 11 11 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

A 109514

ARTICLES OF AMENDMENT

GYNECOLOGY-OBSTETRICS, CHARTERED

DRS. TURCO & MANGER

Received For Record October 21, 1981 at 11:11

OCT 21 1981 11:11 AM 5.00
o'clock am liber 30

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Gynecology-Obstetrics, Chartered, Drs. Turco & Manger, a Maryland Professional Service Corporation, having its principal offices at 1704 Oak Hill Avenue, Hagerstown, Maryland, at a meeting duly convened and held on February 9, 1981 adopted the following resolution:

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

"GYNECOLOGY-OBSTETRICS, CHARTERED,

JOHN D. TURCO, M.D."

SECOND: That a proper notice was duly given to all stockholders of record, entitled to vote thereon, setting forth the proposed amendment upon which action would be taken at a Special Meeting of Stockholders slated for February 10 at 7:00 p.m.

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

IN WITNESS WHEREOF, Gynecology-Obstetrics, Chartered, Drs. Turco & Manager has caused these presents to be signed in its

name and on its behalf by its President's signature witnessed
by its Secretary this 11th day of February, A.D., 1981.

Attest:

GYNECOLOGY-OBSTETRICS, CHARTERED,
DRS. TURCO & MANGER

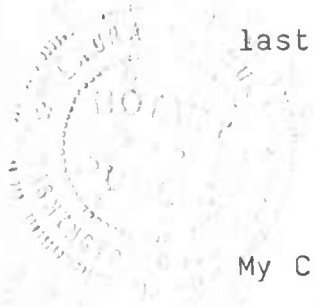
Edda P Turco
Secretary

By John D. Turco MD
John D. Turco, M.D.
President

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 30th day of February,
1981, before me, the subscriber, a Notary Public of the State
of Maryland in and for the County of Washington, personally
appeared John D. Turco, President of Gynecology-Obstetrics,
Chartered, Drs. Turco & Manger, a Maryland Professional
Corporation, and on behalf of the Corporation acknowledged the
aforegoing Articles of Amendment to be the corporate act of the
Corporation, and at the same time personally appeared Edda
Turco, Secretary of said Corporation, acknowledging as
Secretary that meetings of the Board of Directors and
Stockholders were held and action taken as presented in the
Articles of Amendment, the same being true to the best of her
information, knowledge and belief.

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



Laura L. Hull
Notary Public

My Commission Expires:
1 July 1982

ARTICLES OF AMENDMENT

OF

GYNECOLOGY-OBSTETRICS, CHARTERED, DRS. TURCO & MANGER

Changing its name to:

GYNECOLOGY-OBSTETRICS, CHARTERED, JOHN D. TURCO, M.D.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland April 1, 1981 at 4:30 o'clock p M. as in conformity
 with law and ordered recorded.

3

Recorded in Liber 2503, folio 0953 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



OFFICE OF MARYLAND
 DISTRICT COURT
 FOR RECORD

A 109515

LIBER 2503 FOLIO 0953
 11 11 AM '81

LAND VAUGHN J. BAKER, CLERK

6204

Recieved for Redord October 21, 1981 at 11:11 o'clock am liber 30

ARTICLES OF INCORPORATION

GROVE JEWELERS, INC.

OCT 21 11 AM '81 \$1.00 *****5.00

FIRST: I, Kent N. Oliver, whose post office address is Route 9, Box 305, Beaver Creek Road, Washington County, 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 Grove Jewelers, Inc.

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

(1) To engage in the wholesale and retail sale and distribution of jewelry merchandise; 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 17 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kenneth N. Grove, 1839 Woodlawn 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 one thousand (1,000) shares of a par value of One (\$1.00) Dollar per share.

SIXTH: The number of Directors of the Corporation shall be two (2), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than two (2) except that

(1) If there is not stock outstanding, the number of Directors may be less than two (2), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than two (2) Stockholders, the number of Directors may be less than two (2) 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 elected and qualify are: Kenneth Neal Grove and Cheryl Ann Grove.

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

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

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former

director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this ^{1st} day of *April*, 1981, and I acknowledge the same to be my act.

WITNESS:

Kent N. Oliver
Kent N. Oliver

STATE OF MARYLAND, COUNTY OF ^{BALTIMORE CITY} ~~WASHINGTON~~, To-Wit:

I HEREBY CERTIFY, That on this *1st* day of *April* 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kent N. Oliver and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Ernest V. Letzger
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION
OF
GROVE JEWELERS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 1, 1981 at 11:00 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2503, folio 1989, 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

OCT 21 11 11 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

A 109519

Received For Record October 21, 1981 at 11:11 O'clock am liber 30

ARTICLES OF INCORPORATION

P G CONTRACTORS, INC.

FIRST: I, Patrick Grunberg, whose post office address is 818 Rolling Road, 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 P G Contractors, 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; 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 818 Rolling Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Patrick Grunberg, 818 Rolling Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of 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: Patrick Grunberg, Lucinda Grunberg, and Edwin H. Miller.

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 30th day of March, 1981, and I acknowledge the same to be my act.

WITNESS:

Pamela Sue Ambrose

Patrick R. Grunberg
Patrick Grunberg

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

I HEREBY CERTIFY, That on this 30th day of March, 1981, before me, the subscriber, a Notary Public in and for the State and County afore-said, personally appeared Patrick Grunberg 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

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION
OF
P G CONTRACTORS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 1, 1981 at 1:45 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2503, folio 1283, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$
5.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Sammons



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

OCT 21 11 11 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

A 109556

Received For Record October 21, 1981 at 11:11 o'clock am liber 30

ARTICLES OF INCORPORATION

OF

HAGERSTOWN JUNIOR BASKETBALL LEAGUE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Walter E. Carter, whose post office address is 1009 Salem Avenue, Hagerstown, Maryland 21740, H. Hunter Robison, Jr., whose post office address is 25 Reynolds Road East, Williamsport, Maryland 21795, and J. Russell Robinson, whose post office address is 120 West Washington Street, Hagerstown, Maryland 21740, all being over eighteen years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a Nonstock Corporation for civic, benevolent and non-profit purposes.

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

HAGERSTOWN JUNIOR BASKETBALL LEAGUE, 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 create and promote a recreational program throughout Washington County, Maryland, for boys fourteen (14) years of age or younger, in the eighth grade of school or lower; to firmly implant in the minds of boys the ideals of good sportsmanship, honesty, courage, reverence and the qualities of good citizenship.

b. This objective will be achieved by providing supervised competitive athletic games. The supervisors shall bear in mind that the attainment of exceptional athletic skill, or the winning of games is secondary and the moulding of future men is the primary purpose.

c. For any of the purposes of the Corporation, and not for pecuniary profit, to own, hold, lease, convey, mortgage, pledge, transfer or otherwise acquire or dispose of property, real or personal or mixed, of every class and description or any interest therein necessary or desirable for the carrying out of the purposes of the Corporation.

d. For any of the purposes of the Corporation and not for pecuniary profit, to enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, municipal body politic, county, country, territory, State or Government without any limitation as to amount, and without limitation as to amount, to draw, make, accept, endorse, discount, execute or issue promissory notes or other negotiable or non-negotiable instruments, mortgages or other evidences of indebtedness, whether secured or not, in so far as may be permitted by the laws of the State of Maryland.

e. For any of the purposes of the Corporation, and not for pecuniary profit, to have and exercise all the general powers vested in corporations of the State of Maryland by Corporations and Associations, Section 2-103.

FOURTH: The post office address of the principal office of the Corporation in this State is 120 West Washington Street,

Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is J. Russell Robinson, 120 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The Corporation is benevolent in its nature and is not authorized to issue capital stock.

SIXTH: The management of the Corporation and the control thereof shall be vested in a Board of Directors, who shall be elected from time to time and in such manner as the By-laws of the Corporation may provide, except that there 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 appointed and qualified are: Walter E. Carter, H. Hunter Robison, Jr., and J. Russell Robinson.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 9th day of March, 1981.

Walter E. Carter
Walter E. Carter

H. Hunter Robison
H. Hunter Robison, Jr.

J. Russell Robinson
J. Russell Robinson

Donald L. Acton
Witness to all signatures

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

I HEREBY CERTIFY, That on this 9th day of March, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Walter E. Carter, H. Hunter Robison, Jr. and J. Russell Robinson, and each severally acknowledged the foregoing Articles of Incorporation of Hagerstown Junior Basketball League, Inc., to be their act.

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

Karen R. Luther
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION
OF
HAGERSTOWN JUNIOR BASKETBALL LEAGUE, INC.

1050

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 2, 1981 at 3:30 o'clock P. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2503, folio 1369 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. Linn



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 109574

OCT 21 11 11 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received for record October 21 1981 at 11:11 o'clock Liber 30

STANDARD 1 013 00000000

INTERNATIONAL COUNCIL FOR AUTONOMOUS PROFESSIONAL
PRACTICE OF CLINICAL SOCIAL WORK, INC.

ARTICLES OF INCORPORATION

FIRST: That I, Roy W. Harnish, whose post office address is 201 South Cleveland Avenue, 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;

INTERNATIONAL COUNCIL FOR AUTONOMOUS PROFESSIONAL
PRACTICE OF CLINICAL SOCIAL WORK, 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:

The purpose shall be to provide leadership in the field of private practice in clinical social work psychotherapy: Sanction, Standards, Leadership, Forum for discussion and exchange of information and the formulation of programs designed to attain the objectives herein stated.

FOURTH: The post office address of the principal office

of the Corporation in this State is 201 South Cleveland Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Roy W. Harnish, MSW, 201 South Cleveland Avenue, Hagerstown, Maryland. 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 ten (10) , which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Audrey Sargenia, MSW, Richenda Crawford, MSW, Eve R. Mayer, MSW, Frances Bradford, MSW, Jules Levaggi, MSW, Mark Roser, MSW, Dorothy Schenthal, MSW, Maxine Walton, MSW, Gertrude C. Wagner, MSW and Stuart Jacobson, MSW.

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 incon-

sistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become

subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue 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.

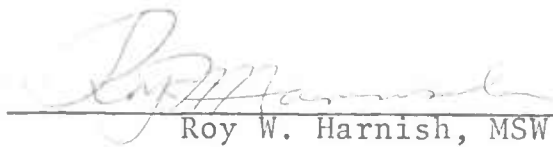
ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification 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) 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 17th day of March 1981, and I acknowledge the same to be my act.



Roy W. Harnish, MSW (SEAL)

1066

ARTICLES OF INCORPORATION
OF
INTERNATIONAL COUNCIL FOR AUTONOMOUS
PROFESSIONAL PRACTICE OF CLINICAL SOCIAL WORK, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 3, 1981 at 10:00 o'clock A M. as in conformity
with law and ordered recorded.

8

Recorded in Liber 2503, folio 1350 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. Baker



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
OCT 21 11 11 AM '81
LIBER _____
LAND ☐ ☐
VAUGHN J. BAKER, CLERK

A 109612

ARTICLES OF INCORPORATION
OF
GEORGE E. MANGER, JR., M.D., P.A.

Received For Record October 21, 1981 at 11:11 o'clock am liber 30

THIS IS TO CERTIFY:

FIRST: That I, George E. Manger, Jr. the subscriber, whose post office address is 603 Oak Hill Avenue, 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: George E. Manger, Jr., M.D., P.A.

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

(a) To engage in the practice of gynecology and obstetrics 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 339 E. Antietam Street, Suite #3, Hagerstown, Maryland 21740. The resident agent of the Corporation is George E. Manger, Jr. whose post office address as resident agent is 339 E. Antietam Street, Suite #3, 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 one (1) Director (which number may be increased or decreased, but not to be less than one (1), pursuant to the By-Laws of the Corporation) and the following named person shall act as such until the first annual meeting or until a successor or successors are duly chosen and qualify:

George E. Manger, Jr.

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

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

(b) The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of

such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

(d) Except as otherwise provided, herein, the Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without vote of Stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business or assets, in whole or in part, of other corporations or unincorporated business entities organized to render the same specific professional service provided for this Corporation.

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

(f) No Stockholder of this Corporation shall enter into any voting trust agreement or any other type of agreement vesting in another person or entity the authority to execute the voting power of any or all of his shares of Corporation's stock.

(g) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the Stockholders, which is more than a majority of the

total number of votes entitled to be cast thereon, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon.

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

(i) The Corporation shall have such officers, as may from time to time be provided in the By-Laws, subject to the limitations and restrictions therein; and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

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

EIGHTH: This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation and acknowledge same to be my act on the 31st day of March, A.D., 1981.

WITNESS:


George E. Manger, Jr.

1066

ARTICLES OF INCORPORATION

OF

GEORGE E. MANGER, JR., M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland April 3, 1981 at 2:40 o'clock P. M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2503, folio 02089, 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 109641

OCT 21 11 11 AM '81

LIBER _____

LAND _____
 VAUGHN J. PATER, CLERK

Received For Record October 21, 1981 at 11:11 o'clock am liber 30

ARTICLES OF INCORPORATION

OF

THE HAGERSTOWN JAYCEES FOUNDATION, INCORPORATED

THIS IS TO CERTIFY:

That I, the subscriber, MICHAEL G. DAY, whose post office address is 218 North Potomac Street, Hagerstown, Maryland, 21740, being of full legal age, desire to form a Non-Profit, Nonstock Corporation, under and by virtue of Title 5 §301 et seq, Corporations and Associations Article of the State of Maryland authorizing the formation of corporations by the execution and filing of these Articles.

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

THE HAGERSTOWN JAYCEES FOUNDATION, INCORPORATED

SECOND: The place in this State where the principal office of the Corporation is to be located is Hagerstown, Maryland and the mailing address of the Corporation is 408 Wyoming Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Michael G. Day, 218 North Potomac Street, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

THIRD: Said Corporation is organized exclusively for charitable, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). For these purposes the Corporation shall have the following powers:

MAR 23 9 10 AM '81

APR 3 10 21 AM '81

(a) To receive gifts, contributions, bequests and devises of funds and other property and to hold, accrue, manage, administer, invest, sell and reinvest the same and use the income therefrom and the principal for such charitable, educational and scientific purposes, and

(b) To acquire, establish and maintain institutions and agencies which may tend to advance the objectives of the Corporation, to contribute to the support of charitable, educational and scientific institutions and agencies, and to expend money for charitable, educational and scientific purposes, and

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

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

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

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

(1) To expend its funds for the care,

treatment and rehabilitation of disadvantaged or otherwise handicapped persons, particularly children; to furnish funds to schools, hospitals or other institutions or to individuals, associations, or groups, for the care, treatment, education and support of such persons, and for the purpose of research into such care, treatment and education; to furnish to such disadvantaged or otherwise handicapped persons such aid as may be necessary or advisable to assist them in carrying on their activities; and to furnish such aid either directly or through such institutions or others as named above.

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

(3) To combat juvenile delinquency by any appropriate means.

(4) To support community action programs conducted by The Hagerstown Jaycees Foundation, Incorporated, being those programs whose purposes, when standing alone, would qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954.

(5) To raise, collect and expend funds to provide care, relief, necessities, education or otherwise for victims of disasters, natural or man-made, and of criminal acts or to assist individuals who are incapacitated or disabled.

(6) To carry on educational and scientific projects for students; to raise funds for providing scholarships available either as gifts or as a loan.

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

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

FOURTH: The property of the Corporation shall be held and its business managed and controlled by a Board of Trustees, the number of which shall be not less than four (4) or more than seventeen (17) as provided for in the By-Laws of the Corporation and the names of the Trustees who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Thomas O. Moore
Michael G. Day
Jay V. Crouse III
Douglas S. Wright

Trustees may resign or be removed and vacancies may be filled as provided in the By-Laws of the Corporation.

FIFTH: 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

(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) 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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

SEVENTH: The membership of this Corporation shall consist of the regular members of The Hagerstown Jaycees Foundation, Incorporated.

EIGHTH: The Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time. Such By-Laws may be amended by the membership of the Corporation.

NINTH: The duration of the Corporation shall be perpetual.

TENTH: 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 or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of by the Circuit Court of Washington

County, Maryland, exclusively for such purposes or to such organization or organizations, said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto subscribed by name this 17 day of MARCH, 1981.

WITNESS:

Ruth E. Mace Michael G. Day (SEAL)
MICHAEL G. DAY

STATE OF MARYLAND
COUNTY OF WASHINGTON: to wit.

I HEREBY CERTIFY, that on this 17 day of March, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Michael G. Day, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

NOTARY
PUBLIC

My commission expires:

Ruth E. Mace
Notary Public

1-82

ARTICLES OF INCORPORATION

OF

THE HAGERSTOWN JAYCEES FOUNDATION, INCORPORATED

1068

approved and received for record by the State Department of Assessments and Taxation
 of Maryland April 3, 1981 at 4:00 o'clock P. M. as in conformity
 with law and ordered recorded.

7

Recorded in Liber 2503, folio 2410 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 \$
 57.50

To the clerk of the Circuit Court of Washington County

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

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

William J. Sumner



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 109712

OCT 21 11 11 AM '81

LIBER _____

LAND ☐ ☐
 VAUGHN J. BAKER, CLERK

Received For Record October 21, 1981 at 11:11 o'clock am liber 30
ARTICLES OF AMENDMENT

CHANGING NAME OF
GRAYBEAL & SONS, INC.

TO

C S & W, INC.

Annotated Code of Maryland
Title Corporations and Associations, Subtitle 6

OCT 21 81 A 2 1 043 *****5.0

GRAYBEAL & SONS, INC., a Maryland corporation, having its principal office at 2424 Albert Rill Road, Hampstead, Carroll County, Maryland 21074 (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 by striking paragraph SECOND and inserting in lieu thereof a new paragraph SECOND to read as follows:

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

C S & W, INC.

THIRD: The Charter of the Corporation is hereby further amended by striking paragraph FOURTH and inserting in lieu thereof a new paragraph FOURTH to read as follows:

FOURTH: The post office address of the principal office of the Corporation in this State is Route 3, Box 165A, Hagerstown, Washington County, Maryland 21740. The Resident Agent of the Corporation is George W. Sellers, III, whose post office address is Route 3, Box 165A, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.


FOURTH: By unanimous action of the Board of Directors of the Corporation, and by the stockholders of the Corporation, the stockholders and Directors of the Corporation duly approved the amendment to the Corporate Charter.

IN WITNESS WHEREOF, Graybeal & Sons, 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 1st day of

890

April, 1981, and its President acknowledges that these Articles of Amendment are the act and deed of Graybeal & Sons, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST:


GEORGE W. SELLERS, III,
Secretary

GRAYBEAL & SONS, INC.

BY:


CAROLYN E. JONES, President

(CORPORATE SEAL)

ARTICLES OF AMENDMENT

OF

GRAYBEAL & SONS, INC.

Changing its name to:

C S & W, INC.

1076

approved and received for record by the State Department of Assessments and Taxation
 of Maryland April 6, 1981 at 4:00 o'clock P. M. as in conformity
 with law and ordered recorded.

3

Recorded in Liber 2503, folio 2565 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. Hammond



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 109718

Oct 21 11 11 AM '81

LIBER 2503

LAND ☐ ☐
 VAUGHN J. BAKER, CLERK

Received For Record October 21, 1981 at 11:11 o'clock am liber 30

HAGERSTOWN SUBURBAN REAL ESTATE, INC.
ARTICLES OF REVIVAL

Hagerstown Suburban Real Estate, Inc., a Maryland corporation having its principal office in Hagerstown, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments & 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 Hagerstown Suburban Real Estate, Inc.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be Hagerstown Suburban Real Estate, Inc., which name complies with the provisions of the Corporations and Association 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 325 Virginia Avenue, Hagerstown, Maryland 21740, and said principal office is located in Washington County, Maryland, the same County in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the Resident Agent of the Corporation in the State of Maryland is Elizabeth D. Pashen, Route 1, Fairplay, Maryland 21733. Said Resident Agent is a citizen actually residing in this state.

SIXTH: Prior to the filing of these Article 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 come 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 President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all of this 6th day of April, 1981.

ATTEST:

HAGERSTOWN SUBURBAN
REAL ESTATE, INC.

Betty Monninger
Betty Monninger
Secretary

BY: Elizabeth D. Pashen Pres.
Elizabeth D. Pashen,
President

THE UNDERSIGNED, the President and Secretary of Hagerstown Suburban Real Estate, Inc., have 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: April 6, 1981

Betty Monninger
Betty Monninger

Elizabeth D. Pashen
Elizabeth D. Pashen

ARTICLES OF REVIVAL
OF
HAGERSTOWN SUBURBAN REAL ESTATE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 7, 1981 at 2:30 o'clock PM. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2503, folio 12657, 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

6450

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded by the 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

OCT 21 11 11 AM '81

LIBER _____

LAND ☐ _____
VAUGHN J. BAKER, CLERK

A 109737

6214

Received For Record october 21, 1981 11:12 o'clock am liber 30
ARTICLES OF INCORPORATION

OF

WALTON ASSOCIATES, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Russell R. Marks, whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby declare myself as incorporator 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 Walton Associates, 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 being formed are as follows:

To engage in the business of providing business training and counseling services, acquiring and disbursing all property necessary to further the business training and counseling services, and generally dealing in the consulting service practice.

To purchase and convey all forms of property, both real and personal, and to encumber and deal in the same.

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 Box 295, Keedysville, Maryland 21756. The name and post office address of the resident agent of the Corporation in this State are Russell R. Marks, 35 East Washington Street, Hagerstown, Maryland 21740, said resident agent being a citizen actually residing in the State.

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is one hundred (100) shares of no par, all of the same class of common stock.

SIXTH: The Corporation shall have one (1) director, it being anticipated that the Corporation will elect to have no Board of Directors. The name of the director who shall act until the first meeting or until his successor is chosen and qualifies is Richard N. Walton, Box 295, Keedysville, Maryland 21756.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: This Corporation shall be a close corporation organized pursuant to the provisions of Title 4 of the Corporation & Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on March 25, 1981.

WITNESS:

DAVID J. HEORG

Russell R. Marks
Russell R. Marks

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 25th day of March, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell R. Marks who did acknowledge the foregoing Articles of Incorporation to be his voluntary act.

