

Received For Record November 9, 1982 at 2:38 o'clock pm liber 32

ARTICLES OF INCORPORATION

OF

MARIE LEHMAN ASSOCIATES, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Marie H. Foster, whose post office address is 865 Greenbriar Road, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is MARIE LEHMAN ASSOCIATES, 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 1725 Pennsylvania Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Marie H. Foster, 865 Greenbriar 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).

1982 NOV 9 6-017 2661

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one (1); and the name of the director who shall act until the first annual meeting or until her successor is duly chosen and qualifies is Marie H. Foster.

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 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, I have signed these Articles of Incorporation on August 5, 1982.

WITNESS:

Karen M. Palmer

Marie H. Foster (SEAL)  
Marie H. Foster

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5th day of August, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Marie H. Foster, who did acknowledge that she executed the foregoing Articles of Incorporation as her voluntary act.

WITNESS my hand and Notarial Seal.

Karen Palmer  
Notary Public

My Commission Expires:  
July 1, 1982

ARTICLES OF INCORPORATION  
OF  
MARIE LEHMAN ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 10, 1982 at 9:01 o'clock A M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2552, folio 1467, 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.

PRB De



STATE OF MARYLAND  
WASHINGTON COUNTY  
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Received For Record Nov. 9, 1982 at 2:38 o'clock pm liber 32

ARTICLES OF INCORPORATION

FERRY HILL INN, INC.

NOV 13 1982 11:07 AM #5.00

FIRST: I, John H. McDowell, whose post office address is 635 Oak Hill 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

Ferry Hill Inn, Inc.

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

(1) To engage in the restaurant, food and liquor sales business; to rent properties for gasoline service stations and other related activities; to sell souvenirs and other related items; to purchase food, liquor, souvenirs, gasoline and other related items; to maintain offices, warehouses, agents, solicitors for said 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 Route 34, Sharpsburg, Maryland 21782. The name and post office address of the Resident Agent of the Corporation in this State is Joe Harry Forsyth, 2714 Long Street Drive, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in the State of Maryland.

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

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

(1) If there is no stock outstanding, the number of Directors may be less than two but not less than one; and

(2) If there is stock outstanding and so long as there are less than two stockholders, the number of directors may be less than two, but not less than the number of stockholders.

The name of the Directors who shall act until the first annual meeting or until their successors is duly chosen and qualified are: Joe Harry Forsyth, Darlene Marie Forsyth and Dr. Hiram Sizemore.

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 20 day of July, 1982, and acknowledged the same to be my act.

WITNESS:

Melissa S. Doyle

John H. McDowell  
John H. McDowell

ARTICLES OF INCORPORATION

OF

FERRY HILL INN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland AUGUST 11, 1982 at 9:09 o'clock a. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2552, folio 1652, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
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*[Handwritten mark]*

THE WASHINGTON COUNTY CHILD DEVELOPMENT CENTER, INC.

ARTICLES OF AMENDMENT

Received For Record November 9, 1982 at 2:38 o'clock pm liber 32 145.00

The Washington County Child Development Center, Inc., a Maryland Corporation, having its principal office at 131 West North Street, Hagerstown, Maryland 21740, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

The Charter of the Corporation is hereby amended by deleting ARTICLE SECOND which reads as follows: The name of the Corporation (hereinafter referred to as the "Corporation") is: THE WASHINGTON COUNTY CHILD DEVELOPMENT CENTER, INC.

And inserting a new ARTICLE SECOND which reads as follows: The name of the Corporation (hereinafter referred to as the "Corporation") is HEAD START HUMAN SERVICES, INC.

IN WITNESS WHEREOF, the Washington County Child Development Center, Inc., certifies that these Articles of Amendment have been approved by its Board of Directors and adopted by the members of the corporation.

IN WITNESS WHEREOF, the Washington County Child Development Center, Inc. has caused these presents to be signed in its name and its behalf by its President on this 5th day of August, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of The Washington County Child Development Center, Inc. and, under penalties of perjury, that the matters and facts set forth herein with respect to authority and approval are true in all material respects to the best of his knowledge, information and belief.

Attest:

The Washington County Child Development Center, Inc.

*Nellie J. Hensley*  
Secretary

*Conrad W. Varnor*  
President

LAW OFFICES

Conrad W. Varnor,

P. A.

SUITE 500, MARYLAND NATIONAL BANK BUILDING  
131 W. WASHINGTON STREET  
HAGERSTOWN, MD 21740

(301) 791-7445

1982 AUG -9 A 11: 26

ARTICLES OF AMENDMENT

OF

THE WASHINGTON COUNTY CHILD DEVELOPMENT CENTER, INC.

Changing its name to:

HEAD START HUMAN SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 11, 1982 at 9:01 o'clock A M. as in conformity with law and ordered recorded.

2

Recorded in Liber 2552, folio 2384, 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.

*[Handwritten Signature]*



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WASHINGTON COUNTY  
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THE POTOMAC EDISON COMPANY

ARTICLES OF AMENDMENT

RECORDED 13000 115.00

Received For Record November 9, 1982 at 2:38 o'clock pm liber 132

The Potomac Edison Company, a Maryland and a Virginia corporation having its principal office in the State of Maryland on Downsville Pike, Hagerstown, County of Washington, State of Maryland, and having its registered office in the Commonwealth of Virginia at 20 South Cameron Street, Winchester, Virginia (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland and the State Corporation Commission of the Commonwealth of Virginia, that:

First: The charter of the Corporation is hereby amended by striking out Article V, as amended by Articles of Amendment dated July 20, 1981, of the Articles of Incorporation included as part SIXTH of the Agreement and Articles of Merger dated May 31, 1974, and inserting in lieu thereof the following:

V.

The total amount of the authorized capital stock of the Corporation is 18,525,000 shares, of which 5,450,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value, issuable in one or more series as provided in Article VI hereof) and 13,075,000 shares without nominal or par value are Common Stock.

Second: The Board of Directors of the Corporation on April 14, 1982, at a meeting duly convened and held, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and in the best interests of the Corporation and directing that it be submitted for action thereon to the stockholders of the Corporation.

Third: That by Waiver and Consent in writing dated the 11th day of August, 1982, Allegheny Power System, Inc., the holder of all 11,225,000 outstanding shares of Common Stock of the Corporation, being all of the shares that would have been entitled to vote upon the aforesaid amendment, did waive the holding of a stockholders meeting for the purpose of voting upon said amendment and consented and agreed, by a vote of 11,225,000 shares of said stock, to the adoption of the aforesaid resolution. The holders of all 825,331 outstanding shares of Cumulative Preferred Stock were not entitled to vote on the amendment.

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

Fifth: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized was 17,525,000 shares, of which 5,450,000 of the par value of \$100 each were Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value) and 12,075,000 shares without nominal or par value were Common Stock.

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ARTAMEND.

(b) The total number of shares of all classes of stock of the Corporation as increased is 18,525,000 shares, of which 5,450,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value) and 13,075,000 shares without nominal or par value are Common Stock.

(c) The preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications, of each class of stock of the Corporation as increased are as set forth in the Articles of Incorporation included as part SIXTH of the Agreement and Articles of Merger dated May 31, 1974.

IN WITNESS WHEREOF, THE POTOMAC EDISON COMPANY has caused these presents to be signed in its name and on its behalf by its President 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 August 12, 1982.

THE POTOMAC EDISON COMPANY

By Paul M. Houty  
Vice President



Attest:

William McLean  
Secretary

STATE OF MARYLAND     )  
                                   )   ss:  
 COUNTY OF WASHINGTON )

I HEREBY CERTIFY that on August 12, 1982, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Paul M. Horst, Jr., of The Potomac Edison Company, a Maryland and a Virginia corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared W. H. MacMullen and made oath in due form of law that he is Secretary of said corporation and that the amendment of the Charter of the corporation therein set forth was approved and adopted by a consent in writing signed by all the stockholders entitled to vote on the subject matter thereof, that there are no stockholders entitled to a notice of meeting of stockholders who are not entitled to vote thereat, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

(NOTARIAL SEAL)

*William H. Stoner*  
 \_\_\_\_\_  
 Notary Public  
 My commission expires July 1, 1986

ARTICLES OF AMENDMENT  
OF  
THE POTOMAC EDISON COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 13, 1982 at 8:51 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2552, folio 2088, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 400.00 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.

Rob De



STATE OF MARYLAND  
WASHINGTON COUNTY  
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LIBER 32 FOLIO 10  
LAND INCORPORATION  
VAUGHN J. BAKER, CLERK

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Received For Record Nov. 9, 1982 at 2:38 o'clock pm liber 32

ARTICLES OF INCORPORATION

-of-

MxSi CORP.

1982 AUG 16 P 1:41

The subscriber, BURTON YAVENER, whose post office address is 1104 Spring Street, Silver Spring, Maryland 20910, being of full age, and acting as agent for individuals intending to subscribe to the Capital Stock of the Corporation, when established under law, hereby represents these Articles for the formation of a corporation under the general laws of the State of Maryland, authorizing the formation of corporations.

1.00 Name. The name of the Corporation hereinafter referred to as the "Corporation" is MxSi CORP.

2.00 Purposes. The purposes for which the Corporation is formed and the business to be carried on and promoted by it, within the State of Maryland or within any other State, territory or possession of the United States, whether presently or hereafter annexed, or within any foreign countries, are:

2.01 To engage in the business of buying, selling, developing, constructing, leasing, renting, maintaining and otherwise dealing in real and personal property of every kind and nature as owner, partner, general partner, limited partner or otherwise and to do all things relating to the foregoing that is permitted by the Laws of the State of Maryland or any other jurisdiction within or without the State of Maryland, domestic or foreign.

2.02 To invest its funds in real estate, mortgage, stocks and bonds, or any other type of investment, or to own real or personal property.

2.03 To purchase, lease or otherwise acquire, all or any part of the property, trademarks, trade names, rights, businesses, contracts, goodwill, franchises, patents, patents applied for, use of patents applied for, and assets of every kind, of any corporation, co-partnership or individual (including the estate

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& BERMAN  
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SILVER SPRING, MD 20910  
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of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof; and to pay for any such property, trademarks, trade names, rights, businesses, contracts, goodwill, franchises, patents, patents applied for, use of patents applied for or assets by the issue, in accordance with the laws of the State of Maryland, of notes, bonds, or other securities of the Corporation or otherwise.

2.04 To apply for, obtain, register, purchase, lease or otherwise acquire, and hold, use, own, operate and introduce and to sell, assign, or otherwise dispose of, any trademarks, trade names, copyrights, patents, inventions, improvements and processes used in connection with or secured under Letters Patent of the United States, or elsewhere or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account of any such trademarks, trade names, patents, copyrights, licenses, processes and the like, or any such property or rights so long as necessary or consistent with the business or businesses for which the corporation is organized to render.

2.05 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 enforce or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidence of indebtedness created or issued by any such other corporation or association.

2.06 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 share of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidence of indebtedness issued or created by any other corporation or association, organized under the laws of the State of Maryland,

or of any other State, territory, district, 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.

2.07 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.

2.08 To carry on any of the businesses hereinbefore enumerated for itself, or for account of other, 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 business, or any of them of any part thereof, or to enhance the value of its property, business or rights; to be a partner in a partnership; to be a general partner in a limited partnership with or without additional general partners; to be a limited partner in a limited partnership with or without other limited partners; to be both a general partner and a limited partner in

the same limited partnership; to be one of two or more ventures in a joint venture; and generally to act in any capacity in furtherance of the business of the Corporation, as set forth in Sec. 2.01 herein.

2.09 To have one or more offices and places of business and to carry on all or any of its operations and business without restrictions or limit as to amount or place, in any of the States, districts, and territories or dependencies of the United States and in any and all foreign countries, subject to the laws of such State, district, territory or country.

2.10 To do all other things a corporation might otherwise legally do under the Laws of the State of Maryland.

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

3.00 Principal Office and Resident Agent. The post office address of the principal office of the Corporation is P. O. Box 202, Sharpsburg, Maryland 21782. The Resident Agent is Burton Yavener, a resident of the State of Maryland, whose post office address is 1104 Spring Street, Silver Spring, Maryland 20910.

4.00 Authorized Capital Stock. The Corporation is hereby authorized to issue Ten Thousand (10,000) shares of common capital stock, having an aggregate par value of \$10,000 as follows:

Common Stock - shares, par value \$1.00 per share.

5.00 Description of Capital Stock.

5.01 Common Stock shall be entitled to one vote per share in all cases.

5.02 Restriction. There shall be no restrictions on the transferability or the issue of the corporate stock, other than as may be limited by the general Corporations Laws of the

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& BERMAN  
1104 SPRING STREET  
SILVER SPRING, MO 20910  
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State of Maryland or the laws of the United States of America as may be amended from time to time.

6.00 Directors. After the completion of the organization meeting of the directors, the Corporation shall have a Board of Directors consisting of at least three (3) directors and additional directors may be appointed in accordance with the By-Laws of the Company. The initial Board of Directors shall be as follows:

Burton Yavener  
8728 Ewing Drive  
Bethesda, Maryland 20034,

Douglass C. Reed  
P.O. Box 202  
Sharpsburg, Maryland 21782,

Kurt Cushwa  
1118 Hamilton Boulevard  
Hagerstown, Maryland 21740,

Jerry Friedman  
1826 Blue Ridge Road  
Hagerstown, Maryland 21740

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

7.01 The Directors with approval of the Stockholders are hereby empowered to authorize and issuance from time to time of shares of stock of any class, whether now or hereafter authorized, but no actions may be taken which shall defeat or alter the pre-emptive rights of any stockholder unless by affirmative vote of 66 percent or more of the stockholders at a special meeting called for that purpose. Pre-emptive rights shall not be considered as having been violated when any person has exercised rights to purchase stock under a stock option given by the Corporation with approval of the Board of Directors.

7.02 No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected by or invalidated by the fact that any of the stockholders or directors of this Corporation are pecuniarily or otherwise interested in, or are stockholders,

directors or officers of, such other corporation. Any stockholder, director, or officer individually, or any firm of which any stockholder, director, or officer 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 such interest is disclosed or shall have been known to the directors or a majority thereof; and any stockholder, director, or officer, of this Corporation who is also a stockholder, 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 directors or stockholders of this Corporation.

7.03 A majority vote of the directors of the corporation 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 business shall be declared in dividends and paid to the stockholders subject to the provisions of these Articles of Incorporation, and to direct and determine the use and disposition of any of such surplus or net profits. Such directors may, in their 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 evidence of indebtedness, to such extent and in such manner and upon such lawful terms as they shall deem expedient but same shall not be otherwise in conflict with these Articles.

7.04 The Corporation reserves the right to make from time to time any amendment of its Articles of Incorporation 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 not such amendment which changes the term of any of the outstanding stock shall be void unless such change of terms shall have been authorized by the holders of 66 percent of such stock at the time outstanding, by vote at a meeting, or in writing, with or without a meeting.

LAW OFFICES

BOGEN, YAVENER  
& BERMAN1104 SPRING STREET  
SILVER SPRING, MD. 20910

587-6662

7.05 An affirmative vote of 66 percent of the holders of the issued and outstanding common stock of the Corporation shall have powers, subject to any limitation or restrictions herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time, before the issuance of such stock, the preferences, voting, powers, restrictions and qualifications of such stock.

7.06 The directors shall manage the business and affairs of the Corporation by their direct action and may exercise all powers of directors as conferred by law.

7.07 The directors of the Corporation are responsible for taking any action required by law to be taken by the Board of Directors.

8.00 Duration. The duration of the Corporation shall be perpetual.

9.00 The private property of the stockholders of the Corporation, real personal or mixed, shall not be subject to the payment of corporation debts or obligations to any extent.

10.00 Indemnification.

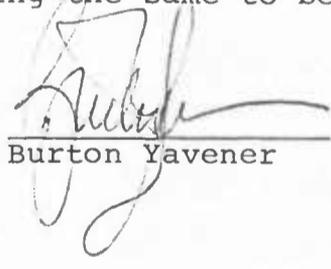
10.01 As used in this Article 10.00, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

10.02 The Corporations 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.

10.03 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 possible by and in accordance

with the Indemnification Section; provided, however, that to the extent of a corporate representative other than a present or former director or officer successfully depends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director of office under the Indemnification Section unless and until it shall have been determined and authorized in the specific case (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, the indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I, the subscriber, as incorporator, have signed these Articles of Incorporation this 5<sup>th</sup> day of August, 1982, acknowledging the same to be my act.



Burton Yavener

The Principal Office for MxSi Corp:

MxSi Corp.  
 47-51 North Potomac Street  
 Hagerstown, Maryland 21740

LAW OFFICES  
 BOGEN, YAVENER  
 & BERMAN  
 1104 SPRING STREET  
 SILVER SPRING, MD 20910  
 587-6662

ARTICLES OF INCORPORATION

OF

MXSI CORP

approved and received for record by the State Department of Assessments and Taxation of Maryland AUGUST 16, 1982 at 1:41 o'clock p. M. as in conformity with law and ordered recorded.

9

Recorded in Liber 2552, folio 3753, 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.

[Handwritten signature]



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 130270 8300753

Nov 9 2 38 PM '82

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

LAND [ ] [ ]

of  
10

ARTICLES OF AMENDMENT

PSYCHIATRIC AND MENTAL HEALTH SERVICES,

ROBERT E. BYLER, M.D., P.A.

Received For Received for Record November 9, 1982 at 2:38 o'clock pm  
liber 32. Psychiatric and Mental Health Services, Robert E. Byler,

M.D., 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 Assessment and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by  
striking Article I: That the name of the Corporation is:

PSYCHIATRIC AND MENTAL HEALTH SERVICES,  
ROBERT E. BYLER, M.D., P.A.

and inserting in lieu thereof, the following:

Article I: That the name of the Corporation is:

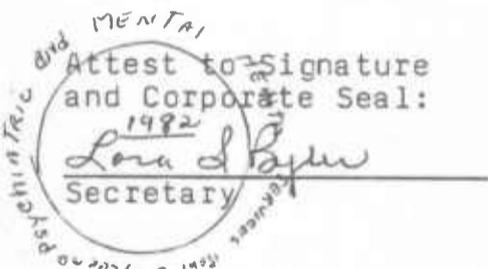
BYLER CLINIC, P.A.

SECOND: The Board of Directors of the Corporation at a  
meeting duly convened and held July 1, 1982 adopted a  
Resolution in which was set forth the foregoing Amendment to  
the Charter and directing that it be submitted for action  
thereof at a Special Meeting of the Stockholders of the  
Corporation to held July 1, 1982 following the Board meeting.

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 Psychiatric and Mental Health Services, Robert E. Byler, M.D., P.A., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which the certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



PSYCHIATRIC AND MENTAL HEALTH SERVICES,  
ROBERT E. BYLER, M.D., P.A.

By: Robert E. Byler, MD  
Robert E. Byler

Dated: July 1, 1982

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

I HEREBY CERTIFY, that on this 17<sup>th</sup> day of August, A.D., 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert E. Byler, President of Psychiatric and Mental Health Services, Robert E. Byler, M.D., 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 the 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.



Charles F. Kaufman, Jr.  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF AMENDMENT

OF

PSYCHIATRIC AND MENTAL HEALTH SERVICES,  
ROBERT E. BYLER, M.D., P.A.

Changing its name to:

BYLER CLINIC, P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 25, 1982 at 10:39 o'clock A. M. as in conformity  
with law and ordered recorded. 4

Recorded in Liber 2553, folio 1806 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Nov 9 2 38 PM '82

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

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

A 130485

8301150

1176

NOV 9 1982 A# 13913 \*\*\*\*\*50

Received For Record November 9, 1982 at 2:38 o'clock pm liber 32

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
ARTICLES OF SALE AND TRANSFER

~~FO/BAVPA/AA/17/D/~~

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          has been filed in its office by         

John Urmer 100 W. Washington Street Hagerstown, Maryland 21740

Articles of Sale & Transfer  
which said ~~FO/BAVPA/AA/17/D/~~ was duly approved by said Department on         

August 6, 1982 at 10:30 AM  
and in accordance with said Article and Section of the Code it is further certified:

(a) The name of the Transferor corporation are           
HAGERSTOWN Quality Foods, Inc. (Md. Corp.) Transferor

         transferee  
(b) The name of the ~~FO/BAVPA/AA/17/D/~~ is           
Home Federal Savings and Loan Association of Hagerstown (US) Transferee

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

         Sale & Transfer  
(d) The ~~Agreement of~~ is dated July 23, 1982  
         Sale & Transfer

(e) The time of receipt for record of the ~~Agreement of~~ in the  
office of the State Department of Assessments and Taxation was         

August 6, 1982 at 10:30 AM

25

Received For Record Nov. 10, 1982 at 2:15 o'clock pm liber 32

NOV 10 82 AM 14030 \*\*\*\*\*50

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

~~/CERTIFICATE/OF~~ Articles of Sale & 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 an agreement of \_\_\_\_\_ has been filed in its office by \_\_\_\_\_

Michael G Day 218 N. Potomac Street Hagerstown, Md 21740

Articles of Sale & Transfer which said ~~agreement of~~ \_\_\_\_\_ was duly approved by said Department on \_\_\_\_\_

July 23, 1982 at 12:00 NOON and in accordance with said Article and Section of the Code it is further certified:

(a) The name of the ~~Transferor~~ /corporation/ are \_\_\_\_\_  
Cherokee Tribe Number 197, Incorporated (Md. Corp.) Transferor

Transferee  
(b) The name of the ~~new corporation~~ is \_\_\_\_\_  
Roy A. Sylvester AND George F. Shank Transferees

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

Articles of Sale & Transfer  
(d) The ~~Agreement/ of~~ is dated July 19, 1982

(e) The time of receipt for record of the ~~Agreement/ of~~ \_\_\_\_\_ in the office of the State Department of Assessments and Taxation was \_\_\_\_\_

July 23, 1982 at 12:00 NOON

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Nov 10 2 15 PM '82  
LIBER 32 PUBLIC 28  
LAND  INCORPORATION   
VAUGHN J. BAKER, CLERK

1982 JUL 26 A 10:05

Received For Record Nov. 10, 1982 at 2:16 oc'lcok pm liber 32  
ARTICLES OF INCORPORATION

OF

ORCHARD HILL CEMETARY, INC.  
(A Close Corporation)

10N 10-R2A# 11010 \*\*\*\*\*

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 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 Orchard Hill Cemetary, 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:

Ownership of real estate, operation of a cemetary and related business and other commercial business operations.

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 305 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Gerald N. Minnich, 305 North Potomac 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 thousand (1,000) 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 Gerald N. Minnich, 305 North Potomac Street, Hagerstown, Maryland 21740.

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 and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on July 22, 1981.

WITNESS:

Jacqui A. Meana

Russell R. Marks  
Russell R. Marks

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22nd day of July, 1982, 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 Official Notarial Seal.

Jacqui A. Meana  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
ORCHARD HILL CEMETARY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 26, 1982 at 10:05 o'clock A M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2550, folio 2951 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.

D.W.H.



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Nov 10 2 15 PM '82  
LIBER 30 FOLIO 29  
LAND INCORPORATION  
CLERK

A 129404

8207502

29

Received For Record November 10, 1982 at 2:15 o'clock pm <sup>liber 32</sup>

CHEROKEE TRIBE NUMBER 197, INCORPORATED  
ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this <sup>19~~82~~<sup>84</sup></sup>  
day of <sup>July</sup>, 1982, by and between Cherokee Tribe  
Number 197, Incorporated a Maryland corporation  
(hereinafter sometimes referred to as the "Transferor"),  
and Roy A. Sylvester and George F. Shank, (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 here-  
inafter set forth.

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

Transferor is Cherokee Tribe Number 197,  
Incorporated, a corporation organized under the laws of  
the State of Maryland.

Transferees are two individuals.

THIRD: The nature and amount of the consideration  
to be paid by Transferee for the property and assets here-  
by transferred to it as set forth in Article SEVENTH here-  
in, is Twenty-Eight Thousand Five Hundred Dollars  
(\$28,500) for the land, buildings and fixtures and Ten  
Thousand Dollars (\$10,000) for equipment to be paid to  
Transferor.

FOURTH: The principal office of Transferor is 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.

FIFTH: The location of the principal office of  
Transferee in the State of Maryland is 33 W. Antietam St.,  
Hagerstown, MD.

SIXTH: The Board of Trustees, 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 members 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 members of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the members 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.

SEVENTH: In consideration of the payment to Transferor of Thirty-Eight Thousand Five Hundred Dollars (\$38,500.00) 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 ATTACHED SCHEDULE OF ASSETS AND THE REAL ESTATE DESCRIBED AS FOLLOWS:

All that lot or parcel of land, improved by a large brick business house; lying and being situate in Hagerstown, Washington County, State of Maryland on the south side of West Antietam Street, between South Potomac Street and Summit Avenue, and being known as 33 West Antietam St., together with all heating, air conditioning, plumbing and lighting fixtures, and all kitchen and bar equipment presently contained therein, being the same property conveyed unto Sellers by Carol E. Lohr and Lillian B. Lohr by deed dated December 28, 1962 and recorded among the land records of Washington County at Liber 388, folio 679.

EIGHTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and the Transferees, 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.

NINTH: This transfer of assets is not to members of the corporation in liquidation of the corporation.

IN WITNESS WHEREOF, Cherokee Tribe Number 197, Incorporated and Roy A. Sylvester and George F. Shank, 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 and for the Corporation by its president or vice president and attested by the secretary or an assistant secretary, as of this day of \_\_\_\_\_, 1982.

ATTEST: CHEROKEE TRIBE NUMBER 197, INCORPORATED

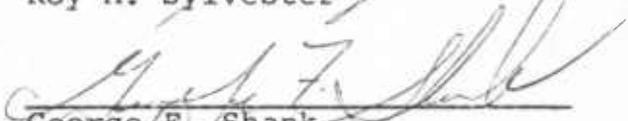
<u>Edward E. [Signature]</u> Secretary	<u>[Signature] per.</u> President
<u>Roy A. Sylvester</u> Witness	<u>Roy A. Sylvester</u> Roy A. Sylvester
<u>George F. Shank</u> Witness	<u>George F. Shank</u> George F. Shank

THE UNDERSIGNED, President of Cherokee Tribe Number 197, Incorporated, 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.

[Signature] per.  
President

THE UNDERSIGNED, Roy A. Sylvester and George F. Shank hereby acknowledge the foregoing Articles of Sale and Transfer to be their act and further certifies that, to the best of their knowledge, information and belief, the matters and facts set forth therein are true in all material respects, under the penalties of perjury.

  
\_\_\_\_\_  
Roy A. Sylvester

  
\_\_\_\_\_  
George F. Shank

SCHEDULE OF ASSETS

1 Walk in Beer Cooler  
2 Large Beer Coolers  
5 Bar Stools  
1 55' Serving Bar  
1 22' Serving Bar  
25 Tables  
44 Chairs  
2 Stainless Steel Sinks  
1 Stainless Steel Table  
2 Cash Registers  
1 Deep Fryer  
1 Grill  
1 50 cup Coffee Pot  
1 Desk  
1 Safe  
146 Bar Glasses  
1 Antique Gas Stove  
12 Wall Lights  
18 Liquor Pourers  
4 Filing Cabinets  
10 Storage Cupboards Behind Bar  
1 Can Opener  
1 Bread Box  
14 Ash Trays  
1 Range Hood  
1 Walk in Box  
3 Bar Mirrors  
1 Booth  
1 Copier  
4 File Boxes  
1 Juke Box  
1 Double Window Fan  
2 Antique Love Seats  
Miscellaneous Pots and Pans

ARTICLES OF SALE AND TRANSFER

BETWEEN

CHEROKEE TRIBE NUMBER 197, INCORPORATED (MD. CORP.) Transferor

AND

ROY A. SYLVESTER AND GEORGE F. SHANK Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland July 23, 1982 at 12:00 o'clock Noon M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2549, folio 3095, 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 office  
\$ 24.00  
5.00

To the clerk of the Circuit Court of Washington County

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

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

D.W. Hill



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Nov 10 2 15 PM '82

LIBER 32 K 32  
LAND INCORPORATION  
VAUGHN CLERK

A 129189

820442

8207442

ALFRED E. SMITH, D.D.S., P.A.  
 Received For Record Nov. 10, 1982 at 2:15 oclock pm liber 32  
 ARTICLES OF INCORPORATION

1982 JUL 23 A 8:37  
 FIRST: I, Alfred E. Smith, whose post office address is 411 Division Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

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

ALFRED E. SMITH, D.D.S., P.A.

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

(1) To engage in the practice of dentistry and all related activities thereto.

(2) To 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 411 Division Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation of this State is Alfred E. Smith, 411 Division Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be

one (1) which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Alfred E. Smith  
411 Division Avenue  
Hagerstown, Maryland 21740

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 warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;
  - e. the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
  - f. the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;
  - g. the voluntary or involuntary liquidation, dissolution or winding up of the Corporation;
- such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or 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 "Idemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

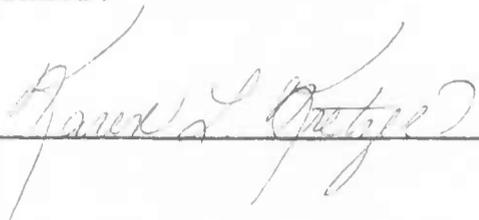
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(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 Idemnification 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 19 day of July, 1982, and I acknowledge same to be my act.

WITNESS:

	 <hr style="width: 100%; border: 0.5px solid black;"/> Alfred E. Smith
---	---

ARTICLES OF INCORPORATION  
OF  
ALFRED E. SMITH, D.D.S., P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 23, 1982 at 8:37 o'clock A M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2550, folio 2057, 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.

*D.W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
RECEIVED FOR RECORD  
Nov 10 2 15 PM '82  
Nov 10 2 15 PM '82  
LIBER 32  
LAND 38  
LAUGHTON, LEAKER, CLERK  
VAUGHN, CLERK

A 129359

8207429

*62*

Received For Record November 10, 1982 at 2:16 o'clock pm liber 32  
POTOMAC VALLEY INSTITUTE, INC.