WITNESS my hand and Notarial Seal.

DAVID J. HEORG
Notary Public

My Commission Expires
July 1, 1982

ARTICLES OF INCORPORATION
OF
WALTON ASSOCIATES, INC.

10977

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 7, 1981 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2503, folio 2804, 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 109770

OCT 21 11 12 AM '81

LIBER _____ FOLIO _____

LAND _____
VALUATION _____ CLERK

888

ARTICLES OF INCORPORATION
OF

WACHS, KREYKENBOHM AND BOONE, P.A.

RECEIVED FOR RECORD OCT 21 1981 11:12 AM LIBER 30 *****5.00

Received For Record October 21, 1981 at 11:12 o'clock am liber 30

FIRST: WE, THE UNDERSIGNED, ERNEST V. WACHS, ESQUIRE and W. KENNEDY BOONE, III, ESQUIRE, whose post office address is 138 W. Washington Street, Hagerstown, Maryland, being at least twenty-one years of age, do, under and by virtue of Title 5, Subtitle 1 of the Corporations and Associations Article of the Annotated Code of Maryland, authorizing the formation of professional corporations, hereby act as Incorporators for the purposes of forming a Professional Services Corporation.

SECOND: The name of the Corporation is:

WACHS, KREYKENBOHM AND BOONE, P.A.

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

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

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force.

FOURTH: The post office address of the principal office of the Corporation in the State is 138 W. Washington Street, Hagerstown, Maryland. The name of the registered agent in this State is Ernest V. Wachs, Esquire, who is a resident of this State, and the post office address of the registered agent is 7 Woodbine Lane, Hagerstown, Maryland.

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

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

Ernest V. Wachs, Esquire
W. Kennedy Boone, III, Esquire

SEVENTH: The duration of the Corporation shall be perpetual.

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

DATED: March 30, 1981



Ernest V. Wachs, Esquire
Incorporator



W. Kennedy Boone, III, Esquire
Incorporator

ARTICLES OF INCORPORATION
OF

WACHS, KREYKENBOHM AND BOONE, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 8, 1981 at 4:30 o'clock p. M. as in conformity
with law and ordered recorded.

Recorded in Liber ²⁵⁰⁴~~2503~~, folio ¹⁰²⁰²~~10201~~, 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. Simon



A 109860

Received For Record Oct. 21, 1981 at 11:12 o'clock am liber 30

ARTICLES OF INCORPORATION

OF

OCT 21 81 A# 1 939 *****5.00

SMITHSBURG EMERGENCY MEDICAL SERVICES, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Margaret C. Kline, whose post office address is Route #2, Box 65, Smithsburg, Maryland, 21783; Barbara Ginn, whose post office address is Box 112, Smithsburg, Maryland, 21783; and H. Wayne Williams, whose post office address is Pikeside Drive, Smithsburg, Maryland, 21783, 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 Smithsburg Emergency Medical Services, Inc.

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

The purpose to provide emergency medical service at the scene and to provide transportation, if necessary, to any appropriate medical facility. Area to be served from Smithsburg are: West to Grimms yard, to Leitersburg, to Mt. Aetna and to Ringgold Crossroads.

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 Smithsburg Emergency Medical Services, Inc.; Smithsburg, Maryland, 21783. The name and post office address of the Resident Agent of the Corporation in this State is Margaret C. Kline, Route #2, Box 65, Smithsburg, Maryland, 21783. Said resident agent is a citizen actually residing in this State.

FIFTH: There is no stock and no par value corporation.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Margaret C. Kline, Barbara Ginn, and H. Wayne Williams.

10 12 AM '81

APR 6

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation
this 3rd day of April, 1981.

WITNESS:

Lois V. Cavanaugh

Lois V. Cavanaugh

Lois V. Cavanaugh

Margaret C. Kline
Margaret C. Kline

Barbara Ginn
Barbara Ginn

H. Wayne Williams
H. Wayne Williams

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:

I HEREBY CERTIFY, That on this 3rd day of April, 1981,
before me, the subscriber, a Notary Public in and for the State and County
aforesaid, personally appeared Margaret C. Kline, Barbara Ginn, and H. Wayne
Williams, and severally acknowledged the execution of the foregoing Articles of
Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

My Commission Expires:
July 1, 1982

Lois V. Cavanaugh
Notary Public

ARTICLES OF INCORPORATION
OF
SMITHSBURG EMERGENCY MEDICAL SERVICES, INC.

1093

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 9, 1981 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2504, folio 30368, 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** 109881

OCT 21 11 12 AM '81

LIBER _____ LIO _____

LAND ☐ _____ ☐
VAUGHN J. BAER, CLERK

liber 30

NOV -5-81 A# 12249 *****19.00



STATE OF MARYLAND

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

ARTICLES OF INCORPORATION

OF

BLUE RIDGE HOUNDS, INCORPORATED, WASHINGTON AND FREDERICK COUNTIES

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

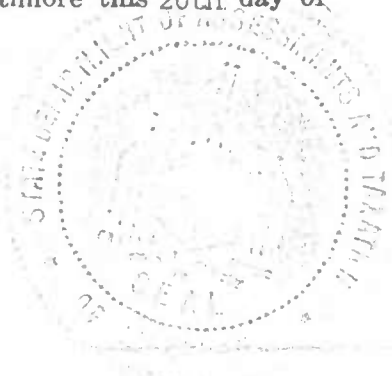
and Taxation of Maryland,

June 15, 1960

at 9:00 o'clock a.m.

AS WITNESS my hand and official Seal of the said Department at
Baltimore this 20th day of

October, 1981



Dean W. Kitchen
Charter Specialist

ARTICLES OF INCORPORATION
OF
BLUE RIDGE HOUNDS, INCORPORATED, WASHINGTON AND FREDERICK COUNTIES

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 15, 1960 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 5163

Recorded in Liber 2194, folio 33, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

123

To the clerk of the Circuit

Court of Frederick County

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

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

Director

ARTICLES OF INCORPORATION

OF

BLUE RIDGE HOUNDS, INCORPORATED, WASHINGTON AND FREDERICK COUNTIES

This is to certify that:

FIRST: We, the subscribers, Donald C. Cavender, whose Post Office address is Harpers Ferry, West Virginia, Route #1; John G. Minnick, whose post office address is Middletown, Route #2, Box 55, Frederick County, Maryland; William R. Miss, whose post office address is Middletown, Route #2, Frederick County, Maryland; Clifford Morris, whose post office address is Knoxville, Maryland; Edgar Winfield, whose post office address is Myersville, Route #1, Frederick County, Maryland; Harry M. Bere, whose post office address is Route #1, Myersville, Frederick County, Maryland; and Elmer B. Gouker, whose post office address is Route #1, Myersville, Frederick County, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the corporate name of the said corporation is Blue Ridge Hounds, Incorporated, Washington and Frederick Counties.

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

1. To establish a better understanding between the Hunters, Hounds, Landowners, Wildlife and Game Laws. To aid and help promote better and more protective powers for those named above and invest all our power and ability to prosecute and serve justice on any person or thing destroying the rights of the above named.
2. To encourage the breeding and training of hounds for such purposes.
3. To raise funds, no portion of which shall inure to the benefit of any member or members, by any lawful means to promote interest in the breeding, running and training of hounds.
4. To cooperate with other interested citizens and with other groups in the furtherance of the purposes hereinbefore set forth.

5. To pursue such other non-profitable purposes as may be reasonably related to the above stated objects.

FOURTH: The Corporation shall have the following powers in order to perform the aforesaid purposes:

1. To develop and maintain a membership organization.
2. To purchase, own, lease, conduct, operate, maintain, sell, and convey any and all facilities, equipment, and property, both real and personal, necessary to carry out the purposes aforesaid, including the right to borrow money and pledge any assets of the Corporation to secure such loans.
3. To cooperate with any department, bureau, board, division of agency of the Federal, State, County, or City Government, or any sub-division thereof, in the furtherance of the objects for which the Corporation is formed.
4. The foregoing enumeration 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 is not intended, by the mention of any particular purpose, object, or business, in any way to limit or restrict any of the powers of the Corporation. The Corporation is formed to do each and every act necessary, suitable, or proper for the accomplishment of any one of the objects or purposes herein enumerated and in addition, to exercise and possess all powers, rights, and privileges necessary or incidental to the purposes for which the association is formed.

FIFTH: The post office address of the place in which the principal office of the Corporation in this State will be located is Route #1, Myersville, Frederick County, Maryland. The resident agent of the Corporation is Eimer B. Gouker, whose post office address is Route #1, Myersville, Frederick County, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

SIXTH: The Corporation shall have not less than six, nor more than seven directors, and their terms of office and the manner of their election shall be specified in the By-Laws.

The names and addresses of those who are to serve as directors until

the first annual meeting or until their successors are duly elected and qualified. The following are: Donald C. Cavender, whose Post Office address is Harpers Ferry, West Virginia, Route #1; John G. Minnick, whose post office address is Middletown, Route #2, Box 55, Frederick County, Maryland; William R. Miss, whose post office address is Middletown, Route #2, Frederick County, Maryland; Clifford Morris, whose post office address is Knoxville, Maryland; Edgar Winfield, whose post office address is Myersville, Route #1, Frederick County, Maryland; Harry M. Bere, whose post office address is Route #1, Myersville, Frederick County, Maryland; and Elmer B. Gouker, whose post office address is Route #1, Myersville, Frederick County, Maryland.

SEVENTH: The Corporation shall have no capital stock.

EIGHTH: The following shall be the first members of the Corporation:

Donald C. Cavender, John G. Minnick, William R. Miss, Clifford Morris, Edgar Winfield, Harry M. Bere, Elmer B. Gouker, C. Thomas Moore, Lloyd Elsea, Clarence Lewis, William Blank, Roy Henderson, Melvin Jackson, Harvey Jones, Kenneth Lewis, Lauren Lewis, Richard Moore, Vincent Robinson, Morgan Webber, Kenneth Webber, Clifford Wolfe, Jr., Clinton Spencer, Clinton Jennings.

NINTH: Members shall be admitted, permitted to resign or be removed in such manner as provided by the By-Laws of the Corporation. Each member shall have but one vote.

IN WITNESS WHEREOF WE HAVE SIGNED THIS ARTICLES OF INCORPORATION ON THE 15th DAY OF JUNE, 1960.

WITNESS:

Donald C. Cavender (SEAL)
DONALD C. CAVENDER

John G. Minnick (SEAL)
JOHN G. MINNICK

William R. Miss (SEAL)
WILLIAM R. MISS

Clifford Morris (SEAL)
CLIFFORD MORRIS

Edgar Winfield (SEAL)
EDGAR WINFIELD

Harry M. Bere (SEAL)
HARRY M. BERE

Elmer B. Gouker (SEAL)
ELMER B. GOUKER

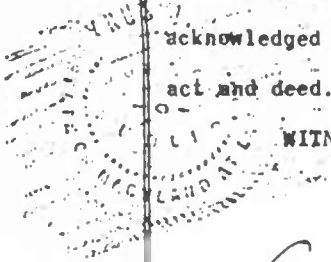
Elmer B. Gouker
ELMER B. GOUKER

Walter F. Sheffield, Jr.
WALTER F. SHEFFIELD, JR.


STATE OF MARYLAND, FREDERICK COUNTY, TO-WIT:

I HEREBY CERTIFY that on this 10 day of June, 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for Frederick County, personally appeared Donald C. Cavender, John G. Minnick, William R. Miss, Clifford Morris, Edgar Winfield, Harry M. Bere, Elmer B. Gouker, and severally acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.



*My Commission
Expires - 5/30/61*


Notary Public
Cyrus J. Reeder

AMERICAN LITTLE LEAGUE OF HAGERSTOWN, INC.

ARTICLES OF REVIVAL
(TITLE 3, SUBTITLE 508-509-510 of
"CORPORATIONS AND ASSOCIATIONS ARTICLE" OF THE ANNOTATED CODE
OF MARYLAND)

SEL-7 B1 A# 14496 *****5.0

American Little League of Hagerstown, Inc. a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on October 28, 1960, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was American Little League of Hagerstown, Inc..

THIRD: The name by which the Corporation will hereafter be known is American Little League of Hagerstown, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 315 Radcliffe Avenue, Hagerstown, Maryland 21740

(b) The name and post office address of the resident agent of corporation in the State of Maryland are John Ryder, 315 Radcliffe Ave., Hagerstown, Maryland 21740

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 forefeited;

(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.

For Execution by Officers

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President (or Vice-President) and Secretary (or Treasurer) of the Corporation, have signed these Articles of Revival on April 20, 1981.

Last Acting President (or Vice-President)

Last Acting Secretary (or Treasurer)

John E. Ryder

Penny High

STATE OF Maryland
County of Washington, ss:

I HEREBY CERTIFY that on April 20, 1981, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared John Ryder, the last acting President (or Vice-President) and Penny Nigh, the last acting Secretary (or Treasurer) of American Little League of Hagerstown, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

Cynthia Lung
Notary Public*

Comm. Ex. 7/1/82

For Execution by Directors if President or Vice-President and Secretary or Treasurer do not sign.

SIXTH: The last acting President, Vice-President, Secretary and Treasurer of the Corporation are unable (or unwilling) to sign and acknowledge these Articles of Revival; and these Articles of Revival are, therefore, signed and acknowledged by the undersigned as three of the last acting directors of the Corporation.

or

SIXTH: The last acting President, Vice-President, Secretary and Treasurer of the Corporation are unable (or 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.

*The acknowledgement may be taken within or without the State of Maryland by any notary public having a seal. No certificate of appointment is necessary.

2028

ARTICLES OF REVIVAL

OF

AMERICAN LITTLE LEAGUE OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 7, 1981 at 10:30 o'clock A M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2506, folio 2834 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 \$ 10.00
25.00

6400

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded 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 111101

DEC 7 10 57 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

1244

VALLEY ADJUSTMENT COMPANY, INC.

REC-7 B1 A# 14487 *****

ARTICLES OF REVIVAL

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

FIRST: The charter of the Corporation was forfeited on February 8, 1980, for the non-payment of taxes or for failure to file an annual report with the State Department of Assessments and Taxation of Maryland, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Valley Adjustment Company, Inc.

THIRD: The name by which the Corporation will hereafter be known is Valley Adjustment Company, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is P.O. Box 447, Maugansville, Washington County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is Wayne E. Berger, 316 Sunrise Drive, Maugansville, Washington County, Maryland. Said resident agent is a citizen actually residing in this State.

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

(a) Paid all fees required by law;

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

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

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

IT WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on May 11, 1981.

ATTEST:

Nancy Y. Berger
Nancy Y. Berger
Secretary

Wayne E. Berger
Wayne E. Berger
President

STATE OF MARYLAND, COUNTY OF Frederick TO WIT:

I HEREBY CERTIFY that on this 11th day of May, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Wayne E. Berger, the last acting President, and Nancy Y. Berger, the last acting Secretary of Valley Adjustment Company, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act and deed.

WITNESS my hand and Notarial Seal.

Shera J. [Signature]
NOTARY PUBLIC

My Commission Expires:

My Commission Expires July 1, 1982

ARTICLES OF REVIVAL
OF
VALLEY ADJUSTMENT COMPANY, INC.

2029

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 12, 1981 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2506, folio 3101 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
7500 6400

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded 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 111126

DEC 7 10 57 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

4214

996

Received for Record December 7th, 1981
At 10:57 A.M. Corporation Records LIBER 30

KEY-LAND CORP.

REC - 81 A# 1483 *****5.00

ARTICLES OF REVIVAL

Key-Land Corp., 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 February 8, 1980, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Key-Land Corporation

THIRD: The name by which the Corporation will hereafter be known is Key-Land Corporation

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 100 W. Main Street, Sharpsburg, Maryland.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Richard E. Lohman, Hagerstown, Maryland. Said resident agent is a real estate broker.

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.

For Execution by Officers

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President (or Vice-President) and Secretary (or Treasurer) of the Corporation, have signed these Articles of Revival on _____, 1981.

William P. Phillips

William P. Phillips
Last Acting President
(or Vice-President)

Shirley V. Phillips

Shirley V. Phillips
Last Acting Secretary
(or Treasurer)

STATE OF MARYLAND,

County of Washington, ss:

I HEREBY CERTIFY that on this 27th day of April, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared William P. Phillips, the last acting President (or Vice-President) and Shirley V. Phillips, the last acting Secretary (or Treasurer) of Key-Land Corp, a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

Debra A. McClure
Notary Public

My Commission Expires:
July 1, 1982



ARTICLES OF REVIVAL
OF
KEY-LAND CORPORATION

1194

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 28, 1981 at 12:00 o'clock Noon ☒ as in conformity
with law and ordered recorded.

3

Recorded in Liber 2505, folio 3196 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
55.00 ⁶⁴⁰⁰

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded 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 110687

DEC 7 10 57 AM '81

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. HART, CLERK

6214

Received for Record December 7th, 1981
At 10:57 A.M. corporation records LIBER 30
ARTICLES OF INCORPORATION

1230
393

FOR

FILED 1981 DEC 14 1981

SHAWLEY'S CONVERSIONS UNLIMITED, 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 SHAWLEY'S CONVERSIONS UNLIMITED, INC.

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

(a) To sell and service liquid propane conversion systems 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 business that

LAW OFFICES RICHARD W. LAURICELLA

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

(d) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all 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 the 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, 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 6, Box 500, 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 a Director's 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 Fred Shawley.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 32nd day of April, 1981.

WITNESS:

Law Offices Richard W. Lauricella

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22nd day of April, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1982

Pamela S. Ritz
Notary Public

LAW OFFICES RICHARD W. LAURICELLA

ARTICLES OF INCORPORATION
OF
SHAWLEY'S CONVERSIONS UNLIMITED, INC.

1164

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 24, 1981 at 12:00 o'clock Noon ~~M.~~ as in conformity
with law and ordered recorded.

6

Recorded in Liber 2505, folio 1229, 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 110432

DEC 7 10 57 AM '81

LIBER _____ FOLIO _____

ARTICLES OF INCORPORATION
OF

BRONKA ENTERPRISES, INC.

THIS IS TO CERTIFY:

That we, the subscribers, REGINA ANN MASON, AARON E. LIGHT, JR., and TERRI L. LIGHT, residing in Washington County, Maryland, being of full legal age, do, under and by virtue of the general laws of the State of Maryland, herein declare the intention of forming a corporation.

FIRST: The name of the corporation (which is hereinafter called "Corporation") is BRONKA ENTERPRISES, INC.

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

(a) To buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the Corporation, or incidental thereto.

(b) To lease, purchase, sell and otherwise deal in all machinery, tools, implements, apparatus, equipment and appliances of every kind and nature whatsoever.

(c) To conduct a general contracting and excavating business, including but not limited to, commercial, industrial, public and home work, as well as to conduct a repair business in said fields.

(d) To transact and carry on all kinds of agency business and, in particular, to act as factor and sales agency in the field of contracting and repair business, and to negotiate loans or issue negotiable paper upon the same.

(e) To borrow money without limitation, give a lien on any of its property as security therefor in any manner permitted by law.

(f) To purchase or otherwise acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of capital stock, bonds or debentures of any corporation or association.

(g) To draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, certificates and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which the Corporation is formed, and to give a lien on any of its property as security therefor.

(h) To acquire, own and develop any interest in patents, trade marks and copyrights connected with or incidental to the business of the Corporation.

(i) To sue and be sued, complain and defend.

(j) To do each and everything necessary, suitable or profitable for the accomplishment of any one of the purposes or the attainment of any one or more of the objects herein enumerated and to contract accordingly; as well as to exercise and possess all powers, rights and privileges necessary or incidental to the purpose for which the Corporation is organized or to the activity in which it is engaged; and, in addition, any other rights, powers and privileges, granted by the laws of this State to ordinary corporations except such that are inconsistent with the express provisions of the aforesaid general laws, and to do any such thing anywhere.

THIRD: The principal office is located at 111 North Potomac Street, Hagerstown, in the County of Washington, State of Maryland. The resident agent of the corporation is REGINA ANN MASON, whose post office address is 111 North Potomac Street, Hagerstown, Maryland 21740. Said resident is a citizen of the State of Maryland and actually resides therein. The corporate

bank account shall be with THE HAGERSTOWN TRUST COMPANY, Hagers-
town, in the County of Washington, State of Maryland.

FOURTH: The Corporation shall have Three (3) Directors,
and REGINA ANN MASON, AARON E. LIGHT, JR., and TERRI L. LIGHT,
shall act as Directors until the first annual meeting or until their
successors are duly chosen and qualify. The number of Directors
may be changed in such lawful manner as the Bylaws may from time to
time provide; but at no time shall the Corporation have less than
Three (3) Directors.

FIFTH: The total amount of authorized capital stock of
the Corporation is One Hundred Thousand (\$100,000.00) Dollars.
The number of shares of which the capital stock of the Corporation
shall consist is Ten Thousand (10,000) of the par value of
Ten (\$10.00) Dollars each.

All of said capital stock shall be common stock and all
voting powers shall therein be vested.

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) This Corporation may purchase of its own stock
consistent with the law.

(b) The directors of the Corporation need not be
stockholders.

(c) No transaction entered into by the Corporation
shall be affected by the fact that the Directors of the Corporation
were personally interested in it; and every Director is hereby
relieved from any disability that might otherwise prevent his con-
tracting with the Corporation for the benefit of himself or any
firm, association or corporation in which he may be in anywise
interested.

(d) The Board of Directors may make Bylaws and

provide therein for the appointment of an executive committee from its own members, to exercise any or all powers of the Board which may lawfully be delegated when not in session. The Bylaws may be amended or repealed at any time by the stockholders.

SEVENTH: 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 this 20 day of April, 1981.

WITNESS:

Debra C. Gleisberg

Regina Ann Mason

Regina Ann Mason
111 North Potomac Street
(Washington County)
Hagerstown, Maryland 21740

Debra C. Gleisberg

Aaron E. Light, Jr.