## ARTICLES OF INCORPORATION

FIRST: I, Richard W. Lauricella, whose post office address is 247 N. Potomac 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.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Potomac Valley Institute, 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

LAW OFFICES RICHARD W. LAURICELLA

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: training, consultation, counselling, and educational services.

FOURTH: The post office address of the principal office of the Corporation in this State is c/o Alan Horowitz, 221 E. Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 247 N. Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: 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 (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: David Sommers, Bruce Jennings, Alan Horowitz, and Jack Stearns.

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

LAW OFFICES RICHARD W. LAURICELLA

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 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal

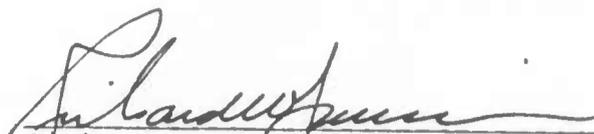
Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17<sup>th</sup> day of June, 1982, and I acknowledge same to be my act.

  
Richard W. Lauricella

LAW OFFICES RICHARD W. LAURICELLA

ARTICLES OF INCORPORATION  
OF  
POTOMAC VALLEY INSTITUTE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 21, 1982 at 9:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2550, folio 0567, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 129296

8207395

Nov 10 2 15 PM '82

LIBER 32 FOLIO 44  
LAND INCORPORATION  
VAUGHN BAKER, CLERK

*44*

52  
1982 JUL 22 A 10:4  
Received For Record November 10, 1982 at 2:16 o'clock pm liber 32

## ARTICLES OF INCORPORATION

OF

WASHINGTON COUNTY INVESTMENT CORPORATION,  
A CLOSE CORPORATION

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 Washington County Investment Corporation, a close corporation.

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

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

(b) 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.

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

contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(d) 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.

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

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

(g) To carry on any of the 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.

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

The 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 Arthur Rozes.

(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, 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 13<sup>th</sup> day of July, 1982.

Witness:

Beverly L. Darling

R. Noel Spence (SEAL)  
R. Noel Spence

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, that on this 13<sup>th</sup> day of July, 1982, 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. Darling  
Notary Public

My Commission Expires: 7/1/86

ARTICLES OF INCORPORATION  
OF  
WASHINGTON COUNTY INVESTMENT CORPFORMATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 22, 1982 at 10:41 o'clock A M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2549, folio 3228 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.

*D.W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 129212

Nov 10 2 16 PM '82  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

8207376

Received For Record Nov. 10, 1982 at 2:16 o'clock pm liber 32

ARTICLES OF INCORPORATION

OF

J & J HEALTH ENTERPRISES LTD.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Kenneth J. Mackley, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, 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 J & J HEALTH ENTERPRISES LTD.

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

To own, lease, control, maintain and operate a health spa and all incidentals connected therewith or in anywise related thereto, and to buy, own, mortgage, grant, bargain, sell and convey real and personal property necessary or convenient for carrying on business of the general nature herein specified.

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 1350 Dual Highway, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are John N. Rhodes, Gapland, Maryland, 21736. 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 (2); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are John N. Rhodes and Odella J. Rhodes.

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, I have signed these Articles of Incorporation on July 22, 1982.

WITNESS:

Patricia L. Witmer

TO THE STATE OF MARYLAND

Kenneth J. Mackley (SEAL)  
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22nd day of July, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer  
Notary Public

My Commission Expires:  
July 1, 1986

1985 JUL 25 9 31 AM

ARTICLES OF INCORPORATION  
OF  
J & J HEALTH ENTERPRISES LTD.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 22, 1982 at 3:46 o'clock P M. as in conformity  
with law and ordered recorded.

13

Recorded in Liber 2549, folio 3381, 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.

D. W. Hill



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 129237

Nov 10 2 16 PM '82

LIBER 32 FOLIO 59  
LAND  Incorporation   
VAUGHN J. BAKER, CLERK

8207359

59

BARS COMPUTER RESOURCES, INC.  
Articles of Incorporation

Received For Record Nov. 10, 1982 at 2:16 o'clock pm liber 32

FIRST: Robert L. Saunders, whose post office address is 14 South Conococheque Street, Williamsport, Maryland 21795, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland. \*\*\*\*\*5.00

SECOND: The name of the corporation (which is hereafter called the "Corporation") is: BARS COMPUTER RESOURCES, INC.

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

- 1) To engage in and conduct any and all activities in connection with the business of computer services, including computer programming, and to develop and design systems and to provide data entry services and training; to engage in and conduct computer studies, and to act as a consultant in matters of computer systems software and equipment hardware; to own, operate, lease, rent, maintain and repair all equipment and all parts and supplies necessary for the maintenance and operation of equipment for use in the business of computer services.
- 2) And to engage in any other lawful purpose and/or business.

FOURTH: The post office of the principal office of the Corporation in Maryland is 14 South Conococheque Street, Williamsport, Maryland 21795. The name and post office address of the Resident Agent in Maryland is Robert L. Saunders, 14 South Conococheque Street, Williamsport, Maryland 21795.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: 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 Robert L. Saunders.

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:

- 1) The Corporation shall indemnify any individual acting in the capacity enumerated above who was or is a party, or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, or investigative by reasons of the fact that he is or was such director, officer, employee, agent or servant of the Corporation.
- 2) Any indemnification under this Article Seventh (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 party acting for the Corporation is proper in the circumstances. In addition thereto, the Corporation is authorized to pay expenses incurred by such individual in defending a civil or criminal action, suit or proceeding, which expenses may be paid in advance of the final disposition of such suit, action or proceeding.

1982 JUL 20 A 9:03

3) Agents, servants and employees of the Corporation may be indemnified under the same standards and procedures set forth above.

In witness whereof, I have signed these Articles of Incorporation this 17<sup>th</sup> day of July, 1982, and severally acknowledge the same to be my act.

William J. Bittel, Jr.  
Witness

Robert L. Saunders  
Robert L. Saunders

ARTICLES OF INCORPORATION  
OF  
BARS COMPUTER RESOURCES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 20, 1982 at 9:03 o'clock <sup>A</sup> M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2549, folio 1442 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 129077

Nov 10 2 16 PM '82

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

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

8207236

LAW OFFICES OF ROBERT E. KUCZYNSKI, P. A.  
Received For Record Nov. 10, 1982 at 2L16 o'clock pm liber 32  
ARTICLES OF AMENDMENT

NOV 12 1982 \*\*\*\*\*5

LAW OFFICES OF ROBERT E. KUCZYNSKI, P.A., a Maryland Professional Corporation, having its principal office at 55 North Jonathan Street, Hagerstown, Maryland, hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, (hereinafter referred to as "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking out in its entirety Article 2, and substituting in lieu thereof:

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with §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 §2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

THIRD: The name of the Corporation (which is hereafter referred to as the "Corporation") is KUCZYNSKI & KUCZYNSKI, P.A.

IN WITNESS WHEREOF, LAW OFFICES OF ROBERT E. KUCZYNSKI, 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

1982 JUL 15 A 9 25

hereunder affixed and attested by its Secretary on this 13th day of July, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of LAW OFFICES OF ROBERT E. KUCZYNSKI, 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 TO SIGNATURE  
AND CORPORATE SEAL:

LAW OFFICES OF ROBERT E. KUCZYNSKI, P.A.

Betty A. Kuczynski  
Betty A. Kuczynski  
Secretary

BY:

Robert E. Kuczynski  
Robert E. Kuczynski, President

ARTICLES OF AMENDMENT

OF

LAW OFFICE OF ROBERT E. KUCZYNSKI, P.A.

Changing its name to:

KUCZYNSKI & KUCZYNSKI, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 15, 1982 at 9:25 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2549, folio 1327, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 129056

Nov 10 2 16 PM '82  
LIBER 32 FOLIO 65

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

8207090

65

Received For Record Nov. 10, 1982 at 2:16 o'clock pm liber 32  
ARTICLES OF INCORPORATION

OF

PROSPECTORS, INC.

© 1982 A 8 52 \*\*\*\*\*5.00

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Marshall Young, Laura Young and Joe Pangborn, whose post office address is 1122 Oak Hill Avenue, Hagerstown, Maryland, 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 PROSPECTORS, INC.

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

The purpose is for the operation of a retail off sale package liquor store.

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

1982 JUL -6 A 8: 52

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 1122 Oak Hill Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Joe Pangborn, 1122 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 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 Marshall Young, Laura Young and Joe Pangborn.

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.



ARTICLES OF INCORPORATION

OF

PROSPECTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 13, 1982 at 8:52 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2548, folio 3197, 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.

*D.W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 128827

Nov 10 2 16 PM '82  
LIBER 32  
LAND Incorporation  
VAUGHN J. BAKER, CLERK

8206974

80

Received For Record Nov. 10, 1982 at 2:16 o'clock pm liber 32

RECORDED 11:45 AM

WILLOW CREEK, INC.

ARTICLES OF INCORPORATION

FIRST: I, William McC. Schildt, 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 (hereafter called the "Corporation") is Willow Creek, Inc.

THIRD: The purpose for which the Corporation is formed and the business or objectives to be carried on or promoted by it are as follows: to sell food and other goods by mail order; and to buy, sell and deal in the products and services related to such business; and to do any and all things necessary and appropriate to such business; and to engage in such other lawful trades, business, or activities as the Board of Directors may from time to time determine; and the Corporation shall have all the general powers granted by law to corporations of the State of Maryland and all other powers necessary or appropriate to such purposes not specifically prohibited by law.

NOV 12 11:45 AM

FOURTH: The post office address of the principal office of the Corporation is 112 Marsh Circle, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation is Victoria M. Logsdon, 112 Marsh Circle, Hagerstown, Maryland, 21740. The Resident Agent is a citizen of and actually resides in the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share, all of such shares shall be of one class, shall be called common stock, and shall have 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 (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Lynn A. Logsdon, Victoria M. Logsdon, and William McC. Schildt.

SEVENTH: The Corporation shall indemnify all persons permitted to be indemnified by the Corporations and Associations Article, Section 2-418 of the Maryland Annotated Code to the fullest extent now or hereafter permitted therein,

except that the Corporation shall not be required to purchase or maintain insurance on behalf of such persons as permitted in Subsection (h) of the Corporations and Associations Article, Section 2-418.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 8th day of July, 1982.

WITNESS:

Kathleen M. Leonard  
Kathleen M. Leonard

William McC. Schildt  
William McC. Schildt

ARTICLES OF INCORPORATION  
OF  
WILLOW CREEK, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 12, 1982 at 11:45 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2548, folio 1259, 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.

D.W. Hill



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 128637  
8206917

BY 10 2 16 PM '82  
LIBER 32 FOLIO 72  
LAND Incorporation  
VAUGHN J. BARER, CLERK

72

Received For Record Nov. 10, 1982 at 2:16 o'clock pm liber 32

ARTICLES OF INCORPORATION

OF

JUG 'n CORK, INC.

FIRST: We, Jeffrey Nelson Crampton, of 18 Brightwood Drive, Hagerstown, Maryland, and George William Knight Jr. and Linda M. Knight, both of 114 Broadway, Hagerstown, Maryland, being 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 hereinafter called "Corporation") is JUG 'n CORK, INC..

THIRD: The purposes for which the Corporation is formed is to pursue any business, for profit, not unlawful under the laws of the State of Maryland.

FOURTH: The address for the principal office of the Corporation in this state is 21 Summit Avenue, Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent of the Corporation in this state is George W. Knight, Jr., Esquire, P. O. Box 477, 21 Summit Avenue, Hagerstown, Maryland 21740.

SIXTH: The total number of shares of common stock for which the corporation has authority to issue shares is ONE HUNDRED (100) shares, at NO PAR VALUE.

SEVENTH: 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:

JEFFREY NELSON CRAMPTON, President/Treasurer  
18 Brightwood Drive  
Hagerstown, Maryland 21740

GEORGE W. KNIGHT, JR., Vice-President  
114 Broadway  
Hagerstown, Maryland 21740

LINDA M. KNIGHT  
114 Broadway  
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 of 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 paragraphs (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 paragraphs (1) and (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 intested 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 or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock according to their respective holdings thereof.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of

Incorporation this 7<sup>th</sup> day of July, Nineteen  
Hundred and Eighty-Two.

Witness as to all:

Debra A. McCune

Jeffrey Nelson Crampton  
Jeffrey Nelson Crampton  
George W. Knight, Jr.  
George W. Knight, Jr.  
Linda M. Knight  
Linda M. Knight

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 7<sup>th</sup> day of July,  
1982, before me the subscriber, a Notary Public of the State and  
County aforesaid, personally appeared JEFFREY NELSON CRAMPTON,  
GEORGE W. KNIGHT, JR. and LINDA M. KNIGHT, who upon being duly  
sworn, did acknowledge the execution of the foregoing document  
to be their voluntary and respective acts and deeds.

WITNESS my hand and Official Notarial Seal.

S  
E  
A  
L

Debra A. McCune  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION

OF

JUG 'n CORK, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 8, 1982 at 8:54 o'clock A. M. as in conformity with law and ordered recorded.

8

Recorded in Liber 2548, folio 2685 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.

D. W. Hill



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 128747

8206840

Nov 10 2 16 PM '82

LIBER 32 76 Incorporation LAND VAUGHN J BAKER, CLERK

76 33

Received For Record Nov. 10, 1982 at 2:16 o'clock pm liber 32

MEMORIAL RECREATION CENTER, INC.

ARTICLES OF REVIVAL

(Under Section 85)

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MEMORIAL RECREATION CENTER, INC., a Maryland corporation, having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited on November 18, 1970, 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 MEMORIAL RECREATION CENTER, INC.

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

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 109 West North Street, Hagerstown, Washington County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is James Fisher whose post office address is 6 Belview 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

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Corporation if its charter had not been forfeited;

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

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

IN WITNESS WHEREOF, the undersigned, who are respectively the President and Secretary of the Corporation, have signed these Articles of Revival on the 16 day of June, 1982.

[Signature]  
Witness

[Signature]  
Witness

James Fisher  
James Fisher, President  
[Signature]  
Gerald Stoner, Secretary

STATE OF MARYLAND,  
COUNTY OF WASHINGTON, ss:

I HEREBY CERTIFY, that on the 16 day of June, 1982, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Washington, personally appeared James Fisher, the President and Gerald Stoner, the Secretary of MEMORIAL RECREATION CENTER, 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.

[Signature]  
Notary Public

My commission expires:  
7/1/82

ARTICLES OF REVIVAL  
OF  
MEMORIAL RECREATION CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 6, 1982 at 9:07 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2548, folio <sup>3</sup> ~~100~~ 914, 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  
5.00

To the clerk of the Circuit Court of Washington County

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

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

*D.W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 128588

Nov 10 2 16 PM '82

8206794

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

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

Received For Record Nov. 10, 1982 at 2:16 o'clock pm liber 32

ARTICLES OF INCORPORATION

of

SPOTBID MINERAL LEASING, INC.

FIRST: The undersigned, Jerry L. Souders, whose post office address is 1 High Germany, Hancock, Maryland, 21750; Melvin O. Gladhill, whose post office address is P.O. Box 356, Hancock, Maryland, 21750; Robert E. Souders, whose post office address is 122 Washington Street, Hancock, Maryland, 21750; and, Richard M. Fowler, whose post office address is Route 2, Box 66, Berkeley Springs, West Virginia, 25411, all being at least eighteen (18) years of age, or older, do hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the corporation is: SPOTBID MINERAL LEASING, INC.

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

1. To engage in all aspects of the business of purchasing and/or leasing the gas, oil, coal, and other mineral rights in property located in the United States of America, or outside the United States, and to otherwise engage in any or all other aspects and activities in any way related to the exploration and development of such mineral rights; and to engage in all other activities related thereto, and in any other lawful activity for which corporations organized in this State may engage.

2. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal

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1002 111 8 11 19 2011

K [REDACTED] ETH B. FOLSTEIN  
CHARTERED  
ATTORNEY AT LAW  
SUITE 402  
9111 EDMONSTON ROAD  
GREENBELT, MD. 20770  
901 474-2810

in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof of all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

3. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things and to have and to exercise all powers

conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement both of purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of, said general powers.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is P.O. Box 189, Hancock, Maryland, 21740.

FIFTH: The name and address of the resident agent of the corporation is Jerry L. Souders, 1 High Germany, Hancock, Maryland, 21750, and the said Jerry L. Souders is a citizen of this State and actually resides therein.

SIXTH: The total amount of authorized capital stock of the corporation is five thousand (5,000) shares, without nominal or par value. The stock of this corporation is subject to a Share-

holder's Agreement which restricts the sale and devolution of said stock upon death and which provides for a first option to purchase by the remaining stockholders. Any transfer of said stock in violation of the Shareholder's Agreement may be declared null and void.

SEVENTH: The number of directors of the corporation comprising the full Board shall be not less than four (4), who shall serve until the organizational meeting of the stockholders and Board of Directors, at which time the corporation shall operate with the Board of Directors, as may be more fully set forth in the By-Laws of the corporation. The names and addresses of the Directors who shall serve only until the organizational meeting are: Jerry L. Souders, 1 High Germany, Hancock, Maryland, 21750; Melvin O. Gladhill, P.O. Box 356, Hancock, Maryland, 21750; Robert E. Souders, 122 Washington Street, Hancock, Maryland, 21750; and, Richard M. Fowler, Route 2, Box 66, Berkeley Springs, West Virginia, 25411.

EIGHTH: The duration of this corporation shall be perpetual.

NINTH: These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 15 day of June, 1982.

*Jerry L. Souders*  
JERRY L. SOUDERS  
*Melvin O. Gladhill*  
MELVIN O. GLADHILL  
*Robert E. Souders*  
ROBERT E. SOUDERS  
*Richard M. Fowler*  
RICHARD M. FOWLER

KENNETH B. FOLSTEIN  
CHARTERED  
ATTORNEY AT LAW  
SUITE 402  
111 EDMONSTON ROAD  
GREENBELT, MD. 20770  
301 474-2810

~~1199~~

STATE OF MARYLAND )

SS:

COUNTY OF PRINCE GEORGE'S )

I HEREBY CERTIFY that on this 15<sup>th</sup> day of June, 1982, before me, the undersigned subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JERRY L. SOUDERS, MELVIN O. GLADHILL, ROBERT E. SOUDERS and RICHARD M. FOWLER and made oath in due form of law that the matters and facts contained in the foregoing Articles of Incorporation are true and correct to the best of their knowledge, information and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15<sup>th</sup> day of June, 1982.

*Malice Ruslander*  
NOTARY PUBLIC - Malice Ruslander  
My commission expires: 7-1-86

KATHLEEN B. FOLSTEIN  
CHARTERED  
ATTORNEY AT LAW  
SUITE 402  
9111 EDMONSTON ROAD  
GREENBELT, MD. 20770  
301 474-2810

ARTICLES OF INCORPORATION  
OF  
SPOTBID MINERAL LEASING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 8, 1982 at 9:05 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2548, folio 1077, 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.

D. W. Hill



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 128610

Nov 10 2 16 PM '82

8206775

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

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

rb

~~1397~~

Received For Record Nov. 10, 1982 at 2:16 o'clock pm liber 32

1982 JUL -6 A 10:32

GRAPHIC SOLUTIONS, INC.  
ARTICLES OF INCORPORATION

FIRST: I, V. Jay Crouse III, whose post office address is 355 South Potomac 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 (hereafter called the "Corporation") is Graphic Solutions, Inc.

THIRD: The purpose for which the Corporation is formed and the business or objectives to be carried on or promoted by it are as follows: to sell graphic design and printing services; and to buy, sell, and deal in goods, products, and services related to such business; and to do any and all things necessary and appropriate to such business; and to engage in such other lawful trades, business, or activities as the Board of Directors may from time to time determine; and the Corporation shall have all the general powers granted by law to corporations of the State of Maryland and all other powers necessary or appropriate to such purposes not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation is 355 South Potomac Street,

Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation is Douglas S. Wright, Jr., 355 South Potomac Street, Hagerstown, Maryland, 21740. The Resident Agent is a citizen of and actually resides in the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share, all of such shares shall be of one class, shall be called common stock, and shall have 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 (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are V. Jay Crouse III, Douglas S. Wright, Jr., and Douglas S. Wright, Sr.

SEVENTH: The Corporation shall indemnify all persons permitted to be indemnified by the Corporations and Associations Article, Section 2-418 of the Maryland Annotated Code to the fullest extent now or hereafter permitted therein, except that the Corporation shall not be required to purchase

~~1399~~

or maintain insurance on behalf of such persons as permitted in Subsection (h) of the Corporations and Associations Article, Section 2-418.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 30th day of June, 1982.

WITNESS:

William G. Shiner

V. Jay Crouse III

ARTICLES OF INCORPORATION  
OF  
GRAPHIC SOLUTIONS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 6, 1982 at 10:32 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2548, folio 4 1396, 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.

*D.W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Nov 10 2 16 PM '82

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

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

A 128662  
8206695

DAY AND SCHNEIDER, P.A.  
Received For Record Nov. 10, 1982 at 2:16 o'clock pm liber 32  
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, 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:

DAY AND SCHNEIDER, P.A.

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

- (1) To own and conduct a legal professional services corporation.
- (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 218 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation of this State is Michael G. Day, 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

1982 JUL 24 4 45 PM

two (2) 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:

Michael G. Day  
218 North Potomac Street  
Hagerstown, Maryland 21740

Arthur Schneider  
218 North Potomac Street  
Hagerstown, Maryland 21740

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 warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;
  - e. the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
  - f. the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;
  - g. the voluntary or involuntary liquidation, dissolution or winding up of the Corporation;
- such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or 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 "Idemnification 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 Idemnification 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 30<sup>th</sup> day of June, 1982, and I acknowledge same to be my act.

WITNESS:

Debra L. McCullina      Michael G. Day  
Michael G. Day

ARTICLES OF INCORPORATION  
OF  
DAY AND SCHNEIDER, P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 2, 1982 at 9:43 o'clock A M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2548, folio 10862, 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 \$ \_\_\_\_\_

5.80

\_\_\_\_\_

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.

D. W. Hill



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 128579

Nov 10 2 16 PM '82

8206629

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

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

Received For Record Nov. 10, 1982 at 2:16 o'clock pm liber 32  
ARTICLES OF INCORPORATION

THOMPSON CONCRETE & CONSTR. CO., INC.

FIRST: The undersigned, Timothy W. Thompson, whose post office address is Route 4, Box 2A, McDade Road, 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 Thompson Concrete & Constr. Co., Inc.

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

1. To engage in the purchase, lease, or otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell and otherwise dispose of real or personal property; and to engage in all activities, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto.

2. To engage in the business of excavation of real estate and the general construction and concrete business and any other enterprise related to the construction, alteration and renovation of commercial, industrial and residential improvements to real estate.

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

1982 JUL -2 A 9:43

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 4, Box 2A, McDade Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Daniel E. Thompson, 103 Willard Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Three Thousand (3,000) shares of common stock, at a par value of One (\$1.00) Dollar per share, all of one class, and having an aggregate par value of Three Thousand (\$3,000.00) 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:

Timothy W. Thompson

Daniel Thompson

Earl Thompson

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 share of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 1st day of July, 1982.

WITNESS:

Carol A. Miller

Timothy W. Thompson  
Timothy W. Thompson

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

I HEREBY CERTIFY, that on this 1st day of July, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Timothy W. Thompson, party 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 Official Notarial Seal.

Carol A. Miller  
Notary Public

My Commission Expires:  
7/1/1982

ARTICLES OF INCORPORATION  
OF  
THOMPSON CONCRETE & CONSTR. CO., INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 2, 1982 at 9:43 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2548, folio 0498, 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.

D. W. Hill



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 128531

8206626

Nov 10 2 16 PM '82  
LIBER 32 103  
LAND Incorporation  
VAUGHN J. BAKER, CLERK

Received For Record Nov. 10, 1962 at 2:16 o'clock pm liber 32  
A & M ENTERPRISES, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, GARY W. ALBRIGHT, whose post office address is 17643 Sunshine Trail, Sabillasville, Maryland 21780; and HARRY W. MILINER of 4535 Montgomery Road, Ellicott City, Maryland 21043, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

A & M 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:

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, grills, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, bakeries, kitchens, bars, 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, 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, or of 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 and with confections, extracts, syrups, food, and 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 acquire by purchase, exchange, lease, devise, or otherwise, and to hold, own, maintain, manage, improve, develop and operate, and to sell, transfer, convey, lease, mortgage, exchange or otherwise dispose of or deal in or with, real property wheresoever situated, and any and all rights, interests or privileges therein; and to erect, construct, make, improve and operate, or to aid or subscribe toward the erection, construction, making, improvements and operation of dwelling units, including dwellings which are in separate units and dwellings which are in apartment units, offices, warehouses, plants, mills, stores, shopping centers, laboratories, studios, workshops, buildings, and other establishments and installations, and equipment, machinery, apparatus and other facilities, of very kind and description.

4. To purchase or otherwise acquire, hold, own, use, pledge, mortgage, sell, convey, or otherwise dispose of, real and personal property of every kind and description, without restriction or limitation as to amount, in any of the states, territories, districts or possessions of the United States, or in any foreign countries, except where otherwise provided to the contrary by law.

5. To aid, by loan, subsidy, guaranty, or in any lawful manner whatsoever, any individual, association, partnership, corporation or other legal entity whose stocks, bonds, notes, debentures or other securities or evidences of indebtedness or obligations are in any manner directly or indirectly held or

guaranteed by this Corporation, or by any corporation in which this Corporation may have an interest as stockholder, creditor, guarantor or otherwise, or whose shares or securities it owns, and to do any and all lawful acts and things designed to protect, preserve, improve or enhance the value of any stocks, bonds, notes, debentures or other securities, or evidences of indebtedness or obligations of any individual, association, partnership, corporation, or other legal entity in which this Corporation has an interest as stockholder, guarantor, creditor, or otherwise, or whose shares or securities it owns, and to lend money with or without collateral security.

6. To adopt any means whatsoever which the Board of Directors may deem appropriate for making known the name, business, merchandise, or products, or for enhancing the reputation, or for furthering the interests of this Corporation, or of any individual, association, partnership, corporation or other legal entity in whose business this Corporation shall be in any manner interested, by advertising, circularization, purchase or exhibition of works of art or other objects, giving entertainment and exhibitions of any kind, publication and distribution of books, periodicals, pictures, or other publications granting prizes, awards and donations, giving gratuities, or in any other manner whatsoever.

7. To purchase, lease, or otherwise acquire, and to hold, exercise and enjoy, all or any of the property, franchises, good will, rights, power, and privileges held or enjoyed by any individual, association, partnership, corporation or other legal entity.

8. To enter into any arrangement with others for the sharing of profits or union of interest with respect to any transaction, operation or venture which the Corporation has power to conduct by itself, even if such arrangement involves sharing or delegation of control of such transaction, operation or venture with or to others.

9. To carry on any other business or businesses which

may be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, to facilitate the Corporation in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to increase the value of the property or rights of the Corporation.

10. To borrow and raise money for any purpose whatsoever without limit upon any terms.

11. To carry out all or any part of the aforesaid purposes to the same extent and as fully as natural persons might or could do and to make and perform contracts of every kind and description in any of the states, territories, districts or possessions of the United States, or in any foreign countries, except where otherwise provided to the contrary by law.

The foregoing enumeration of the purposes, objects and businesses of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is expressly provided that said enumeration of specific powers shall not be held to limit or restrict in any manner the objects, purposes and powers of the Corporation.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 816 South Potomac Street, Hagerstown, Maryland 21740. The name and postoffice address of the resident agent of the Corporation in this State is Charles E. Wehland, 3677 Park Avenue, Ellicott City, Maryland 21043. Said Resident Agent is a citizen of this State and actually resides herein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ONE THOUSAND (1,000) shares without par value, all of one class.

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 qualified are Gary W. Albright, Harry W. Miliner and Charles E. Wehland.

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.

2. In case the Corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are stockholders, directors or officers, such contract or transaction shall not be invalidated or in any wise affected by the fact that such director or directors have or may have interest therein which are or might be adverse to the interest of the Corporation, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate the Corporation upon such contract or transaction, provided that such interest was disclosed to other directors or stockholders acting upon or in reference to such contract or transaction, and in such event, no director or directors having such adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any director or directors be accountable for any gains or profits realized thereon.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of

Incorporation on the 30<sup>th</sup> day of June, 1982.

WITNESS:

Jane B. Wilson

Gary W. Albright (SEAL)  
Gary W. Albright

Jane B. Wilson

Harry W. Miliner (SEAL)  
Harry W. Miliner

STATE OF MARYLAND,

HOWARD COUNTY, to wit:

I HEREBY CERTIFY That on this 30<sup>th</sup> day of June, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Gary W. Albright and Harry W. Miliner, the above named incorporators, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Jane B. Wilson  
Notary Public



My Commission expires 7-1-86

ARTICLES OF INCORPORATION  
OF  
A & M ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 30, 1982 at 1:26 o'clock P M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2547 folio 3207, 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.

*D.W. Hill*

\_\_\_\_\_



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Nov 10 2 16 PM '82

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

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

A 128410

8206393

Received For Record Nov. 10, 1982 at 2:16 o'clock pm liber 32

ARTICLES OF INCORPORATION

A CLOSE CORPORATION UNDER TITLE FOUR

DOWN TOWN RENTALS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Larry L. Funk, whose mailing address is Route 2, Box 96, Boonsboro, Maryland, 21713; Linda E. Wigfield, whose address is Route 1, Box 357, Big Spring, Maryland, 21722; 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:

DOWN TOWN RENTALS, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland.

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

A. For exercising all or any of the general powers conferred upon corporations by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made and without in any way limiting the right to exercise such general powers and in addition thereto;

B. To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect or improve dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys,

courts, paths, walks, parks, and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein. 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 the Corporation is: Route 2, Box 96, Boonsboro, Maryland, 21713. The Resident Agent of this Corporation is Larry L. Funk, whose address is Route 2, Box 96, Boonsboro, Maryland, 21713. Said resident Agent is a citizen of the State of Maryland and actually resides therein.

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

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

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

NINTH: The number of Directors of the corporation shall be three (3), which number may be increased or decreased pursuant to the By-laws of the corporation. Provided, however, that after July 1, 1982, 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: Larry L. Funk, Linda E. Wigfield and Charles F. Wagaman, Jr.

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

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

B. The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law. Any such amendment shall be valid if authorized by the holders of majority of all issued and outstanding shares of common stock unless a greater percentage is required by the provisions of law.

C. Stockholders shall have preemptive rights.

ELEVENTH: The Charter of this Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation and acknowledge the same to be our act on this 22nd day of June, A.D., 1982.

*Larry L. Funk*  
\_\_\_\_\_  
Larry L. Funk

*Linda E. Wigfield*  
\_\_\_\_\_  
Linda E. Wigfield

*Charles F. Wagaman, Jr.*  
\_\_\_\_\_  
Charles F. Wagaman, Jr.

ARTICLES OF INCORPORATION  
OF  
DOWN TOWN RENTALS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 29, 1982 at 10:09 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2547, folio 2490, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 128312

Nov 10 2 16 PM '82

8206349

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

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

~~(013)~~

EWING PROPERTIES, INC.  
 Received For Record Nov. 10, 1982 at 2:16 o'clock pm liber 32  
 ARTICLES OF DISSOLUTION

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

FIRST: The name of the Corporation is Ewing Properties, Inc., and the address of the principal office of the Corporation is Box 66, 1101 Jefferson Blvd., Hagerstown, Md. 21740.

SECOND: The name and address of the resident agent of the Corporation, who shall serve for one year after dissolution and until the affairs of the Corporation are wound up, is: Caleb C. Ewing, Jr., c/o Ewing Oil Co., Inc., Box 66, 1101 Jefferson Blvd., Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland who resides there.

THIRD: The name and address of each of the directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Elizabeth E. Bentz	c/o Jane E. Garver 1114 Fry Avenue, Hagerstown, Md. 21740
Virginia E. Bowen	Route 9, Box 405A, Hagerstown, Md. 21740
Caleb C. Ewing, Jr.	1905 Quebec School Road, Middletown, Md. 21769
John T. Ewing	19-1B Stonewain Ct., Towson, Md. 21204
Jane E. Garver	1114 Fry Avenue, Hagerstown, Md. 21740
Ellen E. Guy	R.D. #1, Box 5515, Winthrop, Me. 04364
Mary E. Armstrong	R.R. 2, Little York, Ill. 61453

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

<u>Name</u>	<u>Title</u>	<u>Address</u>
Virginia E. Bowen	President	Route 9, Box 405A Hagerstown, Md. 21740
Jane E. Garver	Secretary	1114 Fry Avenue Hagerstown, Md. 21740
Caleb C. Ewing, Jr.	Vice President	1905 Quebec School Road Middletown, Md. 21769
John T. Ewing	Treasurer	19-1B Stonewain Ct. Towson, Md. 21204

FIFTH: Dissolution of the Corporation was approved in the manner and by the vote required by law and by the charter of the Corporation. The manner of approval was as follows:

(a) By written consent dated June 24, 1982 signed by all directors and filed with the minutes of proceedings of the Board, the Board of Directors adopted resolutions declaring that dissolution of the Corporation was advisable and directing that the proposed dissolution be submitted to the sole stockholder for its consideration.

(b) Notice was waived by the sole stockholder entitled to vote on the proposed dissolution.

(c) By written consent dated June 24, 1982 signed by the sole stockholder of the Corporation and filed with the minutes of proceedings of stockholders, the proposed dissolution was approved by the sole stockholder of the Corporation by the affirmative vote of all the votes entitled to be cast on this matter.

SIXTH: Notice of the approved dissolution was mailed to all known creditors of the Corporation on June 24, 1982.

SEVENTH: The Corporation is hereby dissolved.

IN WITNESS WHEREOF, Ewing Properties, Inc., has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on June 24, 1982.

WITNESS:

EWING PROPERTIES, INC.

Jane E. Garver  
Jane E. Garver  
Secretary

By Virginia E. Bowen, Pres.  
Virginia E. Bowen  
President

THE UNDERSIGNED, the President of Ewing Properties, Inc., who executed on behalf of the Corporation the foregoing Articles of Dissolution of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Dissolution to be the corporate act of said Corporation and hereby certifies that to the best of her 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.

Virginia E. Bowen, Pres.  
Virginia E. Bowen, President



JESS D. ORNDORFF, MAYOR  
D. MITCHELL DEENER, ADMINISTRATIVE ASSISTANT

## THE MAYOR AND COUNCIL

*The Council meets in regular session the second Tuesday of each month*

20 A STREET  
P.O. BOX 85  
BRUNSWICK, MARYLAND 21716  
(301) 834-7500

June 23, 1982

Piper & Marbury  
1100 Charles Center South  
Baltimore, Maryland 21201

Attn: Lee Sheller

Gentlemen:

This is to advise you that Ewing Properties, Inc. does not owe any outstanding business personal taxes to the Town of Brunswick.

Yours truly,

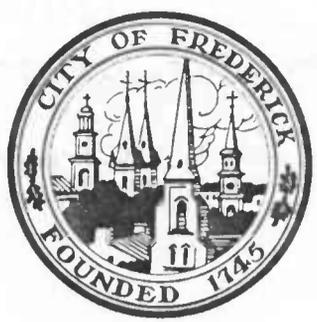
A handwritten signature in cursive script that reads 'Ernestine W. Phillips'.

Ernestine W. Phillips  
Assistant City Clerk

ps

“Home of The Iron Horse” ————— “Heart of The Potomac Valley”

BETTY E. RICE  
Director of Finance



GERALD D. KOLBFLEISCH  
City Accountant

BETTY L. MAY  
Supervisor  
Accounting Office

June 23, 1982

TO WHOM IT MAY CONCERN:

This is to certify that the Personal Property taxes levied on 'Ewing Properties, Inc. at P. O. Box 66, Hagerstown, Md. are paid up to and including fiscal year 1981-82.

The City of Frederick

*Betty E. Rice per H.S.*  
Betty E. Rice  
Finance Director





STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466                      PHONE 269-3819  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER  
J. BASIL WISNER  
CHIEF DEPUTY  
  
GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ, C.P.A.  
DIVISION CHIEF

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

EWING PROPERTIES, INC.

have been paid.

WITNESS my hand and official seal this

Second                      day of July                      A.D. 1982.

Jane M. Ruby  
Deputy Comptroller

OFFICE OF  
Treasurer for Frederick County, Maryland  
WINCHESTER HALL, FREDERICK, MARYLAND

MARTHA ANN BRITAIN  
Treasurer

LOIS S. BRUBAKER  
Deputy Treasurer

June 23, 1982

TO WHOM IT MAY CONCERN:

This is to certify that, according to the records in this office, all state personal property taxes levied and assessed in the name of Ewing Properties, Inc., P. O. Box 66, Hagerstown, Md. 21740, are paid thru June 30, 1982.

Lois S. Brubaker  
Lois S. Brubaker  
Deputy Treasurer

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION  
of the EWING PROPERTIES, INC.  
were received for record on July 14, 1982  
in accordance with the provisions of Sec. 3-107 of the  
Corporations and Associations Article of the Code.

Gene S. Bunker  
Director

ARTICLES OF DISSOLUTION  
OF  
EWING PROPERTIES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 14, 1982 at 2:51 o'clock P. M. as in conformity  
with law and ordered recorded.

8

Recorded in Liber 2549, folio 0135, 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.

D. W. Hill



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 128909

8207032

Nov 10 2 15 PM '82  
LIBER 32 119.  
LAND Incorporation  
VAUGHN J. BAKER, CLERK

119  
32

Received For Record December 1, 1982 at 11:18 o'clock am corporation liber 32

COASTAL EQUIPMENT CO  
CERTIFICATE OF RESOLUTION OF  
CHANGE OF RESIDENT AGENT

I, Joanne Hetherington, Secretary of Coastal Equipment Co a corporation duly organized and existing under and by virtue of the laws of the State of Maryland and doing business in the State, 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 the United States Corporation Company, whose address is 1300 Mercantile Bank & Trust Building, 2 Hopkins Place, Baltimore, Maryland, 21201, to Dale A. Cooter, whose address is 12308 St. Alban Circle, Fort Washington, Maryland, 20744.

IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Corporation on this 13 day of August, 1982.

*Joanne Hetherington* (SEAL)  
Joanne Hetherington,  
Secretary

NOTICE OF DESIGNATION OF RESIDENT AGENT AND  
AGENT'S ADDRESS

OF

COASTAL EQUIPMENT CO.

285

received for record August 27, 1982, at 10:17 A.M.  
and recorded on Film No. 2553 2 Frame No. 3576 one of  
the charter records of the State Department of Assessments and Taxation of Maryland.  
To the clerk of the Circuit court of Washington County

AA N<sup>o</sup> 20929 A

Special Fee Paid	\$5.00	50
Recording Fee Paid	\$3.00	175
Total	\$8.00	

Mr. Clerk Mail to: Cooter, Gell and Cooter  
1110 Vermont Avenue, N.W.  
Washington, D.C. 20005

rmc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

DEC 1 11 18 AM '82

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

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

## HAGERSTOWN QUALITY FOODS, INC.

## ARTICLES OF VOLUNTARY DISSOLUTION

Received For Record December 1, 1982 at 11:18 o'clock am liber 32  
HAGERSTOWN QUALITY FOODS, 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 thta:

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 700 Frederick Street, 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 is Richard L. Harrison, 1640 Fountain Head Road, Hagerstown, Maryland 21740.

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

Richard L. Harrison	1640 Fountain Head Road Hagerstown, MD 21740
Richard H. Lehman	1700 Gordon Road Hagerstown, MD 21740
J. Lee Mullendore	1151 Oak Hill Avenue Hagerstown, MD 21740

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

President:	Richard L. Harrison 1640 Fountain Head Road Hagerstown, MD 21740
Vice President:	Richard H. Lehman 1700 Gordon Road Hagerstown, MD 21740
Secretary:	Richard H. Lehman 1700 Gordon Road Hagerstown, MD 21740
Treasurer:	J. Lee Mullendore 1151 Oak Hill Avenue Hagerstown, MD 21740

-2-

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 of 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, Hagerstown Quality Foods, 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 23<sup>rd</sup> day of July, 1982, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Hagerstown Quality Foods, 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.

Richard H. Lehman, Secy.

HAGERSTOWN QUALITY FOODS, INC.

ATTEST:

By: Richard L. Harrison  
Richard L. Harrison, President



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466                      PHONE 269-3819  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER  
J. BASIL WISNER  
CHIEF DEPUTY

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

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

HAGERSTOWN QUALITY FOODS, INC.  
have been paid.

WITNESS my hand and official seal this  
Twenty-four            day of August            A.D. 19 82



Jane M. Ruby  
Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION  
of the HAGERSTOWN QUALITY FOODS, INC.  
were received for record on September 23, 19 82  
in accordance with the provisions of Sec. 3-407 of the  
Corporations and Associations Article of the Code.

Jane L. Bunner  
Director



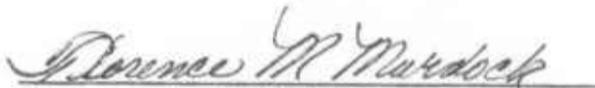
CITY OF HAGERSTOWN  
MARYLAND

July 26, 1982

Mr. William P. Nairn  
Byron, Urner & Nairn  
Attorneys at Law  
100 West Washington Street  
Hagerstown, Maryland 21740

To Whom It May Concern:

I, Florence M. Murdock, Treasurer for the City of Hagerstown, Maryland, do hereby certify that the records of this office do not show any unpaid municipal taxes, interest or penalties owing by HAGERSTOWN QUALITY FOODS, INC. up to and including the fiscal year 1982-83.

  
\_\_\_\_\_  
Florence M. Murdock  
City Treasurer

Harry C. Snook  
TREASURER FOR WASHINGTON COUNTY

Court House  
Hagerstown, Maryland 21740

July 26, 1982

RE: Dissolution  
Hagerstown Quality Foods 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

Hagerstown Quality Foods Inc.

have been paid to and including the fiscal year July 1, 1981 to June 30, 1982.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 26th day of July A.D., 1982.

*Harry C. Snook*

\_\_\_\_\_  
Harry C. Snook  
Treasurer for Washington County, Md.

Harry C. Snook  
TREASURER FOR WASHINGTON COUNTY

Court House  
Hagerstown, Maryland 21740

September 16, 1982

RE: Dissolution - Hagerstown Quality Foods Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all real estate taxes made by the Assessment Office in Hagerstown and billed by and payable to the County Treasurer for Washington County by

Hagerstown Quality Foods Inc.

have been paid to and including the fiscal year July 1, 1982 to June 30, 1983.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County this 16th day of September A.D., 1982.

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

ARTICLES OF DISSOLUTION  
OF  
HAGERSTOWN QUALITY FOODS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 23, 1982 at 4:30 o'clock P. M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2557, folio 0130 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Dec 1 11 18 AM '82

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

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

A 131788

8302351

Received For Record December 1, 1982 at 11:18 o'clock am corporation liber32

ARTICLES OF AMENDMENT

REC-182A 15545 204445.00

OF

VALLEY SUPPLY & EQUIPMENT COMPANY, INC.

Valley Supply & Equipment Company, Inc., a Maryland Corporation, having its principal office in Funkstown (Washington County), Maryland hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article FIFTH which presently reads:

"Article FIFTH

The total number of shares are 10,000 shares of no par value, voting common stock."

And inserting in lieu thereof the following Article

FIFTH:

"Article FIFTH

The total number of shares of common stock are 10,000 shares of no par value, voting common stock.

The total number of shares of preferred stock is 100 shares; the value per share of said preferred stock is \$500.00 par value per share.

The common stock has voting powers; the preferred stock does not have voting powers."

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on April 29, 1982, adopted a Resolution in which was set forth the foregoing Amendment to the Charter, declaring the said amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held on April 29, 1982.

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; like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights is expressly set forth and the Charter would be altered by the Amendment. The amendment of the Charter of the Corporation as herein above set forth was approved by the stockholders of the corporation at said meeting by the affirmative vote of two thirds of all the votes entitled to be cast thereon.

FOURTH: The Amendment of the Charter of the Corporation is herein above set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation.

IN WITNESS WHEREOF, VALLEY SUPPLY & EQUIPMENT COMPANY, INC. has caused these presents to be signed in its name on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary on this 29<sup>th</sup> day of April, 1982.

ATTEST:

VALLEY SUPPLY & EQUIPMENT COMPANY, INC.

Donna Nancy Klein  
DONNA NANCY KLEIN, Secretary

Howard J. Klein, Jr.  
HOWARD J. KLEIN, JR., President

ARTICLES OF AMENDMENT  
OF  
VALLEY SUPPLY & EQUIPMENT COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 27, 1982 at 9:59 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2555, folio 0834 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 131114

Dec 1 11 18 AM '82

8301276

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

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

Received For Record December 1, 1982 at 11:18 o'clock am Corporation liber 32  
ARTICLES OF INCORPORATION

PAID 1.50

THE DOWNTOWNER, INC.

FIRST: I, James M. Resh, Sr., whose post office address is Route 4, McDade Road East, 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 The Downtowner, Inc.

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

(1) To engage in the business of operating a restaurant and coffee shop; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 4, McDade Road East, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is James M. Resh, Sr., Route 4, McDade Road East, 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 with no 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) except that

(1) If there is not 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 one (1) 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 elected and qualify is: James M. Resh, Sr..

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 26<sup>th</sup> day of August, 1982, and I acknowledge the same to be my act.

WITNESS:

Donald E. Bradley James M. Resh Sr.  
James M. Resh, Sr.

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

I HEREBY CERTIFY, That on this 26<sup>th</sup> day of August 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James M. Resh, Sr. and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Eunice C. Stetson  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
THE DOWNTOWNER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 30, 1982 at 11:32 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber **2553**, folio **3211**, 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.

*[Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
DEC 1 11 18 AM '82  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN J. BAKER, CLERK

A 130633  
8301301

K2M ASSOCIATES, INC.  
ARTICLES OF INCORPORATION

Received For Record December 1, 1982 at 11:18 o'clock am liber 32

FIRST: The undersigned, Denise Carol Kerns, whose post office address is 209 Della Lane, Boonsboro, Maryland 21713, Stuart L. Mullendore, whose post office address is 3 Mapleville Road, Boonsboro, Maryland 21713, and Robert B. Murdock, whose post office address is 1308 Oak Hill Avenue, Hagerstown, Maryland 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 K2M Associates, Inc.

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

(1) To analyze, design, produce, manufacture, fabricate, construct, process, photograph, print, duplicate or otherwise reproduce statistics, accounts, information and items using graphic arts, computer or word processing facilities in any manner whatsoever;

(2) To act as manufacturer's representative for the purpose of distributing products primarily to the graphic arts, architectural, engineering and related trades;

(3) To provide processing, consulting and promotional services for financial analysis, account analysis, market analysis, product development, production management, business management and sales promotion; and to engage in wholesale or retail sales of products and services and any other lawful purpose and/or business;

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

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: Denise Carol Kerns, 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



State of Maryland )  
 ) SS  
County of Washington)

On this 11th day of August, 1982, before me, a Notary Public in said County, personally appeared Stuart L. Mullendore, 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.

Virginia M. Stralman  
Notary

My Commission expires

July 1, 1986



State of Maryland )  
 ) SS  
County of Washington)

On this 18th day of August, 1982, 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 L. McKee  
Notary

My Commission expires

7-1-86



ARTICLES OF INCORPORATION  
OF  
K2M ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 30, 1982 at 10:15 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2553, folio 3198, 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.

*[Handwritten Signature]*



OF MARYLAND  
WASHINGTON COUNTY  
RECORDED FOR RECORD

**A** 130630  
8301304

Aug 1 11 18 AM '82  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF WOODENWARE, INC. (A Close Corporation)

Received For Record December 1, 1982 at 11:18 o'clock am corporation liber 32

Handwritten scribble

FIRST: WE, MICHAEL STEWART DIXON and ALICE C. DIXON, whose post office address is P. O. Box 10, Brownsville, Maryland 21715, and both 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 WOODENWARE, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Articles of the Annotated Code of Maryland, as amended.

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

1. The purchase of hardwood lumber in bulk for resale to the general public.
2. The manufacture of laminated and other crafted wood products for sale to the general public through retail and other outlets (to include mail-order).
3. Incident to and in furtherance of the above purposes, to invest the Corporation's funds in real estate, mortgages, stocks, bonds, or any other type of investments.
4. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State

E. Sauser, J.D., P.A.  
ATTORNEY AT LAW  
10 West Potomac Street  
Pawcatuck, Maryland 21716  
(301) 834-7333

is P. O. Box 10, Brownsville, Maryland 21715. The name and post office address of the Resident Agent of the Corporation in this State is Michael Stewart Dixon, P. O. Box 10, Brownsville, Maryland 21715. 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 directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Michael Stewart Dixon  
P. O. Box 10  
Brownsville, Md. 21715

Alice C. Dixon  
P. O. Box 10  
Brownsville, Md. 21715

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

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

tion, 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 is reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

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

3. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense

of any action, suit, or proceeding referred to in paragraphs 1. and 2. of this Article, 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.

4. Any indemnification under paragraph 1. and 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. and 2. of this article. 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 quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be a 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 shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 25 day of August, 1982, and we acknowledge the same to be our act

WITNESS:

Wm Sauser

Michael S. Dixon  
Michael Stewart Dixon

Wm Sauser

Alice C. Dixon  
Alice C. Dixon

ARTICLES OF INCORPORATION  
OF  
WOODENWARE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 30, 1982 at 9:18 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2554, folio 1749, 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.

*R.B. Quinn*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 130794

8301352

Dec 1 11 18 AM '82

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

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

## HAGERSTOWN QUARTER MIDGET RACING ASSOCIATION, INC.

FIRST: I, William J. Weddles, whose post office address is 118 W. Wilson Blvd., Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Hagerstown Quarter Midget Racing Association, Inc.

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

(a) The Corporation is organized exclusively for educational, safety and recreational 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: safety education, training and recreational safety education.

FOURTH: The post office address of the principal office of the Corporation in this State is 1037 Maryland Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is William J. Weddles, 118 W. Wilson Blvd., 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 4 which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: John Corbett, Larry Corbett, Larry Craig, William J. Weddles.

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 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal

Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31<sup>st</sup> day of August, 1982, and I acknowledge same to be my act.

  
\_\_\_\_\_  
William J. Weddles

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN QUARTER MIDGET RACING ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 31, 1982 at 1:15 o'clock p M. as in conformity  
with law and ordered recorded.

*J*

Recorded in Liber 2555, folio 0033, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 130981

Dec 1 11 18 AM '82

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

8301409

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

## THE JUBILEE SINGERS, INC.

## ARTICLES OF INCORPORATION

Received For Record December 1, 1982 at 11:19 o'clock am liber 32

FIRST: the Undersigned, Douglas U. Fischer, Rt. 3, Box 325, Smithsburg, Maryland, 21783; Janice Y. Fischer, Rt. 3, Box 325, Smithsburg, Maryland, 21783; Gary S. Winters, 1116 Glenwood Avenue, Hagerstown, Maryland, 21740; Joyce D. Winters, 1116 Glenwood Avenue, Hagerstown, Maryland, 21740; Gregory A. Day, Route 4, Box 97B, Hagerstown, Maryland, 21740; and Tyanna L. Day, Route 4, Box 97B, Hagerstown, Maryland, 21740, each being at least eighteen years of age, do hereby associate ourselves as Incorporators with the intention of forming a nonprofit Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation shall be:

THE JUBILEE SINGERS, INC.

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

1. To adopt a seal, which shall be circular in form, with the following inscription on the circumference, "The Jubilee Singers, Inc." Washington County, Maryland" and "Incorporated 1982" in the center of the circle.
2. To spread the good news of Jesus Christ through music with the activities of said Corporation to include singing in churches and other Christian organizations with the purpose of providing religious musical programs of all types.
3. To solicit and accept, whether by way of outright, limited or conditional gifts or grants, in trust, inter vivos, by way of testamentary devises, bequests or grants in any other fashion, funds of all kinds, including property, both real, leasehold and personal, whether principal or income, tangible or intangible, present or future, vested or contingent, for use to build, buy, construct, acquire, operate, expend, endow and promote the purposes as set out in Section 2 hereof.

~~2000~~

FOURTH: The Corporation shall have and exercise the following powers:

1. All powers granted by the laws and statutes of the United States and the General Laws of the State of Maryland to non-profit corporations and any enumeration of the purposes and objects 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 or object, in any manner to limit or restrict the generality of any other purpose or object mentioned or to limit or restrict any of the powers of the Corporation.

2. To engage in the business of presenting musical programs directly, by radio and television, by record or tape, or any other means of transmitting musical sound and to disseminate and relay with or without compensation programs and communications of any and all kinds and types consistent with the purposes set forth in Item THIRD.

3. To do all things necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth and to do all things incidental thereto which are not forbidden by these Articles of Incorporation or by law.

4. To publish brochures, bulletins, catalogues, magazines, periodicals, papers and books respecting the business and affairs of the Corporation.

FIFTH: The Post Office address of the principal office of the Corporation in Maryland is 1116 Glenwood Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland are: Joyce D. Winters, 1116 Glenwood Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK. The Corporation shall be a non-profit Corporation and no part of the net assets shall enure to the benefit of any member or other individual.

Upon dissolution, the Corporation known as The Jubilee / <sup>Singers, Inc.</sup> the Board of Directors shall distribute the remaining assets, if any after all just expenses and debts have been paid, to and for the use of the Paramount Baptist Church, Hagerstown, Maryland, a religious corporation which qualifies under Section 501 (c) (3) of the Internal Revenue Code and Section 501 (a) of the Internal Revenue Code of the United States.

SEVENTH: The membership of the Corporation shall consist of the Board of Directors of said Corporation.

EIGHTH: The number of Directors of the Corporation shall be six, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than six nor more than twenty-five. At the first election of such Directors, one-third thereof shall be elected for a term of one year, one-third thereof shall be elected for a term of two years and one-third for a term of three years. Following the first election, one-third of the Directors shall be elected each year for a three-year term. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Douglas U. Fischer, Janice Y. Fischer, Gary S. Winters, Joyce D. Winters, Gregory A. Day and Tyanna L. Day.

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

1. Vacancies on the Board of Directors shall be filled by the remaining Directors in accordance with the provisions of the By-Laws.

2. The Board of Directors shall annually elect the Officers of the Corporation in accordance with the By-Laws and have the authority to appoint an executive committee or such other committees as to it seems proper and to delegate such powers and authority to any of said committees as it may see fit, consistent with the provisions of these Articles of Incorporation and with the Laws of the State of Maryland.

3. The Board of Directors shall have the power to adopt,

alter, amend or repeal the By-Laws of this Corporation or to adopt new By-Laws not inconsistent with law and provisions of this Charter. The Board of Directors shall have the power to elect their own officers and committees, to set the time of meetings and determine the quorum for their own meetings.

4. The Charter of this Corporation may be revised by the Board of Directors.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the \_\_\_\_\_ day of August, 1982.

WITNESS:

~~Mark L. Spessard~~  
Mark L. Spessard

Douglas U. Fischer  
Douglas U. Fischer

Janice Y. Fischer  
Janice Y. Fischer

Gary S. Winters  
Gary S. Winters

Joyce D. Winters  
Joyce D. Winters

Gregory A. Day  
Gregory A. Day

Tyanna L. Day  
Tyanna L. Day

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, That on this \_\_\_\_\_ day of August, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Douglas U. Fischer, Janice Y. Fischer, Gary S. Winters, Joyce D. Winters, Gregory A. Day and Tyanna L. Day, the Incorporators of The Jubilee Singers, Inc., and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Incorporation to be the act of said Corporation.

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



Mark L. Spessard  
Mark L. Spessard, Notary Public

ARTICLES OF INCORPORATION  
OF  
THE JUBILEE SINGERS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 3, 1982 at 10:10 o'clock <sup>A</sup> M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2554, folio 2257 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.

Rob Johnson



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 130836

Dec 1 11 19 AM '82

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

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

8301562

Received For Record December 1, 1982 at 11:19 oc'loock am liber 32  
HOME APPRAISALS, INC.

M

ARTICLES OF INCORPORATION

FIRST: I, Richard W. Phoebus, whose post office address is 122 West Washington 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:

HOME APPRAISALS, INC.

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

- 1. To own and carry on the business of a real estate appraisal service.
- 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 122 West Washington Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation is Celia S. Ausherman, 128 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 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.

1982 SEP 7 - 035 2881

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Richard W. Phoebus

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 12 day of August, 1982, and I acknowledge the same to be my act.

WITNESS:



 (SEAL)  
Richard W. Phoebus

ARTICLES OF INCORPORATION  
OF  
HOME APPRAISALS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 7, 1982 at 9:41 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2555, folio 0636 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 131081

Dec 1 11 19 AM '82

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

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

8301665

Received For Record Dec. 1, 1982 at 11:19 o'clock am liber 32  
ARTICLES OF INCORPORATION

OF

EAST END TAVERN, INC.

FIRST: I, Edward Lloyd Myers, whose post office address 140 Chester Street, Carlisle, Pennsylvania 17013, 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: East End Tavern, Inc.

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

(1) 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; 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 141 East Franklin 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 5,000 shares of common stock without par value.

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

1982 SEP -9 A 8:58

(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: Edward Lloyd Myers, Faye Arbanna Myers, and Ronald DeWitt Myers.

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 4th day of September, 1982, and I acknowledge the same to be my act.

WITNESS:

Vicki L. Grimm

Edward L. Myers (SEAL)  
Edward L. Myers

ARTICLES OF INCORPORATION  
OF  
EAST END TAVERN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 9, 1982 at 8:58 o'clock <sup>A</sup> M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2555, folio 1281, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 131146

DEC 1 11 19 AM '82

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

LAND  \_\_\_\_\_   
VAUGHN J. BAKER, CLERK A131147-8301732

Received For Record December 1, 1982 at 11:19 o'clock am liber 32  
ARTICLES OF INCORPORATION

OF

ADDIS INTERNATIONAL, INC.

REC SEP 30 1982

15.00

FIRST: I, Sharon A. Bradley, whose post office address is 12 Kent 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 referred to as the "Corporation") is: Addis International, Inc.

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

(1) To engage in the business of health services and products; to operate a health spa for recreation of the public.

(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 12 Kent Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Lewis C. Metzner, 81 W. Washington Street, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be one, which number may be increased or decreased pursuant to the By-Laws of the Corporation, 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/her successors are duly chosen and qualified is:

Sharon A. Bradley

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 15<sup>th</sup> day of September, 1982, and I acknowledge the same to be my act.

WITNESS:

Vicki L. Grumm

Sharon A. Bradley (SEAL)  
Sharon A. Bradley

ARTICLES OF INCORPORATION  
OF  
ADDIS INTERNATIONAL, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 20, 1982 at 9:38 o'clock <sup>A.</sup> M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2556, folio 10883, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 131539

Dec 1 11 19 AM '82

8302151

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

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

Received for Record December 1, 1982 at 11:19 o clock am liber 32  
ARTICLES OF INCORPORATION

01031

OF

GULF STREAM, INC.

FIRST: I, Bodie E. Grimm, whose post office address is Route #2, Box 293, Smithsburg, Maryland 21783, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To engage in the business of health services and products; to operate a health spa for recreation of the public.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route #2, Box 293, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is Lewis C. Metzner, Esquire, 81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be one, which number may be increased or decreased pursuant to the By-Laws of the Corporation, 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

1982 SEP 20 P 8:52

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/her successors are duly chosen and qualified is: Bodie E. Grimm.