Aaron E. Light, Jr.
225 Green Hill Drive
(Washington County)
Hagerstown, Maryland 21740

Debra C. Gleisberg

Terri L. Light

Terri L. Light
225 Green Hill Drive
(Washington County)
Hagerstown, Maryland 21740

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, That on this 20 day of April, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared REGINA ANN MASON, AARON E. LIGHT, JR., and TERRI L. LIGHT, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

Debra C. Gleisberg

Notary Public

My Commission Expires:
July 1, 1982



ARTICLES OF INCORPORATION
OF
BRONKA ENTERPRISES, INC.

1165

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 24, 1981 at 4:30 o'clock P M. as in conformity
with law and ordered recorded.

Recorded in Liber 2505, folio 1233, 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. Linnane



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 7 10 57 AM '81

LIBER _____ FOLIO _____

LAND _____

bt

A 110447

6202

Received for Record December 7th, 1981
At 10:57 A.M. Corporation Records LIBER 30

EC-7-81 A# 10401 *****5.

ARTICLES OF INCORPORATION

RALPH S. TAGG, JR. CHAPTER #14 DISABLED AMERICAN VETERANS, INCORPORATED

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the state of Maryland acting as incorporators of a corporation under the Non-Profit Corporation Act, do hereby adopt the following Articles for such corporation.

ARTICLE I

The name of the corporation is: Ralph S. Tagg, Jr. Chapter #14 Disabled American Veterans, Incorporated.

ARTICLE II

The corporation is a non-profit, non-stock corporation, and is not authorized to issue Capital Stock.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose for which the corporation is organized is: To uphold the Constitution and Laws of the United States, to realize the true American ideals and aims for which those eligible to membership fought, to advance the interest and work for the betterment of all wounded, gassed, injured and disabled veterans, to cooperate with the United States Veteran Administration and all other public and private agencies devoted to the cause of improving and advancing the condition, health and interest of all wounded, gassed, injured and disabled veterans, to stimulate a feeling of mutual devotion, helpfulness and comradeship among all wounded, gassed, injured and disabled veterans, to serve our comrades, our communities and our country and to encourage in all people that spirit of understanding which will guard against future wars. This corporation is limited to such as will qualify it as an exempt organization under Internal Revenue Section 501 (c) (4). This corporation will not, as a substantial part of its activities carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

This corporation recognizes the National Organization, known as Disabled American Veterans, incorporated by Act of Congress, and affirms its allegiance, and subordination, to said National Organization, its Constitution, Bylaws and rules, mandates and regulations promulgated pursuant thereto.

ARTICLE VI

The street address of the initial registered office of the corporation is:

Rt.#4 Box 75A Hagerstown, Md. 21740

ARTICLE VII

The name of its original registered agent at such address is:

William C. Walters

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is (4) four, and the names and addresses of the persons who are to serve as the initial directors are:

Ernest C. Unger Rt.#2 Box 213 Clear Spring, Md. 21722
Robert L. Perrott 200 Pangborn Blvd. Hagerstown, Md. 21740
Lynford C. Ridenour 718 Chestnut St. Hagerstown, Md. 21740
Achille M. Burklin 311 Pheasant Trail Hagerstown, Md. 21740

ARTICLE IX

The Corporation shall consist of every member in good standing or any person who shall become a member in good standing of (hereinafter known as) Ralph S. Tagg, Jr. Chapter #14, Disabled American Veterans, Incorporated.

ARTICLE X

No part of net earnings, property or assets of this corporation shall inure to the benefit of any private person or individual or director of this corporation. Upon dissolution of the corporation, the assets remaining after payment of debts, shall be distributed as provided in Article VI, Section 6.5, Paragraphs 4 and 5 of the National Constitution and Bylaws of the Disabled American Veterans.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS, THIS 22ND DAY OF APR 1981

Registered Agent;

William C. Walters

Directors;

Ernest C. Unger
Robert L. Perrott
Achille M. Burklin
Lynford C. Ridenour

922

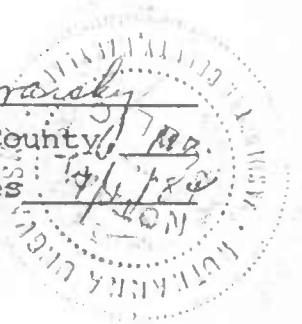
THE STATE OF MARYLAND

COUNTY OF WASHINGTON

I, the undersigned authority, do hereby certify that on this 22nd day of APR, 1981, personally appeared before me, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WHITNESS WHEREOF, I have hereunto set my hand and seal on the day and year written above.

Luthana Ingraham
Notary Public, Wash County, MD
My commission expires 7/1/82



1167

ARTICLES OF INCORPORATION

OF

RALPH S. TAGG, JR. CHAPTER #14 DISABLED AMERICAN
VETERANS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 24, 1981 at 4:30 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2505, folio 01803 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. Linn



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 110523

Dec 7 10 57 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received for Record December 7th, 1981
At 10:57 A.M. Corporation Records LIBER30

DE-731 14 1402 *****5.0

ARTICLES OF INCORPORATION

OF

SOUTH MOUNTAIN LITTLE LEAGUE, INC.

THIS IS TO CERTIFY:

That I, the subscriber, ARTHUR R. CRUMBACKER, whose post office address is 214N. Potomac Street, Hagerstown, Maryland, 21740, being of full legal age, desire to form a Non-Profit Corporation, 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.

FIRST: The name of the corporation (which is hereinafter called "Local League") shall be:

SOUTH MOUNTAIN LITTLE LEAGUE, INC.

SECOND: The place in this State where the principal office of the Local League is to be located is Boonsboro, Maryland and the mailing address of the Local League is 214 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Local League in Maryland is Earl L. Gillespie, Route 3, Box 545A, Boonsboro, Maryland, 21713. Said Resident Agent is a citizen of Maryland and actually resides therein.

THIRD: Said Local League is organized to implant firmly in the boys of the community the ideals of good sportmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier boys and will grow to be decent, healthy and trustworthy men.

To achieve this objective, the Local League will provide a supervised program of competitive baseball games under the Rules and Policies of Little League Baseball, Incorporated. Directors, officers, and members shall bear in mind that stressing

APR 19 1981

exceptional athletic skills or winning of games is secondary, and that type of leadership extended to boys is of prime importance. 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). For these purposes the Corporation shall have the following powers:

(a) To receive gifts, contributions, bequests and devises of funds and other property and to hold, accrue, manage, administer, invest, sell and reinvest the same and use the income therefrom and the principal for such charitable, educational and

(b) To borrow or raise money for any of the purposes of the Local League.

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

(d) Expenditures from the income and principal of the Local League shall be made as determined by the Board of Directors of the Local League and shall include but not be limited to the following specific uses and purposes:

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

(b) To combat juvenile delinquency by any appropriate means.

(c) To support community action programs, being those programs whose purposes when standing alone would qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954.

(d) To raise, collect and expend funds to provide care, relief, necessities, education or otherwise for victims of disasters, natural or man-made and of criminal acts or to assist individuals who are incapacitated or disabled.

(e) To carry on educational and scientific projects for students; to raise funds for providing scholarships available either as gifts or as a loan.

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

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

FOURTH: The property of the Local League shall be held and its business managed and controlled by a Board of Directors, the number of which shall be not less than four (4) or more than fifteen (15) as provided for in the By-Laws of the Local League and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Earl L. Gillespie

Austin Abbott

Dick Gross

James Keller

Directors may resign or be removed and vacancies may be filled as provided in the By-Laws of the Local League.

FIFTH: No part of the net earnings of the Local League shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Local League 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 Local League shall be the carrying on of propaganda, or otherwise attempting, to influence legislation,

and the Local League 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 Local League shall not carry 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) 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SIXTH: The Local League shall not be authorized to issue capital stock.

SEVENTH: The membership of this Local League shall consist of the regular members of the South Mountain Little League, Inc. as defined in the By-Laws of the corporation.

EIGHTH: The Local League may provide such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time. Such By-Laws may be amended by the membership of the Local League.

NINTH: The duration of the Local League shall be perpetual.

TENTH: Upon the dissolution of the Local League, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Local League, dispose of all of the assets of the Local League exclusively for the purposes of the Local League in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational 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 of such assets not so disposed of by the Circuit Court of Washington County, Maryland, exclusively for such purposes or to such organization or organizations, said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto subscribed by name this 16th day of April, 1981.

WITNESS:

Ruth E. Mace

Arthur R. Crumbacker (SEAL)
Arthur R. Crumbacker

I HEREBY CERTIFY, that on this 16th day of April, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Arthur R. Crumbacker, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Ruth E. Mace
Notary Public

My commission expires:

7/1/82

ARTICLES OF INCORPORATION

OF

SOUTH MOUNTAIN LITTLE LEAGUE, INC.

1167

approved and received for record by the State Department of Assessments and Taxation
 of Maryland April 23, 1981 at 9:30 o'clock A. M. as in conformity
 with law and ordered recorded.



Recorded in Liber 2505, folio 01880 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 110535

DEC 7 10 57 AM '81

LIBER _____ FOLIO _____

930

Received for Record December 7th, 1981
At 10:57 A.M. Corporation Records LIBER 30

DEC -7 81 A 14493 *****22.00

ARTICLES OF MERGER

MERGING

BEARINGS AND TRANSMISSION OF PA., INC.,
(a corporation of the State of Maryland)

INTO

DON S. GROVE COMPANY,
(a corporation of the Commonwealth of Pennsylvania)

FIRST: DON S. GROVE COMPANY, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, (hereinafter referred to as the Surviving Corporation), and BEARINGS AND TRANSMISSION OF PA., INC., a corporation organized and existing under the laws of the State of Maryland, hereinafter referred to as the Merged Corporation), agree that said BEARINGS AND TRANSMISSION OF PA., INC. shall be merged into said DON S. GROVE COMPANY. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in this Articles of Merger.

SECOND: DON S. GROVE COMPANY, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, shall survive the merger and shall continue under the name BEARINGS AND TRANSMISSION OF PA., INC.

THIRD: The parties to the Articles of Merger are DON S. GROVE COMPANY, a corporation organized on the 19th day of November, 1958, under the Business Corporation Law of the Commonwealth of Pennsylvania, and BEARINGS AND TRANSMISSION OF PA., INC., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: The survivor corporation was qualified to do business in Maryland on October 31, 1977, and the resident agent in Maryland is The Corporation Trust Incorporated whose address is First Maryland Building, 25 So. Charles Street, Baltimore, Maryland 21201.

FIFTH: The total number of shares of stock of all classes which said DON S. GROVE COMPANY has authority to issue is Ten Million (10,000,000) shares, divided into Five Million (5,000,000) shares of Common Stock of the par value of One Dollar (\$1.00) each, of the aggregate par value of Five Million Dollars (\$5,000,000) and Five Million (5,000,000) shares of Preferred Stock of the par value of One Dollar (\$1.00) per share.

The total number of shares of stock of all classes which said BEARINGS AND TRANSMISSION OF PA., INC. has authority to issue is One Hundred Thousand (100,000) shares of Common Stock of the par value of Ten Dollars (\$10.00) each, of the aggregate par value of One Million Dollars (\$1,000,000).

SIXTH: The number of outstanding shares of BEARINGS AND TRANSMISSION OF PA., INC., the Merged Corporation and the number of shares of each class owned by DON S. GROVE COMPANY, the Surviving Corporation is as follows:

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned by Surviving Corporation</u>
Common	42,400	None
Preferred	None	None

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned by Merged Corporation</u>
Common	600	None


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 outstanding shares of the Merged Corporation's Common Stock shall be exchanged for shares of the Common Stock of the Surviving Corporation.

EIGHTH: The principal office of said BEARINGS AND TRANSMISSION OF PA., INC., organized under the laws of the State of Maryland, is located in the County of Washington, State of Maryland. Said BEARINGS AND TRANSMISSION OF PA., INC. does not own any property in the State of Maryland.

IN WITNESS WHEREOF, BEARINGS AND TRANSMISSION OF
PA., INC. and DON S. GROVE COMPANY, the corporations parties
to the merger, have caused these Articles of Merger to be
signed in their respective corporate names and on their
behalf by their respective presidents and witnessed or
attested by their respective secretaries as of the 21st day
of ~~February~~ ^{March}, 1981.

ATTEST:

BEARINGS AND TRANSMISSION OF
PA., INC.
Madeline P. AckermanBY Daniel A. Ackerman
President

ATTEST:

DON S. GROVE COMPANY

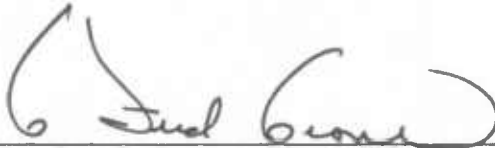
[Signature]
SecretaryBy [Signature]
President

The undersigned Presidents of Don S. Grove Company and Bearings and Transmission of Pa., Inc. acknowledge the Articles of Merger to be the corporate act of the respective corporations and further certify that the matters and facts set forth therein are true in all material respects under the penalties of perjury.

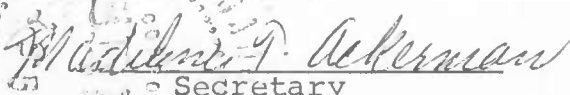
ATTEST:


Secretary


[Corporate Seal]


G. Fred Grove, President
Don S. Grove Company

ATTEST:


Secretary

[Corporate Seal]


Daniel A. Ackerman, President
Bearings and Transmission
of Pa., Inc.

PLAN OF MERGER

BEARINGS AND TRANSMISSION OF PA., INC.

INTO

DON S. GROVE COMPANY

PLAN AND AGREEMENT OF MERGER (hereafter called "this Agreement"), dated as of February 26, 1981, by and between Don S. Grove Company, a Pennsylvania corporation (hereafter called "Grove Co."), and Bearings and Transmission of Pa., Inc., a Maryland corporation (hereafter called "Bearing Co.", said corporations being hereafter sometimes collectively referred to as the "Constituent Corporations"),

W I T N E S S E T H:

WHEREAS, Grove Co. is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, having been incorporated on November 19, 1958, and Bearing Co. is a corporation duly organized and existing under the laws of the State of Maryland, having been incorporated on October 26, 1959 under that name; and

WHEREAS, the authorized stock of Grove Co. consists of 100,000 shares of Common Stock, par value \$1.00 per share, of which 42,400 shares are outstanding; and

WHEREAS, the authorized capital stock of Bearing Co. consists of 100,000 shares of Common Stock, par value \$10.00 per share, of which 600 shares are outstanding; and

WHEREAS, it appears to be necessary as well as the best interest of all parties to this transaction to create additional authorized shares of Common and to create a new class of Preferred Stock; and

WHEREAS, the name of the Surviving Corporation should be changed to Bearings and Transmission of Pa., Inc., which name shall be used upon completion of this merger, reserving, however, all rights to the names "Don S. Grove Company" and "Bearings and Transmissions, Inc." in the Surviving Corporation; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations and their respective shareholders that the Constituent Corporations merge into a single corporation pursuant to this Agreement, and the Constituent Corporations respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the Commonwealth of Pennsylvania;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the Commonwealth of Pennsylvania, that the Constituent Corporations shall be merged into a single corporation, to-wit: Bearings and Transmission of Pa., Inc., a Pennsylvania corporation, one of the Constituent Corporations, which is not a new corporation, and which shall continue its corporate existence and be the corporation surviving the merger (said corporation hereafter being sometimes called the "Surviving Corporation"), and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger") which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as hereafter set forth:

ARTICLE I

Effective Time of the Merger

At the effective time of the Merger, the separate existence of Bearing Co. shall cease and Bearing Co. shall be merged into the Surviving Corporation. This Merger shall be deemed to be effective on the date on which Articles of Merger in substantially the form annexed hereto as Exhibit A is filed in the office of the Department of State

of the Commonwealth of Pennsylvania, all after satisfaction of the respective requirements of the applicable laws of said state prerequisite to such filing.

ARTICLE II

Governing Law; Articles of Incorporation

The laws which are to govern the Surviving Corporation are the laws of the Commonwealth of Pennsylvania. The Articles of Incorporation of Grove Co., as heretofore amended, shall, at the effective time of the Merger, be amended to the extent set forth on Exhibit B, hereto attached, and as so amended shall remain in effect thereafter until the same shall be further amended or altered in accordance with the provisions thereof.

ARTICLE III

By - Laws

The By-Laws of Grove Co. at the effective time of the Merger shall be the By-Laws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

ARTICLE IV

Directors and Officers

The Directors of the Surviving Corporation at the effective time of the Merger shall be G. Fred Grove, Daniel A. Ackerman and Andrew R. Cochrane until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and the By-Laws of the Surviving Corporation, the officers of Grove Co., the Surviving Corporation, at the effective time of the Merger shall be: Chairman of the Board, Daniel A. Ackerman; President and Secretary, G. Fred Grove; Vice President and Treasurer, Andrew R. Cochrane.

ARTICLE V

Conversion of Shares in the Merger

The mode of carrying into effect the Merger provided in this Agreement, and the manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation are as follows:

1. Grove Co.'s Common Stock. At the effective time of the Merger, each share of Common Stock, par value \$1.00 per share, of Grove Co. issued and outstanding shall

be converted into and become shares of Preferred Stock, par value \$1.00 per share (hereafter called the "Preferred Stock:), of the Surviving Corporation and each holder of outstanding Common Stock of Grove Co., upon surrender of one or more stock certificates for Common Stock of Grove Co. for cancellation, shall be entitled to receive one or more stock certificates for the full number of shares of its Preferred Stock. The formula for determining the number of Preferred shares to be issued shall be calculated for each shareholder by determining the net equity value of Grove Co., multiplying such figure by the number of shares owned and then dividing such figure by the total number of outstanding shares. The only subtraction shall be the pro rata share of each shareholder's portion of the cost of treasury stock. The net equity value shall be the total of the paid in capital, capital surplus, retained earnings less the cost of treasury stock. This value shall be calculated based on the financial records of Grove Co. as of February 28, 1981.

2. Surrender of Bearing Co. Certificates. As soon as practicable after the Merger becomes effective, the stock certificates representing Common Stock of Bearing Co. issued and outstanding at the time the Merger becomes effective shall be surrendered for exchange to the Surviving Corporation for one or more shares of its Common Stock. The formula for determining the number of common shares to be issued shall be calculated for each shareholder by determin-

ing the net equity value of Bearing Co., multiplying such figure by the number of shares owned and the dividing such figures by the total number of outstanding shares. The only subtraction shall be the pro rata share of each shareholder's portion of the cost of treasury stock. The net equity value shall be the total of the paid in capital, capital surplus, retained earnings less the cost of treasury stock. This value shall be calculated based on the financial records of Bearing Co. as of February 28, 1981.

3. Status of Convertible Preferred Stock. All shares of Preferred Stock of Grove Co. into which shares of Common Stock of Grove Co. are converted as herein provided shall be fully paid and non-assessable and shall be issued in full satisfaction of all rights pertaining to such shares of Common Stock of Grove Co.

ARTICLE VI

Effect of the Merger

At the effective time of the Merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all the rights, privileges, immunities, powers and franchises of

each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of said Constituent Corporations on whatever account, for stock subscriptions as well as for all other things in action or belonging to each of said corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities and duties of said Constituent Corporations, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

ARTICLE VII

Accounting Matters

The assets and liabilities of the Constituent Corporations as at the effective time of the merger, shall be taken up on the books of the Surviving Corporation at the amounts at which they shall be carried at the time on the books of the respective Constituent Corporations. The amount of capital of the Surviving Corporation after the Merger shall be equal to the sum of the aggregate amount of the par value of the Preferred Stock to be issued in the Merger and of the aggregate par value of the Common Stock that will be issued upon the Merger. The surplus of the Surviving Corporation after the Merger, including any surplus arising in the Merger, shall be available to be used for any legal purposes for which surplus may be used.

ARTICLE VIII

Approval of Shareholders; Filing of Certificate of Merger

This Agreement shall be submitted to the shareholders of each of the Constituent Corporations as provided by law and their respective certificates of incorporation at meetings which shall be held on or before March 18, 1981, or such later date as the Boards of Directors of the Constituent

Corporations shall mutually approve. The respective designations and numbers of shares of the Common Stock of the Constituent Corporations outstanding on the date hereof and a statement as to the shares of all Common Stock of the Constituent Corporations entitled to vote upon the adoption and approval of the Merger are as set forth hereinbefore. After such adoption and approval, and subject to the conditions contained in this Agreement, Articles of Merger in substantially the form annexed hereto as Exhibit A shall be signed, verified and delivered to the Department of State of the Commonwealth of Pennsylvania for filing as approved by the Business Corporation Law of the Commonwealth of Pennsylvania.

ARTICLE IX

Grove Co.'s Representations and Warranties

Grove Co. represents and warrants to Bearing Co. as follows:

1. Organization, etc. Grove Co. is a corporation duly organized, validly existing and in good standing under the laws of the Commonwealth of Pennsylvania. Grove Co. has corporate power to carry on its business as it is now being conducted and is qualified to do business in every jurisdiction

in which the character and location of the assets owned by it or the nature of the business transacted by it require qualification.

2. Capitalization. Grove Co.'s capitalization consists of 100,000 authorized shares of Common Stock (par value \$1.00 per share), of which 42,400 shares are issued and outstanding as of the date hereof. Each issued share is validly issued, fully paid, non-assessable and each outstanding share is entitled to one vote.

3. Shares to be Issued. All shares of Preferred Stock of the Surviving Corporation into which the Common Stock of Grove Co. is to be converted will be, immediately after the effective time of the Merger, duly and validly authorized and issued and fully paid and non-assessable, and no shareholder of Grove Co. will have any pre-emptive right of subscription or purchase in respect thereof.

4. (a) The books of account, records and files of Grove Co. fairly reflect the operations and transactions of Grove Co. and its assets and liabilities, and have been kept in accordance with generally accepted accounting principles consistently followed by Grove Co. during the three fiscal years last past, and the Balance Sheet and

Profit and Loss Statement of Grove Co. fairly present the financial position of Grove Co. at February 28, 1981, and the results of its operations for the accounting period ending February 28, 1981.