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 17<sup>th</sup> day of September, 1982, and I acknowledge the same to be my act.

WITNESS:

Vicki L. Grimm

Bodie E. Grimm (SEAL)  
Bodie E. Grimm

ARTICLES OF INCORPORATION  
OF  
GULF STREAM, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 20, 1982 at 8:52 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2556, folio 1030, 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.

*[Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 131563

DEC 1 11 19 AM '82

8302163

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

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

Received For Record December 1, 1962 at 11:19 o'clock am liber 32  
HOME INSURANCE AGENCY, INC.

ARTICLES OF INCORPORATION 2-103 1953 1955 195.00

FIRST: I, Richard W. Phoebus, whose post office address is 122 West Washington 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:

HOME INSURANCE AGENCY, INC.

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

1. To own and carry on the business of an insurance agency.
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 122 West Washington Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation is Celia S. Ausherman, 122 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 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.

~~74-6-V-L-53-78H~~

1962 DEC 1

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Richard W. Phoebus

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 28 day of September, 1982, and I acknowledge the same to be my act.

WITNESS:

[Signature]

[Signature] (SEAL)  
Richard W. Phoebus

ARTICLES OF INCORPORATION  
OF  
HOME INSURANCE AGENCY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 27, 1982 at 10:25 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 4  
2556, folio 3586, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 131757

Dec 1 11 19 AM '82  
LIBER 32 FOLIO 186  
LAND CORPORATION  
VAUGHN J. BAKER, CLERK

8302416

100

ARTICLES OF VOLUNTARY DISSOLUTION

OF

JAN 18-83A 19152 \*\*\*\*\*6.00

THE MARYLAND GENERAL INSURANCE AGENCY, INC.

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 1771 Pennsylvania Avenue, 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 of the Corporation are completed is Barbara G. McCann, 408 Spring Hill Drive, Hagerstown, Maryland 21740.

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

- a. Barbara G. McCann  
408 Spring Hill Drive  
Hagerstown, Maryland 21740
- b. J. Ann Horn  
1771 Pennsylvania Avenue  
Hagerstown, Maryland 21740
- c. Lynn F. Meyers,  
81 West Washington Street  
Hagerstown, Maryland 21740

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

- a. Barbara G. McCann, President and Treasurer  
408 Spring Hill Drive  
Hagerstown, Maryland 21740
- b. J. Ann Horn, Secretary  
1771 Pennsylvania Avenue  
Hagerstown, Maryland 21740

SIXTH: The voluntary dissolution of the Corporation was

duly advised by the Board of Directors of the Corporation and duly authorized by the Trustees of all the issued and outstanding stock of the Corporation, and, thus was approved by said Trustee-Shareholders 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, The Maryland General Insurance Agency, Inc. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary this 10th day of September , 1982.

Attest to Signature and Corporate Seal:

J. Ann Horn  
J. Ann Horn  
Secretary

THE MARYLAND GENERAL INSURANCE AGENCY, INC.

By Barbara G. McCann (SEAL)  
Barbara G. McCann  
President

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

I HEREBY CERTIFY, that on this 10<sup>th</sup> day of September ,



A.D., 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Barbara G. McCann, President of The Maryland General Insurance Agency, 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.

Diane Lee Rowe  
Notary Public



My Commission Expires:

July 1986

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

I HEREBY CERTIFY, that on this 10<sup>th</sup> day of September, A.D., 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. Ann Horn 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 Voluntary Dissolution with respect to the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

Diane Lee Rowe  
Notary Public



My Commission Expires:

July 1986



CITY OF HAGERSTOWN  
MARYLAND

DEPARTMENT OF REVENUE & FINANCE  
CITY HALL

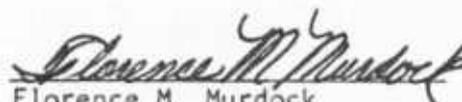
TAX COLL'R & TREAS.

October 4, 1982

Meyers and Young, P. A.  
P. O. Box 1267  
Hagerstown, Maryland 21740

To Whom It May Concern:

I, Florence M. Murdock, Treasurer for the City of Hagerstown, Maryland do hereby certify that the records of this office do not show any unpaid municipal taxes, interest or penalties owing by MARYLAND GENERAL INSURANCE AGENCY, INC. up to and including the fiscal year 1982-83.

  
Florence M. Murdock  
City Treasurer

Harry C. Snook  
TREASURER FOR WASHINGTON COUNTY

Court House  
Hagerstown, Maryland 21740

August 26, 1982

RE: Dissolution - Maryland General Insurance  
Agency 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

Maryland General Insurance Agency Inc.

have been paid to and including the fiscal year July 1,  
1981 to June 30, 1982. We have not received a certification  
for the year 1982 to 1983.

Witness the hand and seal of Harry C. Snook, County  
Treasurer for Washington County, this 26th day of August  
A.D., 1982.

Harry C. Snook SEAL

Harry C. Snook  
Treasurer for Washington County, Md.



STATE OF MARYLAND  
**COMPTROLLER OF THE TREASURY**  
 STATE TREASURY BUILDING  
 P. O. BOX 466                      PHONE 269-3819  
 ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
 COMPTROLLER  
 J. BASIL WISNER  
 CHIEF DEPUTY

**GENERAL ACCOUNTING DIVISION**

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

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

MARYLAND GENERAL INSURANCE AGENCY, INC.  
 have been paid.

WITNESS my hand and official seal this  
 First                      day of September    A.D. 1982.



*Jane M. Ruby*  
 Deputy Comptroller

LYNN F. MEYERS  
WILLIAM P. YOUNG, JR.  
W. DERKELEY MANN, JR.  
E. KENNETH GROVE, JR.  
M. KENNETH LONG, JR.

October 7, 1982

Charter

State Department of Assessments and Taxation  
301 West Preston Street

Baltimore, Maryland 21201 Re: Dissolution of Maryland General  
Insurance Agency, Inc.

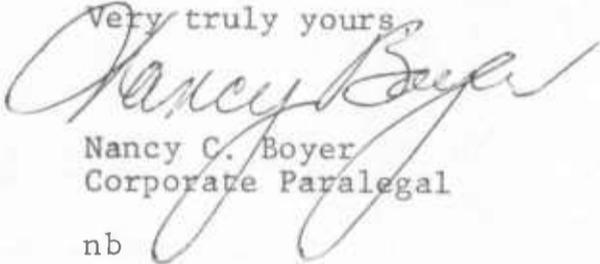
Gentlemen:

On behalf of Maryland General Insurance Agency, Inc., please consider this letter, notification that sufficient funds will be escrowed by this corporation to equal the 1981/82 personal property tax.

It is our understanding that this letter is required since the assessment on the 1982/83 personal property has not yet been made.

This escrow account will be in the amount of \$81.60 which should be sufficient to cover the tax on \$4,080.00 personal property which the corporation owned in 1981. The personal property return has been filed for the current year indicating the corporation owns no personal property.

Very truly yours,



Nancy C. Boyer  
Corporate Paralegal

nb

ARTICLES OF DISSOLUTION  
OF  
MARYLAND GENERAL INSURANCE AGENCY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland      October 13, 1982      at 10:04 o'clock      A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2560, folio 1823 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JAN 18 9 59 AM '83

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

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

A 132920

8303221

## ARTICLES OF VOLUNTARY DISSOLUTION

OF

JAN 18-83 A $\frac{1}{2}$  19153 \*\*\*\*\*5.00

## HALIT CORPORATION

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation is 9 S. Main St. , Boonsboro, Washington County, Maryland 21713.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one year after dissolution until the affairs of the Corporation are wound up is Sydney L. Machat, 9 So. Main St. , Boonsboro, Maryland 21713.

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

- a. Sydney L. Machat  
P.O. Box 245  
Boonsboro, Maryland 21713
- b. Joycelyn B. Machat  
P.O. Box 245  
Boonsboro, Maryland 21713
- c. Samuel Sagel  
Route 1, Box 15AB  
Shepardstown, WV 25443
- d. Audrey I. Sagel  
Route 1, Box 15AB  
Shepardstown, WV 25443

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

- a. Samuel Sagel, President  
Route 1, Box 15AB  
Shepardstown, WV 25443

- b. Sydney L. Machat, Vice President  
P.O. Box 245  
Boonsboro, Maryland 21713
- c. Sydney L. Machat, Secretary  
P.O. Box 245  
Boonsboro, Maryland 21713
- d. Samuel Sagel, Treasurer  
Route 1, Box 15AB  
Shepardstown, WV 25443

SIXTH: The voluntary dissolution of the Corporation was duly advised by the Board of Directors of the 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 the Corporations and Associations Article, Annotated Code of Maryland and by 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, Halit Corporation has caused these presents to be signed in its name and on its behalf by its

President and its Corporate Seal to be hereunder affixed and attested by its Secretary this 16 day of AUGUST, 1982.

Attest to Signature and Corporate Seal:

HALIT CORPORATION

  
Sydney V. Machat  
Secretary

By Samuel Sagel (SEAL)  
Samuel Sagel  
President

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

I HEREBY CERTIFY, that on this 16th day of August, A.D., 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Samuel Sagel, President of the Halit Corporation, personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge that he executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Betty A. Kurster  
Notary Public

My Commission Expires:

7-1-86



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

I HEREBY CERTIFY, that on this 16th day of August, A.D., 1982, before me, the subscriber, a Notary Public in and

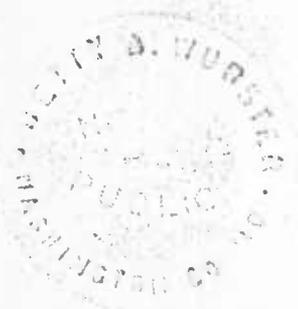
for the State and County aforesaid, personally appeared Sydney L. Machat who did make oath in due form of law that he was Secretary of the meeting of the Board of Directors advising dissolution of this Corporation and that he was likewise Secretary of the meeting of the Stockholders held in reference thereton, and that the matters and facts set forth in the foregoing Articles of Voluntary Dissolution with respect to the authorization for dissolution are ture as therein set forth.

Witness my hand and official Notarial Seal.

Betty A. Hurst  
Notary Public

My Commission Expires:

7-1-86





STATE OF MARYLAND  
**COMPTROLLER OF THE TREASURY**  
 STATE TREASURY BUILDING  
 P. O. BOX 466                      PHONE 269-3819  
 ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
 COMPTROLLER  
 J. BASIL WISNER  
 CHIEF DEPUTY

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



THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

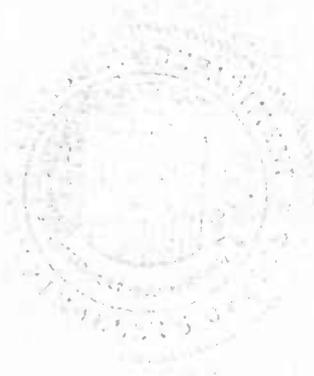
HALIT CORPORATION

have been paid.

WITNESS my hand and official seal this

Tenth                      day of August                      A.D. 1982.

11-11-82-11:03



*Jane M. Ruby*  
 \_\_\_\_\_  
 Deputy Comptroller

ARTICLES OF DISSOLUTION  
OF  
HALIT CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 5, 1982 at 11:53 o'clock M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2558, folio 0904 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JAN 18 9 59 AM '83

A 132193

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

8302859

LAND    
VAUGHN J. BAKER, CLERK

204

Received for Record January 18, 1983 at 9:59 A.M. o'clock 78 : C063  
Office of the Clerk of the Circuit Court for Washington Co.  
Incorporation Record 32

ARTICLES OF REVIVAL

50935502  
JAN 18-83A# 19154 \*\*\*\*\*5.00

OF

HIGHFIELD-SUMMIT PROPERTIES, INC.

(Title 3, Subtitle 508-509-510 of Corporations  
and Associations Article of the Annotated  
Code of Maryland )

HIGHFIELD-SUMMIT PROPERTIES, INC., a Maryland corpora-  
tion 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  
the 3rd day of October, 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 HIGHFIELD-SUMMIT PROPERTIES, INC.

THIRD: The name by which the Corporation will hereafter  
be known is "HIGHFIELD-SUMMIT PROPERTIES, INC.".

FOURTH: (a) The post office address of the principal office  
of the Corporation in the State of Maryland is Highfield House, at  
Military Road & Eyler Avenue, Highfield, Maryland 21753.

(b) The name and post office address of the  
resident agent of the Corporation in the State of Maryland are  
United States Corporation Company, 1300 Mercantile Bank & Trust  
Building, 2 Hopkins Plaza, Baltimore, Maryland 21201, a corpora-

tion of the State of Maryland.

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

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

IN WITNESS WHEREOF, The undersigned, who were respectively the last acting president and secretary of the corporation, have signed these Articles of Revival on the 22nd day of August, 1982 and severally acknowledge under penalties of perjury, the Articles to be their act.

HIGHFIELD-SUMMIT PROPERTIES, INC.

*Elizabeth T. Swift*

\_\_\_\_\_  
Last Acting President

*Mark A. Swift*

\_\_\_\_\_  
Last Acting Secretary

ARTICLES OF REVIVAL  
OF  
HIGHFIELD-SUMMIT PROPERTIES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 29, 1982 at 4:00 o'clock P M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2557, folio 0062 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 131775

JAN 18 9 59 AM '83

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

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

8302580

PLUMBING WORLD, INC.

JAN 18-83 A 19155 \*\*\*\*\*5.0

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 Plumbing World, Inc.

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

(1) To engage in the business of providing retail plumbing services and retail sale of related plumbing equipment, material and supplies; 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 506 Salem Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Denver Newton Newlin, Jr., 506 Salem Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (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:

Denver Newton Newlin, Jr.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting

powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28<sup>th</sup> day of September, 1982, and I acknowledge the same to be my voluntary act and deed.

Eric Sollenberger  
Witness

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION

IF

PLUMBING WORLD, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 30, 1982 at 12:53 o'clock P. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2557, folio 2489, 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.

*[Handwritten Signature]*



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

JAN 18 9 59 AM '83

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

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

A 131952

8302598

lrb

## CAROLYN APARTMENTS, INCORPORATED

18-33A# 19156 \*\*\*\*\*7.00

## ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 1st day of October, 1982, by and between Carolyn Apartments, Incorporated, a Maryland Corporation (hereinafter sometimes referred to as the "Transferor") and Donald L. Hill and Marlene L. Hill, his wife, (hereinafter sometimes referred to as the "Transferees").

## THIS IS TO CERTIFY:

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

SECOND: The name, post office address and principal place of business of the Transferees is: Donald L. Hill and Marlene L. Hill, his wife, Route 1, Box 352A, Clear Spring, Maryland 21722.

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

Transferor is Carolyn Apartments, Incorporated, a corporation organized under the laws of the State of Maryland.

Transferees are Donald L. Hill and Marlene L. Hill, his wife, residents of Washington County, State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferees for the property and assets hereby transferred to them as set forth in Article NINTH herein, is One Hundred Fifty Thousand Dollars (\$150,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the Contract of Sale (hereinafter referred to as "Agreement") between Transferees and Transferor approved and adopted by Corporation on August 9, 1982, which Agreement is incorporated by reference herein.

FIFTH: The principal office of Transferor is 712 Briarcliff Drive, Hagerstown, Maryland 21740. 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 Transferees in the State of Maryland is Route 1, Box 352A, Clear Spring, Maryland 21722. The only county in which Transferees own property, the title to which could be affected by the recording of an instrument among the land records, is Washington County.

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 Transferees, the sale, assignment, and transfer to be affected pursuant to these Articles of Sale and Transfer was duly authorized and approved by the Transferees.

NINTH: In consideration of the payment to the Transferor of One Hundred Fifty Thousand Dollars (\$150,000.00) in accordance with the terms and conditions of the Agreement, Transferor does

hereby bargain, sell, deed, grant, convey, transfer, set over, and assign to Transferees, their heirs and assigns:

All that lot or parcel of land, together with the improvements thereon, situate on the East side of Hamilton Boulevard in Hagerstown, Washington County, Maryland, and more particularly described as shown on the proposed deed marked Exhibit A attached hereto.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed, and delivered in the State of Maryland, by Transferor, a Maryland Corporation, and Transferees, residents and citizens of the State of Maryland, 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, CAROLYN APARTMENTS, INCORPORATED, and DONALD L. HILL and MARLENE L. HILL, his wife, 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 corporation party to these Articles of Sale and Transfer by its president and attested by the assistant secretary and by the individuals as Transferees, as of this 1st day of October, 1982.

ATTEST:

CAROLYN APARTMENTS, INCORPORATED

Janet M. de Boinville

Janet M. de Boinville  
Assistant Secretary

Kathryn M. Latimer

Kathryn M. Latimer, President

WITNESS:

Donald L. Hill

Donald L. Hill

Dickie K. Smith

Marlene L. Hill

Marlene L. Hill

THE UNDERSIGNED, President of Carolyn Apartments, Incorporated, Transferor, who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is

made a part, hereby acknowledged, 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 to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Kathryn M. Latimer

Kathryn M. Latimer, President

THE UNDERSIGNED, Donald L. Hill and Marlene L. Hill, his wife, Transferees, who executed the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledge the foregoing Articles of Sale and Transfer to the best of their 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.

Donald L. Hill

Donald L. Hill

Marlene L. Hill

Marlene L. Hill

THIS CONTRACT OF SALE, Made this 9<sup>th</sup> day of August, 1982, by and between CAROLYN APARTMENTS, INCORPORATED, a corporation of the State of Maryland, hereinafter referred to as Seller, and DONALD L. HILL and MARLENE L. HILL, his wife, of Washington County, State of Maryland, hereinafter referred to as Buyer;

W I T N E S S E T H:

That for and in consideration of the sum of \$150,000 and other good and valuable considerations, the Seller does hereby bargain and sell unto Buyer, and Buyer hereby purchases from Seller in fee simple, all that lot or parcel of land, together with the improvements thereon, situate on the East side of Hamilton Boulevard in Hagerstown, Washington County, Maryland, and more particularly described as follows:

Beginning at a stake planted on the East margin of said Hamilton Boulevard located 80.24 feet distant from a planted stone located at the intersection formed by the proposed North curb line of Park Lane and the East margin of said Hamilton Boulevard as measured Northwardly along the East margin of said Hamilton Boulevard and running thence South 57 degrees 40 minutes East 180 feet to a stake planted on the West margin of a 20 foot public alley known as Quince Alley and running thence with the West margin of the aforesaid public alley North 32 degrees 20 minutes East 82 feet to a planted stake thence North 57 degrees 40 minutes West 180 feet to a planted stake, on the East margin of said Hamilton Boulevard as aforesaid, thence with the East margin of said Hamilton Boulevard South 32 degrees 20 minutes West 82 feet to the place of beginning, being the Northern 32 feet of Lot No. 97 and all of Lot No. 96 as the same are shown and designated on the Plat of Section A of Oak Hill Addition of record at Folio 176 among the Plat Records in the Office of the Clerk of the Circuit Court for Washington County; the improvements thereon being a two-story brick apartment building designated 908 Hamilton Boulevard; and being the same property conveyed by John A. Abbott, Jr., and Carolyn S. Abbott, his wife, to Carolyn Apartments, Incorporated, by deed dated December 30, 1949, and recorded among the Land Records of Washington County, Maryland, in Liber 254, folio 695, to which deed and aforementioned plat reference is hereby made.

The property is sold subject to conditions and restrictions of record.

Purchase Price - An initial payment of \$1,000 is to be paid upon execution of this contract of sale and the sum of \$14,000 in cash at final settlement. The sum of \$5,000 will be deferred, interest free for five (5) years, at which time said sum will be added to the then principal balance with monthly payments of principal and interest to be recalculated based on the increase in principal and increase in interest rate. The balance of \$130,000 will be paid by the Seller's acceptance of a purchase money mortgage for that

amount payable at 10% per annum with monthly principal and interest installments of \$1,181.33 beginning January 1, 1983. Installments due October 1, 1982, and November 1, 1982, are to be waived with no interest due for those months. At the end of five (5) years, the principal indebtedness is to bear interest at the rate of 12%, per annum, with monthly installments recalculated accordingly. The entire indebtedness, principal and interest, is to be due on or before December 1, 1989.

Date and Place of Settlement - Settlement shall occur on or before October 1, 1982, in the office of Seller's attorney, John A. Latimer, Jr., 120 West Washington Street, Hagerstown, Maryland, or such other place as mutually agreed upon.

Tenants - All nine (9) tenants in the apartment building are on a verbal month to month lease with rent due the first of each month. The Seller will provide the Buyer with the names of all tenants. Unless otherwise agreed, rent payments will be prorated as of the date of settlement.

Costs and Adjustments - The Seller will provide a deed and title certification letter from John A. Latimer, Jr., Esquire. Documentary stamps and transfer taxes will be shared equally between Seller and Buyer. Title insurance premiums, if needed, and cost of recordation are to be paid by the Buyer. Taxes, water and sewer rent will be prorated as of the date of settlement.

Fuel Oil - This contract of sale includes the purchase of fuel oil in the underground tank.

Risk of Loss - Possession will be given to Buyer at settlement. Until settlement, the risk of loss to the improvements or the property shall be with the Seller from the date of this contract.

Personal Property - This contract of sale includes refrigerators and stoves presently in all apartments and a washer and dryer in the basement laundry room. The stove in apartment #3 is the property of the tenant. The stove in the basement, which may need slight repair, is to replace the stove now in apartment #3.

Articles of Sale and Transfer - Seller and Buyer will comply with the provisions of Section 2-505 of the Corporations and

Associations Article of the Annotated Code of Maryland.

Conditions of Title - If Seller is unable to convey and assign a good and merchantable title to the property because of some title defect, Seller is required to cure any defect in title within sixty (60) days. In the event Seller does not or cannot cure the defect in title within sixty (60) days, Buyer may nevertheless accept such title as Seller may be able to convey with a reduction from purchase price for the expense of correcting the title.

Inspection - The Buyer reserves the right to inspect all apartments prior to final settlement.

Financing Condition - This contract of sale is contingent on the Buyer obtaining a loan of \$25,000 at 19½%, which loan will not be a first lien on the property herein sold.

The contract of sale is binding on the successors, assigns, personal representatives, and heirs of the parties hereto.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals, intending to bound thereby.

WITNESS:

CAROLYN APARTMENTS, INCORPORATED

[Handwritten Signature]

By: Kathryn M. Latimer (SEAL)  
Kathryn W. Latimer, President  
SELLER

Donald L. Hill (SEAL)  
Donald L. Hill

[Handwritten Signature]

Marlene L. Hill (SEAL)  
Marlene L. Hill  
BUYER

## "EXHIBIT A"

THIS DEED, Made this 1st day of October , 1982, by CAROLYN APARTMENTS, INCORPORATED, a corporation of the State of Maryland;

W I T N E S S E T H:

That for and in consideration of the sum of \$150,000, the receipt of which is hereby acknowledged, the said CAROLYN APARTMENTS, INCORPORATED, hereby grants and conveys unto DONALD L. HILL and MARLENE L. HILL, his wife, all that lot or parcel of land, together with the improvements thereon, situate on the East side of Hamilton Boulevard in Hagerstown, Washington County, Maryland, and more particularly described as follows:

Beginning at a stake planted on the East margin of said Hamilton Boulevard located 80.24 feet distant from a planted stone located at the intersection formed by the proposed North curb line of Park Lane and the East margin of said Hamilton Boulevard as measured Northwardly along the East margin of said Hamilton Boulevard and running thence South 57 degrees 40 minutes East 180 feet to a stake planted on the West margin of a 20 foot public alley known as Quince Alley and running thence with the West margin of the aforesaid public alley North 32 degrees 20 minutes East 82 feet to a planted stake thence North 57 degrees 40 minutes West 180 feet to a planted stake, on the East margin of said Hamilton Boulevard as aforesaid, thence with the East margin of said Hamilton Boulevard South 32 degrees 20 minutes West 82 feet to the place of beginning, being the Northern 32 feet of Lot No. 97 and all of Lot No. 96 as the same are shown and designated on the Plat of Section A of Oak Hill Addition of record at Folio 176 among the Plat Records in the Office of the Clerk of the Circuit Court for Washington County; the improvements thereon being a two-story brick apartment building designated 908 Hamilton Boulevard; and being the same property conveyed by John A. Abbott, Jr., and Carolyn S. Abbott, his wife, to Carolyn Apartments, Incorporated, by deed dated December 30, 1949, and recorded among the Land Records of Washington County, Maryland, in Liber 254, folio 695, to which deed and aforementioned plat reference is hereby made.

The above described property is conveyed subject to conditions and restrictions of record.

And the said Carolyn Apartments, Incorporated, hereby covenants that it will warrant generally the property hereby conveyed and that it will execute such other and further assurances as may be requisite and necessary.

This is a transaction which is part of the disposition of property held by Carolyn Apartments, Incorporated, made pursuant to Articles of Sale and Transfer as approved by the Department of Assessments and Taxation for the State of Maryland.

WITNESS:

CAROLYN APARTMENTS, INCORPORATED

By: /s/ Kathryn M. Latimer (SEAL)  
Kathryn M. Latimer  
President

/s/ Vicki K. Smith

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 1st day of October , 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kathryn M. Latimer, who did acknowledge herself to be the President of Carolyn Apartments, Incorporated, a Maryland corporation, and that she, as such, being so authorized to do, executed the foregoing deed as the act of said corporation.

WITNESS my hand and Official Notarial Seal.

/s/ Vicki K. Smith

Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF SALE AND TRANSFER

BETWEEN

CAROLYN APARTMENTS, INCORPORATED (MD. CORP) Transferor

AND

DONALD L. HILL AND MARLENE L. HILL (His Wife) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland October 1, 1982 at 1:35 o'clock P M. as in conformity with law and ordered recorded.

14

Recorded in Liber 2558, folio 0691, 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 Wash. Co. land office \$ 32.00 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.

[Handwritten signature]



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 132160

Jan 18 9 59 AM '83 LIBER FOLIO LAND VAUGHN J. BAKER, CLERK

8302697

JAN 18-83 A# 19157 \*\*\*\*\*5.0

## STRICKER ASSOCIATES, INC.

## ARTICLES OF INCORPORATION

FIRST: I, Jack T. Stricker, whose post office address is 101 North Edgewood 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:

STRICKER ASSOCIATES, INC.

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

1. To own and carry on the business of General Management Consulting.
2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 101 North Edgewood Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Jack T. Stricker, 101 North Edgewood 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 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:

Jack T. Stricker  
101 North Edgewood Drive  
Hagerstown, Maryland 21740

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

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

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

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

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

~~3352~~

majority of all the votes cast by Stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14 day of Sept., 1982, and I acknowledge the same to be my act.

WITNESS:

*Michael A. Day*

*Jack T. Stricker* (SEAL)  
Jack T. Stricker

ARTICLES OF INCORPORATION  
OF  
STRICKER ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 30, 1982 at 9:01 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2557, folio 3378, 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.

*[Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JAN 18 9 59 AM '83

A 132044

8302636

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

BAND BOOSTERS OF THE CLEAR SPRING AREA SCHOOLS, INC.

ARTICLES OF AMENDMENT

JAN 18-83 A# 19158 \*\*\*\*\*5.0

Band Boosters of the Clear Spring Area Schools, Inc., a Maryland Corporation, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: That the Charter of the Corporation is hereby amended by changing the post office address of the principal place of business of the Corporation in Article Two by deleting "Gregory Mason, Route #1, Box 28", and substituting Band Director, Clear Spring High School.

SECOND: Article III shall be amended by adding "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.)"

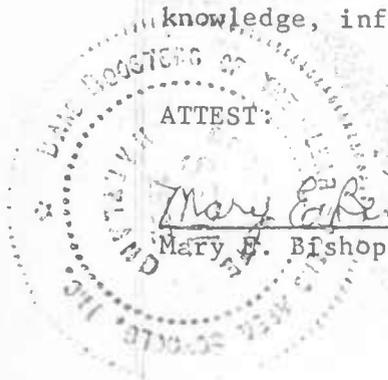
THIRD: Paragraph #6 of Article IV shall be deleted in its entirety.

FOURTH: Paragraph #8 of Article IV shall be deleted in its entirety and the following paragraph shall be substituted in lieu thereof: "EIGHT: In the event of dissolution, any assets shall be distributed to another organization, which has established exempt status as an organization described in Section 501(c)(3) of the Internal Revenue Code, and shall not inure to the benefit of any other individual or group.

FIFTH: There being no stock outstanding or subscribed for in the Corporation, the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-603 has approved by a unanimous vote the amendments contained herein.

IN WITNESS WHEREOF, BAND BOOSTERS OF THE CLEAR SPRING AREA SCHOOLS, 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 28<sup>th</sup> day of September, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of Band Boosters of the Clear Spring Area Schools, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to author-

ization and approval are true in all material respects to the best of his knowledge, information and belief.



ATTEST:

BAND BOOSTERS OF THE CLEAR SPRING AREA SCHOOLS, INC.

*Mary F. Bishop*  
Mary F. Bishop, Secretary

By: *Richard A. Cushwa*  
Richard A. Cushwa, President

ARTICLES OF AMENDMENT

OF

BAND BOOSTERS OF THE CLEAR SPRING AREA SCHOOLS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 4, 1982 at 9:19 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2558, folio 0487 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.

[Handwritten signature]



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

JAN 18 9 59 AM '83

LIBER FOLIO

LAN VAUGHN J. BART CLERK

A 132132

8302807

MARYLAND GENERAL INSURANCE AGENCY, INC.

ARTICLES OF SALE AND TRANSFER JAN 18-83A# 19159 \*\*\*\*\*5.00

Articles of Sale and Transfer are entered into this 16th day of September , 1981 by and between Maryland General Insurance Agency, Inc., a Maryland Corporation, hereinafter sometimes referred to as the "Transferor" and The Psillas Organization, Inc., a Maryland Corporation, hereinafter sometimes referred to as "Transferee".

## THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, to transfer, and assign substantially all of its property and assets to Transferee composed of a property and casualty insurance business, including customer lists, insurance accounts, expirations, renewals, anniversaries, office equipment, furniture, leasehold improvements, automobiles and such other assets and properties of Transferor except cash and accounts receivable.

SECOND: Transferor is a Maryland Corporation in good standing formed under the laws of the State of Maryland on February 25, 1938; its principal office is 1771 Pennsylvania Avenue, Hagerstown, Maryland 21740.

THIRD: Transferee is a Maryland Corporation in good standing formed under the laws of the State of Maryland on September 16, 1981; its principal office is 55 East Washington Street, Hagerstown, Maryland 21740.

FOURTH: The nature and amount of the consideration to be

paid by Transferee for the assets hereby transferred to it is computed as follows: One Hundred Thousand (\$100,000.00) Dollars in cash or with credits and annually for five (5) years for a term beginning September 16, 1981, twenty-five (25%) percent of the gross commission income each year received by Transferee with respect to the renewal or replacement of insurance policies in effect on September 16, 1981 for insureds whose accounts existed as part of Transferor's total book of business on September 16, 1981. Further, Transferee shall pay Transferor annually for five (5) years for a term beginning September 16, 1981 twelve and one-half (12 1/2%) percent of the gross commission income each year received by Transferee as the result of the reinstatement of insurance policies of insureds formerly clients of Transferor listed on an agreement between Transferor and Transferee.

FIFTH: A. The Board of Directors of Transferor duly adopted a resolution declaring that the sale and transfer of the assets as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for approval by the shareholders of the Transferor, who likewise adopted a resolution approving these Articles of Sale and Transfer, each 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.

B. The terms and conditions of the sale and transfer of the assets as herein set forth were advised, authorized and approved by the shareholders and directors of the Transferee in the manner and by the vote required by its charter and the Corporations and Associations Article of the Annotated Code of Maryland.

SIXTH: In consideration of the payment to the Transferor as provided in an Agreement of Sale between the parties dated September 16, 1981, Transferor does hereby bargain, sell, grant, convey and assign to Transferee the assets more particularly set forth in Article FIRST above.

SEVENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation; and Transferee, 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, Maryland General Insurance Agency, Inc., Transferor, and The Psillas Organization, Inc., Transferee, have respectively caused these Articles of Sale and Transfer to be signed and acknowledged by the President and Secretary of each Corporation.

Attest to Signature  
and Corporate Seal:

MARYLAND GENERAL INSURANCE  
AGENCY, INC.

J. Ann Horn

By Barbara G. McCann  
President

The undersigned, the President of Maryland General Insurance Agency, Inc., who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer of which this certificate is made a part hereby acknowledges, in the name and on behalf of said Corporation, the foregoing



Articles of Sale and Transfer to be the corporate act of said Corporation and further certifies, that to the best of her knowledge, information, and belief, the matters and facts set forth therein, with respect to the approval thereof, are true in all material respects, under the penalties of perjury.



MARYLAND GENERAL INSURANCE AGENCY, INC.

By Barbara A. McClain  
President

Attest to Signature and Corporate Seal:

THE PSILLAS ORGANIZATION, INC.

Dwain Pallas Puskas

By Wm. G. Pallas  
President

The undersigned, the President of The Psillas Organization, 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.



THE PSILLAS ORGANIZATION, INC.

By Wm. G. Pallas  
President

ARTICLES OF SALE AND TRANSFER

BETWEEN

MARYLAND GENERAL INSURANCE AGENCY, INC. (MD. CORP) Transferor

AND

THE PSILLAS ORGANIZATION, INC. (MD. CORP) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland October 4, 1982 at 11:11 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2558, folio 0669 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.

*[Handwritten Signature]*



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 132157

JAN 18 9 59 AM '83

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

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

83028 10

ARTICLES OF INCORPORATION

HANCOCK DAY CARE CENTER, INC.

FIRST: I, the undersigned, ROBERT S. HOYERT, whose post office address is 9228 Limestone Place, College Park, Prince George's County, Maryland 20740, being at least twenty-one 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 (which is hereinafter called the Corporation) is HANCOCK DAY CARE CENTER, INC.

THIRD: The purposes for which the Corporation is formed are as follows: to carry on the trade or business of operating a day care center where children of tender years may be supervised, fed, instructed and controlled during the absence of and with the consent of their natural parents or guardians; and to purchase, contract, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, and deal in real and personal property of every kind and nature, including stocks and securities for the payment of all sums due the Corporation, and to sell, assign and release securities; and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

FOURTH: The post office address of the principal office of the Corporation in this State is 130 West High Street, Hancock, Washington County, Maryland 21750, and the name and post office address of the resident agent of the Corporation in this State is BILL L. YOHO, 8901 Annapolis Road, Lanham, Prince George's County, Maryland 20706. The resident agent is a citizen of this State and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 500 shares, non-assessable without nominal or par value.

1982 JUL 19 9:02

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); and the names of the directors who shall act until their successors are duly chosen and qualify are: BILLY MARSUE ROSS, MARY E. HICKS and BILL L. YOHO.

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 Corporation shall have any and all powers as set forth in the General Laws of the State of Maryland in respect to capital stock corporations, and shall have any and all powers set forth therein as fully as natural persons, whether as principals, agents, trustees or otherwise.

(2) 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, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF I have signed these ARTICLES OF INCORPORATION on this 15th day of July 1982.

*Robert S. Hoyert*  
ROBERT S. HOYERT

Witness:

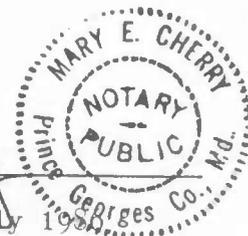
*Mary E. Cherry*

STATE OF MARYLAND, COUNTY OF PRINCE GEORGE'S, SS:

I, MARY E. CHERRY, hereby certify that on this 15th day of July, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared ROBERT S. HOYERT, and acknowledged the foregoing ARTICLES OF INCORPORATION to be his act.

WITNESS my hand and notarial seal.

*Mary E. Cherry*  
Notary Public, Maryland  
My Commission Expires 1 July 1983



ARTICLES OF INCORPORATION  
OF  
HANCOCK DAY CARE CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 5, 1982 at 9:59 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2558, folio 2330, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 132286

JAN 18 9 59 AM '83

8302840

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

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

ARTICLES OF INCORPORATION

YOUNGBLOOD ENTERPRISES, INC.

(A Close Corporation Under Title 4.)

FIRST: The undersigned, whose names and addresses are as follows, all being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland:

Daniel E. Butt, 42 N. Main Street  
Smithsburg, Maryland 21783

Thomas Edward Fritz, 4899 Blue Spruce Lane  
Frederick, Maryland 21701

Terry W. Butt, 540 W. Montgomery Avenue  
Rockville, Maryland 20850

SECOND: The name of the corporation (which is hereinafter called the Corporation) is YOUNGBLOOD ENTERPRISES, INC.

THIRD: The Corporation shall be a close corporation as authorized under Title 4. of the general laws of the State of Maryland.

FOURTH: The purposes for which the corporation is formed include, but are not limited to:

- a) Conduct of private detective and security agency business as outlined in Article 56 of the Maryland Code.
- b) Provide executive protection services.
- c) Perform home improvements under appropriate licensing.
- d) Conduct of public and private auctions.
- e) Provide for lease or hire one or more vehicles or limousine.
- f) Conduct training seminars on police and security matters
- g) Do any and all other acts permitted corporations under the general laws of the State of Maryland.

FIFTH: The Post Office address of the principal office of the Corporation is 42 N. Main Street, Smithsburg, Maryland 21783. The address of the resident agent is same as above.

The name of the resident agent of the Corporation is Daniel E. Butt. Said resident agent is a citizen of the United States and the State of Maryland and resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 2,100 shares of the par value of \$3.00 per share, having an aggregate value of \$6,300.00. Said 2,100 shares are common stock of the Corporation and each stockholder shall be entitled to one vote for each share of stock owned.

SEVENTH: The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock, whether now or hereafter authorized for such consideration as the said Board of Directors may deem advisable, subject to the limitations and restrictions set forth in the by-laws of the Corporation.

EIGHTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the by-laws of the Corporation; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Daniel E. Butt  
Thomas Edward Fritz  
Terry W. Butt

NINTH: The private property of the stockholders shall not be subject to the corporate debts in any amount or to any extent whatsoever.

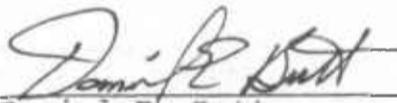
TENTH: These articles may be changed, altered, or amended at any authorized meeting of stockholders by a vote of the stockholders representing a majority of the stock.

ELEVENTH: The annual meeting of stockholders for the election of directors and for the transaction of other business shall be held at the principal office of the Corporation on the first (1st) day of March in each year thereafter.

TWELFTH: The names and places of residence of the incorporating members, the subscribers hereto, and the number of shares subscribed by each of them which each agrees to take and pay for are as follows:

Daniel E. Butt, 42 N. Main Street Smithsburg, Maryland 21783	200 shares
Thomas Edward Fritz, 4899 Blue Spruce Lane Frederick, Maryland 21701	200 shares
Terry W. Butt, 540 W. Montgomery Avenue Rockville, Maryland 20850	200 shares

IN WITNESS WHEREOF, we have signed these Articles of Incorporation in triplicate on the 5th day of October, 1982.

  
\_\_\_\_\_  
Daniel E. Butt

  
\_\_\_\_\_  
Thomas Edward Fritz

  
\_\_\_\_\_  
Terry W. Butt

~~2783~~

STATE OF MARYLAND :  
COUNTY OF MONTGOMERY :

SS:

THIS IS TO CERTIFY that on this 5th day of October, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared DANIEL E. BUTT, THOMAS EDWARD FRITZ, and TERRY W. BUTT, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts, in association with the other subscribers thereto.

WITNESS my hand and notarial seal this 5th day of October, 1982.



*William S. Hoffman*  
Notary Public

My Commission Expires:

July 1, 1986

D  
11:34

ARTICLES OF INCORPORATION  
OF  
YOUNGBLOOD ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 5, 1982 at 1:39 o'clock P. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2558, folio 2735, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 132348

8302864

JAN 18 9 59 AM '83

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

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

CITIZENS AGAINST WEATHER MODIFICATION, INC. JAN 18-83 A# 19162 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

FIRST: I, Charles E. Shirk, whose post office address is Box 361, Big Spring, Maryland 21712, 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 Citizens Against Weather Modification, 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:

To develop and distribute information concerning weather management to the public, to distribute educational information concerning weather management to the public, to develop, promote and distribute other educational information concerning all areas of farming activity to the public and to engage in any other lawful activity permitted by the Corporations and Associations Article of the Annotated Code of Maryland except as qualified and limited by subparagraphs (a) and (b) of this Article THIRD.

FOURTH: The post office address of the principal office of the Corporation in this State is Broadfording Road, Route 3, Box 3C, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State is Thomas W. Mauk, Broadfording Road, Route 3, Box 3C, Clear Spring, Maryland 21722. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be twelve (12), 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: James Harp, Jr., Thomas J. Downin, Thomas W. Mauk, David E. Lowry Darrell Z. Northcraft, Charles E. Shafer, Jr. A. Jack Downin, Jack W. Wetzel, Sr., Robert E. Cody, Charles E. Shirk, Gerald D. Poffenberger and Donald L. Bragunier.

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 distribution 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18<sup>th</sup> day of SEPTEMBER, 1982, and I acknowledge same to be my act.

Charles E. Shick

ARTICLES OF INCORPORATION  
OF  
CITIZENS AGAINST WEATHER MODIFICATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 7, 1982 at 9:53 o'clock A M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2558, folio 0886 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 132189

JAN 18 9 59 AM '83

8302978

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

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

JAN 18-83 A# 19163 \*\*\*\*\*5.00

## ARTICLES OF INCORPORATION

OF

INSURANCE MARKETERS, INC.

## THIS IS TO CERTIFY:

FIRST: We, the undersigned, Michael A. Gardner, Route 5, Box 150, Hagerstown, Maryland 21740; Fred C. Wright, Jr., 112 S. Prospect Street, Hagerstown, Maryland 21740; and Johnna F. Artz, 104 Stuart Drive, Williamsport, Maryland 21795, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

The purpose is for the sale of insurance and all other activities related thereto.

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

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the corporation by law, and is

not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 49 Summit Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Michael A. Gardner, 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 stock with no par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the corporation, 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 Michael A. Gardner, Fred C. Wright, Jr., and Johnna F. Artz.

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 6<sup>th</sup> day of October, 1982.

WITNESS:

Jennifer J. Elgin

Michael A. Gardner  
Michael A. Gardner

Jennifer J. Elgin

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

Jennifer J. Elgin

Johnna F. Artz  
Johnna F. Artz

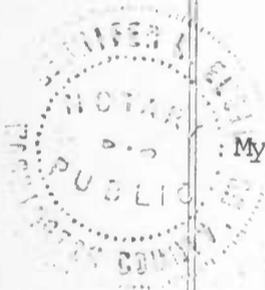
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 6<sup>th</sup> day of October, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Michael A. Gardner, Fred C. Wright, Jr. and Johnna F. Artz, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

Jennifer J. Elgin  
Notary Public

: My Commission Expires:  
July 1, 1986



ARTICLES OF INCORPORATION  
OF  
INSURANCE MARKETERS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland      October 13, 1982      at 10:58 o'clock A. M. as in conformity  
with law and ordered recorded.      4

Recorded in Liber 2559, folio 0671, 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.

Rob De



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 132466

JAN 18 9 59 AM '83

8303102

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

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

ARTICLES OF INCORPORATION

LOU-RYAN, INC.

FIRST: I, F. Theodore Elliot, whose post office address is 19 North Court Street, Frederick, 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 Lou-Ryan, Inc.

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

(1) To sell and lease electronic video and sound equipment and accessories, records and tapes.

(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 107 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is F. Theodore Elliot, 19 North Court Street, Frederick, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of common stock, with a \$1.00 par value each, all of one class.

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

Handwritten stamp: 01/15 V E1 100 201

until their successors are duly chosen and qualified are: Corrine Louise Daley, Patriek Ryan Mayhew and F. Theodore Elliot.

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 stoekholders:

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

(2) The Board of Direetors of the Corporation may elassify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuanee of such shares, the preferencees, rights, voting powers, restrietions, 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 restrieted by reference to or inferenee from the terms of any other elause of this or any other artiele of the Charter of the Corporation, or construed as or deemed by inferenee 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 foree.

EIGHTH: Except as may otherwise be provided by the Board of Direetors of the Corporation, no holder of any shares of the stoek of the Corporation, shall have any preemptive right to purchase, subscribe for, or otherwise aquire any shares of stoek of the Corporation of any elass now or hereafter authorized, or any seeurities exchangeable for a convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise aquire such shares.

NINTH: (1) As used in this Artiele NINTH, any word or words that are defined in Section 2-418 of the Corporations and Assoeiations Artiele of the Annotated Code of Maryland (the "Indemnification Seetion"), as amended from time to time, shall have the same meaning as provided in the Indemnifieation Section.

(2) The Corporation shall indemnify a present or former direetor or offieer of the Corporation in eonnection 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 30th day of September, 19 82, and I acknowledge the same to be my act.

WITNESS:

Bruce S. Weber

F. Theodore Elliot

ARTICLES OF INCORPORATION  
OF  
LOU-RYAN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland      October 13, 1982      at 9:40      o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2558, folio 3260, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A 132434**

**JAN 18 10 00 AM '83**

8303110

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

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

POTOMAC RESOURCE GROUP, LTD. JAN 18-83 A 19165 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Potomac Resource Group, Ltd.

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

(1) To engage in the business of providing business personnel and management consulting services and to perform other related services and functions; 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 1099 Virginia Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Mary Louise Doty, 1099 Virginia Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (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:

- Gary W. Kidwell
- Lester J. Powlen, Jr.
- Jesse L. Kagle, 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:

826 V 81 100 284

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

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

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of 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 14th day of October, 1982, and I acknowledge the same to be my voluntary act and deed.

Josie Schlossberg  
Witness

Roger Schlossberg (SEAL)  
Roger Schlossberg

ARTICLES OF INCORPORATION  
OF  
POTOMAC RESOURCE GROUP, LTD.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland      October 18, 1982      at 9:28      o'clock      A M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2559, folio 3731, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 132702

JAN 18 10 00 AM '83

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_ 8303428

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

Received For Record Jan. 18, 1983 at 10:00 o'clock am liber 32

ARTICLES OF INCORPORATION

OF

POWER HOUSE BATTERY DISCOUNT, 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 Power House Battery Discount, 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:

Primarily to engage in the specific business of the sale of automotive parts.

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.

Generally 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 1115B Murgans Avenue, Hagerstown, Maryland 21740. 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.

65-01-18-10-59  
1983 JAN 18 10:00 AM

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 two (2) directors, it being anticipated that the Corporation will elect to have no Board of Directors. The names of the directors who shall act until the first meeting or until their successor is chosen and qualifies are H. Clyde Sites and Gilbert Zimmerman.

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 Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on October 14, 1982.

WITNESS:

Dennis J. Meary

Russell R. Marks  
Russell R. Marks

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14th day of October, 1982, 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.

Dennis J. Meary  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
POWER HOUSE BATTERY DISCOUNT, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland October 18, 1982 at 10:59 o'clock A M. as in conformity  
with law and ordered recorded. 3

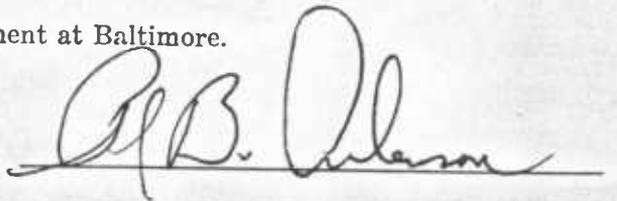
Recorded in Liber 2559, folio 3758, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

JAN 18 10 00 AM '83  
LIBER 37 FOLIO 257  
LAND INCORPORATION  
VAUGHN J. BAKER, CLERK

A 132707

8303429

Received For Record January 18, 1983 at 10:00 o'clock  
am corporation liber 32 JAN 18 83 A# 19168 \*\*\*\*\*.50

Office of the Clerk of the Circuit Court for Washington Co.

CERTIFICATE OF Sale and Transfer

Clerk of the Circuit Court of Washington County  
Washington/County/Assessment/Office//  
County Courthouse  
Hagerstown, Maryland 21740  
Robert/A./Lidwig//Supervisor//

Dear Sir

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of Sale & Transfer have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_

Carolyn Apartments, Incorporated (Md. Corp) Transferor

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is

Donald L. Hill and Marlene L. Hill Transferee

3) The Articles were accepted for record on October 1, 1982 at 1:35. PM

As Witness my hand and the Official seal of the said Department at Baltimore this 19th day of October, 1982.

[Handwritten Signature]

AFFIDAVIT

Please check the applicable boxes;

1. Is this a transaction where real property of the corporation is being transferred to its shareholders, on the liquidation, dissolution, or termination of that corporation?

\_\_\_\_ YES        x   NO

(If the answer to question 1 is yes, please answer the following questions. If the answer is no, then do not go on and sign the form at the bottom of the page.)

2. Is this real property being transferred to:

A) a person who was an original shareholder of the corporation?

\_\_\_\_ YES      \_\_\_\_ NO

B) a person who is a direct descendant or relative within 2 degrees of a person who was an original shareholder of the corporation?

\_\_\_\_ YES      \_\_\_\_ NO

C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?

\_\_\_\_ YES      \_\_\_\_ NO

(If the answer to either questions 2A, 2B, or 2C is yes, then answer #3. If the answers to questions 2A, 2B, or 2C are no, then do not continue and sign the form at the bottom of the page.)

3. The full cash value of the property as determined by the Department at the last date of finality is \_\_\_\_\_.

(Indicate full cash value for each piece of property. If full cash value is unknown, please write unknown in the above block.)

I hereby affirm under the penalties of perjury that the foregoing statements are true to the best of my knowledge, information and belief.

*Kathryn M Latimer*

(SIGNATURE AND TITLE) -

MUST BE OFFICER OR ATTORNEY FOR THE TRANSFEROR  
Kathryn M. Latimer, President

Carolyn Apartments, Incorporated  
(NAME OF CORPORATION)

Received For Record March 11, 1983 at 9:00 o'clock am liber 32

CAROLYN APARTMENTS, INCORPORATED  
ARTICLES OF DISSOLUTION

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

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is 712 Briarcliff Drive, Hagerstown, Washington County, Maryland 21740.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit, or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, is Kathryn M. Latimer, 712 Briarcliff Drive, Hagerstown, Washington County, Maryland 21740. Said resident agent is an individual actually residing in this State.

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

<u>Name</u>	<u>Post Office Address</u>
Kathryn M. Latimer	712 Briarcliff Dr. Hagerstown, MD 21740
Janet M. de Boinville	2937 Prospect St. Kensington, MD 20795

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>
Kathryn M. Latimer	President	712 Briarcliff Dr. Hagerstown, MD 21740
Janet M. de Boinville	Vice President	2937 Prospect St. Kensington, MD 20795

Kathryn M. Latimer	Secretary	712 Briarcliff Dr. Hagerstown, MD 21740
Janet M. de Boinville	Assist. Secretary	2937 Prospect St. Kensington, MD 20795
Janet M. de Boinville	Treasurer	2937 Prospect St. Kensington, MD 20795

SIXTH: By unanimous vote at a joint special meeting of the stockholders and directors of the Corporation duly convened and held on Sept. 30, 1982, a resolution was adopted declaring that dissolution of the Corporation is advisable.

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

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

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

TENTH: The Corporation has no known creditors.

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

be effected, namely:

Washington County and City of Hagerstown

IN WITNESS WHEREOF, Carolyn Apartments, Incorporated, has caused these presents to be signed in its name and on its behalf by its President and attested by its Assistant Secretary, on this 26th day of October, 1982.

ATTEST:

CAROLYN APARTMENTS, INCORPORATED

Janet M. de Boinville  
Janet M. de Boinville  
Assistant Secretary

By Kathryn M. Latimer  
Kathryn M. Latimer, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 26th day of October, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kathryn M. Latimer, President of Carolyn Apartments, Incorporated, a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation; and at the same time personally appeared Janet M. de Boinville and made oath in due form of law that she was Assistant Secretary of the meeting of the stockholders and directors of said corporation at which the dissolution of the corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of her knowledge, information, and belief.

WITNESS my hand and Official Notarial Seal.

Dickie K. Smith  
Notary Public

My Commission Expires:  
July 1, 1986



CITY OF HAGERSTOWN  
MARYLAND

DEPARTMENT OF REVENUE & FINANCE  
CITY HALL

TAX COLL'R & TREAS.

October 13, 1982

Mr. John Latimer  
120 W. Washington Street  
Hagerstown, Maryland 21740

To Whom It May Concern:

I, Florence M. Murdock, Treasurer for the City of Hagerstown, Maryland do hereby certify that the records of this office do not show any unpaid municipal taxes, interest or penalties owing by CAROLYN APARTMENTS, INC. up to and including the fiscal year 1982-83.

  
Florence M. Murdock  
City Treasurer

Harry C. Snook  
TREASURER FOR WASHINGTON COUNTY

Court House  
Hagerstown, Maryland 21740

October 13, 1982

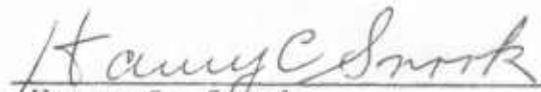
RE: Dissolution  
Carolyn Apartments Inc.

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

Carolyn Apartments Inc.

have been paid to and including the fiscal year July 1, 1982 to June 30, 1983.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 13th day of October A.D., 1982.

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

267  
90298



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466                      PHONE 269-3819  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER  
J. BASIL WISNER  
CHIEF DEPUTY  
  
GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ, C.P.A.  
DIVISION CHIEF

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

CAROLYN APARTMENTS, INCORPORATED  
have been paid.

WITNESS my hand and official seal this  
Twenty-first            day of September    A.D. 1982.



*Jane M. Ruby*  
Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION  
of the CAROLYN APARTMENTS, INCORPORATED  
were received for record on November 3, 1982  
in accordance with the provisions of Sec. 3-407 of the  
Corporations and Associations Article of the Code.

*James S. Bures*  
Director

ARTICLES OF DISSOLUTION  
OF  
CAROLYN APARTMENTS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 3, 1982 at 10:47 o'clock A. M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2562, folio 0290 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.

G.B. Oram



MARYLAND  
WASHINGTON COUNTY  
FOR RECORD

9 00 AM '83

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

A 133339

8304108

Received For Record March 11, 1983 at 9:00 o'clock am liber 32

Articles of Dissolution of an ordinary corporation.

NAME OF CORPORATION

Dalton M. Welty, P.A.

ARTICLES OF DISSOLUTION

MAR 11-83 AM 13016 \*\*\*\*\*5.00

Dalton M. Welty, P.A. a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The 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 998 Potomac Avenue, Hagerstown, Washington County, Maryland 21740.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, are John F. Somerville, Jr., Attorney-at-law, 71 Prospect Square, Cumberland, Alleghany County, Maryland 21502. Said resident agent is an individual actually residing in the 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>
Dalton M. Welty, M.D.	25 Moller Parkway, Hagerstown, Maryland 21740
Mary B. Welty	25 Moller Parkway, Hagerstown, Maryland 21740
John F. Somerville, Jr.	71 Prospect Square, Cumberland, Maryland 21502

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>
Dalton M. Welty, M.D.	President and Treasurer	25 Moller Parkway, Hagerstown
Mary B. Welty	Vice President and Assistant Secretary	25 Moller Parkway, Hagerstown
John F. Somerville, Jr.	Secretary	71 Prospect Square, Cumberland

SIXTH: A majority of the entire board of directors of the Corporation, at a meeting duly convened and held on May 10, 1982 adopted a resolution declaring that dissolution of the Corporation was advisable and directing that the proposed dissolution be submitted for action thereon at the annual meeting of the stockholders of the Corporation to be held on September 15, 1982.

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

of the Corporation at said meeting by the affirmative vote of two-thirds of one class, ~~of~~ two-thirds of all the votes entitled to be cast thereon.

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

NINTH: Notice that dissolution of the Corporation had been duly authorized pursuant to the Corporations and Associations Article of the Annotated Code of Maryland was mailed on October 7, 1982, to all known creditors of the Corporation or the Corporation has no known creditors.

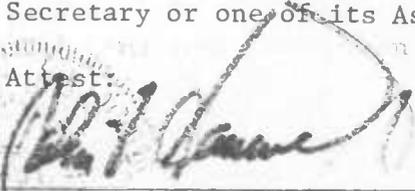
TENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Department of Assessments and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

Comptroller, Treasury, State of Maryland  
Washington County Tax Collector  
Hagerstown Tax Collector  
Maryland Unemployment Insurance Fund

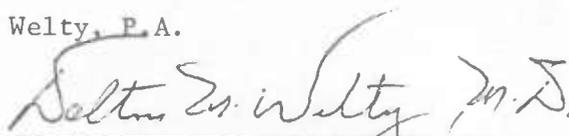
IN WITNESS WHEREOF, Dalton M. Welty, P.A. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on

Attest:

Dalton M. Welty, P.A.

  
John F. Somerville, Jr., Secretary

By:

  
Dalton M. Welty, M.D., President

(affix corporate seal)

STATE OF Maryland,

ss:

County of Washington,

I HEREBY CERTIFY that on Sept. 30, 1982 before me the subscriber, a notary public on the State of Maryland in and for the County of Washington, personally appeared Dalton M. Welty, M.D., President of Dalton M. Welty, P.A., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Disolution 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.

  
(affix notary seal)

  
Notary Public  
*my commission expires July 1, 1986*

(The acknowledgment and affidavit may be taken within or without the State of Maryland by any notary public having a seal.

No certificate of appointment is necessary.)



CITY OF HAGERSTOWN  
MARYLAND

DEPARTMENT OF REVENUE & FINANCE  
CITY HALL

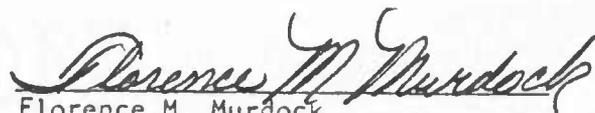
TAX COLL'R & TREAS.

October 1, 1982

Dalton M. Welty, M. D.  
25 Moller Parkway  
Hagerstown, Maryland 21740

To Whom It May Concern:

I, Florence M. Murdock, Treasurer for the City of Hagerstown, Maryland do hereby certify that the records of this office do not show any unpaid municipal taxes, interest or penalties owing by DALTON M. WELTY, M.D. up to and including the fiscal year 1982-83.

  
Florence M. Murdock  
City Treasurer

Harry C. Snook  
TREASURER FOR WASHINGTON COUNTY

Court House  
Hagerstown, Maryland 21740

October 4, 1982

RE: Dissolution - Dr. Dalton Welty P.A.  
25 Moller Parkway  
Hagerstown, Md. 21740

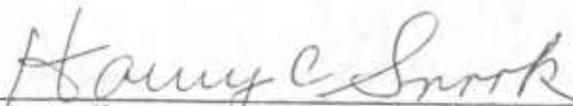
This is to certify - That the books and records of the County Treasurer for Washington County show that all taxes levied on assessments made by the Maryland State Department of Assessments and taxation and billed by and payable to the County Treasurer for Washington County by

Dr. Dalton Welty P.A.

have been paid to and including the fiscal year July 1, 1982 to June 30, 1983.

All real estate assessed locally and billed by the Washington County Assessment Office and payable to the County Treasurer for Washington County have been paid to date.

WITNESS THE HAND AND seal of Harry C. Snook, County Treasurer for Washington County, this 4th day of October A.D., 1982.