(b) Grove Co. owns free and clear of any liens, claims, charges, options or encumbrances all the personal property reflected in the Balance Sheet forming a part of the Financial Statements, except as covered by the loan agreement with Mellon Bank, N.A.

(c) The accounts receivable reflected in the Balance Sheet constituting a part of the Financial Statements were valid and collectible obligations except for doubtful accounts reserved against on said Balance Sheet.

(d) There are no liabilities of Grove Co., whether or not accrued, and whether or not determined or determinable, other than liabilities disclosed or adequately provided for, in said Financial Statements, and that there were no liabilities incurred by Grove Co. after February 28, 1981, except in the ordinary course of its business.

5. All tax returns (federal, state or otherwise) required to be made by Grove Co. for years to and including the fiscal year ended September 30, 1980, have been properly prepared, executed, and duly and timely filed pursuant to applicable laws and regulations, and Grove Co. has duly paid

all federal, state and local taxes or installments thereof shown by such returns to be due at or before the due date thereof, and has paid any and all installments due thereafter for the tax period up to the date this Agreement is executed.

6. Except as disclosed on the Balance Sheet forming a part of the Financial Statements, and other than liabilities of Grove Co. for current salaries, wages and commissions of its employees, Grove Co. has no liability (contingent or otherwise) to any of its directors, officers, employees or shareholders and none of its directors, officers, employees or shareholders has any liability (contingent or otherwise) to Grove Co.

7. (a) Except as and to the extent disclosed in Exhibit C, since February 28, 1981, Grove Co. has not entered into any transaction other than in the usual and ordinary course of business and since February 28, 1981, there have been no changes in the assets or liabilities, or in the condition, financial or otherwise, of Grove Co., except changes arising from transactions in the ordinary course of business which in the aggregate have not been materially adverse.

(b) Since February 28, 1981, (i) no dividend, capital payment or other distribution to its shareholders

has been declared or paid by Grove Co., (ii) no bonus, gratuity or compensation has been paid by Grove Co. to any officer or employee other than current wages, salaries and commissions, except as disclosed in Exhibit D attached hereto, (iii) no salary or other compensation (other than rent) has been paid to any shareholder, and (iv) there have been no increases in the salaries, wages and commissions of the officers and employees of Grove Co. except as herein set forth.

8. Grove Co. is not in default under the terms and conditions of any contract, lease, agreement, bond, note, evidence of indebtedness, or other instrument to which it is a party or by which it is bound. Grove Co. is not obligated on any contract other than those listed on Exhibit E for a period of more than one (1) year and which cannot be terminated by Grove Co. upon no longer than three (3) months notice.

9. No action, suit or proceeding is pending or threatened against or affecting Grove Co. or any property or rights of Grove Co., at law, in admiralty or in equity, or before any commission, board or other administrative agency; and Grove Co. is not in default with respect to any regulation, order, writ, injunction or decree of any court or governmental department, commission, agency or instrumentality.

10. Material Contracts. Grove Co. is not in default in any material respect under the terms of any material outstanding contract, agreement, lease or other commitment.

11. No Conflict with Other Instruments. At the effective time of the Merger, the consummation of the transactions contemplated by this Agreement will not result in the breach of any term or provision of or constitute a default under any indenture, mortgage, deed of trust or other material agreement or instrument to which Grove Co. is a party.

12. Governmental Authorizations. Grove Co. has all licenses, franchises, permits and other governmental authorizations, valid and sufficient for all businesses presently carried on by Grove Co.

13. Brokers. All negotiations relative to this Agreement and the transactions contemplated hereby have been carried on by Grove Co. directly with Bearing Co. and without the intervention of any other person, either as a result of any act of Grove Co. or otherwise to the knowledge of Grove Co. in such manner as to give rise to any valid claim against either of the parties for a finder's fee, brokerage commission or other like payment.

ARTICLE X

Bearing Co.'s Representations and Warranties

Bearing Co. represents and warrants to Grove Co.
as follows:

1. Organization. Bearing Co. is a corporation duly organized, validly existing and in good standing under the laws of the State of Maryland. Bearing Co. has corporate power to carry on its business as it is now being conducted and is qualified to do business in every jurisdiction in which the character and location of the assets owned by it or the nature of the business transacted by it require qualification.

2. Capitalization. Bearing Co.'s capitalization consists of 100,000 authorized shares of Common Stock (par value \$10.00 per share), of which, as of the date hereof, 600 shares are issued and outstanding. Each issued share of Common Stock is validly issued, fully paid, non-assessable and each outstanding share of Common Stock is entitled to one vote.

3. (a) The books of account, records and files of Bearing Co. fairly reflect the operations and transactions

of Bearing Co. and its assets and liabilities, and have been kept in accordance with generally accepted accounting principles consistently followed by Bearing Co. during the three fiscal years last past, and the Balance Sheet and Profit and Loss Statement of Bearing Co. fairly present the financial position of Bearing Co. at December 31, 1980, and the results of its operations for the accounting period ending December 31, 1980. An examination of the financial position of Bearing Co. as of February 28, 1981, would not disclose any material changes from December 31, 1980, except as hereinafter specifically set forth.

(b) Bearing Co. owns free and clear of any liens, claims, charges, options or encumbrances all the personal property reflected in the Balance Sheet forming a part of the Financial Statement.

(c) The accounts receivable reflected in the Balance Sheet constituting a part of the Financial Statements were valid and collectible obligations except for doubtful accounts reserved against on said Balance Sheet.

(d) There are no liabilities of Bearing Co., whether or not incurred, and whether or not determined or determinable, other than liabilities disclosed or adequately provided for, in said Financial Statements, and that there were no liabilities incurred by Bearing Co. after December 31, 1980, except in the ordinary course of its business.

4. All tax returns (federal, state or otherwise) required to be made by Bearing Co. for years to and including the fiscal year ended June 30, 1980, have been properly prepared, executed, and duly and timely filed pursuant to applicable laws and regulations, and Bearing Co. has duly paid all federal, state and local taxes or installments thereof shown by such returns to be due at or before the due date thereof, and has paid any and all installments due thereafter for the tax period up to the date this Agreement is executed.

5. Except as disclosed on the Balance Sheet forming a part of the Financial Statements, and other than liabilities of Bearing Co. for current salaries, wages and commissions of its employees, Bearing Co. has no liability (contingent or otherwise) to any of its directors, officers, employees or shareholders and none of its directors, officers, employees or shareholders has any liability (contingent or otherwise) to Bearing Co.

6. (a) Except as and to the extent disclosed in Exhibit F, since December 31, 1980, Bearing Co. has not entered into any transaction other than in the usual and ordinary course of business and since December 31, 1980, there have been no changes in the assets or liabilities, or

in the condition, financial or otherwise, of Bearing Co., except changes arising from transactions in the ordinary course of business which in the aggregate have not been materially adverse.

(b) Since December 31, 1980, (i) no dividend, capital payment or other distribution to its shareholders has been declared or paid by Bearing Co., (ii) no bonus, gratuity or compensation has been paid by Bearing Co. to any officer or employee other than current wages, salaries and commissions, except as disclosed in Exhibit G attached hereto, (iii) no salary or other compensation (other than rent) has been paid to any shareholder, and (iv) there have been no increases in the salaries, wages and commissions of the officers and employees of Bearing Co. except as herein set forth.

7. Bearing Co. is not in default under the terms and conditions of any contract, lease, agreement, bond, note, evidence of indebtedness, or other instrument to which it is a party or by which it is bound. Bearing Co. is not obligated on any contract other than those listed on Exhibit H for a period of more than one (1) year and which cannot be terminated by Bearing Co. upon no longer than three (3) months notice.

8. No action, suit or proceeding is pending or threatened against or affecting Bearing Co. or any property or rights of Bearing Co., at law, in admiralty or in equity, or before any commission, board or other administrative agency; and Bearing Co. is not in default with respect to any regulation, order, writ, injunction or decree of any court or governmental department, commission, agency or instrumentality.

9. Material Contracts. Bearing Co. is not in default in any material respect under the terms of any material outstanding contract, agreement, lease or other commitment. Furthermore, Bearing Co.'s agreements and arrangements with its suppliers are in full force and effect in accordance with their terms. Bearing Co. has received no notice of cancellation and it knows of no reason which would justify any cancellation.

10. No Conflict with Other Instruments. At the effective time of the Merger, the consummation of the transactions contemplated by this Agreement will not result in the breach of any term or provision of or constitute a default under any indenture, mortgage, deed of trust or other material agreement or instrument to which Bearing Co. is a party.

11. Governmental Authorizations. Bearing Co. has all licenses, franchises, permits and other governmental authorizations, valid and sufficient for all businesses presently carried on by Bearing Co.

12. Brokers. All negotiations relative to this Agreement and the transactions contemplated hereby have been carried on by Bearing Co. directly with Grove Co. and without the intervention of any other person, either as a result of any act of Bearing Co. or otherwise to the knowledge of Bearing Co. in such manner as to give rise to any valid claim against either of the parties for a finder's fee, brokerage commission or other like payment.

ARTICLE XI

Conduct of Businesses Pending the Merger

From and after the date of this Agreement and prior to the effective time of the Merger, neither of the Constituent Corporations will, without the prior written consent of the other:

(a) amend its Articles of Incorporation or By-Laws except, in the case of Grove Co., as may be necessary to enable it to carry out the provisions of this Agreement;

(b) engage in any material activity or transaction or incur any material obligation (by contract or otherwise) except in the ordinary course of business;

(c) issue rights or options to purchase or subscribe to any shares of its capital stock or subdivide or otherwise change any such shares;

(d) issue or sell any shares of its Common Stock or Preferred Stock;

(e) declare or pay any dividends on or make any distributions in respect of any shares of its Common Stock or Preferred Stock;

(f) do any act or suffer any omission which will cause to be breached any of the representations or warranties made in this Agreement;

(g) borrow any money or issue or sell any bonds, debentures, notes or other corporate securities, or create, participate in, or agree to the creation of, any mortgage, pledge, lien or encumbrance on its property or assets;

(h) guarantee or become surety on account of obligations of any other person.

From and after the date of this Agreement and prior to the effective time of the Merger, Bearing Co. will

use its best efforts to preserve its business organizations intact; to keep available to the Surviving Corporation the services of Bearing Co.'s present officers and employees; and to preserve for the Surviving Corporation the goodwill of Bearing Co.'s suppliers, customers and others having business relations with any of them. During the same period, Bearing Co. will not put into effect any material increase in the compensation or other benefits applicable to officers or other key personnel.

ARTICLE XII

Additional Agreements

The Constituent Corporations further agree as follows:

1. Access and Information. Bearing Co. and Grove Co. hereby agree that each will give to the other and to the other's accountants, counsel and other representatives full access during normal business hours throughout the period prior to the Merger to all of its properties, books, contracts, commitments and records, and that each will furnish the other during such period with all such information concerning its affairs as such other party may reasonably request. In the event of the termination of this Agreement

each party will deliver to the other all documents, work papers and other material obtained from the other relating to the transactions contemplated hereby, whether so obtained before or after the execution hereof, and will use its best efforts to have any information so obtained and not heretofore made public kept confidential.

2. Employee Benefit Plans. On the Merger the Surviving Corporation will either (a) cause to be continued the Bearing Co. Employees Pension Plan or the Grove Co. Employees Pension Plan and Grove Co. Employees Profit Sharing Plan and all group life, accident, medical, surgical, hospitalization or other insurance plans or programs of Bearing Co. or Grove Co. as then in effect for the benefit of the employees covered thereby who become employees of the Surviving Corporation, or (b) cause such employees to be included in corresponding plans or programs which are deemed to be in compliance with the requirements of ERISA.

3. Expenses. Upon a termination of this Agreement as provided in Section C of Article XIII hereof, each party will pay all costs and expenses of its performance of and compliance with all agreements and conditions contained herein on its part to be performed or complied with, including fees, expenses and disbursements of its accountants and counsel.

4. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of Bearing Co. acquired or to be acquired by or as a result of the Merger, the proper officers and directors of Grove Co., Bearing Co. and the Surviving Corporation, respectively, shall be and they hereby are severally and fully authorized to execute and deliver such proper deeds, assignments and assurances in law and take such other action as may be necessary or proper in the name of Bearing Co. or the Surviving Corporation to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purposes of this Agreement.

ARTICLE XIII

Conditions Precedent; Termination; General Provisions

A. Conditions Precedent to Grove Co.'s Obligation.

The obligation of Grove Co. to effect the Merger shall be subject to the following conditions (which may be waived in writing by Grove Co.):

1. The representations and warranties of Bearing Co. herein contained shall be true as of and at the effective time of the Merger with the same effect as though made at such time; Bearing Co. shall have performed all obligations and complied with all covenants required by this Agreement to be performed or complied with by it prior to the effective time of the Merger; and Bearing Co. shall have delivered to Grove Co. a certificate, dated the effective date of the Merger and signed by its President or one of its Vice Presidents and its Secretary or one of its Assistant Secretaries, to both such effects.

2. No material change in the corporate status, businesses, operations or financial condition of Bearing Co. shall have occurred since January 31, 1981 (whether or not covered by insurance), other than changes in the ordinary course of business, none of which has been materially adverse in relation to Bearing Co., taken as a whole, and no other event or condition of any character shall have occurred or arisen since that date which shall have materially and adversely affected the corporate status, businesses, operations or financial condition of Bearing Co.

3. All covenants and warranties of Bearing Co. herein shall be deemed to have been made and repeated as of the date of Closing and shall survive the Closing, and

Bearing Co. shall furnish to Grove Co. a certificate to this effect.

B. Conditions Precedent to Bearing Co.'s Obligation.

The obligation of Bearing Co. to effect the Merger shall be subject to the following conditions (which may be waived in writing by Bearing Co.):

1. The representations and warranties of Grove Co. herein contained shall be true as of and at the effective time of the Merger and with the same effect as though made at such time; Grove Co. shall have performed all obligations and complied with all covenants required by this Agreement to be performed or complied with by it prior to the effective time of the Merger; and Grove Co. shall have delivered to Bearing Co. a certificate, dated the effective date of the Merger and signed by its Chairman of the Board and President or one of its Vice Presidents and its Secretary or one of its Assistant Secretaries, to both such effects.

2. No material change in the corporate status, businesses, operations or financial condition of Grove Co. shall have occurred since January 31, 1981 (whether or not covered by insurance), other than changes in the ordinary course of business, none of which has been materially adverse in relation to Grove Co., taken as a whole, and no other event or condition of any character

shall have occurred or arisen since that date which shall have materially and adversely affected the corporate status, businesses, operations or financial condition of Bearing Co.

3. All instruments incident to, and all actions taken on or prior to the Closing Date in connection with the transactions contemplated by this Agreement shall be satisfactory in form and substance to Bearing Co. and its counsel, and Grove shall have delivered to Bearing Co. copies of all documents which Bearing Co. or its counsel may reasonably request in connection with such transactions.

4. All covenants and warranties of Grove Co. herein shall be deemed to have been made and repeated as of the date of Closing and shall survive the Closing, and Grove Co. shall furnish to Bearing Co. a certificate to this effect.

C. Termination and Abandonment. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned at any time before the effective time of the Merger, whether before or after adoption or approval of this Agreement by the shareholders of the Constituent Corporations under any one or more of the following circumstances:

1. By the mutual consent of the Boards of Directors of the Constituent Corporations;

2. By Grove Co. if, prior to the effective time of the Merger, the conditions set forth in paragraphs 1 through 3, inclusive, of Section A of this Article XIII shall not have been met;

3. By Bearing Co. if, prior to the effective time of the Merger, the conditions set forth in paragraphs 1 through 5, inclusive, of Section B of this Article XIII shall not have been met.

ARTICLE XIV

Notices

All notices required hereunder shall be sufficient if delivered as follows:

On behalf of Grove Co.:

G. Fred Grove
2323 Main Street
Sharpsburg, PA 15215

On behalf of Bearing Co.:

Daniel A. Ackerman
930 Glenwood Avenue
Ambridge, PA 15003

ARTICLE XV

Amendments

Any of the terms or conditions of this Agreement may be modified or waived at any time before the effective

time of the Merger by the party which is, or the shareholders of which are, entitled to the benefit thereof upon the authority of the Board of Directors of such party, provided that any such modification or waiver shall in the judgment of the party making it not affect substantially or materially and adversely the benefits to such party or its shareholders intended under this Agreement.

IN WITNESS WHEREOF, this Agreement has been signed by a majority of the Directors of each of the Constituent Corporations and each of the Constituent Corporations has caused its corporate seal to be hereunto affixed and attested by the signature of its Secretary or an Assistant Secretary, all as of the day and year first above written.

BEARINGS AND TRANSMISSION
OF PA., INC.

[Corporate Seal]

ATTEST:

Madeline P. Ackerman
Secretary

A majority of the Directors of
Bearings and Transmission of
Pa., Inc.

Daniel A. Ackerman
Madeline P. Ackerman
William S. Ackerman

DON S. GROVE COMPANY

[Corporate Seal]

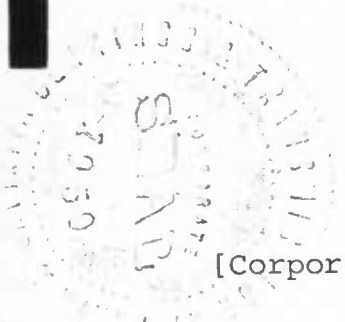
ATTEST:

David Grove
Secretary

A majority of the Directors of
Don S. Grove Company

David Grove
Andrew R. Cookman
David P. Bell

The foregoing Plan and Agreement of Merger, having been duly executed by a majority of the Directors of Bearing Co. and Grove Co., respectively, under the corporate seals of the respective corporations, and the said Plan and Agreement of Merger having been duly approved or adopted by the Board of Directors, and duly approved or adopted by the shareholders of each of said corporations in the manner provided by the laws of their respective states of incorporation, the Chairman of the Board and the President or a Vice President and the Secretary or an Assistant Secretary of said corporations do now execute this Plan and Agreement of Merger under the respective seals of said corporations by the authority of the Directors and shareholders of each, as the act, deed and agreement of each of said corporations on this 2/5 day of March, 1981.



[Corporate Seal]

BEARINGS AND TRANSMISSION OF
PA., INC.

By Daniel A. Ackerman
Chairman of the Board and
President

By Madeline T. Ackerman
Secretary



[Corporate Seal]

DON S. GROVE COMPANY

By Don Grove
Chairman of the Board and
President

By Don Grove
Secretary

956

C2889

APPLICANT'S ACCT NO

DSCB BCL—903 (Rev 8-72)

Filing Fee: \$80 plus \$20
for each party corporation
in excess of two
AMB-9

Articles of Merger—
Business Corporation

(Line for numbering)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this _____ day of _____

19__

Commonwealth of Pennsylvania
Department of State

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 903 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1903), the undersigned corporations, desiring to effect a merger, hereby certify that:

1. The name of the corporation surviving the merger is:

Don S. Grove Company

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic corporation and the location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

1061

(NUMBER)

Forrest Avenue

(STREET)

West Homestead

(CITY)

Pennsylvania

15120

(ZIP CODE)

- ☐ The surviving corporation is a foreign corporation incorporated under the laws of _____
(NAME OF JURISDICTION)
and the location of its office registered with such domiciliary jurisdiction is:

N/A

(NUMBER)

(STREET)

(CITY)

(STATE)

(ZIP CODE)

3. The name and the location of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Bearings and Transmission of Pa., Inc.
580 E. Main Street
Uniontown, PA 15401

Exhibit A

Page 1 of 4 Pages

DSCB.BCL—903 (Rev. 8-72)-2

4. (Check, and if appropriate, complete one of the following):

☒ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.☐ The plan of merger shall be effective on _____ (DATE) _____ at _____ (HOUR).

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

NAME OF CORPORATION

MANNER OF ADOPTION

Don S. Grove Company

Approved by a consent or consents in writing, setting forth the action so take, signed by all of the shareholders entitled to vote thereon, and filed with the Secretary of the Corporation.

6. (Strike out this paragraph if no foreign corporation is party to the merger.) The plan was authorized, adopted or approved, as the case may be, by the foreign corporation (or each of the foreign corporations) in accordance with the laws of the jurisdiction in which it was formed.

7. The plan of merger is set forth in Exhibit A, attached hereto and made a part hereof.

8. ~~Strike out this paragraph if the surviving corporation is a domestic corporation. The Secretary of the Commonwealth and his successor in office is hereby designated as the true and lawful attorney of the surviving corporation upon whom may be served all lawful process in any action or proceeding against it for enforcement against it of any obligation of any constituent domestic corporation or any obligation arising from the merger proceedings, or any action or proceeding to determine and enforce the rights of any shareholder under the provisions of section 902 of the Business Corporation Law. The surviving corporation hereby agrees that the rate of process upon the Secretary of the Commonwealth shall be of the same legal force and validity as if served on the corporation and that the authority for such service of process shall continue in force so long as any of the aforesaid obligations and rights remain outstanding in the Commonwealth.~~

DSCB.BCL—903 (Rev. 8-72)-3

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer and its corporate seal duly attested by another such officer, to be hereunto affixed this 21st day of March, 1964

By: DON S. GROVE COMPANY
(NAME OF CORPORATION)
(Signature)
(SIGNATURE)
President
(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest: (Signature)
(SIGNATURE)
Secretary
(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)
(CORPORATE SEAL)

BEARINGS AND TRANSMISSION OF PA., I
(NAME OF CORPORATION)
By: _____
(SIGNATURE)
President
(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest: _____
(SIGNATURE)

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)
(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. If a new corporation results from the transaction the form should be rewritten as Articles of Consolidation and modified accordingly.
- B. A foreign business corporation may be a party to a merger notwithstanding the fact that it has not received a certificate of authority to do business in Pennsylvania. However, if the surviving corporation is a foreign corporation which is not the holder of a Certificate of Authority under the Business Corporation Law on the effective date of the merger, there must be submitted with this form tax clearance certificates from the Department of Revenue and the Bureau of Employment Security of the Department of Labor and Industry with respect to each domestic corporation and qualified foreign corporation evidencing payment of all taxes and charges payable to the Commonwealth.
- C. Any necessary copies of Form DSCB: 17.2 (Consent to Appropriation of Name) or Form DSCB: 17.3 (Consent to Use of Similar Name) shall accompany Articles of Merger effecting a change of name.
- D. Any necessary governmental approvals shall accompany this form.
- E. One of the following statements or the equivalent should be used in the second column of Paragraph 5 to set forth the manner of adoption:
 - "Adopted by action of the board of directors pursuant to section 902.1 of the Business Corporation Law."
 - "Approved by the affirmative vote of the shareholders entitled to vote thereon at a meeting called after at least ten days written notice to all shareholders of record, whether or not entitled to vote thereon, setting forth such purpose."
 - "Approved by a consent or consents in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon, and filed with the secretary of the corporation" (where action is taken by partial written consent pursuant to the Articles, this paragraph should be modified accordingly).
- F. Where more than two corporations are parties to the merger appropriate additional corporate signatures should be added. All parties to the merger shall execute the Articles of Merger, including a nonqualified corporation which is not a surviving corporation and which is not otherwise mentioned in the body of the Articles of Merger.