Harry C. Snook  
Treasurer for Washington County, Md.

SEAL



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P. O. BOX 466                      PHONE 269-3819  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER  
J. BASIL WISNER  
CHIEF DEPUTY  
  
GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ, C.P.A.  
DIVISION CHIEF

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

DALTON M. WELTY, M.D., F.A.C.P.

have been paid.

WITNESS my hand and official seal this

Twenty-ninth            day of    October            A.D. 1982.



Jane M. Ruby  
Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION  
of the DALTON M. WELTY, P.A.  
were received for record on November 8, 1982  
in accordance with the provisions of Sec. 3-107 of the  
Corporations and Associations Article of the Code.

Jane E. Buner  
Director

ARTICLES OF DISSOLUTION  
OF  
DALTON M. WELTY, P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 8, 1982 at 9:23 o'clock A.M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2562 folio 01647, 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.

G.B. Deane



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 133518  
8304350

MAR 11 9 00 AM '83

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

LANG. \_\_\_\_\_  
VAUGHN CLERK

Received For Record March 11, 19 3 at 9:00 o'clock am liber 132

ARTICLES OF INCORPORATION

OF

MAR 11-83 A 13015 \*\*\*\*\*5.00

TED'S ENTERPRISES, INC.  
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is TED'S ENTERPRISES, INC., a close corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

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

To engage in the business of long and short term leasing/rental and sale of tools, equipment and hardware.

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 519 North Locust Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Theodore H. Shank, 519 North Locust Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

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

1982 OCT 19 - A 105-18

SIXTH: The numbers 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 Theodore H. Shank and Debra A. Shank.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of 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, whether now or hereafter authorized.

Before a shareholder may dispose of any share or shares of stock to a third party, he or she must first offer them for sale to the Corporation as treasury stock at their book value as of the financial statement at the conclusion of the previous business year. This restriction on alienation of shares is to be printed on the face of the stock certificates issued by the Corporation.

EIGHTH: This Corporation shall be a close corporation organized pursuant to the provisions of Title 4, Subtitle 2, of the Corporations and Associations Article of the Annotated Code of Maryland.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on October 18, 1982.

WITNESS:

Joanne Snyder      Howard W. Gilbert, Jr. (SEAL)  
Howard W. Gilbert, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 18th day of October, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr., who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Joanne Snyder  
Notary Public

My Commission Expires:  
July 1, 1986



ARTICLES OF INCORPORATION  
OF  
TED'S ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland      October 27, 1982      at 11:02 o'clock A. M. as in conformity  
with law and ordered recorded.      3

Recorded in Liber 2560 , folio 3711 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.

[Handwritten Signature]



A 133042

8303817

Received For Record March 11, 1983 at 9:00 o'clock liber 32

## ARTICLES OF INCORPORATION

OF

MAR 11-83 A# 13014 \*\*\*\*\*5.0

BEN'S AMUSEMENT MACHINES, INC.  
A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: The subscriber, Florence E. Kaufman, Personal Representative of the Estate of Benjamin Edner, whose post office address is 2210 Club Road, Hagerstown, Maryland 21740, being of full legal age, do under and by virtue of the general laws of the State of Maryland, authorizing the formation of corporations, do hereby intend to form a corporation.

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

BEN'S AMUSEMENT MACHINES, INC.

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

To buy, sell, lease, rent and operate vending and amusement machines of all kinds including pinball, video, pool tables, and any games related thereto, of establishing and maintaining such machines upon public or private property. To buy, sell, lease, rent and establish and install, and maintain automatic vending machines and slot machines designed to distribute goods, wares and merchandise and any other commodity specialty and notion incident thereto.

To buy, lease and otherwise acquire real property and interests in real property of every kind and description, improved or unimproved, and wheresoever situated or located; buying, leasing, and otherwise acquiring and constructing and

35 2 V 1 - NOV 201

-2-

erecting, or contracting for the construction and erection of buildings and structures in and on such real property for any uses or purposes; holding, owning, improving, developing, subdividing, maintaining, operating, managing, leasing, mortgaging, selling, or otherwise disposing of such property or any part thereof, equipping and operating buildings, warehouses, or any other building or structures of whatsoever kind.

To purchase, lease, or otherwise acquire, all or any of the property, rights, businesses, contracts, goodwills, franchise, and assets of every kind, of any corporation, co-partnership, individual (including the estate of a decedent), carrying 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 any such property rights, businesses, contracts, goodwill, franchise, or assets by the issue in accordance with the laws of the State of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

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

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

-3-

otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidence of indebtedness issued or created by any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony, or dependency of the United States of America, or of any foreign country, and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all 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.

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

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

-4-

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 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.

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 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 businesses in all of 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 businesses 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,

-5-

conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The post office address of the place at which the principal office of the Corporation in the State of Maryland will be located is: 2210 Club Road, Hagerstown, Maryland 21740.

The resident agent of the Corporation is Suzanne M. Snedegar, whose post office address is 5454 Wisconsin Avenue, Suite 1500, Chevy Chase, Maryland 20815.

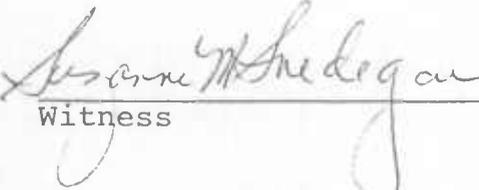
FIFTH: The Corporation shall have one Director, and Florence E. Kaufman, Personal Representative of the Estate of Benjamin Edner shall act as such until the first annual meeting or until her successor is duly chosen and qualified.

SIXTH: The total number of shares of the authorized capital stock of the Corporation shall be one thousand (1,000) shares of common stock of One Dollars (\$1.00) par value.

SEVENTH: The Corporation reserves the right to amend, alter or change any provision contained in this Certificate of Incorporation in any manner prescribed by statute, and all rights conferred on stockholders herein are granted subject to this provision.

EIGHTH: The Corporation shall exist as a close corporation until such time as the stockholders by unanimous consent shall file articles of amendment to change such statutes.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on this the 21 day of October, 1982.

  
Witness

  
Florence E. Kaufman, Incorporator  
Personal Representative of the  
Estate of Benjamin Edner

ARTICLES OF INCORPORATION  
OF  
BEN'S AMUSEMENT MACHINES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 1, 1928 at 8:58 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 6 2561, folio 2764 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED

A 133300

Received For Record March 11, 1983 at 9:00 o'clock am liber 32

ARTICLES OF INCORPORATION

OF

MAR 11-83 A 13013 \*\*\*\*\*5.00

SCHINDEL'S PHARMACY, CHRIS BROWN, P.A.

FIRST: I, Christopher Brown, whose post office address is 642 Oak Hill 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 referred to as the "Corporation") is: Schindel's Pharmacy, Chris Brown, P.A.

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

(1) To dispense prescription and non-prescription drugs, to operate a retail drugstore selling over-the-counter drugs and merchandise along with the prescription drugs.

(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 642 Oak Hill Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Lewis C. Metzner, Esquire, 81 West Washington Street, Hagerstown, Maryland. 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, 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

1982 NOV - 1 A 9:02

(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:

Christopher Brown

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 27 day of October, 1982, and I acknowledge the same to be my act.

WITNESS:

*[Signature]*

*Christopher Brown* (SEAL)  
Christopher Brown

pa

ARTICLES OF INCORPORATION  
OF  
SCHINDEL'S PHARMACY, CHRIS BROWN, P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 1, 1982 at 9:02 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2561, folio 2568, 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.

[Signature]



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

MAR 11 9 00 AM '83  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

A 133272

8304011

Received For Record March 11, 1983 at 9:00 o'clock am liber 32  
ARTICLES OF AMENDMENT

OF  
BYRON, URNER & NAIRN, P.A. MAR 11-83 A# 13012 \*\*\*\*\*5.00

Byron, Urner & Nairn, P.A., a Maryland Corporation, having its principal office at 100 W. Washington St., Hagerstown, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended to change the name of Byron, Urner & Nairn, P.A. and inserting in lieu thereof the following:

BYRON, URNER, NAIRN & BARTON, P.A.

The Board of Directors of the Corporation at a special meeting duly convened and held on September 1, 1982 adopted a Resolution in which was set forth the foregoing Amendment to the Charter, and that the Board of Directors and the Stockholders of the Corporation approved said Amendment by unanimous written consent.

IN WITNESS WHEREOF, Byron, Urner, & Nairn, 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 the 1st day of September, 1982.

TEST: BYRON, URNER & NAIRN, P.A.

*Nairn* \_\_\_\_\_ *J. H. Urner* \_\_\_\_\_

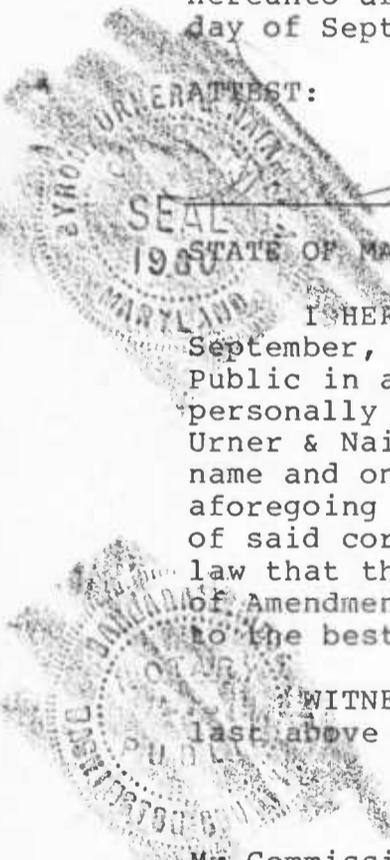
STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:-

I HEREBY CERTIFY, that on this 1st day of September, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Urner, President of Byron, Urner & Nairn, P.A., a Maryland Corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

*Barbara E. Hise*  
Notary Public

My Commission Expires:  
*July 1, 1986*



ARTICLES OF AMENDMENT

OF

BYRON, URNER & NAIRN, P.A.

Changing its name to:

BYRON, URNER, NAIRN & BARTON, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 1, 1982 at 10:10 o'clock A M. as in conformity with law and ordered recorded.

*J*

Recorded in Liber 2561, folio 2405, 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.

*G. B. [Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 133241

MAR 11 9 00 AM '83

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

8304076

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

Received For Record March 11, 1983 at 9:00 o'clock am liber 32

ARTICLES OF INCORPORATION

OF

MAR 11-83A# 13011 \*\*\*\*\*5.00

800 CORPORATION  
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Kenneth J. Mackley, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is 800 CORPORATION, a close corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

To buy, sell from catalogues, trade and deal in and deal with goods, wares and merchandise of every kind and nature, and to carry on such business as retailer; 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 9 Plum Tree Lane, Williamsport, Maryland, 21795. The name and post office address of the resident agent of the Corporation in this State are Michael P. Walker, 9 Plum Tree Lane, Williamsport, Maryland, 21795. 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

25:01 V  
MAR 11 1983

be one (1), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one (1); the name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualifies is Michael P. Walker.

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:

The Director 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.

Michael P. Walker shall be the sole stockholder of the Corporation.

EIGHTH: This Corporation shall be a close corporation organized pursuant to the provisions of Title 4, Subtitle 2, of the Corporations & Associations Article of the Annotated Code of Maryland.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on November 1, 1982.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)  
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1st day of November, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer  
Notary Public



ARTICLES OF INCORPORATION  
OF  
800 CORPORATION.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 3, 1982 at 10:52 o'clock A M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2562 folio 0937, 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.

*G.B. Allen*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 133445

MAR 11 9 00 AM '83

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

8304 104

LAND \_\_\_\_\_  
VAUGHN \_\_\_\_\_ CLERK

Received For Record March 11, 1983 at 9:00 o'clock am liber 32

AMENDED ARTICLES OF INCORPORATION

OF

MAR 11-83 A# 13010 \*\*\*\*\*5.00

RESTAURANT PANACHE, LTD.

Restaurant Panache, Ltd., a Maryland corporation, not yet having held its organizational meeting, by its incorporator, Michael Morgan Crossfield, hereby submits these Amended Articles of Incorporation. The corporation has its principal office at 1806 Bolton Street, Baltimore, Maryland 21217 (hereinafter referred to as the "Corporation"), and hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: That I, the subscriber, Michael Morgan Crossfield, whose post office address is 1806 Bolton Street, Baltimore, Maryland 21217, being at least twenty-one (21) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations.

SECOND: That the name of the Corporation is Restaurant Panache, Ltd.

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

(a) To acquire by purchase, lease, exchange or otherwise, real estate and property, to construct and make improvements on such real estate, all kinds of buildings, houses and other structures and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of such real estate and property and any interest therein.

(b) To invest in and acquire and develop, construct and improve upon real property and invest in securities and other investments.

(c) To enter into and perform contracts of every sort and description with any person, firm, association, corporation, municipality, county, state, nation, or other public body, or with any colony, dependency or agency of any of the foregoing.

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

(e) To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, or with others in a partnership or joint venture or other entity, whether as a limited or general partner, or otherwise, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(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, possessions and dependencies of the United States of America and in foreign countries, and to maintain offices and agencies in any or all states, territories, districts, colonies, possessions and dependencies of the United States of America and in foreign countries.

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

FOURTH: The post office address of the principal office in this State is 12 North Jonathan Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Noelle Maguy Colley whose post office address is 12 North Jonathan Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of Stock which the Corporation has authority to issue is one hundred shares (100), all of one class, 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, but shall never be less than three (3), provided that, if there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1). The name of the director who shall act until the first annual meeting of

the stockholders of the Corporation and until successors have been chosen and qualified is:

Michael M. Crossfield.

IN WITNESS WHEREOF, RESTAURANT PANACHE, LTD., has caused these presents to be signed in its name and on its behalf by Michael M. Crossfield, its incorporator, on this 25<sup>th</sup> day of October, 1982, and acknowledges that these Articles of Amendment are the act and deed of Restaurant Panache, Ltd., and, under the penalty 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.

RESTAURANT PANACHE, LTD.

By Michael M. Crossfield  
Michael M. Crossfield,  
Incorporator

P 298

AMENDED ARTICLES OF INCORPORATION  
OF  
RESTAURANT PANACHE, LTD.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland      October 29, 1982      at 9:27      o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2561, folio 2227, 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.

*[Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

MAR 11 9 00 AM '83

A 133213

8304147

CLERK

Received For Record March 11, 1983 at 9:00 o'clock am liber 32

ARTICLES OF INCORPORATION MAR 11-83 A# 13009 \*\*\*\*\*6.00  
OF  
HAGERSTOWN SPEEDWAY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Frank C. Plessinger, whose post office address is P.O. Box 712, McConnellsburg, Pa., 17233; Frank E. Plessinger, whose post office address is Star Route South, Box 256, McConnellsburg, Pa., 17233; and Sally Beatty, whose post office address is Rte 1, Box 128, Needmore, Pa., 17238, 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 HAGERSTOWN SPEEDWAY, INC.

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

- (a) To operate and maintain a motor vehicle raceway, including all service facilities in connection therewith.
- (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

3000  
MAR 11 1983

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 other, or through

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

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

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

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

FOURTH: The post office address of the principal office of the Corporation is P.O. Box 701, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Omer T. Kaylor, Jr., whose address is 123 West Washington Street, Hagerstown, Maryland, 21740.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 100,000 shares of the par value of \$1.00 each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The Corporation shall have three Directors:  
Frank C. Plessinger, P. O. Box 712, McConnellsburg, Pennsylvania  
17233  
Frank E. Plessinger, Star Route South, Box 256, McConnellsburg,  
Pennsylvania, 17233  
Sally Beatty, Route 1, Box 128, Needmore, Pennsylvania  
17238

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; and directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may 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 such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 30<sup>th</sup> day of October, 1982.

WITNESS:

*[Handwritten signatures of witnesses]*

Frank C. Plessinger (SEAL)  
Frank C. Plessinger

Frank E. Plessinger (SEAL)  
Frank E. Plessinger

Sally Beatty (SEAL)  
Sally Beatty

STATE OF PENNSYLVANIA, COUNTY OF FULTON, to-wit:

I HEREBY CERTIFY, That on this 30 day of Oct., 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Frank C. Plessinger, Frank E. Plessinger and Sally Beatty and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

WITNESS my hand and Official Notarial Seal.

*[Handwritten signature of Notary Public]*  
Notary Public



My commission expires: SEPT. 13, 1983  
7/1/

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN SPEEDWAY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 3, 1982 at 10:03 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2562, folio 0399 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 \$  
6.80

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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 133359

MAR 11 9 00 AM '83

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

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

## ARTICLES OF AMENDMENT

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

Received For Record March 11, 1983 at 9:00 o'clock am liber 32

Edward J. Drawbaugh, M.D., P.A., a Maryland Professional ~~AB 11-83 A# 13008 \*\*\*\*\*5.00~~  
 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 FOURTH, and inserting  
 in lieu thereof the following:

FOURTH: The Post Office address of the  
 principal office of the Corporation in this  
 State is 1825 Howell Road, Hagerstown,  
 Maryland 21740. The name and address of the  
 Resident Agent of the Corporation in this  
 State is Lynn F. Meyers, 81 West Washington  
 Street, Hagerstown, Maryland 21740. 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 September 23, 1982  
 adopted a Resolution in which was set forth the  
 foregoing amendment to the Charter declaring that the  
 said amendment of the Charter was advisable and  
 directing that it be submitted for action thereon at  
 the Special Meeting of the Stockholders of the  
 Corporation to be held September 24, 1982.

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 to all Stockholders of the Corporation entitled  
 to vote thereon. The amendment of the Charter of the  
 Corporation as set forth above was approved by the  
 Stockholders of the Corporation at said meeting by a  
 unanimous vote.

The undersigned President of Edward J. Drawbaugh, M.D.,  
 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:

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

Jane A. Drawbaugh  
Secretary

By EJ Drawbaugh  
President

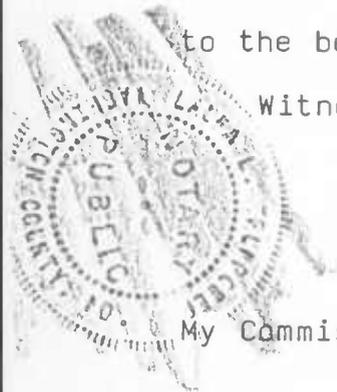
STATE OF MARYLAND, COUNTY OF WASHINGTON, To-wit:

I HEREBY CERTIFY, that on this 24<sup>th</sup> day of September, A.D., 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward J. Drawbaugh, M.D., President, who made oath in due form of law that the matters and facts set forth in the foregoing are true to the best of his knowledge, information and belief.

Witness my hand and official Notarial Seal.

Laura S. Trunpauer  
Notary Public

My Commission Expires: 1 July 1986



ARTICLES OF AMENDMENT

OF

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

approved and received for record by the State Department of Assessments and Taxation of Maryland November 3, 1982 at 11:19 o'clock A.M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2562, folio 0619 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 133389

MAR 11 9 00 AM '83

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

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

8304213

Received For Record March 11, 1983 at 9:00 o'clock am liber 32  
ARTICLES OF AMENDMENT OF

J & J HEALTH ENTERPRISES LTD.

MAR 11-83 A# 13007 \*\*\*\*\*5.00

THIS IS TO CERTIFY THAT:

Pursuant to resolution of the Board of Directors of J & J Health Enterprises Ltd., it was resolved by virtue of the attached resolution of the Board of Directors for the Corporation that the Charter is hereby amended by adding paragraph Ninth:

NINTH: Hereafter the Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

At the time of this Amendment it was approved unanimously by the Board of Directors and there was no stock entitled to vote on the Amendment either outstanding or subscribed for at the time of the Amendment.

IN WITNESS WHEREOF, J & J Health Enterprises Ltd., 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 3rd day of November, 1982.

ATTEST:

*John N. Rhodes*  
John N. Rhodes  
Secretary

J & J HEALTH ENTERPRISES LTD.

BY: *Odella J. Rhodes*  
Odella J. Rhodes  
President



(SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY-to-wit:

I HEREBY CERTIFY, that on this 3rd day of November, 1982, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally

appeared Odella J. Rhodes, President of J & J Health Enterprises Ltd., 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 John N. Rhodes and made affirmation in due form of law that he was Secretary of the meeting of the Directors and of the members of said Corporation at which the Amendment of the Charter of the Corporation therein set forth was approved by the duly elected Directors and by the members, there being no stock outstanding or subscribed for, 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.



Dawn J. Seeger  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF AMENDMENT  
OF  
J & J HEALTH ENTERPRISES LTD.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 9, 1982 at 9:01 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2562, folio 1698, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

MAR 11 9 00 AM '83

A 133528

8304401

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

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

Received For Record March 11, 1983 at 9:00 o'clock am liber 32  
ARTICLES OF INCORPORATION

MIXOLOGISTS, LTD.

MAR 11-83 A# 13006 \*\*\*\*\*5.00

FIRST: I, Shirley Nigh, whose post office address is 24 North Jonathan 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 Mixologists, Ltd.

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

(1) To engage in bartending and catering services; 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 24 North Jonathan Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Shirley Nigh, 24 North Jonathan 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 no par stock.

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) except that

(1) If there is not 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: Shirley Nigh, Karen Suranno and Marye Zombro.

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



ARTICLES OF INCORPORATION  
OF  
MIXOLOGISTS, LTD.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 10, 1982 at 9:12 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2562, folio 210 of 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.

*G. B. Alenon*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 133598

MAR 11 9 00 AM '83

8304455

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

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

Received For Record March 11, 1983 at 9:01 oc'lokc am liber 32

## ARTICLES OF INCORPORATION

OF

MAR 11-83 A# 13005 \*\*\*\*\*7.50

GOLD BOND ICE CREAM OF MARYLAND, INC.

The undersigned, being a natural person of the age of eighteen years or more, for the purpose of forming a corporation under and by virtue of the General Laws of the State of Maryland, does hereby adopt the following Articles of Incorporation:

FIRST: The name of the corporation is:

GOLD BOND ICE CREAM OF MARYLAND, INC.

SECOND: The address of its initial registered office in the State of Maryland is 152 West Washington Street, Hagerstown, Washington County, Maryland, and the name of its resident agent at such address is Richard F. McGrory. Said resident agent is a citizen of the State of Maryland and actually resides therein.

THIRD: The aggregate number of shares of stock which the corporation shall have authority to issue shall be thirty thousand (30,000) shares of common stock of the par value of One Dollar (\$1.00) per share, all of one class, and having an aggregate par value of Thirty Thousand Dollars (\$30,000.00).

No holder of any shares of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any share of stock of the corporation of any class, whether now or hereafter authorized or whether issued for cash, property or services or as a dividend or otherwise, or to purchase or subscribe for any obligations, bonds, notes, debentures, other securities or stock convertible into shares of stock of the corporation or carrying or evidencing any right to purchase shares of stock of any class.

FOURTH: The name and place of residence of the incorporator is as follows: Richard F. McGrory, 1307 The Terrace, Hagerstown, Maryland 21740.

FIFTH: The number of directors of the corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three; and the name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualifies is Thomas J. Lutsey. Any change in the number of directors shall be reported to the Secretary of State within thirty (30) calendar days of such change, or within such other period, if any, as may then be required by law. Directors need not be shareholders unless the bylaws require them to be shareholders.

SIXTH: The duration of the corporation is perpetual.

SEVENTH: This corporation is formed for the following purposes:

A. To buy, lease, rent, or otherwise acquire, own, hold, use, divide, partition, develop, improve, operate and sell, lease, mortgage or otherwise dispose of, deal in and turn to account real estate, leaseholds and any and all interests or estates therein or appertaining thereto; and to construct, manage, operate, improve, maintain and otherwise deal with buildings, structures and improvements situated or to be situated on any real estate or leasehold.

B. To buy, utilize, lease, rent, import, export, manufacture, produce, design, prepare, assemble, fabricate, improve, develop, sell, mortgage, pledge, hypothecate, distribute and otherwise deal at wholesale, retail or otherwise, and as principal, agent or otherwise, all commodities, goods, wares, merchandise, machinery, tools, devices, apparatus, equipment and all other personal property, whether tangible or intangible, of every kind without limitation as to description, location or amount.

C. To apply for, obtain, purchase, lease, take licenses respect of or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge or otherwise dispose of:

1. Any and all inventions, devices, processes and formulae and any improvements and modifications thereof;
2. Any and all letters patent of the United States or of any other country, state or locality, and all rights connected therewith or appertaining thereto;
3. Any and all copyrights granted by the United States or any other country, state or locality;
4. Any and all trademarks, trade names, trade symbols and other indications or origin and ownership granted by or recognized under the laws of the United States or of any other country, state or locality; and to conduct and carry on its business in any or all of its various branches under any trade name or trade names.

D. To engage in, carry on and conduct research, experiments, investigations, analyses, studies and laboratory work, for purpose of discovering new products or to improve products, articles and things, and to buy, construct or otherwise acquire, own, operate, maintain, lease, sell, mortgage or otherwise dispose of, laboratory and similar facilities, plants and any and all other establishment and to procure, construct, own, use, hold and dispose of all necessary equipment in respect thereof, for the purposes aforesaid.

E. To enter into any lawful contract or contracts with persons, firms, corporations, other entities, governments or

any agencies or subdivisions thereof, including guaranteeing the performance of any contract or any obligation of any person, firm, corporation or other entity.

F. To purchase and acquire, as a going concern or otherwise, and to carry on, maintain and operate all or any part of the property or business of any corporation, firm, association, entity, syndicate or person whatsoever, deemed to be of benefit to the corporation, or of use in any manner in connection with any of its purposes; and to dispose thereof upon such terms as may seem advisable to the corporation.

G. To purchase or otherwise acquire, hold, sell, pledge, reissue, transfer or otherwise deal in, shares of the corporation's own stock, provided that it shall not use its funds or property for the purchase of its own shares of stock when such use would be prohibited by law, by the articles of incorporation or by the bylaws of the corporation; and provided, further, that shares of its own stock belonging to it shall not be voted upon directly or indirectly.

H. To invest, lend and deal with moneys of the corporation in any lawful manner, and to acquire by purchase, by the exchange of stock or other securities of the corporation, by subscription or otherwise, and to invest in, to hold for investment or for any other purpose, and to use, sell, pledge or otherwise dispose of, and in general to deal in any interest concerning or enter into any transaction with respect to (including "long" and "short" sales of) any stocks, bonds, notes, debentures, certificates, receipts and other securities and obligations of any government, state, municipality, corporation, association or other entity, including individuals and partnerships and, while owner thereof, to exercise all of

the rights, powers and privileges of ownership, including, among other things, the right to vote thereon for any and all purposes and to give consents with respect thereto.

I. To borrow or raise money for any purpose of the corporation and to secure any loan, indebtedness or obligation of the corporation and the interest accruing thereon, and for that or any other purpose to mortgage, pledge, hypothecate or charge all or any part of the present or hereafter acquired property, rights and franchises of the corporation, real, personal, mixed or of any character whatever, subject only to limitations specifically imposed by law.

J. To do any or all of the things hereinabove enumerated along for its own account, or for the account of others, or as the agent for others, or in association with others or by or through others, and to enter into all lawful contracts and undertakings in respect thereof.

K. To have one or more offices, to conduct its business, carry on its operations and promote its objects within and without the State of Maryland and anywhere in the world, without restriction as to place, manner or amount, but subject to the laws applicable thereto; and to do any or all of the things herein set forth to the same extent as a natural person might or could do and in any part of the world, either alone or in company with others.

L. In general, to carry on any other business in connection with each and all of the foregoing or incidental thereto, and to carry on, transact and engage in any and every lawful business or other lawful things calculated to be of gain, profit or benefit to the corporation as fully and freely as a natural person might do, to the extent and in the manner, and

anywhere within and without the State of Maryland, as it may from time to time determine; and to have and exercise each and all of the powers and privileges, either direct or incidental, which are given and provided by or are available under the laws of the State of Maryland in respect of general and business corporations organized for profit thereunder; provided, however, that the corporation shall not engage in any activity for which a corporation may not be formed under the laws of the State of Maryland.

None of the purposes and powers specified in any of the paragraphs of this Article SEVENTH shall be in any way limited or restricted by reference to or inference from the terms of any other paragraph, and the purposes and powers specified in each of the paragraphs of this Article SEVENTH shall be regarded as independent purposes and powers. The enumeration of specific purposes and powers in this Article SEVENTH shall not be construed to restrict in any manner the general purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of purposes or powers herein shall not be deemed to exclude or in any way limit by inference by purposes or powers which this corporation has power to exercise, whether expressly by the laws of the State of Maryland, now or hereafter in effect, or impliedly by any reasonable construction of such laws.

EIGHTH: (a) Except as may be otherwise specifically provided by statute, or the articles of incorporation or the by-laws of the corporation, as from time to time amended, all powers of management, direction and control of the corporation shall be, and hereby are, vested in the board of directors.

(b) The bylaws of the corporation may from time to time be altered, amended, suspended or repealed, or new bylaws may be adopted, in any of the following ways: (i) by the affirmative vote, at any annual or special meeting of the shareholders, of the holders of a majority of the outstanding shares of stock of the corporation entitled to vote; or (ii) by resolution adopted by a majority of the full board of directors at a meeting thereof; or (iii) by unanimous written consent of all the shareholders or all the directors in lieu of a meeting; provided, however, that the power of the directors to alter, amend, suspend or repeal the bylaws or any portion thereof may be denied as to any bylaws or portion thereof enacted by the shareholders if at the time of such enactment the shareholders shall so expressly provide.

(c) The corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his office or position and in its bylaws or otherwise may agree to indemnify and protect any director, officer, employee or agent to the extent permitted by the laws of Maryland.