Exhibit B

The Articles of Incorporation of the Surviving Corporation are amended in certain particulars as follows:

1. The corporate name is changed from the "Don S. Grove Company" to "Bearings and Transmission of Pa., Inc."

2. The total number of shares the Corporation shall have authority to issue of its Common Stock shall be Five Million (5,000,000) shares, par value \$1.00 per share.

3. The total number of shares the Corporation shall have authority to issue of its Preferred Stock shall be Five Million (5,000,000) shares, par value \$1.00 per share. The Preferred Stock of the Corporation may be issued in whole or in part, as determined from time to time by the Board of Directors. The following powers, preferences and special rights shall be applicable in respect of said stock so long as Preferred Stock of the Corporation shall be issued and outstanding:

(a) Dividends -- The holders of Preferred Stock shall be entitled to receive dividends thereon at a rate of seven percent (7%) of the par value thereof per

Exhibit B-1

annum, at such times as the Board of Directors may determine. Said dividends shall be non-cumulative.

(b) Voting Power -- The Preferred Stock shall have no voting power, except in voting upon the following matters:

- (i) Sale of corporate assets except in the ordinary course of business;
- (ii) Liquidation of the Corporation;
- (iii) Any stockholder or corporate action in respect to State receivership or bankruptcy;
- (iv) Merger.

Should one or more of the foregoing occur, then the holders of the Preferred Stock shall have one (1) vote for each share of said stock on an equal basis for each share of Common Stock outstanding.

(c) Conversion and Purchase of Converted Shares -- The Preferred Stock shall be convertible at the option of the holder thereof on or after March 1, 1983, into Common Stock on a share-for-share basis by surrender to the Corporation of certificates representing the number of shares of Preferred Stock to be converted; the Corporation shall thereupon issue and deliver in exchange therefor a certificate representing an equal number of shares of Common Stock.

Upon any conversion of Preferred Stock into Common Stock, the amount of the outstanding Preferred

shall be diminished, and the amount of the Common Stock shall be increased, accordingly. All shares of Preferred Stock converted pursuant to the provisions herein contained shall forthwith be retired and no Preferred Stock or other stock shall be issued in place or in lieu thereof except the Common Stock into which the said shares of Preferred Stock shall have been converted.

(d) Preferences Upon Liquidation or Dissolution of the Corporation -- The Preferred Stock shall be treated equal to the Common Stock as to both earnings and assets and, in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

EXHIBIT C

None

EXHIBIT D

Employment Agreements of G. Fred Grove and Daniel A. Ackerman

EXHIBIT E

Leases for business locations at:

- (a) Rochester, PA
- (b) West Homestead, PA
- (c) Morrisville, PA
- (d) Baltimore, MD
- (e) Hammond, IN

Mellon Bank, N.A. loans

EXHIBIT F

None

EXHIBIT G

None

EXHIBIT H

None

ARTICLES OF MERGER

1192

MERGING

BEARINGS & TRANSMISSION OF PA., INC. (MD. CORP.)

INTO

DON S. GROVE COMPANY (PA. CORP.) Survivor

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

of Maryland April 27, 1981 at 4:30 o'clock P M. as in conformity
with law and ordered recorded.

43

Recorded in Liber 2505, folio 2853 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 88.00 Special Fee paid \$
22.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded 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 110646

DEC 7 10 57 AM '81

LIBER _____ FOLIO 208

LAND ☐ _____
VAUGHN J. BAKER, CLERK

Received for Record December 7th, 1981
At 10:58 A.M. Corporation Records LIBER 30

HOPKINS-KEUPER, INC.
ARTICLES OF AMENDMENT

DEC -7 81 AM 14494 *****5

April 28, 1981

Hopkins-Keuper, Inc., a Maryland corporation (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: That the Charter of the Corporation is hereby amended to change the corporate name from HOPKINS-KEUPER, INC. to HOPKINS ASSOCIATES, INC. and from and after the date of acceptance of these Articles of Amendment by the Department, Article Second is hereby deleted in its entirety.

SECOND: That the Charter of the Corporation is hereby amended to change the post office address of the principal office of the Corporation from 1317 Dual Highway, Hagerstown, Maryland 21740 to 1622 Dual Highway, Hagerstown, Maryland 21740, and from and after the date of acceptance of these Articles of Amendment by the Department, Article Fourth is hereby so modified.

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 by resolution that the Corporation amendment be approved, 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 that amendment.

IN WITNESS WHEREOF, Hopkins-Keuper, 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 28th day of April, 1981 and its President acknowledges that these Articles of Amendment are the act and deed of Hopkins-Keuper, 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 AS TO
CORPORATE SEAL:

HOPKINS-KEUPER, INC.



Secretary

BY:

President

ARTICLES OF AMENDMENT

OF

HOPKINS-KEUPER, INC.

Changing its name to:

HOPKINS ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland April 30, 1981 at 3:00 o'clock P.M. as in conformity
 with law and ordered recorded.

2

Recorded in Liber 2505, folio 02919, 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. Simon



BW

STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

DEC 7 10 58 AM '81

LIBER _____ FOLIO _____

LAND _____
 VAUGHN J. BAKER, CLERK

A 110654

All 6064

JohNicole Country Restaurant, Inc.
ARTICLES OF INCORPORATION

REC-131A# 12025 *****5

10
FIRST: The undersigned, William P. Young, Jr., whose post office address is Post Office Box 1267, 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 JohNicole Country Restaurant, Inc.

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

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, automats, buffets, dinners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto use therein.

2. To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

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

4. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

5. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 39G, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in Maryland is Joan J. Reese, Box 38, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, par value \$10.00 per share.

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Joan J. Reese
John D. Reese
Ronald Lee Hutzell

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

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

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this *23rd* day of *April*, 1981.

Witness:

JohNicole Country Restaurant, Inc.

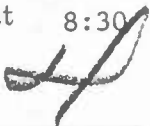
Nancy C. Bayer

William P. Young, Jr.
William P. Young, Jr.
Sole Incorporator

ARTICLES OF INCORPORATION
OF
JOHNICOLE COUNTRY RESTAURANT, INC.

1193

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 27, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.



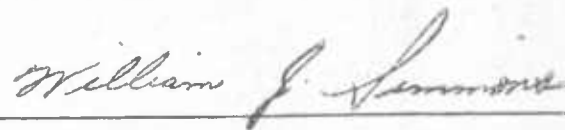
Recorded in Liber 2505, folio 3156 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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 110677

Dec 7 10 58 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

B & S SEAFOOD, INC.

AD-7-41AE 14406 *****

ARTICLES OF INCORPORATION

FIRST: The undersigned, Wayne H. Stouffer, 4735 North First Street, Arlington, Virginia; Terry Burleson, Route 1, Box 343, Clearspring, Maryland; and Boyd W. Long, Jr., 204 North Aspen Avenue, Sterling, Virginia, respectively, each being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is herein-after called the Corporation) is: B & S SEAFOOD, INC.

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

To conduct and carry on the business of buying, selling and dealing in all kinds of fresh seafood, fresh seafood parts, seafood products, fruits, vegetables, farm and garden products, and other foods, or food products, whether at wholesale, retail, or otherwise, or through jobbers, distributors, consumers, or users; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the United States, so far as necessary or expedient in conducting the business of the Corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents or otherwise, and the Corporation shall have the authority to do everything necessary and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; provided the same is not inconsistent with the laws under this Corporation is organized.

FOURTH: The post office address of the principal office of the Corporation in Maryland is: Route 1, Box 343, Clearspring, Washington County, Maryland 21722. The name and post office of the resident agent of the Corporation in Maryland are: Terry Burleson, Route 1, Box 343, Clearspring, Washington County, Maryland 21722. 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 FIFTY THOUSAND (50,000) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share, all of one class, and having an aggregate par value of FIFTY THOUSAND DOLLARS (\$50,000.00).

The Corporation is hereby empowered to issue from time to time its authorized shares for such lawful consideration, whether money or otherwise, as the Board of Directors shall determine, and any shares issued for which the consideration so fixed has been paid or delivered shall be fully paid stock, and the holder of such shares shall not be liable for any further call or assessments or any other payment thereon.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are less than two (2) 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 H. STOUFFER

TERRY BURLESON

BOYD W. LONG, JR.

SEVENTH: No officer, agent or employee of this Corporation, shall, by reason of being such officer, agent, or employee, be personally liable for any of the debts of the Corporation or of another officer, agent, or employee.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on April 14, 1981.

Wayne H. Stouffer
WAYNE H. STOUFFER

Terry Burleson
TERRY BURLESON

Boyd W. Long Jr.
BOYD W. LONG, JR.

STATE OF VIRGINIA,

COUNTY OF ARLINGTON, to-wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that WAYNE H. STOUFFER, whose name is signed to the foregoing writing, bearing date on the 14 day of April, 1981, has acknowledged the same before me in my County and State aforesaid.

GIVEN under my hand and seal this 14 day of April, 1981.

Commission expires:
12-18-81

Susan D. Woodfield
Notary Public

STATE OF Maryland,
COUNTY OF Washington to-wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that TERRY BURLESON, whose name is signed to the foregoing writing, bearing date on the 14th day of April, 1981, has acknowledged the same before me in my County and State aforesaid.

GIVEN under my hand and seal this 14th day of April, 1981.

Rinda E. Wigfield
Notary Public

My commission expires: 7-1-82



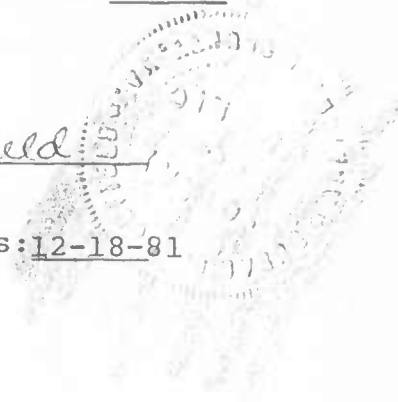
STATE OF VIRGINIA,
COUNTY OF ARLINGTON, to-wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that BOYD W. LONG, JR., whose name is signed to the foregoing writing, bearing date on the 14 day of April, 1981, has acknowledged the same before me in my County and State aforesaid.

GIVEN under my hand and seal this 14 day of April, 1981.

Susan B. Woodfield
Notary Public

My commission expires: 12-18-81



ARTICLES OF INCORPORATION

OF

B & S SEAFOOD, INC.

1193

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 1, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2506, folio 0262 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]



BW

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 110746

DEC 7 10 58 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

356

Received for Record December 7th, 1981
At 10:58 A.M. Corporation Records LIBER 30

HARDELL CORPORATION

ARTICLES OF AMENDMENT

DEC - 7 31 AM 14407 *****5.00

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

FIRST: The charter of the Corporation is hereby amended by striking out the SEVENTH article of incorporation (or certificate of incorporation) and inserting in lieu thereof the following:

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

(1) PREFERRED STOCK. The preferred stock shall take priority over any and all other issues of stock of the Corporation and shall be and remain a first claim upon the property of the Corporation after its indebtedness.

The holders of the preferred stock shall be entitled to receive when and as declared by the Board of Directors from the surplus or net profits of the Corporation semi-annual dividends at the rate of fourteen per cent per annum and no more, payable semi-annually in each and every year from and after the date of issue on such dates as may be set by the Board of Directors. The dividends on the preferred stock shall be cumulative and shall be payable before any dividends on the common stock shall be paid or set aside so that if in any year dividends amounting to fourteen per cent shall not have been paid thereon the deficiency shall be payable before any dividends shall be paid or set apart for the common stock.

In the event of any liquidation or dissolution or winding up of the Corporation, the holders of the preferred stock shall be entitled to be paid in full both the par amount of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of the common stock and

after the payment to the holders of the preferred stock of its par value and the accrued dividends thereon, the remaining assets and funds shall be divided and paid to the holders of the common stock according to their respective shares.

The Corporation shall have the right to call and redeem the preferred stock in whole or in part at the option of its Board of Directors at any dividend paying period at par and the accrued dividends provided at least sixty days written notice of its intention to so redeem the said preferred stock shall be given by the Corporation to the holder or holders of said preferred stock whose stock is called for redemption mailed to his or their address as it appears on the books of the Corporation.

(2) COMMON STOCK. The common stock shall be vested with exclusive voting power for the election of Directors and for all other purposes except as may be otherwise provided by statute. The preferred stock shall have no voting power nor be entitled to receive notice of meetings of the stockholders of the Corporation except meetings at which action is to be taken upon which it is required by law that the owners of the preferred stock shall be entitled to vote; all rights to subscribe to any new or increased issue of common stock and preferred stock shall belong exclusively to the holders of the common stock according to the aggregate number of shares of common stock held by each respective stockholder.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on the 27th day of March, A.D. 1981, 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 the 9th day of April, A.D. 1981.

THIRD: Notice setting forth the said amendment of charter

(or a summary of the changes to be effected by said amendment of the charter) and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

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

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

SIXTH: (a) The annual rate of percent of dividends declared by the Board of Directors of the Corporation on preferred stock heretofore authorized is as follows:

The holders of the preferred stock shall be entitled to receive when and as declared by the Board of Directors from the surplus or net profits of the Corporation semi-annual dividends at the rate of five per cent per annum and no more, payable semi-annually in each and every year from and after the date of issue on such dates as may be set by the Board of Directors.

(b) The annual rate of percent of dividends declared by the Board of Directors of the Corporation on preferred stock is increased, and is as follows:

The holders of the preferred stock shall be entitled to receive when and as declared by the Board of Directors from the surplus or net profits of the Corporation semi-annual dividends at the rate of fourteen per cent per annum and no more, payable semi-annually in each and every year from and after the date of issue on such dates as may be set by the Board of Directors.

(c) A description of each class of stock of the Corporation with the preferences, conversion and other rights, voting powers, restrictions, qualifications, and limitations as to dividends as increased are set forth in Article SEVEN in the charter of the Corporation.

IN WITNESS WHEREOF, HARDELL CORPORATION has caused these presents to be signed in its name on its behalf by its President or one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on the 10th day of April, A.D., 1981

ATTEST:

Grace N. Borst

Grace N. Borst
Secretary

HARDELL CORPORATION

Alfred S. Bendell, III
By Alfred S. Bendell, III
Vice President - Treasurer

STATE OF MARYLAND, WASHINGTON COUNTY, to wit

I HEREBY CERTIFY that on the 10th day of April, 1981, before me the subscriber, a notary public of the State of Maryland in and for the County and State authorized, personally appeared Alfred S. Bendell, III, Vice President-Treasurer of HARDELL CORPORATION, A Maryland corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Grace N. Borst and made oath in due form of law that she was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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

Karen R. Luther
Notary Public

My commission expires
July 1, 1982

ARTICLES OF AMENDMENT
OF
HARDELL CORPORATION

1196

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 6, 1981 at 10:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2506, folio 1213, 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. Lawrence



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

DEC 7 10 58 AM '81

LIBER FOLIO

LAND

A 110873

OF

EC-7 31A 14400 *****

5.00

JOSEPH SECONDARI, M.D., P.A.

THIS IS TO CERTIFY:

FIRST: That I, Lynn F. Meyers the subscriber, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, 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:

Joseph Secondari, 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 21 North Main Street, Boonsboro, Maryland 21713. The resident agent of the Corporation is Joseph Secondari, M.D., whose post office address as resident agent is Boonsboro, Maryland 21713. Said resident agent is a citizen of the State of Maryland and actually resides therein, at 21 North Main Street, Boonsboro, MD 21713

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

SIXTH: The Corporation shall have one (1) Director (which number may be increased or decreased, but not to be less than one (1), pursuant to the By-Laws of the Corporation) and the following named persons shall act as such until the first annual meeting or until a successor or successors are duly chosen and qualify:

Joseph Secondari, M.D.

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 29th day of APRIL, A.D., 1981.

WITNESS:

Nancy C. Bayler Lynn F. Meyers
Lynn F. Meyers, Esquire
Sole Incorporator

ARTICLES OF INCORPORATION

OF

JOSEPH SECONDARI, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 5, 1981 at 10:30 o'clock A.M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2506, folio 1341, 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 \$ 75.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded by the 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 110901

DEC 7 10 58 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received for Record December 7th, 1981
At 10:58 A.M. Corporation Records LIBER 30

EC-7-81A# 14409 *****5

DOUGLAS CHEVROLET, INC.

ARTICLES OF INCORPORATION

FIRST: I, H. STEPHEN DOUGLAS, whose post office address is 252 West Main Street, Hancock, Maryland, 21750, 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 DOUGLAS CHEVROLET, INC.,

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

(1) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith, and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles, 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 109 West Main Street, Hancock, Maryland, 21750. The name and post office address of the Resident Agent of the Corporation in this State is H. Stephen Douglas, 109 West Main Street, Hancock, Maryland, 21750. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of Ten Dollars (\$10.00) each, all of which 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 Three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is H. STEPHEN DOUGLAS.

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.

(c) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; 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 of a majority thereof; and any Director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in

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

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

1030

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 1st day of May, 1981, and I acknowledge the same to be my act.

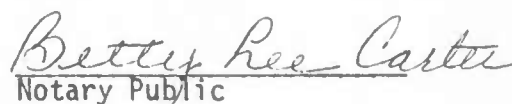

H. STEPHEN DOUGLAS

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1st day of May, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared H. STEPHEN DOUGLAS, who acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

S
E
A
L


Notary Public

My Commission Expires:
July 1, 1982

LAW OFFICE
DARROW GLÄSER
21 SUMMIT AVENUE
HAGERSTOWN, MD. 21740

(301) 791-2080

ARTICLES OF INCORPORATION

OF

DOUGLAS CHEVROLET, INC.

2015

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

of Maryland May 1, 1981 at 2:00 o'clock p. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2506, folio 1402, 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 \$
25.00

To the clerk of the Circuit Court of Washington County

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

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

William J. Baker



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 110912

DEC 7 10 58 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received for Record December 7th, 1981
At 10:58 A.M. Corporation Records LIBER 30

DEC -7 81 A# 14500 *****5.00

ALLERGY CENTER FOR THE ANTIETAM VALLEY

CLOVIS M. SNYDER, M.D., P.A.

ARTICLES OF INCORPORATION

FIRST: I, Clovis M. Snyder, whose post office address is 106 North Potomac Street, 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, 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:

ALLERGY CENTER FOR THE ANTIETAM VALLEY

CLOVIS M. SNYDER, M.D., P.A.

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

(1) To engage in the practice of medicine generally; to engage in the practice of the medical specialty of allergy and clinical immunology; and to operate laboratory facilities supportive of the practice of allergy and clinical immunology; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporation 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 106-108 North Potomac Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is John H. Urner,

100 West 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 one thousand (1,000) 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: Clovis M. Snyder.

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, restric-

tions 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 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, dis-

solution, or windingup 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.

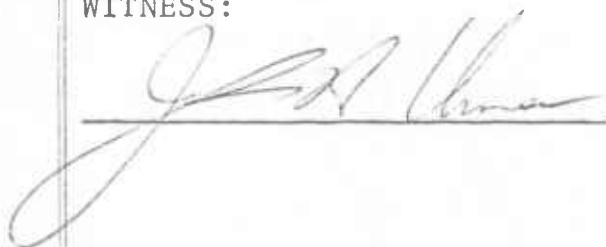
(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that 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

1036

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 29th day of April, 1981, and I acknowledge same to be my act.

WITNESS:

 
Clovis M. Snyder

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 29th day of April, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Clovis M. Snyder and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Commission Expires:

July 1, 1982


Notary Public

ARTICLES OF INCORPORATION

OF

ALLERGY CENTER FOR THE ANTIETAM VALLEY
CLOVIS M. SNYDER, M.D., P.A.

2016

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 6, 1981 at 10:30 o'clock A.M. as in conformity
with law and ordered recorded. 6

Recorded in Liber 2506, folio 1515 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



BW

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 110937

DEC 7 10 58 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐

1093

02330

Received for Record December 7th, 1981
At 10:58 A.M. Corporation Records LIBER 30
HANCOCK LITTLE LEAGUE, INC.

HANCOCK, MD. 21750

EC-7-81A2 14501 *****5.00

Title 3, Subtitle 104 and Title 5, Subtitles 201-208, and
701-702 of the "Corporations and Associations Article" of
the Annotated Code of Maryland.

HANCOCK LITTLE LEAGUE, INC.

ARTICLES OF INCORPORATION

The undersigned each being at least Eighteen (18) Years of Age,
do hereby form a Corporation under the General Laws of the
State of Maryland.

Herbert Fink	-	107 Washington St. Hancock, Md. 21750
Robert Bivens	-	Sensel Rd. Hancock, Md. 21750
Gloria Lanehart	-	McKinley Trailer Ct. Hancock, Md. 21750
John True	-	Rt. #2 Hancock, Md. 21750
Jay True	-	Rt. #2 Hancock, Md. 21750
Marian Golden	-	105 Washington St. Hancock, Md. 21750

The name of the Corporation is Hancock Little League, Inc.

The purpose for which this Corporation is formed are as follows:

To conduct a Youth League for the boys and girls
of the Hancock, Md. Area and being affiliated
with the Little League Program Nationally.

The Post Office Address of the Principal Office of the Corporation
in Maryland is 107 Washington St., Hancock, Md. 21750.

The Name and Post Office Address of the Resident Agent of the
Corporation in Maryland is Herbert Fink, 107 Washington St.,
Hancock, Md. 21750.

Said Resident Agent is a citizen of Maryland and actually resides
therein.

The Corporation shall not be authorized to issue Capital Stock.

The Number of Directors of the Corporation shall be 6, which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three (3) Members, the number of Directors may be less than the number of Members, and the Names of the Directors who shall act until the First Meeting or until their successors are duly chosen and qualified are:

Herbert Fink	- 107 Washington St., Hancock, Md. 21750
Robert Bivens	- Sensel Rd., Hancock, Md. 21750
Gloria Lanehart	- McKinley Trailer Ct., Hancock, Md. 21750
John True	- Rt.#2, Hancock, Md. 21750
Jay True	- Rt.#2, Hancock, Md. 21750
Marian Golden	- 105 Washington St., Hancock, Md. 21750

The Duration of the Corporation shall be perpetual.

In witness whereof, we have signed these Articles of Incorporation on May 2, 1981 and severally acknowledge the same to be our act.

Herbert Fink - 107 Washington St., Hancock, Md. 21750

Herbert Fink

Robert Bivens - Sensel Rd., Hancock, Md. 21750

Robert Bivens

Gloria Lanehart - McKinley Trailer Ct., Hancock, Md. 21750

Gloria Lanehart

John True - Rt. #2, Hancock, Md. 21750

John True

Jay True - Rt. #2, Hancock, Md. 21750

Jay True

Marian Golden - 105 Washington St., Hancock, Md. 21750

Marian Golden

ARTICLES OF INCORPORATION
OF
HANCOCK LITTLE LEAGUE, INC.

2027

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 8, 1981 at 9:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2506, folio 2323 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 111064

DEC 7 10 58 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received for Record December 7th, 1981
At 10:58 A.M. Corporation Records LIBER 30

ARTICLES OF INCORPORATION

OF

REC-7 81 A# 14502 *****5

BROADFORDING CEMETERY PRESERVATION SOCIETY, INC.

FIRST: That we, the subscribers, John E. Bartles, Sr., whose post office address is 12 South North Street, Maugansville, Washington County, Maryland 21767; Herman M. Bartles, Jr., whose post office address is 111 Allen Avenue, Hagerstown, Washington County, Maryland 21740; Roscoe D. Corderman, whose post office address is Route 2, Box 351, Smithsburg, Washington County, Maryland 21783; Charles S. Hykes, whose post office address is 815 Antietam Drive, Hagerstown, Washington County, Maryland 21740; Alvey R. Mowen, whose post office address is Route 4, Box 163, Hagerstown, Washington County, Maryland 21740; Ruth C. Mowen, whose post office address is 137 North Street, Post Office Box 174, Maugansville, Washington County, Maryland 21767; Athey G. Ryan, whose post office address is 1376 Outer Drive, Hagerstown, Washington County, Maryland 21740; Jean L. Wilhide, whose post office address is 530 Main Street, Post Office Box 87, Maugansville, Washington County, Maryland 21767; and Eugene A. Wishard, whose post office address is Route 3, Box 292, Hagerstown, Washington County, Maryland 21740; all being of full legal age and sui juris and residents and citizens of the State of Maryland, do under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation, hereinafter called "the Corporation", is
MAY BROADFORDING CEMETERY PRESERVATION SOCIETY, INC.

THIRD: The post office address of said Corporation in this State shall be 815 Antietam Drive, Hagerstown, Washington County, Maryland 21740.

FOURTH: The resident agent of said Corporation shall be Roscoe D. Corderman, whose post office address is Route 2, Box 351, Smithsburg, Washington County, Maryland 21783, 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 retain and preserve for burial use only, all areas designated as the Broadfording Cemetery.

(2) To represent all burial lot owners and relatives, heirs or descendants of deceased burial lot owners in the Broadfording Cemetery.

(3) To enforce compliance with all mutual agreements, for lot owners benefit, in accordance with the Constitution, By-Laws, Rules and Regulations of the Broadfording Cemetery Association, for the mutual benefit and rights of all members of the Corporation.

(4) The Corporation shall have all the general powers conferred upon like corporation by the General Laws of the State of Maryland and all the Amendments thereto, and the enumeration of such specific powers in those Articles of Incorporation are in furtherance of, and not in limitation of, the general powers conferred upon it by law.

SEVENTH: The Corporation shall have no capital stock and no part of the assets of the Corporation, principal or income, shall inure to the private benefit of any of the members thereof, except in payment for authorized services for the administration and conduct of the affairs of the Corporation.

EIGHTH: The members of the Corporation shall be composed of the owners of burial lots in the Broadfording Cemetery, and the family members, relatives, heirs or descendants of deceased owners of burial lots in the Broadfording Cemetery, who are eighteen years of age and over. The officers of the Corporation shall be elected by said members at the regular annual election meeting as set forth in the By-Laws of the Corporation.

NINTH: (1) The business affairs of the Corporation shall be managed and controlled by a membership-elected nine (9) person executive board, the terms and duties of whom shall be set forth in the By-Laws of the Corporation.

(2) The members of the Corporation shall have the rights to enact, by a majority vote of those present and entitled to vote thereat, any By-Laws or procedures 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 meeting, or until their successors are duly elected and qualified, namely:

John E. Bartles, Sr., whose post office address is 12 South North Street, Maugansville, Washington County, Maryland 21767; Herman M. Bartles, Jr., whose post office address is 111 Allen Avenue, Hagerstown, Washington County, Maryland 21740; Roscoe D. Corderman, whose post office address is Route 2, Box 351, Smithsburg, Washington County, Maryland 21783; Charles S. Hykes, whose post office address is 815 Antietam Drive, Hagerstown, Washington County, Maryland 21740; Alvey R. Mowen, whose post office address is Route 4, Box 163, Hagerstown, Washington County, Maryland 21740; Ruth C. Mowen, whose post office address is 137 North Street, Post Office Box 174, Maugansville, Washington County, Maryland 21767; Athey G. Ryan, whose post office address is 1376 Outer Drive, Hagerstown, Washington County, Maryland 21740; Jean L. Wilhide, whose post office address is 530 Main Street, Post Office Box 87, Maugansville, Washington County, Maryland 21767; and Eugene A. Wishard, whose post office address is Route 3, Box 292, Hagerstown, Washington County, Maryland 21740.

IN WITNESS WHEREOF, we the undersigned acknowledge and do support the above Articles of the said Corporation this 28 day of March, 1981.

John E. Bartles, Sr. (SEAL)
John E. Bartles, Sr.

Ruth C. Mowen (SEAL)
Ruth C. Mowen

✓ Herman M. Bartles, Jr. (SEAL)
Herman M. Bartles, Jr.

Athey G. Ryan (SEAL)
Athey G. Ryan

Roscoe D. Corderman (SEAL)
Roscoe D. Corderman

✓ Jean L. Wilhide (SEAL)
Jean L. Wilhide

Charles S. Hykes (SEAL)
Charles S. Hykes

Eugene A. Wishard (SEAL)
Eugene A. Wishard

Alvey R. Mowen (SEAL)
Alvey R. Mowen

1014

ARTICLES OF INCORPORATION
OF
2049
BROADFORDING CEMETERY PRESERVATION SOCIETY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 12, 1981 at 1:00 o'clock P M. as in conformity
with law and ordered recorded.

Recorded in Liber 2507, folio 0700 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 \$
75.00

To the clerk of the Circuit Court of Washington County

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

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

William J. ...



bt

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 111231

DEC 7 10 58 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

Received for Record December 7th, 1981
At 10:58 A.M. Corporation Records LIBER 30

DEC -7-81 A# 14503 *****5.00

CARPETS UNLIMITED, 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, SEYMOUR B. STERN, whose post office address is P. O. Box 703, 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 called the "Corporation") is CARPETS UNLIMITED, 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 duration of this corporation is perpetual.

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

(a) To engage in the business of retail carpet sales including buying, selling, importing, exporting, installing, consulting and designing, supplying advice, plans and materials, for the sale and installation of carpet and carpet products for utilization in houses, rooms, apartments, offices and private and public buildings of all kinds.

(b) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of

Maryland, as amended from time to time.

(c) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

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

SIXTH: The post office address of the principal office of the Corporation in this State is 1871 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ralph Abelow, 234 Challedon Drive, Walkersville, Maryland 21793. Said Resident Agent is an individual actually residing in this State.

SEVENTH: The total number of shares of capital stock

which the Corporation has authority to issue is 100,000 shares of common stock, with a par value of \$1.00.

EIGHTH: 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 Ralph Abelow, 234 Challedon Drive, Walkersville, Maryland 21793.

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

TENTH: These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares of stock issued and outstanding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of May, 1981, and I acknowledge the same to be by my act.

WITNESS:

Cheryl L. Myers Seymour B. Stern
SEYMOUR B. STERN

ARTICLES OF INCORPORATION
OF
CARPETS UNLIMITED, INC.

2050

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 13, 1981 at 9:30 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2507, folio 0393, 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. Lawrence



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 111259

DEC 7 10 58 AM '81

LIBER _____ FOLIO _____

Received for Record December 7th, 1981
At 10:58 A.M. Corporation Records LIBER 30

ARTICLES OF INCORPORATION

OF

DEC -7-81 A# 14504 *****5.00

HANCOCK TECHTRONICS, INC.

FIRST: I, Melvin Walter Mills, whose post office address is 6 Grand Street, Hancock, Maryland 21750, 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: HANCOCK TECHTRONICS, INC.

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

(1) To carry on a general radio, television and electronic sales establishment for the wholesale and retail sale, servicing, leasing and supplying of all types and kinds of electronic equipment, including radio and television sets, record players, tape recorders, and similar appliances; and to service and supply such products with all types of electronic parts and accessories.

(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 33 West Main Street, Hancock, 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. 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 10,000 shares of common stock with par value of \$10.00 per share.

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 (2), 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: Melvin Walter Mills, Carrie Ann Mills, and

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.

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 evidence 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 2-148 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 proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of May, 1981, and I acknowledge the same to be my act.

WITNESS:

Vicki L. Grimm Melvin Walter Mills (SEAL)
Melvin Walter Mills

1024

2051

ARTICLES OF INCORPORATION
OF
HANCOCK TECHTRONICS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 13, 1981 at 9:30 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2507, folio 1155 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 \$
85.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded 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]



BW

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 111293

DEC 7 10 58 AM '81

LIBER _____ FOLIO _____

Received for Record December 7th, 1981
At 10:58 A.M. Corporation Records LIBER 30

DEC -7 81 A 14505 *****5.00

TERRAPIN VENDING CORPORATION
ARTICLES OF AMENDMENT

Terrapin Vending Corporation, a Maryland corporation, having its principal office at Route 2, Box 142A, Hagerstown, Maryland, Washington County, 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 so that the Corporation may make a Statement of Election to become a close corporation, and from and after the date of acceptance of these Articles of Amendment by the Department, and in that regard, the Corporation elects to add Article Nine to their Charter to be worded as follows:

NINTH: The Corporation shall be a closed Corporation as authorized by Title Four of the Corporation and Associations Article of the Annotated Code of Maryland as amended.

The foregoing amendments have been duly approved by the directors and stockholders.

IN WITNESS WHEREOF, Terrapin Vending Corporation, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereinunder affixed and attested by its Secretary on this 1st day of April, 1981, and its President acknowledges that these Articles of Amendment are the act and deed of Terrapin Vending Corporation and, that 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:

James D. Schellberg
Secretary

TERRAPIN VENDING CORPORATION

By: Jon M. Schellberg
President

ARTICLES OF AMENDMENT
OF
TERRAPIN VENDING CORPORATION

2056

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 14, 1981 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded. 2

Recorded in Liber 2507, folio 1678, 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 111348

DEC 7 10 58 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

DAN & BILLS AUTO EXCHANGE, INC.

ARTICLES OF AMENDMENT

Dan & Bills Auto Exchange, Inc., a Maryland corporation, having its principal office at 126 Hampton Road, Williamsport, Maryland 21795 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter is hereby amended by changing Paragraph SECOND to read:

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

SANDY'S PET SUPPLIES, INC."

SECOND: The Charter is hereby amended by adding to Paragraph THIRD subparagraph (a) the following:

"and to sell and distribute pet food and supplies."

THIRD: The Charter be amended by changing the name and address of the Resident Agent to Sandra D. Merrell, whose address is 126 Hampton Road, Williamsport, Maryland 21795

FOURTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Dan & Bills Auto Exchange, 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 8 day of May, 1981, and its President acknowledges that these

1023

Articles of Amendment are the act and deed of Dan & Bills Auto Exchange, 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:

Sandra D. Merrell
Secretary

DAN & BILLS AUTO EXCHANGE, INC.

By Daniel E. Merrell
President

ARTICLES OF AMENDMENT

OF

DAN & BILLS AUTO EXCHANGE, INC.

2056

Changing its name to:

SANDY'S PET SUPPLIES, INC.

approved and received for record by the State Department of Assessments and Taxation
 of Maryland May 18, 1981 at 11:00 o'clock A. M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2507, folio 1680, 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 111349

DEC 7 10 58 AM '81

LIBER _____ FOLIO _____

LAND _____
 VAUGHN, CLERK

1030

Received for Record December 7th, 1981
At 10:58 A.M. Corporation Records LIBER 30
R. B. KEENER & SONS, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Russell B. Keener, whose post office address is 2121 Fairfax Road, Hagerstown, Maryland 21740, Timothy B. Keener, North Main Street, Maugansville, Maryland, whose post office address is Route 6, Box 201, Hagerstown, Maryland 21740, and Keith B. Keener, whose post office address is Route 1, Box 43A, Reichard Road, Fairplay, Maryland 21733, 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 Corporation) is

R. B. KEENER & SONS, INC.

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

1. To carry on and conduct a general construction business including the designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work upon power plants, industrial plants, and other systems and works of every description, buildings, structures, manufacturing plants, and all kinds of excavation, and iron, steel, wood, masonry, mechanical, electrical, and earth construction and installations, to make, execute, and take or receive any contracts or assignments of contracts therefor or relating thereto or connected therewith; and to manufacture or otherwise acquire and furnish all buildings and other materials and supplies connected therewith or required therefore; to manufacture, produce, adapt, and prepare, deal in and deal with any materials, articles, or things incidental to or required for, or useful in connection with any of its business, and generally to carry on any other business which can be

advantageously carried on in conjunction with and incidental to any of the matters aforesaid.

2. To purchase or in anywise acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or tenure or any interest therein, and railroad depots, tracks, ways, and other terminal properties or facilities, and any property works or undertakings connected with the use or development of any property of the company within the States of Maryland, Pennsylvania, and West Virginia, and within any other state or territory of the United States; and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the company; and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company.

To manage, improve, develop, and turn to account any land or contracts for purchase or sale of lands acquired by the company, or in which the company is interested, and, in particular, laying out town sites, establishing towns, and improving the same by laying out and preparing the same for building purposes, constructing, altering, and improving buildings thereon, and by planting, paving, draining, irrigating, cultivating, letting on building lease or building agreement, and by advancing money to, making subscription for, and entering into contracts and arrangements of all kinds with buildings, tenants, and others.

3. To manufacture, hold, purchase, or otherwise acquire, buy, and sell both retail and wholesale, produce, secure, receive, procure, make or otherwise dispose of and generally operate a machine shop and deal in parts of every kind and nature for the aircraft industry and all other articles of merchandise of a kindred nature, and to export, import, and deal in all articles

commonly supplied or dealt in by persons engaged in a machine ship and aircraft industry parts business.

4. To enter into and perform contracts for the grading and/or paving of streets, driveways, sidewalks, courts, alleys, and similar areas.

5. To engage in engineering, designing, producing, manufacturing, and selling die casting molds, die casting dies, permanent molds, and tooling, and industrial engineering and planning.

6. To install and repair heating plants, gas fittings and apparatus in buildings, and to do a general plumbing business.

7. To manufacture, process, build, install, buy, sell, deal in, store, transport, and otherwise handle sheet metal, ornamental iron, bronze, copper, and other kinds of metallic materials useful in construction and building.

8. To manufacture, buy, sell and deal in cements, lime, plaster, brick, iron, steel, iron and steel products, metals, concrete, artificial stone and paving materials of all kinds, and to mine, quarry, grind, prepare, buy and sell mineral substances and materials.

9. To buy, sell, exchange and generally deal in, at wholesale and retail, goods, wares, and merchandise of every kind and description and to otherwise carry on any or every type of legal activity or business.

10. To purchase, sell, mortgage, lease, improve, invest, and deal in real estate, wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description; to borrow and lend money in furtherance of the businesses of the Corporation and to execute necessary documents to secure obligations of the Corporation.

FOURTH: The post office address of the principal office of

the Corporation in this state is 2121 Fairfax Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this state is Russell B. Keener, 2121 Fairfax Road, 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 Two Hundred Thousand (\$200,000.00) Dollars, par value, divided into Two Thousand (2,000) shares of the par value of One Hundred (\$100.00) Dollars each.

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 Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Russell B. Keener, Timothy B. Keener, and Keith B. Keener.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 13th day of May, 1981.

WITNESS:

Russell B. Keener (SEAL)
Russell B. Keener

Timothy B. Keener (SEAL)
Timothy B. Keener

Keith B. Keener (SEAL)
Keith B. Keener

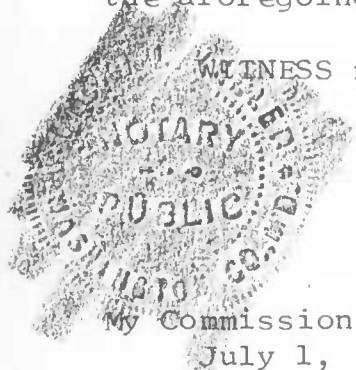
Dickie L. Keller

1034

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 13th day of May,
1981, before me, the subscriber, a Notary Public in and for the
State and County aforesaid, personally appeared Russell B. Keener,
Timothy B. Keener, and Keith B. Keener, and severally acknowledged
the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and Official Notarial Seal.



Dick R. Keller
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

R. B. KEENER & SONS, INC.

2057

approved and received for record by the State Department of Assessments and Taxation
 of Maryland May 15, 1981 at 2:00 o'clock P. M. as in conformity
 with law and ordered recorded.

6

Recorded in Liber 2507, folio 1758, 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. Semmes



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 111368

DEC 7 10 58 AM '81

LIBER _____ FOLIO _____

LAND ☐ _____ ☐
 VAUGHN J. BAKER, CLERK

Received for Record December 7th, 1981
At 10:58 A.M. Corporation Records LIBER 30

DEC -7 81 A# 14513 *****1.00

ARTICLES OF INCORPORATION

DEC -7 81 A# 14508 *****5.00

OF

SEAFOOD OF WASHINGTON COUNTY, INC.

THIS IS TO CERTIFY:

FIRST: That R. Noel Spence, whose post office address is 2 Public Square, Hagerstown, Maryland 21740; being at least twenty-one years of age, is hereby forming a corporation under and by virtue of the General Laws of the State of Maryland by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is Seafood of Washington County, Inc.

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

(a) To merchandise, sell, offer for sale, and distribute at whole-sale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products.

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

(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 everykind.

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

(e) To 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.

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

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

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

(j) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, 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 2 Public Square, Hagerstown, Maryland 21740. The resident agent of the Corporation is R. Noel Spence, whose post office address is 2 Public Square, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The number of directors of the Corporation shall be one if there is no more than one stockholder; in the event there is more than one stockholder, the number of directors shall not be less than three, which number may be increased 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 or successors are duly chosen and qualify is R. Noel Spence.

(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 director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and any director of this Corporation who is also a director or officer of such other Corporation or who is interested may vote to authorize any such contract or transaction and such transaction or contract shall not be void or voidable provided the Board of Directors approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum.

(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
13th day of May, 1981.

Witness:

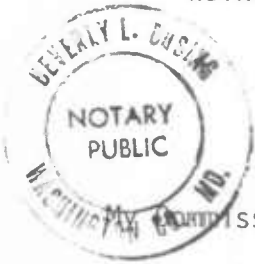
Beverly L. Dunsing

R. Noel Spence (SEAL)
R. Noel Spence

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 13th day of May, 1981, before me,
the subscriber, a Notary Public of the State and County aforesaid, personally
appeared R. Noel Spence, and acknowledged the foregoing Articles of Incorporation
to be his act.

WITNESS my hand and Official Notarial Seal.



Beverly L. Dasing
Notary Public

ARTICLES OF INCORPORATION
OF
SEAFOOD OF WASHINGTON COUNTY, INC.

2067

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 15, 1981 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2507, folio 02108, 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 \$
56.00

To the clerk of the Circuit Court of Washington County

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

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

William J. [Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 111407

Dec 7 10 58 AM '81

LIBER _____ FOLIO _____

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

Received for Record December 7th, 1981
At 10:58 A.M. Corporation Records LIBER 30

DEC-7-81 A# 14509 *****5.00

ARTICLES OF INCORPORATION

OF

MARYLAND GENERAL REALTY COMPANY, INC.

THIS IS TO CERTIFY:

10
FIRST: We, the undersigned, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, Kenneth J. Mackley, 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 MARYLAND GENERAL REALTY COMPANY, INC.

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

To carry on business as brokers, appraisers, valuers, commission agents and general agents, and to purchase or otherwise acquire, and to sell, let or otherwise dispose of, deal in, and manage real estate.

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

To carry on any of the 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 1771 Pennsylvania Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Thelma L. Neal, Route No. 9, Box 120, 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 Joseph N. Rowe and Thelma L. Neal, the sole stockholders of the Corporation.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on May 8, 1981.

WITNESS:

Patricia L. Witmer

Howard W. Gilbert, Jr. (SEAL)
Howard W. Gilbert, Jr.