NINTH: Insofar as it is permitted under the laws of Maryland, and except as may be otherwise provided by the bylaws of the corporation, no contract or other transaction between this corporation and any other firm or corporation shall be affected or invalidated solely by reason of the fact that any director or officer of this corporation is interested in, or is a member, shareholder, director or officer of such other firm or corporation; and any director or officer of this corporation, individually or jointly with one or more other directors or officers of this corporation, may be a party to, or may be interested in, any contract or transaction of this corporation

or in which this corporation is interested, and no such contract or transaction shall be invalidated thereby.

TENTH: The directors shall have power to hold their meetings and to keep the books (except any books required to be kept in the State of Maryland, pursuant to the laws thereof) at any place within or without the State of Maryland.

ELEVENTH: The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner of such shares and of all rights derived from such shares for all purposes. The corporation shall not be obligated to recognize any equitable or other claim to or interest in such shares or rights on the part of any other person, including, but without limiting the generality of the term "person", a purchaser, pledgee, assignee or transferee of such shares or rights, unless and until such person becomes the registered holder of such shares, and the foregoing shall apply whether or not the corporation shall have either actual or constructive notice of the interest of such person.

TWELFTH: The corporation reserves the right to alter, amend, or repeal any provision contained in its articles of incorporation in the manner now or hereafter prescribed by the statutes of Maryland, and all rights and powers conferred herein are granted subject to the reservation; and, in particular, the corporation reserves the right and privilege to amend its articles of incorporation from time to time so as to authorize other or additional classes of shares (including preferential shares), to increase or decrease the number of shares of any class now or hereafter authorized, to establish, limit or deny to shareholders of any class the right to purchase or subscribe for any shares of stock of the corporation of any class,

whether now or hereafter authorized or whether issued for cash, property or services or as a dividend or otherwise, or to purchase or subscribe for any obligations, bonds, notes, debentures or securities or stock convertible into shares of stock of the corporation or carrying or evidencing any right to purchase shares of stock of any class, and to vary the preferences, priorities, special powers, qualifications, limitations, restrictions and the special or relative rights or other characteristics in respect of the shares of each class, and to accept and avail itself of, or subject itself to, the provisions of any statute of Maryland hereafter enacted pertaining to general and business corporations, to exercise all the rights, powers and privileges conferred upon corporations organized hereunder or accepting the provisions thereof and to assume the obligations and duties imposed therein, upon the affirmative vote of the holders of a majority of the shares of stock entitled to vote thereon, or, in the event the laws of Maryland require a separate vote by classes of shares, upon the affirmative vote of the holders of a majority of the shares of each class whose separate vote is required thereon.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 5th day of November, 1982.

WITNESS:

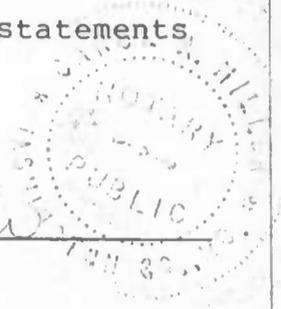
Carol A. Miller

Richard F. McGrory  
Richard F. McGrory

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 5th day of November, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard F. McGrory, who declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Carol A. Miller  
Notary Public



My Commission Expires:

July 1, 1986

ARTICLES OF INCORPORATION  
OF  
GOLD BOND ICE CREAM OF MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 12, 1982 at 10:32 o'clock A. M. as in conformity  
with law and ordered recorded.

11

Recorded in Liber 2562, folio 3405, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 30.00 Special Fee paid \$ 7.50

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

MAR 11 9 01 AM '83

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

LAND    
VAUGHN J. BAKER, CLERK

A 133716

8304514

ARTICLES OF INCORPORATION  
VALLEY RENOVATION, INC.

Received For Record March 11, 1983 at 9:01 o'clock am liber 32

MAR 11-83 A 13004 \*\*\*\*\*5.00

FIRST: The undersigned, E. Kenneth Grove, Jr., Esquire, 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 Valley Renovation, Inc.

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

1. To engage in the business of general construction and renovation for both residential and commercial structures; to deal in all products incidental or related to or connected with any and every phase of the building and construction trades; to make estimates for itself and for others, and to bid upon, enter into and carry out contracts for the construction and or renovation of residential and commercial buildings; to acquire, use and sell all suitable apparatus, equipment and facilities for prosecuting its business and to engage in any lawful activity permitted by Section 2-103 of the Corporation and Associations Article of the Annotated Code of Maryland as amended from time to time.

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 1911 Downsville Pike, #22, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Ronald E. Manspeaker, 1911 Downsville Pike, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, par value Ten (\$10.00) 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:

Ronald E. Manspeaker  
Norma Jean Manspeaker  
Robert F. Anderson

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

(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 *tenth* day of November, 1982.

WITNESS:

*Nancy C. Bayer*  
\_\_\_\_\_

*E. Kenneth Grove, Jr.*  
\_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
VALLEY RENOVATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 15, 1982 at 9:23 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2562, folio 103768 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.

[Signature]



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 133777 - 830 4637

MAR 11 9 01 AM '83

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

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

JED ENTERPRISES, INC.

## ARTICLES OF REVIVAL

Received For Record March 11, 1983 at 9:01 o'clock am liber 32  
 MAR 11-83 A# 13003 \*\*\*\*\*5.00

JED Enterprises Inc., a Maryland corporation having its principal

office in Hagerstown, Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation was forfeited on December 15, 1971, for the non-payment of taxes or for failure to file an annual report with the State Department of Assessments and Taxation of Maryland, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

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

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

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 17 N. Colonial Drive, Hagerstown, Maryland 21740.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Earl J. Smith, 11 N. Colonial Dr., Hagerstown, 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:

1982 MAR 11 9:01 AM

(c) Paid all State and local taxes 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 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 *June 29*, 1982.

*Earl J. Smith*

Earl J. Smith  
Last Acting President

*Earlene M. Johnson*

Earlene M. Johnson  
Last Acting Secretary

STATE OF MARYLAND,

County of Washington, SS:

I HEREBY CERTIFY that on *June 29*, 1982, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Earl J. Smith, the last acting President and Earlene M. Johnson, the last acting Secretary of JED ENTERPRISES, 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.



*Jean V. Shaw*  
Notary Public  
Comm. Expires 7-1-84

ARTICLES OF REVIVAL  
OF  
JED ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 15, 1982 at 10:39 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2562, folio 13870 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.

[Signature]



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 133792

8304646

MAR 11 9 01 AM '83

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

LAND    
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

THE HAGERSTOWN BALLET COMPANY, INC.

MAR 11-83 A# 13002 \*\*\*\*\*5.00

Received For Record March 11, 1983 9:01 o'clock am lib r 32

THIS IS TO CERTIFY:

That I, Ray E. Russell, whose post office address is Route 1, Box 273, Boonsboro, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

Article 1 - Name

The name of the corporation (which is hereinafter called the "Corporation") is The Hagerstown Ballet Company, Inc.

Article II - Purposes

The purposes for which the Corporation is formed are:

(1) To foster, promote and increase the knowledge and appreciation of the public for ballet and the dance, exclusively by educational activities, by organizing and presenting, primarily but not exclusively in the City of Hagerstown, Maryland performances of ballet and dance in programs chosen primarily from the literature of ballet and dance which are deemed by responsible and informed persons to be suitable at the time and place for such exclusively educational purposes.

(2) Operating without profit, and so that no part of its net earnings or assets shall ever be distributed as a dividend or inure to the benefit of any private shareholder or individual, to engage from time to time as to establish, maintain and operate a group or groups of performers, primarily of ballet and the dance, the variety constituting recognized ballet and dance performances whether described as a ballet performance or otherwise capable of performing ballet and the dance for the exclusively educational purposes herein stated, and to present such performances, primarily but not exclusively with stage presentations, in a manner compatible with the purposes of a ballet company.

(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 the purposes of the Corporation.

(4) To register, own and protect, the trade-name of "The Hagerstown Ballet Company, Inc." or such other trade-names or designations as are appropriate for the group or groups so maintained.

LAW OFFICES  
*Edward W. Varner,*  
*P. A.*  
SUITE 500, MARYLAND  
NATIONAL BANK BUILDING  
82 W. WASHINGTON STREET  
HAGERSTOWN, MD 21740  
(301) 791-7445

(5) To rent, acquire in any manner for use, or own, maintain and operate, a place or places suitable for such performances, and to do all things necessary and proper to accomplish the educational purposes stated herein.

(6) To effect all arrangements desirable and necessary for obtaining works for performance, either old or new, and for disseminating the knowledge and product of such performances to the public in concerts, and in homes, schools and other places, by all means known to art and science.

(7) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation. To solicit, accept, hold and administer contributions received by deed, gift will, ordinance, statute grant or otherwise, either in trust or otherwise; to own, hold, operate and administer 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.

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

(9) 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 on behalf of any candidate for public office.

LAW OFFICES

*Conrad W. Varner,*

*P. A.*

SUITE 500, MARYLAND  
NATIONAL BANK BUILDING  
2 W. WASHINGTON STREET  
GERSTOWN, MD 21740

(301) 791-7445

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

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

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

Article III -  
Address and Resident Agent

The post office address of the principal office of the Corporation in this state is 104 E. Lincoln Avenue, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this state is Ray E. Russell, Route 1, Box 273, Boonsboro, Maryland 21713. 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 three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) and the names of the Directors who shall act until the first meeting or until their successors are duly chosen and qualified are: Ray E. Russell, Carolou Russell, and Conrad W. Varner

LAW OFFICES  
*Conrad W. Varner,*  
*P. A.*  
E 500, MARYLAND  
NATIONAL BANK BUILDING  
82 W. WASHINGTON STREET  
HAGERSTOWN, MD 21740  
(301) 791-7445

Article VI - Dissolution

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

Article VII

The duration of the Corporation shall be perpetual.

IN WITNESS HEREOF, I have signed these Articles of Incorporation this 28th day of October, A.D., 1982.

WITNESS:

Joanna E. Staley

Ray E. Russell  
President

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

I HEREBY CERTIFY, that on this 28th day of October, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Ray E. Russell, who acknowledged the foregoing Articles to be his act.

Witness my hand and official Notarial Seal.

Joanna E. Staley  
Notary Public

Commission Expires:  
July 1, 1986

LAW OFFICES  
Conrad W. Turner  
P. A.  
SUITE 500, MARYLAND  
NATIONAL BANK BUILDING  
W. WASHINGTON STREET  
GERSTOWN, MD 21740  
(301) 791-7445

ARTICLES OF INCORPORATION  
OF  
THE HAGERSTOWN BALLET COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 15, 1982 at 9:54 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber **2563**, folio **10672**, 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 \$ \_\_\_\_\_

5.50

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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 133921  
8304671

MAR 11 9 01 AM '83

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

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

Received for Record March 11, 1983 at 9:01 o'clock am liber 32

STINE TISCHER OF MARYLAND, INC.

MAR 11-83 A<sup>4</sup> 13001 \*\*\*\*\*5.00

ARTICLES OF AMENDMENT

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

FIRST: The Charter of the Corporation is hereby amended by striking out Article SECOND and inserting in lieu thereof the following:

"SECOND: The name of the Corporation is  
TISCHER ASSOCIATES, INC."

SECOND: The Board of Directors of the Corporation, by consent in writing to such action, signed by all the members thereof, filed with the minutes of the proceedings of the Board, adopted a unanimously approved resolution setting forth the amendment of the Charter of the Corporation, as hereinabove stated, declaring such amendment to be advisable and directing that it be submitted for approval by unanimous written consent of all of the Stockholders of the Corporation.

THIRD: A consent in writing, setting forth the approval of the amendment of the Charter of the Corporation as hereinabove stated, was signed by all the Stockholders of the Corporation entitled to vote thereon, there being no other persons entitled to notice of a meeting of the Stockholders of the Corporation; such written consent being filed with the records of the Corporation.

FOURTH: The amendment to the Charter of the Corporation as herein-  
above set forth has been duly advised by the Board of Directors of the Cor-  
poration and approved by the Stockholders of the Corporation as aforesaid.

IN WITNESS WHEREOF, STINE TISCHER 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 hereunto affixed and attested by its Secretary on 8<sup>th</sup>  
November 8, 1982.



*[Signature]*  
Secretary

STINE TISCHER OF MARYLAND, INC.

By: *[Signature]* (SEAL)  
JOSEPH C. TISCHER, President

STATE OF MARYLAND, COUNTY OF WASHINGTON To wit:

I HEREBY CERTIFY that on this 8<sup>th</sup> day of November, 1982, before me, the  
subscriber, a Notary Public in and for the State of Maryland, personally  
appeared JOSEPH C. TISCHER, President of STINE TISCHER OF MARYLAND, INC., a  
Maryland corporation, and in the name and on behalf of said Corporation  
acknowledged the foregoing Articles of Amendment to be the corporate act of  
said Corporation and further made oath in due form of law that the matters and  
facts set forth in said Articles of Amendment with respect to the approval  
thereof are true to the best of his knowledge, information and belief.

AS WITNESS by hand and Notarial Seal, the date and year last above written.

*[Signature]*  
Notary Public

My Commission Expires: July 1, 1986

ARTICLES OF AMENDMENT  
 OF  
 STINE TISCHER OF MARYLAND, INC.  
 Changing its name to:  
 TISCHER ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland November 15, 1982 at 9:03 o'clock A. M. as in conformity  
 with law and ordered recorded.

3

Recorded in Liber 2563, folio 11466 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.

[Signature]



STATE OF MARYLAND  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD

**A** 133990

MAR 11 9 01 AM '83

8304704

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

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

Received For Record March 11, 1983 at 9:01 o'clock am liber 32

GRABER PALLET RECYCLING, INC.

ARTICLES OF INCORPORATION

MAR 11-83 A 13000 \*\*\*\*\*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, 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 Graber Pallet Recycling, Inc.

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

(1) To engage in the business of the purchase, repurchase, manufacturing, remanufacturing, recycling, and sale of new and used pallets and related business enterprises; 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 1670 Bennie Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kenneth William Graber, 1670 Bennie 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 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 (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 William Graber
- Sandra Kay Graber

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

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

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of 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 15<sup>th</sup> day of November, 1982, and I acknowledge the same to be my voluntary act and deed.

Louis Seidenberger  
Witness

Roger Schlossberg (SEAL)  
Roger Schlossberg

ARTICLES OF INCORPORATION  
OF  
GRABER PALLET RECYCLING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 17, 1982 at 10:33 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2563, folio 0283, 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.

[Signature]



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 133846 - 8304829

MAR 11 9 01 AM '83

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

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VAUGHN J. BAKER, CLERK

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Received For Record March 11, 1983 at 9:01 o'clock am liber 32  
 PORTABLE COMPUTER SPECIALISTS, INC.

ARTICLES OF INCORPORATION

MAR 11-83 A 12999 \*\*\*\*\*5.50

FIRST: The undersigned, Derrick L. Betts, whose post office address is 10619 Kennilworth Avenue, Suite 201, Bethesda, Maryland 20814, 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 authorizing the formation of corporations.

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

PORTABLE COMPUTER SPECIALISTS, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or any other State or States of the United States, or any territory or possession thereof, whether presently or hereafter annexed, or any foreign country or countries, or any territory or possession thereof, whether presently or hereafter annexed, are as follows:

1. To develop computer software and firmware, and to market the computer software, firmware and hardware to businesses, banks and other institutional lenders.
2. To engage generally in research and development, purchase, sale, 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.
3. To enter into partnerships, joint ventures, and other business associations for any lawful purpose.
4. To purchase, lease and otherwise acquire, hold, mortgage and otherwise dispose of all kinds of property, real, personal and mixed, both in this State and in any part of the world.
5. To prosecute and execute, directly or indirectly, such other works, undertakings, projects or enterprises, in which or for the pursuance of which or on the security thereof, the company shall have invested money, embarked capital, engaged its credit or to acquire, and to pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.
6. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or

175  
31

any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

7. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debenture, notes, trust receipts and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trust or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon and to do any and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.
8. To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to the 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 thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.
9. To loan to any person, firm or corporation any of its surplus funds either with or without security.
10. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.
11. To carry out along or in conjunction with others, all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in any and 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, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.
12. 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.
13. The corporation shall be authorized to exercise and enjoy all of the power, rights and privileges granted to, or conferred upon, corporations of a similar character by the 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; provided, that the corporation shall not carry on any business or exercise any power in the State of Maryland or in any state, territory, or country which under the laws thereof the corporation may not lawfully carry on or exercise.

14. To engage in any lawful act or activity for which corporations may be organized under the Corporations and Associations Article of the Maryland Annotated Code (1975 Edition, as amended).

FOURTH: The post office address of the principal office of the Corporation in this State is 112 Overhill Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation of this State is Lawrence A. Clopper, Jr., 112 Overhill Drive, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is three thousand (3,000) shares with One Cent (\$0.01) par value.

SIXTH: The number of directors of the Corporation shall be no less than three (3) and no more than five (5). 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:

Lawrence A. Clopper, III

Derrick L. Betts

Lawrence A. Clopper 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 or classes, whether now or hereafter authorized, provided that the Board unanimously approves such issuance.
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 contract or

transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated;

PROVIDED, HOWEVER, THAT

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter enforced.

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. 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.
5. The following actions shall be valid and effective only if unanimously taken or approved by all the directors entitled to vote thereon:
  - (a) the amendment of the Charter of the Corporation;
  - (b) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation;
  - (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
  - (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
  - (e) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

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
  - (a) 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 on behalf of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or,
  - (b) 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, such officer or director shall be indemnified 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,
  - (c) if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.
  
2. The Corporation shall indemnify any director or officer of the Corporation
  - (a) 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 on behalf of the Corporation to procure a judgment in its favor,
  - (b) by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, such officer or director shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit,
  - (c) 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. However no indemnification shall be made in respect of any claim, issue, or matter in 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 NINTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the

director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in 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 proceeding, as authorized by the Board of Directors 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 3<sup>rd</sup> day of November, 1982, and I acknowledge the same to be my act.

Derrick L. Betts  
Derrick L. Betts

WITNESS:

Thelma Anne Williams Nov. 3, 1982 (SEAL)

ARTICLES OF INCORPORATION  
OF  
PORTABLE COMPUTER SPECIALISTS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 19, 1982 at 9:34 o'clock A M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2563, folio 12837, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 134221

8304920

MAR 11 9 01 AM '83

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

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

Received For Record June 9, 1983 at 11:27 o'clock am liber 32

11-6-83 A# 12861 \*\*\*\*\*50

CERTIFICATE OF ARTICLES OF MERGER

Clerk of the Circuit Court  
Courthouse  
Hagerstown, Maryland 21740

Dear Sir

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of Merger have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_  
H. A. HESSE, INC. (Md Corp)

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is \_\_\_\_\_  
EWING OIL CO., INC. (Md. Corp) Survivor  
Washington county

3) The Articles were accepted for record on December 20, 1982 at 12:15 AM

As Witness my hand and the Official seal of the said Department at Baltimore this 17th day of January, 1983.

[Handwritten Signature]

Received For Record June 8, 1983 at 11:27 o'clock am liber 32

# Washington County Historical Society

POST OFFICE BOX NO. 1281

135 W. WASHINGTON STREET

HAGERSTOWN, MARYLAND 21740

December 15, 1982

WASHINGTON COUNTY HISTORICAL SOCIETY, INC.

CERTIFICATE OF RESOLUTION OF

CHANGE OF RESIDENT AGENT

册-8-83A 12863 \*\*\*\*\*75

册-8-83A 12862 \*\*\*\*\*50

I, Marjorie S. Peters, Secretary of Washington County Historical Society, 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 Victor D. Miller, Jr, whose address was 1615 Lauran Road, Hagerstown, Maryland 21740, to Ralph Donnelly, Sunshine Hill, Hancock, Maryland 21750."

IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Corporation on this 15<sup>th</sup> day of December, 1982.

*Marjorie S Peters*  
 Marjorie S. Peters, Secretary

*Recd 12/2/82 @ 10:14 AM*

NOTICE OF CHANGE OF RESIDENT AGENT AND  
AGENT'S ADDRESS

OF

858

THE WASHINGTON COUNTY HISTORICAL SOCIETY, INCORPORATED

received for record December 2, 1982, at 10:11 A. M.  
and recorded on Film No. 2567 2 Frame No. 0156 one of  
the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County

AA N<sup>o</sup> 21420 A.

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

Mr. Clerk Mail to: The Washington County Historical Society, Incorporated  
135 West Washington Street, Box 1281  
Hagerstown, Md. 21740

rnc

554

32

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 8 11 27 AM '83  
LIBER 32 354  
VAUGHN J. BAKER, CLERK

Received For Record June 8, 1983 at 11:27 oc'lcok am, liber. 32 \*\*\*\*\*5.0

CANNON SHOE COMPANY

Articles of Amendment

CANNON SHOE COMPANY, a Maryland corporation having its principal offices at 148 West Franklin Street, Hagerstown, Maryland 21740, hereby certifies to the State Department of Assessments and Taxation of the State of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article SIXTH of the Charter, as restated and amended, and by inserting in lieu thereof new Article SIXTH 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, par value \$1.00, all classes having an aggregate par value of \$1,455.

"The Corporation may create optional rights to purchase or subscribe, or both, to its stock of any class or series on such terms, at such price, in such manner, and at such time or times, as the Board of Directors shall determine.

"The Corporation may issue bonds, debentures or other obligations convertible into stock of the Corporation of any class or series, or bearing warrants or other evidences of optional rights to purchase or subscribe, or both, to stock of the Corporation of any class or series, upon such terms and conditions as the Board of Directors may determine prior to the issue thereof.

"Each share of Class A Voting Common Stock shall have one vote and 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 the Non-Voting Preferred Stock shall be entitled, to share ratably in the remaining assets of the Corporation.

"The nature and extent of the preferences, rights, privileges and restrictions granted to or imposed upon the holders of the Non-Voting Preferred Stock are as follows:

(a) The holders of shares of the Non-Voting Preferred Stock shall not be entitled to vote with respect to such shares.

b) The holders of the Non-Voting Preferred Stock shall be entitled to receive, from funds legally available therefor, a cumulative fixed yearly dividend of Fifty Dollars (\$50) per share, payable quarterly on the first day of February, May, August and November in each year (commencing November 1, 1981), before any dividend shall be set apart or paid on any of the common stock. Dividends will accrue from the most recent date to which dividends have been paid or, if no dividends have been paid, from August 2, 1981. No dividends shall, at any time, be paid on any of the common stock, until (i) all cumulative dividends on the Non-Voting Preferred Stock payable through the most recent Non-Voting Preferred Stock dividend payment date shall have been paid, and (ii) the Corporation shall have redeemed and cancelled the number of shares of Non-Voting Preferred Stock required by subsection (c) of this Article Sixth.

c) In the event of any liquidation, dissolution or winding-up, whether voluntary or involuntary, of the Corporation (after payment of the debts and other liabilities of the Corporation), the holders of the Non-Voting Preferred Stock shall be entitled to be paid One Thousand Dollars (\$1,000) per share and any unpaid dividends accrued thereon before any amount shall be paid to holders of the common stock.

d) Commencing on February 1, 1983, and on each February 1 thereafter until all shares of Non-Voting Preferred Stock shall have been redeemed, the Corporation shall redeem, on a pro-rata basis, and cancel 145 shares of the Non-Voting Preferred Stock, by paying to the respective holders thereof a sum equal to One Thousand Dollars (\$1,000) per share of the stock to be so redeemed and cancelled, together with any unpaid accrued dividends thereon. Payment may be made by check mailed to the holders at their last known address as shown by the corporate records. The Corporation's obligation to redeem shares of the Non-Voting Preferred Stock pursuant to this subsection (d) shall be cumulative. The number of shares of the Non-Voting Preferred Stock required to be redeemed pursuant to this subsection (d) may be reduced (at the option of the Corporation) by the number of such shares redeemed other than pursuant to this subsection (d).

e) The Corporation may, at any time and from time to time, from funds legally available therefor, redeem and cancel any or all of the outstanding Non-Voting Preferred Stock, upon ten (10) days' written notice to the holder or holders of the Non-Voting Preferred Stock (at their last known address as shown by the corporate records) to be so redeemed and cancelled, in such manner and amounts as the Board of Directors may determine, by paying to the respective holders of such stock a sum equal to One Thousand Dollars (\$1,000) per share of the stock to be so redeemed and cancelled, together with any unpaid accrued dividends thereon. Payment may be made by check mailed to such holders at their last known address as shown by the corporate records.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on August , 1981 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment to the Charter was advisable and directing that it be submitted to the shareholders for action thereon.

THIRD: In accordance with Maryland General Corporation Law, each stockholder of the Corporation, whether or not entitled to vote on the foregoing amendment to the Charter, adopted and approved such amendment pursuant to a Unanimous Written Consent of Stockholders dated August 31, 1981.

IN WITNESS WHEREOF, CANNON SHOE COMPANY has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on August 31, 1981.

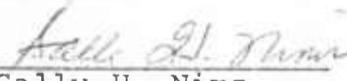
[SEAL]

CANNON SHOE COMPANY

By

  
Bennett S. Rubin,  
President

Attest:

  
Sally H. Nims,  
Secretary



## CANNON SHOE COMPANY

Articles of Amendment

CANNON SHOE COMPANY, a Maryland corporation having its principal offices at 148 West Franklin Street, Hagerstown, Maryland 21740, hereby certifies to the State Department of Assessments and Taxation of the State of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article SIXTH of the Charter, as restated and amended, and by inserting in lieu thereof new Article SIXTH 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, par value \$1.00, all classes having an aggregate par value of \$1,455.

"The Corporation may create optional rights to purchase or subscribe, or both, to its stock of any class or series on such terms, at such price, in such manner, and at such time or times, as the Board of Directors shall determine.

"The Corporation may issue bonds, debentures or other obligations convertible into stock of the Corporation of any class or series, or bearing warrants or other evidences of optional rights to purchase or subscribe, or both, to stock of the Corporation of any class or series, upon such terms and conditions as the Board of Directors may determine prior to the issue thereof.

"Each share of Class A Voting Common Stock shall have one vote and 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 the Non-Voting Preferred Stock shall be entitled, to share ratably in the remaining assets of the Corporation.

"The nature and extent of the preferences, rights, privileges and restrictions granted to or imposed upon the holders of the Non-Voting Preferred Stock are as follows:

(a) The holders of shares of the Non-Voting Preferred Stock shall not be entitled to vote with respect to such shares.

b) The holders of the Non-Voting Preferred Stock shall be entitled to receive, from funds legally available therefor, a cumulative fixed yearly dividend of Fifty Dollars (\$50) per share, payable quarterly on the first day of February, May, August and November in each year (commencing November 1, 1981), before any dividend shall be set apart or paid on any of the common stock. Dividends will accrue from the most recent date to which dividends have been paid or, if no dividends have been paid, from August 2, 1981. No dividends shall, at any time, be paid on any of the common stock, until (i) all cumulative dividends on the Non-Voting Preferred Stock payable through the most recent Non-Voting Preferred Stock dividend payment date shall have been paid, and (ii) the Corporation shall have redeemed and cancelled the number of shares of Non-Voting Preferred Stock required by subsection (c) of this Article Sixth.

c) In the event of any liquidation, dissolution or winding-up, whether voluntary or involuntary, of the Corporation (after payment of the debts and other liabilities of the Corporation), the holders of the Non-Voting Preferred Stock shall be entitled to be paid One Thousand Dollars (\$1,000) per share and any unpaid dividends accrued thereon before any amount shall be paid to holders of the common stock.

d) Commencing on February 1, 1983, and on each February 1 thereafter until all shares of Non-Voting Preferred Stock shall have been redeemed, the Corporation shall redeem, on a pro-rata basis, and cancel 145 shares of the Non-Voting Preferred Stock, by paying to the respective holders thereof a sum equal to One Thousand Dollars (\$1,000) per share of the stock to be so redeemed and cancelled, together with any unpaid accrued dividends thereon. Payment may be made by check mailed to the holders at their last known address as shown by the corporate records. The Corporation's obligation to redeem shares of the Non-Voting Preferred Stock pursuant to this subsection (d) shall be cumulative. The number of shares of the Non-Voting Preferred Stock required to be redeemed pursuant to this subsection (d) may be reduced (at the option of the Corporation) by the number of such shares redeemed other than pursuant to this subsection (d).

e) The Corporation may, at any time and from time to time, from funds legally available therefor, redeem and cancel any or all of the outstanding Non-Voting Preferred Stock, upon ten (10) days' written notice to the holder or holders of the Non-Voting Preferred Stock (at their last known address as shown by the corporate records) to be so redeemed and cancelled, in such manner and amounts as the Board of Directors may determine, by paying to the respective holders of such stock a sum equal to One Thousand Dollars (\$1,000) per share of the stock to be so redeemed and cancelled, together with any unpaid accrued dividends thereon. Payment may be made by check mailed to such holders at their last known address as shown by the corporate records.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on August , 1981 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment to the Charter was advisable and directing that it be submitted to the shareholders for action thereon.

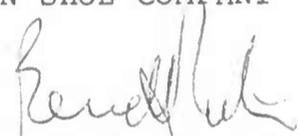
THIRD: In accordance with Maryland General Corporation Law, each stockholder of the Corporation, whether or not entitled to vote on the foregoing amendment to the Charter, adopted and approved such amendment pursuant to a Unanimous Written Consent of Stockholders dated August 31, 1981.

IN WITNESS WHEREOF, CANNON SHOE COMPANY has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on August 31, 1981.

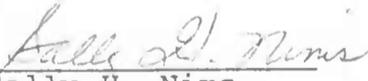
[SEAL]

CANNON SHOE COMPANY

By

  
Bennett S. Rubin,  
President

Attest:

  
Sally H. Nims,  
Secretary

STATE OF MARYLAND )  
                          : ss.:  
CITY OF HAGERSTOWN )

I HEREBY CERTIFY that on this 3/ day of August, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Hagerstown, personally appeared Bennett S. Rubin, President of Cannon Shoe Company, a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation, and made oath in due form of law that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief; and at the same time personally appeared Sally H. Nims, and made oath in due form of law that she is Secretary of the said Corporation, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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



*Sally H. Nims*  
Notary Public  
My commission expires July 1, 1982

## CANNON SHOE COMPANY

Articles of Amendment

CANNON SHOE COMPANY, a Maryland corporation having its principal offices at 148 West Franklin Street, Hagerstown, Maryland 21740, hereby certifies to the State Department of Assessments and Taxation of the State of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article SIXTH of the Charter, as restated and amended, and by inserting in lieu thereof new Article SIXTH 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, par value \$1.00, all classes having an aggregate par value of \$1,455.