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

Patricia L. Witmer

Russell R. Marks (SEAL)
Russell R. Marks

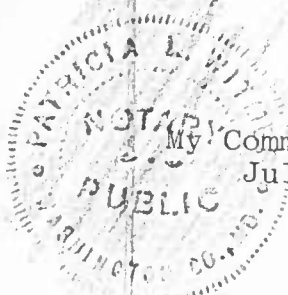
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 8th day of May, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr., Kenneth J. Mackley, and Russell R. Marks and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer
Notary Public

My Commission Expires:
July 1, 1982



ARTICLES OF INCORPORATION
OF
MARYLAND GENERAL REALTY COMPANY, INC.

2084

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 18, 1981 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2507, folio 2477 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 111479

DEC 7 10 58 AM '81

LIBER _____ FOLIO _____

LAND _____
VAUGHN, CLERK

Received for Record December 7th, 1981
At 10:58 A.M. Corporation Records LIBER 30

1017

SEMLER ELECTRIC CO., INC. DEC-7-81 A# 14510 *****5.00
ARTICLES OF AMENDMENT

Semler Electric Co., Inc., a Maryland Corporation having its principal office in Washington County, Maryland, hereinafter called the "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation 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 210 Maple Avenue, Boonsboro, Maryland 21713. The resident agent of the Corporation is James M. Semler, whose Post Office address is 210 Maple Avenue, Boonsboro, Maryland 21713. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SECOND: The Board of Directors of the Corporation, by unanimous written consent, dated June 23, 1980, adopted a resolution in which was set forth the foregoing Amendment to the Charter, declaring that said Amendment of the Charter was advisable and directing that it be submitted for action thereon by unanimous written consent and waiver of the Stockholder.

THIRD: A consent in writing, setting forth approval of the amendment of the Charter of the Corporation hereinabove set forth was signed by all stockholders of the Corporation entitled to vote thereon and any other stockholders (but not to vote thereat) have waived in writing any rights they may have to dissent from such amendments; such consent and waiver are filed with the records of the Corporation.

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

IN WITNESS WHEREOF, Semler Electric Co., Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and

attest by its Secretary on this

July

day of 8th,

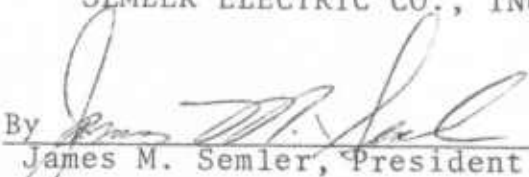
1980.

The undersigned, being the President of the Corporation, acknowledges that these Articles of Amendment are the act and deed of Semler Electric Co., 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:


Secretary

SEMLER ELECTRIC CO., INC.

By 
James M. Semler, President

ARTICLES OF AMENDMENT
OF
SEMLER ELECTRIC CO., INC.

2068

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 15, 1981 at 3:30 o'clock P M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2507, folio 02214, 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. Shannon



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 111429

Dec 7 10 58 AM '81

LIBER FOLIO

LAND

VOLUME INDEX CLERK

Received for Record December 7th, 1981
At 10:58 A.M. Corporation Records LIBER 30

DEC-7-81 A# 14511 *****5.00

CARE-A-LOT, INC.

ARTICLES OF AMENDMENT

CARE-A-LOT, INC., a Maryland corporation, having its principal office at P.O. Box 332, 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 adding an additional Section 3(d) to Article THIRD:

Section 3(d): 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.)

SECOND: By written formal action, taken by the Board of Trustees of the Corporation, the Board of Trustees of the Corporation duly advised the foregoing amendments in accordance with Section 2-607 Corporations and Associations Article of the Annotated Code of Maryland. That the members of the Corporation, which is a non-stock Corporation, unanimously approved the action in accordance with Section 2-505 of the Corporation and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, CARE-A-LOT, 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 20 day of MAY, 1981, and its President acknowledges that these Articles of Amendment

are the act and deed of CARE-A-LOT, INC. and, under the penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of their knowledge, information and belief.

ATTEST:

CARE-A-LOT, INC.

Theresa Mae Brown
Secretary

[Signature]
President



ARTICLES OF AMENDMENT

OF

CARE-A-LOT, INC.

2091

approved and received for record by the State Department of Assessments and Taxation
 of Maryland May 25, 1981 at 11:30 o'clock A. M. as in conformity
 with law and ordered recorded.

3

Recorded in Liber 2508, folio 10451, 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. Lawrence



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 111677

DEC 7 10 58 AM '81

LIBER _____ FOLIO _____

LAND _____
 VAUGHN BAKER, CLERK

ARTICLES OF INCORPORATION

OF

DEC -7-81 A 14512 *****5.00

LOGAN'S RUN INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, CARL WILLIAM JONES, whose post office address is Box 389 Shinham Road, Hagerstown, Maryland 21740; LOGAN A. GALLAGHER, III, whose post office address is Route # 6, Box 656, Winchester, Virginia; and DAISY M. JONES, whose post office address is Route # 6, Box 656, Winchester, Virginia, 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 LOGAN'S RUN, INC.

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

The purpose is for the operation of tavern and limited restaurant service.

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

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

The 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 2 East Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Carl William Jones, Box 389 Shinham Road, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be 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 chosen and qualify are Carl William Jones, Logan A. Gallagher III, and Daisy M. Jones.

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 19th day of May, 1981.

WITNESS:

Vicki L. Grinn

Carl W. Jones

Carl William Jones

Vicki L. Grinn

Logan A. Gallagher III

Logan A. Gallagher, III

Vicki L. Grinn

Mrs. Daisy M. Jones

Daisy M. Jones

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 19th day of May, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Carl William Jones, Logan A. Gallagher, III and Daisy M. Jones, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

My Commission Expires:
July 1, 1982

Vicki L. Grinn
Notary Public

ARTICLES OF INCORPORATION

OF

LOGAN'S RUN, INC.

2092

approved and received for record by the State Department of Assessments and Taxation
 of Maryland May 25, 1981 at 10:30 o'clock A M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2508, folio 0669 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. Harrison



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 111725

DEC 7 10 59 AM '81

LIBER _____ FOLIO _____

LAND _____
 VAUGHN J. WALKER CLERK

ARTICLES OF AMENDMENT

MEYERS, YOUNG & VARNER, P.A.

Received For Record January 22, 1982 at 2:25 o'clock pm, Liber 30 *****5.00

Meyers, Young & Varner, 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 Amended Charter of the Corporation is hereby amended by striking out Article 2:

SECOND: That the name of the Corporation is:

Meyers, Young & Varner, P.A.

and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is:

Meyers & Young, P.A.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on May 1, 1981, adopted a resolution to be effective May 15, 1981, in which was set forth the foregoing amendment to the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held on May 2, 1981.

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 Meyers, Young & Varner, 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 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.

MEYERS, YOUNG & VARNER, P.A.
 INCORPORATED
 Attest to Signature
 and Corporate Seal:
Carol W. Varner
 Secretary

MEYERS, YOUNG & VARNER, P.A.

By Lynn F. Meyers
 President

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

I HEREBY CERTIFY that on this 2nd day of May, A.D., 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lynn F. Meyers, President of Meyers, Young & Varner, P.A., a Maryland service 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.

Diane Lee Rowe
 Notary Public

DIANE LEE ROWE
 NOTARY PUBLIC
 My Commission Expires:
 1 July 1982
 WASHINGTON CO., MD.

ARTICLES OF AMENDMENT

OF

MEYERS, YOUNG & VARNER, P.A.

Changing its name to:

MEYERS & YOUNG, P.A.

2100

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 28, 1981 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded. 3

Recorded in Liber 2508, folio 1963, 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

J. Edwin Mueller



A 111859

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JAN 22 2 25 PM '81

LIBER _____ FOLIO _____

VAUGHN J. BAKER, CLERK

Received For Record January 22, 1982 at 2:25 o'clock pm liber 30
ARTICLES OF SALE AND TRANSFER OF

HEIDI CLOTHING CARE CORPORATION

41-22-92 AE 17403 *****5.00

19
ARTICLES OF SALE AND TRANSFER entered into this 15th day of May, 1981, by and between HEIDI CLOTHING CARE CORPORATION, a Maryland Corporation (hereinafter sometimes referred to as the "Transferor"), and EDWARD N. BUTTON, P.A., a Maryland Professional Corporation, (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: Edward N. Button, P. A., 580 Northern Avenue, Hagerstown, Maryland 21740.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and transfer are as follows:

Transferor is Heidi Clothing Care Corporation, a corporation organized under the Laws of the State of Maryland.

Transferee is Edward N. Button, P. A., a corporation organized under the Laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein is Seventy-nine Thousand Eight Hundred (\$79,800.00) Dollars, to be paid to Transferor in accordance with the terms and conditions set forth in the Agreement (hereinafter referred to as the "Agreement"), between Transferee and Transferor dated as at May 14, 1981, which Agreement is incorporated by reference herein.

FIFTH: The principal office of Transferor is in the City of Hagerstown, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records, is Washington County.

SIXTH: The location of the principal office of Transferee in the State of Maryland is 580 Northern Avenue, Hagerstown, Maryland 21740.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the Minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor

by unanimous written informal action, 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.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the Minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

NINTH: In consideration of the payment to Transferor of Seventy-nine Thousand Eight Hundred (\$79,800.00) Dollars in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

Real property located at 635 Oak Hill Avenue, Hagerstown, Maryland, more particularly described in a deed dated November 30, 1979, and recorded among the Land Records of Washington County in Liber 694, folio 16.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation, and Transferee, a Maryland Professional Corporation, 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, HEIDI CLOTHING CARE CORPORATION, and EDWARD N. BUTTON, P. A., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its President or Vice President and attested by the Secretary or Treasurer, as of this 15th day of May, 1981.

ATTEST:


Treasurer

ATTEST:


Secretary

HEIDI CLOTHING CARE CORPORATION
Transferor

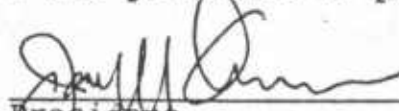
BY: 
President

EDWARD N. BUTTON, P. A.
Transferee

BY: 
President



THE UNDERSIGNED, President of HEIDI CLOTHING CARE CORPORATION, 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 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.


President

THE UNDERSIGNED, President of Edward N. Button, P. A., 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 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.


President



REALTY WORLD, SETTLES - HIGH

REAL ESTATE AND INSURANCE, INC.
128 E. Baltimore St., Hagerstown, MD 21740
301-733-6772
"A World of Difference"



THE AGREEMENT, Made this 14th day of May, 19 81, by and between
Heidi Clothing Care Corporation hereinafter called the Sellers,

whose address is Edward N. Button hereinafter called the Buyers,
and 580 Northern Avenue
whose address is 580 Northern Avenue

WITNESSETH: That the Sellers do hereby sell to the Buyers and the Buyers do hereby purchase all the following described real property with improvements thereon, situated at 635 Oak Hill Avenue County of Washington
State of Maryland Being all that parcel of land, together with the improvements thereon, situated on the

side of and fronting approximately feet thereon, better known as
and being more particularly described in a deed recorded among the land records of said county. (Deed Reference: 694 Folio 16)
PURCHASE PRICE AT AND FOR THE SUM OF \$ 79,800.00
Earnest money paid herewith \$ 1,000.00
Additional Earnest money \$
Balance to be paid at settlement \$ 78,800.00

Any financing of the balance due shall be arranged for by the Buyers before settlement date. The above total purchase price shall not be subject to any deductions for financing discounts unless specifically stated herein.

1. FINANCING CONTINGENCY: This contract is contingent upon the Buyer's ability to obtain a First Mortgage loan in the amount of at least \$ 78,800.00, with interest not to exceed more than 10 % per annum for a period of at least 30 years, provided however, that unless Buyer shall apply to a Lending Institution of his choice within six (6) days from the date of acceptance of this contract for approval of such loan and shall pursue such application diligently, this contingency shall be deemed waived by the Buyer; and provided further that unless Buyer notifies Seller's Agent or Broker in writing within 30 days from the date of acceptance of this contract, that Buyer has been successful in obtaining such loan approval (which notice shall constitute a waiver of the Contingency by the Buyer), the Seller shall have the option at any time thereafter to declare this contract null and void, in which case the deposit will be refunded to the Buyer.

2. LENDER'S FEES (Except VA/FHA Loans): Buyer agrees to pay a loan origination fee of 1 % of the principal amount of the loan, or "points", Seller agrees to pay a loan placement fee of 1 % of the principal amount of the loan, or "points".

3. SETTLEMENT shall be made on or before 19. If the Buyers shall fail to make full settlement, the deposit herein provided for may be forfeited at the option of the Sellers, in which event the Buyers shall be relieved from further liability hereunder unless the Sellers notify the Buyers and the Agent(s) in writing within 30 days from the date provided for settlement herein of his election to avail himself of any legal or equitable rights, other than the said forfeiture, which he may have under this contract. In the event of the forfeiture of the deposit, the Sellers shall allow the Agent(s) one-half thereof as a compensation for his services, said amount not to exceed the amount of the brokerage fee.

4. POSSESSION: Sellers agree to give possession and occupancy at time of settlement, and in the event he shall fail to do so, he shall become and be thereafter a tenant by sufferance of the Buyers, and hereby waives all notice to quit, as provided by the laws effective in the State where the real estate is located. Sellers will leave premises free and clear of trash and debris and broom clean.

5. TITLE: Upon payment of the whole purchase price the Sellers agree to execute and deliver to the Buyers a good and sufficient Deed for the property, containing covenants of general warranty and further assurances. Title is to be good and merchantable, free of liens and encumbrances except as specified herein, and use and occupancy restrictions of public record which are generally applicable to properties in the immediate neighborhood or the sub-division in which the property is located, and publicly recorded easements for public utilities and any other easements which may be observed by an inspection of property. If the title should be found defective and cannot be perfected, then this agreement shall be null and void and the deposit shall be returned to the Buyers, without interest, damages or costs. If legal steps are necessary to perfect the title, such action must be taken promptly by the Sellers at their own expense, whereupon the time herein specified for settlement will be extended for the period necessary for such prompt action, not to exceed 30 days or by written agreement for a longer extension.

6. ADJUSTMENTS: Ground rent, rent, water rent, taxes (including Metropolitan District or County Sanitary Commission charges for sewer and water, if any) and all other public charges on an annual basis, against the premises shall be paid by Buyer as of the date of settlement unless otherwise agreed upon herein. Cost of all documentary stamps and transfer tax, where required by law, shall be paid by Buyer.

7. ~~WARRANTY: The Seller warrants that the property is free from all liens, taxes, and other encumbrances, and that the title is good and merchantable.~~
WARRANTY: The Seller warrants that the property is free from all liens, taxes, and other encumbrances, and that the title is good and merchantable.

8. INSURANCE: It is agreed that until settlement, the Sellers shall bear full risk for damages to the property resulting from fire, wind, malicious mischief, vandalism, theft or any other perils, not to exceed the purchase price.

9. AGREEMENT OF PARTIES: The parties to this contract mutually agree that it shall be binding upon them, their respective heirs, personal representatives, successors and assigns; that the provisions hereof shall survive the execution and delivery of the deed aforesaid and shall not be merged therein; that this contract, together with any included addenda, contains the final and entire agreement between the parties hereto, and neither they nor their agents shall be bound by any terms, conditions, statements, warranties or representations, oral or written, not herein contained.

10. COMMISSION: The Sellers recognize Younkins Agency as the LISTING BROKER negotiating this contract and agree to pay a brokerage fee for services rendered amounting to Six (6) % of the sales price. This fee shall be earned, due and payable when a purchaser is produced who is ready, willing and able to purchase, or upon execution of this contract, whichever shall first occur. LISTING BROKER agrees to defer receipt of this fee until the settlement date as herein provided solely as an accommodation to Seller, and such deferral shall in no event be construed as a waiver of this earned fee which is due and payable whether or not settlement occurs. The entire earnest money shall be held by the LISTING BROKER in a special agency escrow account until the time set for settlement. This sale is made in cooperation with Realty World, Settles - High as the SELLING BROKER. At the time the LISTING BROKER receives its fee hereunder, the SELLING BROKER is to receive Fifty (50) % of the total commission due.

11. INFORMATION TO BE FURNISHED: The parties hereto agree to furnish to the Broker, settlement attorney and/or any lending institution upon request such information as may be required by State or Federal laws pertaining to real estate transaction disclosures. NOTICE TO BUYERS. YOU MAY SELECT YOUR OWN TITLE INSURANCE, SETTLEMENT, OR ESCROW COMPANY OR TITLE COMPANY OR TITLE ATTORNEY.

12. MECHANICAL EQUIPMENT: The Seller agrees that all mechanical equipment included in this sale will be in good operating condition at the time of occupancy or settlement, whichever shall first occur, by the Buyers, unless otherwise stated herein. The property sold includes any heating, air conditioning, plumbing and lighting fixtures, dishwasher, disposer, conicals, curtain and drapery rods, awnings, screens, storm doors and windows, venetian blinds, shades, T.V. Antenna, rotor, all trees, shrubs and plants as now installed on the premises, unless otherwise agreed herein, plus any other non Real Estate items mentioned below:

13. SPECIAL CONDITIONS: * See Addendum.

WITNES THE HANDS AND SEALS OF THE PARTIES HERETO THE DAY AND YEAR FIRST ABOVE WRITTEN

James H. Reed
Witness as to Seller's Signature

5-15-81
Date

Robert C. Priebe (SEAL)
Seller's Signature

James H. Reed
Witness as to Seller's Signature

5-15-81
Date

Paul A. Edwards (SEAL)
Seller's Signature

Robert C. Priebe
Witness as to Seller's Signature

5-15-81
Date

Edward N. Button (SEAL)
Buyer's Signature

James H. Reed
Witness as to Seller's Signature

5-15-81
Date

Paul A. Edwards (SEAL)
Buyer's Signature

ADDENDUM

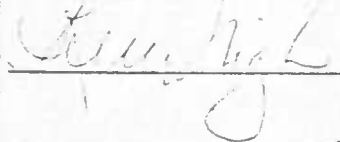
The following conditions, covenants and agreements are attached and made a part of the Contract of Sale dated May 14, 1981, by and between Edward N. Button (BUYER) and Heidi Clothing Care Corporation (SELLER).

1. This sale is contingent upon the property being conveyed free and clear of all liens, judgments, and encumbrances on the date of settlement, with the exception of a judgment in the amount of Three Thousand Five Hundred (\$3,500.00) Dollars, more or less, in favor of C & P Telephone Company of Maryland. Should any other judgments, liens, or encumbrances attach to the property prior to transfer, this Contract shall be considered null and void and the earnest money paid herewith shall be returned to BUYER.

2. This Contract is further contingent upon present Mortgagee accepting a mortgage in the amount of Seventy-five Thousand (\$75,000.00) Dollars, at fifteen (15%) percent per annum, for a period of thirty (30) years. And further, that said Mortgagee will release the present mortgage obligation in the amount of Seventy-nine Thousand (\$79,000.00) Dollars, more or less.

3. Settlement and transfer of title is to take place within three (3) business days after acceptance of this Contract. Time is of the essence.

WITNESS:





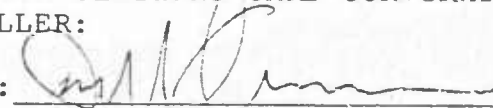
Edward N. Button, Buyer

ATTEST:



Ronald Tritt, Secretary

HEIDI CLOTHING CARE CORPORATION
SELLER:

BY: 

Joseph M. Steiner, President

ARTICLES OF SALE AND TRANSFER

BETWEEN

HEIDI CLOTHING CARE CORPORATION (MD. CORP.) Transferor

AND

EDWARD N. BUTTON, P.A. (MD. CORP.) Transferee

2102

approved and received for record by the State Department of Assessments and Taxation
 of Maryland May 28, 1981 at 8:30 o'clock A M. as in conformity
 with law and ordered recorded.

6

Recorded in Liber 2508, folio 2776, 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 Wash. Co. Land Off
 \$ 24.00

5.00

264.00 RT
399.00 TT

To the clerk of the Circuit Court of Washington County

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

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

J. Edwin Mueller



STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

A 111961

JAN 22 2 25 PM '86

LIBER _____ FOLIO _____

Received For Record January 22, 1982 at 2:25 o'clock pm liber 30
ARTICLES OF MERGER

THESE ARTICLES OF MERGER, dated this 28th day of May, 1981, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code"), are entered into by and between the corporations named in Article SECOND below, which are referred to herein collectively as the "Constituent Corporations".

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said Merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are CANNON SHOE COMPANY, a Maryland Corporation (hereinafter referred to as "Cannon"), THURMONT SHOE COMPANY, a Maryland Corporation (hereinafter referred to as "Thurmont") and THE HAGERSTOWN SHOE COMPANY, a Maryland Corporation (hereinafter referred to as "Hagerstown"). Thurmont Shoe Company and The Hagerstown Shoe Company are wholly owned subsidiaries of Cannon Shoe Company.

THIRD: Cannon shall be the successor corporation (hereinafter sometimes referred to as "Successor").

FOURTH: The principal office of Cannon in the State of Maryland is 148 W. Franklin Street, Hagerstown, Maryland. The principal office of Thurmont is 148 W. Franklin Street, Hagerstown, Maryland. The principal office of Hagerstown is 148 W. Franklin Street, Hagerstown, Maryland. Cannon owns no property in any county in Maryland, the title to which could be effected by the recording of an instrument among the land records. Thurmont owns land, the title to which could be effected by the recording of an instrument among the land records, in Frederick County, Maryland and no other county. Hagerstown owns land, the title to which could be effected by the recording of an instrument among the land records, in Washington County, Maryland and no other county.

FIFTH: On May 27, 1981, the Boards of Directors of each of the Constituent Corporations by unanimous written consent pursuant to the provisions of Section 2-408(c) of the Code, approved the terms and conditions of the transaction set forth in these Articles of Merger and declared that the Merger was advisable on such terms and conditions, and directed that the proposed transaction be submitted for consideration by the stockholders of each of the Constituent Corporations; that on May 28, 1981, the stockholders of the Constituent Corporations, by unanimous written consent, pursuant to the provisions of Section 2-505 of the Code, duly approved the terms and conditions of the Merger.

SIXTH: Accordingly, the terms and conditions of the Merger set forth in these Articles were advised, authorized and approved by each Corporation party to the Articles in the manner and by the vote required by its Charter and the Laws of the State of Maryland.

SEVENTH: The Charter of Cannon as Successor Corporation shall remain in full force and effect and shall not be modified by these Articles.

EIGHTH: The total number of shares of stock of all classes which Cannon has authority to issue and the number and par value of the shares of each class are as follows:

1,455 shares, of which 5 shares shall be Class A Voting Common Stock, par value \$1.00, and 725 shares of Class B Non-Voting Common Stock, par value \$1.00, and 725 shares of Non-Voting Preferred Stock, without par value, all classes having an aggregate par value of \$730.

NINTH: The total number of shares of capital stock of all classes which Thurmont has authority to issue and the number and par value of the shares of each class are as follows:

5,000 shares without par value, all of one class.

TENTH: The total number of shares of capital stock of all classes which Hagerstown has authority to issue and the number and par value of the shares of each class are as follows:

57,254 shares of Common Stock, of the par value of \$1.00 each, all of one class, and having an aggregate par value of \$57,254.

ELEVENTH: That the total number of shares of capital stock heretofore and hereafter authorized to be issued by the Successor, and the number and par value of the shares of each class, and the aggregate par value of all such shares of all classes are as follows:

1,455 shares, of which 5 shares shall be Class A Voting Common Stock, par value \$1.00, and 725 shares of Class B Non-Voting Common Stock, par value \$1.00, and 725 shares of Non-Voting Preferred Stock, without par value, all classes having an aggregate par value of \$730.

TWELFTH: The manner and basis of converting or exchanging issued stock of the Constituent Corporations into different stock or other consideration, and the treatment of any issued stock of the Constituent Corporations not to be converted or exchanged, are as follows:

a. Shares of Cannon. Each share of Cannon Stock issued and outstanding immediately prior to the Effective Time (as defined in Article THIRTEENTH hereof), shall remain issued, outstanding, and unchanged immediately following the Effective Time.

b. Shares of Thurmont. All the shares of Common Stock of Thurmont issued and outstanding immediately prior to the Effective Time, and all rights in respect thereof, shall, by virtue of the Merger, cease to exist and be cancelled and no cash or securities shall be issued or paid in respect thereof, and all of the property and assets of Thurmont shall be and become the property of Cannon, subject to the liabilities of Thurmont.

c. Shares of Hagerstown. All the shares of Common Stock of Hagerstown issued and outstanding immediately prior to the Effective Time, and all rights in respect thereof, shall, by virtue of the Merger, cease to exist and be cancelled and no cash or securities shall be issued or paid in respect thereof, and all of the property and assets of Hagerstown shall be and become the property of Cannon, subject to the liabilities of Hagerstown.

THIRTEENTH: The Merger provided for by these Articles of Merger shall become effective (the "Effective Time"), and the separate existences of Thurmont and Hagerstown shall cease, on the date and time that these Articles of Merger are accepted for record by the State Department of Assessments & Taxation of Maryland.

IN WITNESS WHEREOF, Cannon Shoe Company, Thurmont Shoe Company and The Hagerstown Shoe Company, the Corporations parties to the Merger, have caused these Articles of Merger to be signed in their respective corporate names on their

behalf by their respective Presidents and witnessed or attested by their respective Secretaries as of this 28th day of May, 1981.

ATTEST:

Sally H. Nims
Sally H. Nims, Secretary

CANNON SHOE COMPANY

BY: Bennett S. Rubin
Bennett S. Rubin, President

Sally H. Nims
Sally H. Nims, Secretary

THURMONT SHOE COMPANY

BY: Bennett S. Rubin
Bennett S. Rubin, President

Sally H. Nims
Sally H. Nims, Secretary

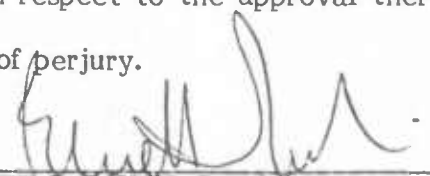
THE HAGERSTOWN SHOE COMPANY

BY: Bennett S. Rubin
Bennett S. Rubin, President

THE UNDERSIGNED, President of CANNON SHOE COMPANY, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Bennett S. Rubin
BENNETT S. RUBIN, President

THE UNDERSIGNED, President of THURMONT SHOE COMPANY, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, that matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


BENNETT S. RUBIN, President

THE UNDERSIGNED, President of THE HAGERSTOWN SHOE COMPANY, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


BENNETT S. RUBIN, President

ARTICLES OF MERGER

MERGING

THURMONT SHOE COMPANY (MD. CORP.)

AND

THE HAGERSTOWN SHOE COMPANY (MD. CORP.)

WITH AND INTO

CANNON SHOE COMPANY (MD. CORP.) Survivor

approved and received for record by the State Department of Assessments and Taxation
 of Maryland June 1, 1981 at 12:00 o'clock NOON M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2509 1121 folio 2782 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 \$ _____
4.00 Certif. to Fred. Co. Land Office
4.00 " " Wash. " " "
 \$ 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

J. Kevin Mueller



A 111962

STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

JAN 22 2 25 PM '86
 LIBER _____ FOLIO _____

bt

Received For Record January 22, 1982 at 2:25 o'clock pm liber 30

ARTICLES OF INCORPORATION

17170 *** 5.00

FIRST: The undersigned, Dan Rupli, Attorney at Law, whose post office address is On The Square, P.O. Box F, Burkittsville, Maryland 21718, being at least twenty-one 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 Rasmussen Communications, Incorporated.

THIRD: The purpose for which the Corporation is formed is to engage in the business of designing, manufacturing, and marketing various types of communications equipment and to engage in other related and similar business activities which are permitted by law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 87, Boonsboro, Maryland 21713. The name and post office address of the resident agent of the Corporation in Maryland is LaVern D. Rasmussen, Route 1, Box 87, Boonsboro, Maryland 21713. Both being located in Washington County, Maryland.

FIFTH: The Corporation shall be Authorized to Issue Capital Stock in the amount of 100,000 shares of Class A voting stock at par value of One Dollar per share.

SIXTH: The number of Directors of the Corporation shall be three which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the next annual meeting in June 1981 are LaVern D. Rasmussen, Jeffrey Mark Rasmussen and Scott Allen Rasmussen.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on May 21, 1981. And I have severally acknowledged the same to be my act.

Witness:

Cheryl L. Pryor

Cheryl L. Pryor

as to

Dan Rupli

Dan Rupli, Attorney at Law
On the Square
Burkittsville, Maryland 21718
(301) 473-5536

2122

ARTICLES OF INCORPORATION

OF

RASMUSSEN COMMUNICATIONS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 1, 1981 at 9:00 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2508, folio 3119 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.

J. Edwin Mueller

A 111996



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JAN 22 2 25 PM '81

LIBER _____ FOLIO _____

ALL 111996

Received For Record January 22, 1982 at 2:25 oc'clock pm liber 30
ARTICLES OF INCORPORATION

12-82 A 17471 *****5.50

OF

WASHINGTON MONUMENT VALLEY FISH AND GAME PROTECTIVE ASSOCIATION, INC.

FIRST: We, the subscribers, Harold Faulders, whose post office address is Route 3, Boonsboro, Maryland 21713, Thomas Shepley, whose post office address is Frederick, Maryland, Gary Gipe, whose post office address is John Brown Farm, Keedysville, Maryland 21756, and Lewis Dameron, whose post office address is Red Hill Road, Boonsboro, Maryland 21713, 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 WASHINGTON MONUMENT VALLEY FISH AND GAME PROTECTIVE ASSOCIATION, 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 subparagraphs (a) and (b) of this Article THIRD are the following:

The Corporation will act as a rod and gun club and is organized for the protection and preservation of game and fish, to promote the vigorous enforcement of such laws tending toward protection and preservation of game and fish and to foster and increase the game and fish supply in the community. In addition, sporting events will take place on property leased or owned by the Corporation and will include target practice, riflery events, and training exercises in the use of sporting weapons.

FOURTH: The post office address of the principal office of the Corporation in this State is Box 56, 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 West Washington Street, Hagerstown, Maryland 21740.

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 ten (10), which number may be increased or decreased pursuant to the By-Laws of the

Corporation, but shall never be less than three (3). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Billy J. Stanley, Roger Schroyer, Harvey Schroyer, Leonard Thomas, Donald Thomas, Charles Smith, Melvin Gross, Robert Eagle, Richard Flook and Harold Faulders.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled

to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue 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"),

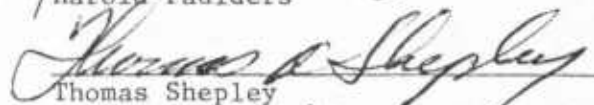
as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

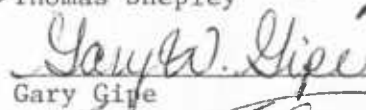
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

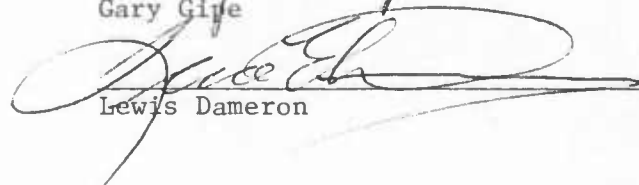
(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that 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 subsection (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 12 day of May, 1981, and we acknowledge same same to be out act.


Harold Faulders


Thomas Shepley


Gary Gipe


Lewis Dameron

ARTICLES OF INCORPORATION

OF

2125

WASHINGTON MONUMENT VALLEY FISH AND GAME PROTECTIVE
ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 1, 1981 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2509, folio 0017, 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.



~~STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD~~

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 112009

JAN 22 2 25 PM '82

LIBER _____ PUBLIC _____

LAND ☐ _____ ☐
VAUGHN I. BAKER, CLERK

Received For Record January 22, 1982 at 2:25 o'clock pm liber 30

ARTICLE OF INCORPORATION

OF

CALVARY EVANGELISTIC ASSOCIATION

22-82 A# 174.72 *****2.50

THIS IS TO CERTIFY:

We, the undersigned elected trustees, in the name of and on behalf of the church, all being at least twenty-one years of age and all being, further, residents of the State of Maryland, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this religious corporation is CALVARY EVANGELISTIC ASSOCIATION.

ARTICLE II

The corporation is a non-profit, religious corporation.

ARTICLE III

The corporation shall proceed under Subtitle 3, Religious Corporations, Corporations and Associations, Annotated Code of Maryland.

ARTICLE IV

PLAN OF THE CHURCH

(1) The purpose for which this corporation is organized shall be to establish and maintain a church and to provide places of public worship and prayer in accordance with the traditions and teachings of the Bible, in the City of Hagerstown, Washington County, Maryland, and elsewhere within and without the State of Maryland; to establish, maintain and conduct schools for religious instruction of children and adults; to establish, maintain and conduct youth camps, youth and adult religious retreat centers, hospitals, nursing homes and rehabilitation centers, and all within or without the State of Maryland; to buy, lease, or otherwise acquire and hold, mortgage or other

wise encumber, and to sell or otherwise dispose of both real and personal property, wheresoever situate or however constituted; to further all religious and charitable work; to publish and circulate the word of God when and where needed; and for such purposes to adopt and establish By-laws, rules and regulations in accordance with the law and not inconsistent with these Articles of Incorporation.

(2) The purposes of the corporation are exclusively religious, educational, and charitable and no part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be held for services rendered to or for the corporation effecting one or more of its purposes), no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended.

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

(4) The Corporation shall be prohibited from engaging in any act of self-dealing as defined in the Internal Revenue Code of 1954 and amendments thereto, and shall not retain excess business holdings as defined in said Code, nor shall it make any instruments in such manner as to subject the corporation to a tax under said Code, and amendments thereto, and for making any taxable

expenditures in violation thereof.

(5) In the event that there should arise a descension among the members and/or trustees to such an extent that it is necessary, for moral and spiritual reasons, for the congregation to divide, then the trustees shall, after paying or making provisions for payment of all of the liabilities of the Corporation make a distribution of all of the assets of the Corporation, in proportion to the number of members of the congregation in each descending group, and to the organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall be organized by the descending groups, and in the event that the Corporation should be dissolved as above set forth or dissolved for any other reason whatsoever, such distribution shall be made only for such purposes as must qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is located, exclusively for such purposes.

(7) The name of the corporation and the church shall be the Calvary Evangelistic Association.

(8) The Trustees shall be elected annually by the members of the Corporation as provided in the By-laws. Trustees shall be elected for a period of one, two or three years, to insure that new Trustees are serving and to retain the experience of Trustees previously elected.

(9) In order to vote at elections and to be elected to office, members must be at least twenty-one years of age; must have worshiped with the congregation for at least six months prior to election and must have lived and be

currently living in accordance with the teachings of the Church.

ARTICLE V

PLACE OF WORSHIP

The post office address of the Corporation's principal office and place of worship is 147 S. Conococheague Street, Williamsport, Maryland 21795

ARTICLE VI

DURATION

The period of duration of this Corporation is perpetual.

ARTICLE VII

NON-STOCK CORPORATION

This Corporation shall be non-stock, and no dividends of pecuniary profits shall be declared or paid to the members thereof.

ARTICLE VIII

TRUSTEES

The number of directors constituting the initial Board of Trustees of the Corporation is four (4), and the names and addresses of the persons who are to serve as the initial Trustees are as follows:

- (1) Vernon W. Miles, Sr.
147 S. Conococheague Street
Williamsport, Maryland 21795
- (2) Dennis H. Marshall
147 S. Conococheague Street
Williamsport, Maryland 21795
- (3) John C. Allshouse
147 S. Conococheague Street
Williamsport, Maryland 21795
- (4) Clair S. Brinton, Jr.
1020 Concord Street
Hagerstown, Maryland 21740

ARTICLE IX

CORPORATE OFFICERS

The general officers of the Corporation shall be President, Vice-president, Secretary and Treasurer.

ARTICLE X

ELECTION OF OFFICERS

The officers shall be elected by the Trustees, who shall be first elected by the members of the Corporation in accordance with the appropriate provisions of the By-laws of the Corporation.

ARTICLE XI

RESIDENT AGENT

The name of the resident agent shall be Vernon W. Miles, Sr., whose address is 147 S. Conococheague Street, Williamsport, Maryland 21795, and who actually resides within the State of Maryland.

ARTICLE XII

AMENDMENTS

These Articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE XIII

INCORPORATORS

The names and addresses of the persons forming this Corporation are those Trustess elected by the adult members of this church in order to form a religious corporation under the provisions of the Annotated Code of Maryland and are as follows:

- (1) Vernon W. Miles, Sr.
147 S. Conococheague Street
Williamsport, Maryland 21795

- (2) Dennis H. Marshall
147 S. Conococheague Street
Williamsport, Maryland 21795
- (3) John C. Allshouse
147 S. Conococheague Street
Williamsport, Maryland 21795
- (4) Clair S. Brinton, Jr.
1020 Concord Street
Hagerstown, Maryland 21740

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals
this 26th day of May, 1981.

Vernon W. Miles Sr. (SEAL)

Dennis H. Marshall (SEAL)

John C. Allshouse (SEAL)

Clair S. Brinton, Jr. (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 26th day of May, 1981, before me, the
subscriber, a Notary Public of the State and County aforesaid, personally
appeared Vernon W. Miles, Sr., Dennis H. Marshall, John C. Allshouse and
Clair S. Brinton, Jr., and acknowledged the foregoing Articles of Incorporation
to be their act and deed.

WITNESS My hand and Official Notarial Seal.



Commission Expires: 7/1/82

Beverly L. Dusing
Notary Public

ARTICLES OF INCORPORATION

OF

CALVARY EVANGELISTIC ASSOCIATION

2131

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

of Maryland June 4, 1981

at 11:00

o'clock

A. M. as in conformity

with law and ordered recorded.

7

Recorded in Liber 2509, folio 1010, 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 \$

0.50

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




A 112154

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JAN 22 2 25 PM '81

LIBER FOLIO

VAUGHN J. BAKER, CLERK

Received For Record January 22, 1982 at 2:25 o'clock pm liber 30
JAN 22-82 AM 17473 *** **5.00

ARTICLES OF INCORPORATION
OF

TERRY JONES, LTD.

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

FIRST: I, Terry Jones, whose post office address is 112 Elm Street, Hagerstown, Maryland, 21740, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is Terry Jones, Ltd.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Association article of the Annotated Code of Maryland, as amended.

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

(1) To provide a consulting service to firms and individuals engaged in mechanical and civil engineering.

(2) To engage in any other lawful purpose and/or business.

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

FIFTH: The Post Office address of the principal office of the Corporation in this State is 112 Elm Street, Hagerstown, Maryland, 21740. The name and Post Office address of the resident agent of the Corporation in this state is Terry Jones, 112 Elm Street, Hagerstown, Marylandd, 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 thousand (1,000) shares of common stock, without par value.

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

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 subsection (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.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Director and stockholders.

(1) The stockholders shall have power from time to time to fix and determine and vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or the net profits arising from the businesses shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter.

(2) 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 all the holders of stock at the time outstanding by a vote at a meeting or in writing with or without the 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 vountary 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 23^d day of May, 1981.

Witness;

Paul Jorgensen Terry L. Jones
TERRY JONES

STATE OF MARYLAND, COUNTY OF Washington to-wit:

I HEREBY CERTIFY, that on this 23rd day of May, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Terry Jones, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal:



Celeste Maiorana
Notary Public

CELESTE I. MAIORANA
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1982

ARTICLES OF INCORPORATION
OF
TERRY JONES, LTD.

2133

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 2, 1981 at 10:00 o'clock A M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2509, folio 1391, 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.

J. Edwin Qualler



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 112191

bt

JAN 22 2 25 PM '82

LIBER _____ FOLIO _____

VAUGHN J. BAKER, CLERK

Received For Record January 22, 1982 at 2:25 o'clock pm liber 30

JAN 22-82 A# 17474 *****5.00

ARTICLES OF INCORPORATION

OF

STYTCHEN TIME, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, 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 herein-after called the Corporation) is STYTCHEN TIME, INC.

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

To buy, sell, trade, manufacture, deal in and deal with fabrics, patterns, notions and to carry on the business of interior decorating for homes and commercial establishments, including alterations; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such 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 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 122 North Colonial Drive, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Linda R. Weaver, 122 North Colonial 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 two (2), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than two. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Linda R. Weaver and Ronald L. Weaver, they being the sole stockholders of the Corporation.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on June 4, 1981.

WITNESS:

Patricia L. Witmer

Howard W. Gilbert, Jr. (SEAL)

Patricia L. Witmer

Russell R. Marks (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 4th day of June, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr. and Russell R. Marks and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

STYTCHEN TIME, INC.

2134

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

of Maryland June 5, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2509, folio 1611 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.

J. Edwin Mueller

A 112234



BW

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JAN 22 2 25 PM '86

LIBER 10.10

VAUGHN J. BAKER, CLERK

AD
Received For Record January 22, 1982 at 2:25 o'clock pm liber 30

OLD FORGE FLYERS, INC.
ARTICLES OF INCORPORATION

JAN 22 1982 AM 17:75 *****5.00

FIRST: I, Malcolm B. Hutto, II, whose post office address is Route 2, Box 471, Smithsburg, Maryland 21783, 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 Old Forge Flyers, Inc.

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

(a) To foster and promote construction and flight of radio-controlled aircraft.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 471, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is Malcolm B. Hutto, II, Route 2, Box 471, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation shall have no capital stock and 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, 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: Malcolm B. Hutto, II, Barr Newcomer, Edward Spickler and Bryan Wiles.

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 in accordance with the Laws of the State of Maryland.

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29th day of MAY, 1981, and I acknowledge the same to be my act.



Malcolm B. Hutto, II

ARTICLES OF INCORPORATION

OF

OLD FORGE FLYERS, INC.

2135

approved and received for record by the State Department of Assessments and Taxation
 of Maryland June 5, 1981 at 1:00 o'clock P.M. as in conformity
 with law and ordered recorded.

Recorded in Liber 2509, folio 1663 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.

J. Kevin Mueller



BW

A 112244

STATE OF MARYLAND
 WASHINGTON COUNTY
 RECEIVED FOR RECORD

JAN 22 2 25 PM '86

LIBER 2509

VAUGHN J. BAKER, CLERK

Received For Record January 22, 1982 at 2:25 o'clock pm liber 30

Jan 22-82 A rf 7497)*** 1.00

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF MERGER

To the Clerk of the CIRCUIT Court for Washington County

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

Hessey & Hessey c/o 1311 Fidelity Bldg

Balto., Md. 21201

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

June 1, 1981 at 12:00NOON

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

(a) The names of the merging corporations are _____

Thurmont Shoe Company (Md Corp.), and The Hagerstown Shoe Company (Md Corp.)

With and Into

(b) The name of the new corporation is _____

Cannon Shoe Company (Md. Corp.) Survivor

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

Washington County

(d) The Agreement of Merger is dated May 28, 1981

(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 1, 1981

at 12:00 NOON

Received For Record January 22, 1982 at 2:25 pm corpprtation liber 30

Jan22-82 A rf 7496 1.00

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 _____

Karen D. Merchant c/o 580 Northern Ave Hagerstown, Maryland 21940

which said Articles of Sale & Transfer are duly approved by said Department on May 28, 1981 at 8:30 AM and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is _____

Heidi Clothing Care Corporation (md. Corp.) Transferor

the name of the transferee is _____

Edward N. Button, P.A (Md Corp.) Transferee

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

Washington County

(c) The Articles of ~~Sale & Transfer~~ are dated May 15, 1981

(d) The time of receipt for record of the Articles of Transfer & Sale in the office of the State Department of Assessments and Taxation was _____

May 28, 1981 at 8:30 AM