"The Corporation may create optional rights to purchase or subscribe, or both, to its stock of any class or series on such terms, at such price, in such manner, and at such time or times, as the Board of Directors shall determine.

"The Corporation may issue bonds, debentures or other obligations convertible into stock of the Corporation of any class or series, or bearing warrants or other evidences of optional rights to purchase or subscribe, or both, to stock of the Corporation of any class or series, upon such terms and conditions as the Board of Directors may determine prior to the issue thereof.

"Each share of Class A Voting Common Stock shall have one vote and 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 the Non-Voting Preferred Stock shall be entitled, to share ratably in the remaining assets of the Corporation.

"The nature and extent of the preferences, rights, privileges and restrictions granted to or imposed upon the holders of the Non-Voting Preferred Stock are as follows:

(a) The holders of shares of the Non-Voting Preferred Stock shall not be entitled to vote with respect to such shares.

b) The holders of the Non-Voting Preferred Stock shall be entitled to receive, from funds legally available therefor, a cumulative fixed yearly dividend of Fifty Dollars (\$50) per share, payable quarterly on the first day of February, May, August and November in each year (commencing November 1, 1981), before any dividend shall be set apart or paid on any of the common stock. Dividends will accrue from the most recent date to which dividends have been paid or, if no dividends have been paid, from August 2, 1981. No dividends shall, at any time, be paid on any of the common stock, until (i) all cumulative dividends on the Non-Voting Preferred Stock payable through the most recent Non-Voting Preferred Stock dividend payment date shall have been paid, and (ii) the Corporation shall have redeemed and cancelled the number of shares of Non-Voting Preferred Stock required by subsection (c) of this Article Sixth.

c) In the event of any liquidation, dissolution or winding-up, whether voluntary or involuntary, of the Corporation (after payment of the debts and other liabilities of the Corporation), the holders of the Non-Voting Preferred Stock shall be entitled to be paid One Thousand Dollars (\$1,000) per share and any unpaid dividends accrued thereon before any amount shall be paid to holders of the common stock.

d) Commencing on February 1, 1983, and on each February 1 thereafter until all shares of Non-Voting Preferred Stock shall have been redeemed, the Corporation shall redeem, on a pro-rata basis, and cancel 145 shares of the Non-Voting Preferred Stock, by paying to the respective holders thereof a sum equal to One Thousand Dollars (\$1,000) per share of the stock to be so redeemed and cancelled, together with any unpaid accrued dividends thereon. Payment may be made by check mailed to the holders at their last known address as shown by the corporate records. The Corporation's obligation to redeem shares of the Non-Voting Preferred Stock pursuant to this subsection (d) shall be cumulative. The number of shares of the Non-Voting Preferred Stock required to be redeemed pursuant to this subsection (d) may be reduced (at the option of the Corporation) by the number of such shares redeemed other than pursuant to this subsection (d).

e) The Corporation may, at any time and from time to time, from funds legally available therefor, redeem and cancel any or all of the outstanding Non-Voting Preferred Stock, upon ten (10) days' written notice to the holder or holders of the Non-Voting Preferred Stock (at their last known address as shown by the corporate records) to be so redeemed and cancelled, in such manner and amounts as the Board of Directors may determine, by paying to the respective holders of such stock a sum equal to One Thousand Dollars (\$1,000) per share of the stock to be so redeemed and cancelled, together with any unpaid accrued dividends thereon. Payment may be made by check mailed to such holders at their last known address as shown by the corporate records.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on August , 1981 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment to the Charter was advisable and directing that it be submitted to the shareholders for action thereon.

THIRD: In accordance with Maryland General Corporation Law, each stockholder of the Corporation, whether or not entitled to vote on the foregoing amendment to the Charter, adopted and approved such amendment pursuant to a Unanimous Written Consent of Stockholders dated August 31, 1981.

IN WITNESS WHEREOF, CANNON SHOE COMPANY has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on August 31, 1981.

[SEAL]

CANNON SHOE COMPANY

By *Bennett S. Rubin*  
Bennett S. Rubin,  
President

Attest:

*Sally H. Nims*  
Sally H. Nims,  
Secretary



ARTICLES OF AMENDMENT  
OF  
CANNON SHOE COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland September 2, 1981 at 12:00 o'clock noon M. as in conformity  
with law and ordered recorded.

16

Recorded in Liber 2537, folio 60760 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.

RLB



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 120000

JUN 8 11 27 AM '83

LIBER 32 FOLIO 356

LAND Incorporation  
VAUGHN J. BAKER, CLERK

356  
32

POTOMAC SYMPHONY ASSOCIATION, INC.  
Received For Record June 8, 1983 at 11:27 o'clock am liber 32

ARTICLES OF VOLUNTARY DISSOLUTION  
Received For Record June 8, 1983 at 11:27 o'clock am liber

Potomac Symphony Association, Inc., a Maryland corporation, ~~xxxxxxx~~

having its principal office in Hagerstown, Maryland 21740,

(hereinafter referred to as "Corporation"), June 8, 1983 A rf. 2854 hereby certifies to

the State Department of Assessments and Taxation of Maryland 5.00

that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinafter set forth and the post office address of the principal office of the Corporation is P.O. Box 1176, 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 is:

Roland G. Hebb  
110 Paramount Terrace  
Hagerstown, Maryland 21740

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

Roland G. Hebb  
110 Paramount Terrace  
Hagerstown, Maryland 21740

Henrietta Lyle  
4 East Antietam Street  
Hagerstown, Maryland 21740

Robert E. Ernst  
122-128 West Washington Street  
Hagerstown, Maryland 21740

Vincent Groh  
51 Tammany Lane  
Williamsport, Maryland 21795

Arthur Schneider  
218 North Potomac Street  
Hagerstown, Maryland 21740

Mrs. Lionel D. Thompson  
402 Meadowbrook Drive  
Hagerstown, Maryland 21740

Dale F. Zimmerman  
Potomac Edison Company  
Downsville Pike  
Hagerstown, Maryland 21740

1982 DEC 28 A 11:40

Chauncey Kelley  
Fox Ridge Farm  
Route #1, Box 21  
Strausburg, Virginia 22657

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

Roland G. Hebb, President, 110 Paramount Terrace, Hagerstown, Maryland 21740

Mrs. Lionel D. Thompson, Vice-President, 402 Meadowbrook Drive, Hagerstown, Maryland 21740

Henrietta Lyle, Secretary, 4 East Antietam Street, Hagerstown, Maryland 21740

Dale F. Zimmerman, Treasurer, Potomac Edison Company, Downsville Pike, 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 formal 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 members of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous formal action of and duly executed by all members of the Corporation, duly approved by the members 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 the said Certificates.

IN WITNESS WHEREOF, Potomac Symphony Association, Inc., 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 4th day of August, 1982, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Potomac Symphony Association, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

POTOMAC SYMPHONY ASSOCIATION, INC.

Henrietta Lyle  
Henrietta Lyle, Secretary

BY:

Roland G. Hebb  
Roland G. Hebb, President



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

POTOMAC SYMPHONY ASSOCIATION, INC.  
have been paid.

WITNESS my hand and official seal this  
Twenty-fourth      day of      August      A.D. 1982.

  
Deputy Comptroller

ARTICLES OF DISSOLUTION  
OF  
POTOMAC SYMPHONY ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 28, 1982 at 11:40 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2569, folio 1283 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.

*D. W. [Signature]*

\_\_\_\_\_



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 136019

JUN 8 11 27 AM '83

8306882

LIBER 32 folio 372  
Incorporation  
LAND [ ] [ ]  
VAUGHN J. BAKER, CLERK

Received For Record June 9, 1983 at 11:28 o'clock am liber 32  
THE AMERICAN HERITAGE CHRISTIAN FOUNDATION, INC.

ARTICLES OF INCORPORATION

WM-8-83A# 12865 \*\*\*\*\*3.00

FIRST: The undersigned, PAUL A. LEHMAN, of 2508 North Valley Drive, Hagerstown, Maryland 21740, being over the age of eighteen (18), and resident in the State of Maryland, does associate himself for the purpose of organizing and incorporating THE AMERICAN HERITAGE CHRISTIAN FOUNDATION, INC.

SECOND: The name of the corporation, which shall hereafter be referred to as the Corporation, shall be:

THE AMERICAN HERITAGE CHRISTIAN FOUNDATION, INC.

Said Corporation being incorporated under the general laws of the State of Maryland, authorizing religious not for profit corporations.

THIRD: The Corporation is organized for the purpose to continue the promulgation of the Gospel of our Lord and Saviour Jesus Christ, and

A. To promote the Christian way of life by act and deed through the ministry of good works;

B. To make available to whomsoever from its resources the basic human needs for food, clothing and shelter;

C. To provide fundamental training and counseling to assist whomsoever in obtaining gainful employment;

D. To counsel and make available support to whomsoever, the fundamental doctrines of Christianity with regard to the family unit;

E. To provide learning centers and educational programs for the young and elderly alike;

F. To set apart for the ministry and the Corporate purposes, Chaplains and ordain and license same as they are called and set apart for this ministry.

The Corporation shall do all such acts as are necessary or convenient to attain the purposes of the Corporation, to the same extent as any natural person could or might do, and as are not forbidden by law, these Articles of Incorporation, or the By-Laws

of the Corporation. The Corporation shall possess, exercise and enjoy all the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the general laws of the State of Maryland, and the foregoing enumerated powers shall be in addition to and not in limitation of the powers granted to religious corporations by the laws of the State of Maryland.

FOURTH: The name and address of the resident agent is Robert T. Wilson, Mousetown Road, Route 3, Box 390, Boonsboro, Washington County, Maryland 21713, who actually resides thereat.

FIFTH: The Principal place of business of the Corporation shall be 2508 North Valley Drive, Hagerstown, Maryland 21740.

SIXTH: The business of the Corporation shall be carried on by a Board of Directors and shall constitute the governmental authority of the Corporation, which Board of Directors shall be Twelve in number, Jesus Christ being the Twelfth, seated ex officio because He is the Head of the Church, the remaining eleven shall be appointed by the membership of the Corporation. PAUL A. LEHMAN shall serve as Director until such time as the Directors have been appointed and qualified.

SEVENTH: The Corporation is a "not for profit" charitable corporation and shall not issue stock.

EIGHT: The existence of the Corporation shall be perpetual.

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

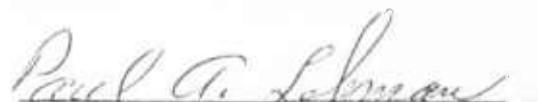
TENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

-3-

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 political 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 Revenue Law).

ELEVENTH: 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 corresponding provision of any future United States 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, I have signed my hand and seal this 17 day of November, 1982.

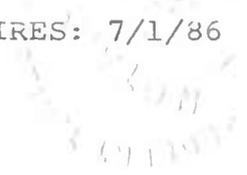
  
PAUL A. LEHMAN

I hereby certify that on this 22<sup>nd</sup> day of November, 1982,  
 before me, the subscriber, a Notary Public in and for the State  
 of Maryland, County of Washington, personally appeared PAUL A.  
 LEHMAN and acknowledged the foregoing Articles of Incorporation  
 to be his act and deed.



NOTARY PUBLIC Robert T. Wilson

MY COMMISSION EXPIRES: 7/1/86



ARTICLES OF INCORPORATION

OF

THE AMERICAN HERITAGE CHRISTIAN FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 29, 1982 at 9:49 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2563, folio 3116, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 8 11 28 AM '83  
*emcorporation*  
LIBER 32 FOLIO 377

A 134267  
8305268

377  
32

Received For Record June 9, 1983 at 11:28 o'clock am liber 32

## ARTICLES OF INCORPORATION

A Close Corporation

of

Jamie Lou Coal Co., Inc.

-8-83A# 12867 \*\*\*\*\*5.0

THIS IS TO CERTIFY:

That the subscriber, Tracy Ann Koch, being of full legal age, does under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations, intend the forming of a close corporation.

## ARTICLE I - NAME

The name of the Corporation (which is hereafter called the Corporation) is: Jamie Lou Coal Co., Inc.

## ARTICLE II - PURPOSE

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

(1) To do any legal act authorized by the General Corporate Laws of Maryland, without limitation, necessary to accomplish the general purposes of the corporation.

(2) To engage in any other business authorized by the General Corporate Laws for the State of Maryland.

## ARTICLE III - ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of Maryland will be maintained at 165 Summit Avenue, Hagerstown, Maryland, as well as the present post office address. The resident agent of the Corporation is Tracy Ann Koch, whose post office address is 165 Summit Avenue, Hagerstown, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

## ARTICLE IV - STATUS OF CORPORATION

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

## ARTICLE V - DIRECTORS

The Corporation shall have two Directors, Linda Ann Parisi and Tracy Ann Koch, and they shall act as such until the first annual meeting or until their successor is duly chosen and qualified.

## ARTICLE VI - CAPITAL STOCK

The total amount of the authorized stock of the Corporation is One Hundred shares of common stock of 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 Thousand Dollars (\$1,000.00).

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, of par value of Ten Dollars (\$10.00) for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, after first obtaining the unanimous approval of all stockholders of the Corporation.

## ARTICLE VII - AMENDMENT

The Corporation upon unanimous approval of the stockholders reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.



ARTICLES OF INCORPORATION  
OF  
JAMIE LOU COAL CO., INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland November 30, 1982 at 2:04 o'clock p. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2564, folio 00800, 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.

D. W. Hill



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 8 11 28 AM '83  
LIBER 32 FOLIO 382  
Incorporation  
LAND

582  
58

Received For Record June 8, 1983 at 11:28 oclock am liber 32

ARTICLES OF INCORPORATION  
LONGMEADOW MOTOR COMPANY

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 81 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland. \*\*\*\*\*5.00

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Longmeadow Motor Company.

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

1. To assemble, repair, purchase, exhibit, demonstrate, sell, let and deal in automobiles, motor trucks, trailers, motorcycles, motor boats, and all kinds of vehicles, machines and contrivances for the transfer, carriage or transportation of goods, passengers, or mails whether propelled by gas, electricity, steam or other power; motors, engines, chassis, bodies, tires, lighting and starting systems, and all parts, accessories, and supplies for motor vehicles and boats of all kinds, and to engage in any other lawful purpose and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

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

843 V E-100 7811

such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 570 Northern Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in Maryland is Richard L. Alton, Marsh Pike, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of stock of all classes which the Corporation has the authority to issue is Ten Thousand (10,000) shares having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars comprised of Five Thousand (5,000) shares of Class A common stock with a par value of Ten (\$10.00) Dollars per share with voting rights; and Five Thousand (5,000) shares of Class B common stock with a par value of Ten (\$10.00) Dollars per share without voting rights.

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:

Richard L. Alton  
James H. Barnhart  
Kermit G. Hicks

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 2nd day of December, 1982.

WITNESS:

  
Lynn F. Meyers

ARTICLES OF INCORPORATION  
OF  
LONGMEADOW MOTOR COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 3, 1982 at 8:48 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2564, folio 03292, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 134626

JUN 8 11 28 AM '83

830559

LIBER 32 FOLIO 386  
*[Handwritten Signature]*  
LAND    
VAUGHN J. BAKER, CLERK

386  
32

Received For Record June 8, 1983 at 11:28 o'clock am liber 32  
M-D-83A 12869 \*\*\*\*\*5.00

BIRTHRIGHT OF WASHINGTON COUNTY, INC.

A R T I C L E S O F I N C O R P O R A T I O N

FIRST: We the undersigned:

- Daniel E. Godbehere - 1734 Edgewood Hill Circle Apt. 2  
Hagerstown, Maryland 21740
- Beverly A. Godbehere - 1734 Edgewood Hill Circle Apt. 2  
Hagerstown, Maryland 21740
- Julie Ryan - 115 Potomac Street  
Boonsboro, Maryland 21713
- Bernice Miller - 67 Manor Drive Apt. 104  
Hagerstown, Maryland 21740

1982 DEC 13 A 9:48

all being at least twenty-one years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation), is: BIRTHRIGHT OF WASHINGTON COUNTY, INC.

THIRD: Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

In furtherance of those purposes, said Corporation is organized to operate as a non-sectarian organization to be known as Birthright of Washington County, Inc., whose creed is "to uphold at all times, that any pregnant girl or woman has the right to whatever help she may need to carry her child to birth, and to foster respect for human life at all stages of development."

To operate a crisis center where any woman, distressed by an unwanted pregnancy, can "find help as near as the nearest telephone."

To provide sympathy and emotional support to a woman who is distressed by an unwanted pregnancy.

To act as a referral service and to put these women in touch with the appropriate community service organization and other groups which can provide financial and material aid.

To seek private, public, business, and foundation funds and other monies to support the activities and purpose of this Corporation.

To do and engage in any kind and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes and to have and exercise all other powers and authority now or hereafter conferred upon

corporations not organized for profit under the laws of the State of Maryland.

To have offices and promote and carry on its objectives and purposes within or without the State of Maryland, in other states, and the territories or possessions of the United States.

To support research, investigations, studies, seminars, discussions, the preparation of reports, and the furnishing of goods and services or advice, or any of the foregoing, to be published or made available to the extent practicable, to the general public or to appropriate agencies or officials of Government with a view to broadening the public's understanding of the need to assist and aid women with unwanted pregnancies to find the help they need to carry their children to birth.

PROVIDED, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

1. This corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), contributions to which are deductible for federal income tax purposes.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 179(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

3. This Corporation shall never be operated for the purpose of carrying on a trade or business for profit. Neither the whole nor any part or portion of the assets or net earnings of this Corporation shall be used, nor shall this Corporation ever be organized or operated, for purposes other than those purposes enumerated in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

4. Neither the whole nor part or portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among, members, directors, trustees, or officers of the Corporation or other private persons.

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

PROVIDED, FURTHER, that any reference made in this Certificate of Incorporation to any provision of the Internal Revenue Code of 1954 shall be deemed to mean such provisions as now or hereafter exist, as amended supplemented, or superseded, as the case may be.

FOURTH: The post office address and street address of the principal office of the Corporation in Washington County is: Room 212, Professional Arts Building, Public Square, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Washington County is: Daniel E. Godbehere, 1734 Edgewood Hill Circle, Apt. 2, Hagerstown, Maryland 21740. Said resident is a citizen of Maryland and resides therein.

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

SIXTH: The number of directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3), and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen

and qualified are:

- |                      |   |
|----------------------|---|
| Daniel E. Godbehere  | - 1734 Edgewood Hill Circle, Apt. 2<br>Hagerstown, Maryland 21740 |
| Beverly A. Godbehere | - 1734 Edgewood Hill Circle, Apt. 2<br>Hagerstown, Maryland 21740 |
| Julie Ryan           | - 115 Potomac Street<br>Boonsboro, Maryland 21713                 |
| Bernice Miller       | - 67 Manor Drive, Apt. 104<br>Hagerstown, Maryland 21740          |

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, WE have signed these Articles of Incorporation on the 10 day of December, 1982, in the year One Thousand Nine Hundred and Eighty-Two.

WITNESSES:

J. Ann Pickett

Daniel E. Godbehere

J. Ann Pickett

Beverly A. Godbehere

J. Ann Pickett

Julie Ryan

J. Ann Pickett

Bernice E. Miller

STATE OF MARYLAND )  
WASHINGTON COUNTY ) SS:

I HEREBY CERTIFY That on this 10 day of December, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Daniel E Godbehere, Beverly A Godbehere, Julie Ryan and Bernice Miller, and they severally acknowledge the foregoing Articles of Incorporation to be their act.

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

My Commission expires:

7/1/86



ARTICLES OF INCORPORATION  
OF  
BIRTHRIGHT OF WASHINGTON COUNTY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 13, 1982 at 9:48 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2566, 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 \$ \_\_\_\_\_  
5.00

To the clerk of the Circuit Court of Washington County

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

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DEC 13 8 11 28 AM '83  
LIBER 32 FOLIO 390  
incorporation  
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VAUGHN J. BAKER, CLERK

390  
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Received For Record June 8, 1983 at 11:28 o'clock am lbr 32

EAGLE SCHOOL OF TAE KWON DO INC.

ARTICLES OF INCORPORATION

12-8-82 12070 \*\*\*\*\*5.0

FIRST: The undersigned, William R. Earley and Claudette L. Boudreaux, whose post office addresses are 9 Cypress St., Hagerstown, Md. and 19 Broadway, Hagerstown, Md. 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 is:

EAGLE SCHOOL OF TAE KWON DO INC.

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

1. To instruct the Martial Art of Tae Kwon Do.
2. To manufacture, purchase or otherwise acquire and to sell or in any manner dispose of goods, merchandise and other personal property of every kind.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1350 Daul HWY., Hagerstown, Washington County, 21740. The name and post office address of the resident agent in Maryland are Doris A. Earley, 9 Cypress St., Hagerstown, Washington County, 21740.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the by-laws of the Corporation, and the name of the director who shall act until the first meeting or until her successor is duly chosen and qualified is Claudette L. Boudreaux.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on December 10, 1982, and severally acknowledge the same to be our act.

*William R. Earley*  
WILLIAM R. EARLEY

*Claudette L. Boudreaux*  
CLAUDETTE L. BOUDREAU

ARTICLES OF INCORPORATION  
OF  
EAGLE SCHOOL OF TAE KWON DO INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 13, 1982 at 10:14 o'clock A. M. as in conformity  
with law and ordered recorded.

2

Recorded in Liber 2565, folio 3639, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A 135029**

JUN 8 11 28 AM '83

8306013

LIBER 32 FOLIO 396

*incorporation*  
LAND    
VAUGHN J. BAKER, CLERK

396  
32

Received For Record June 8, 1983 at 11:28 o'clock am liber 32

JEANNE'S CONFECTIONARY, INC.

-8-83A# 12871 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

FIRST: I, John R. House, whose post office address is P.O. Box 306, 2 East Potomac Street, Williamsport, Maryland 21795, 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:

JEANNE'S CONFECTIONARY, INC.

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

1. To own and operate a confectionary 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 306, 2 East Potomac Street, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation is John R. House, P.O. Box 306, 2 East Potomac Street, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of 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);
2. If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of

12 MAY 15 AM 12

Directors may be less than three (3), but not less than the number of Stockholders.

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

John R. House  
P.O. Box 306  
2 East Potomac Street  
Williamsport, Maryland 21795

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.

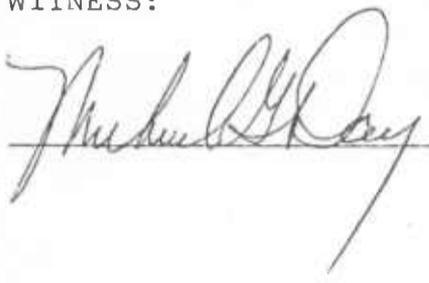
2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

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 30<sup>th</sup> day of Nov., 1982, and I acknowledge the same to be my act.

WITNESS:



(SEAL)  
John R. House

ARTICLES OF INCORPORATION  
OF  
JEANNE'S CONFECTIONARY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 15, 1982 at 10:12 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2566, folio 2204, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 8 11 28 AM '83  
*incorporation*  
LIBER 32 FOLIO 398

**A** 135297  
8306197

THE HAGERSTOWN SURGICAL CLINIC

DRS. CRAIG, MARSH, OAKLEY & SU, P.A.

A 11:00

ARTICLES OF AMENDMENT

Received For Record June 9, 1983 at 11:28 o'clock am liber 32

11-5-83 A# 12272 \*\*\*\*\*5.00

The Hagerstown Surgical Clinic, Drs. Craig, Marsh, Oakley & Su., P.A., a Maryland Professional Service Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article Second as amended:

SECOND: The name of the Corporation is:

The Hagerstown Surgical Clinic  
Drs. Craig, Marsh, Oakley & Su, P.A.

and inserting in lieu thereof the following:

The Hagerstown Surgical Clinic  
Drs. Craig, Marsh & Oakley, P.A.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held November 1, 1982 adopted a Resolution in which was set forth the foregoing amendment to the Charter declaring that said amendment was advisable and directing that it be submitted for action thereon at the Special Meeting of the Stockholders of the Corporation to be held November 2, 1982.

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

thereon. The amendment of the Charter of the Corporation as set forth above was approved by the Stockholders of the Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED, President of The Hagerstown Surgical Clinic, Drs. Craig, Marsh, Oakley & Su, P.A., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature  
and Corporate Seal:

THE HAGERSTOWN SURGICAL CLINIC  
DRS. CRAIG, MARSH, OAKLEY & SU, P.A.

*John N. Marsh*  
Secretary

By *Thomas V. Craig*  
President

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

I HEREBY CERTIFY, that on this *2nd* day of *November*, A.D., 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared *Thomas V. Craig*, President of The Hagerstown Surgical Clinic, Drs. Marsh, Craig, Oakley & Su, P.A., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due

form of law that the matters and facts set forth in said  
Articles of Amendment with respect to the approval thereof are  
true to the best of his knowledge.

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

Diane Lee Rowe  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF AMENDMENT

OF

THE HAGERSTOWN SURGICAL CLINIC, DRs. CRAIG, MARSH, OAKLEY & SU, P.A.

Changing its name to:

THE HAGERSTOWN SURGICAL CLINIC DRs. CRAIG, MARSH & OAKLEY, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 16, 1982 at 11:09 o'clock A. M. as in conformity with law and ordered recorded.

*4*

Recorded in Liber *2566*, folio *2388*, 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.

*D. W. [Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 135332

JUN 8 11 28 AM '83

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Received For Record June 8, 1983 at 11:28 oc'lcok am liber 32

ARTICLES OF INCORPORATION ~~\_\_\_\_\_~~

OF

CHIA-CHUEN SU, M.D., P.A. ~~\_\_\_\_\_~~ 12873 \*\*\*\*\*5.00

The undersigned subscriber to these Articles of Incorporation, a natural person of at least eighteen (18) years of age, hereby presents these Articles of Incorporation for the formation of a corporation under the Professional Service Corporation Act, and other laws, of the State of Maryland.

ARTICLE I

Name

The name of the Corporation is: CHIA-CHUEN SU, M.D., P.A.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business and rendering the same professional services to the public that a Doctor of Medicine, duly licensed under the laws of the State of Maryland, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Maryland to practice as a Doctor of Medicine therein.

To invest funds of this corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of

REC 17 A 9 19

the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or object of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and, it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

### ARTICLE III

#### Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue is ten thousand (10,000) shares of Common Stock having a par value of ten cents (\$.10) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice as a Doctor of Medicine in the State of Maryland.

### ARTICLE IV

#### Term of Existence

This corporation is to exist perpetually.

### ARTICLE V

#### Principal Office and Resident Agent

The post office address of the principal office of this corporation is: 201 S. Cleveland Avenue, Suite 209, Hagerstown, Maryland 21740. The Board of Directors may from time to time

move the principal office to any other address in the State of Maryland. The resident agent of the corporation is: Chia-Chuen Su, M.D., whose address is: 9 Spring Creek Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE VI

Directors

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

Initial Directors

The name and post office address of the member of the first Board of Directors is:

Chia-Chuen Su, M.D.  
9 Spring Creek Road  
Hagerstown, Maryland 21740

ARTICLE VIII

Subscriber

The name and post office address of the subscriber of the Common Stock, who is a Doctor of Medicine, duly licensed under the laws of the State of Maryland, to render services as such, the number of shares of stock he agrees to take, and the value of the consideration therefor, is:

<u>Name and Address</u>	<u>No. of Shares</u>	<u>Consideration</u>
Chia-Chuen Su, M.D. 9 Spring Creek Road Hagerstown, Maryland 21740	1,000	\$100.00

ARTICLE IXVoting Trusts

No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XContracts

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm, or corporation shall be affected by the fact that any director of this corporation is in any way connected with such person, firm, or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be interested, provided that such director complies with the prerequisites of Section 2-419 of the Annotated Code of Maryland.

ARTICLE XIRemoval of Directors

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

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ARTICLE XIIAdditional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Maryland and of the purpose and objects hereinabove stated, this corporation shall have all and singular the following powers:

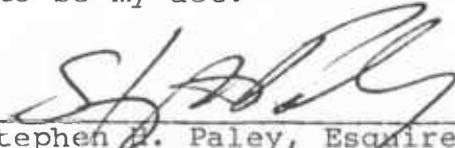
This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm, or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the Common Stock of this corporation any pre-emptive right to issues of any type of stock of this corporation, and no stockholder shall have any pre-emptive right to subscribe to any such stock.

ARTICLE XIIIAmendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation, this 16<sup>th</sup> day of December, 1982, and I acknowledge the same to be my act.

  
 Stephen W. Paley, Esquire  
 5530 Wisconsin Avenue, Suite 1440  
 Chevy Chase, Maryland 20815

ARTICLES OF INCORPORATION  
OF  
CHIA-CHUEN SU, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 17, 1982 at 9:19 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2569, folio 6 0073, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 135819

JUN 8 11 28 AM '83  
LIBER 32 FOLIO 409  
LAND Incorporation

8306366



FOURTH: The terms and conditions of the transaction 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 its incorporation. The manner of approval was as follows:

(a) By written consent dated December 15, 1982, signed by all of the Directors of EWING and filed with the minutes of the proceedings of the Board of Directors of EWING, the Board of Directors of EWING adopted a resolution which provided that EWING shall merge HESSE into itself on substantially the terms and conditions set forth or referred to in the resolution.

(b) By written consent date Dec. 15, 1982, signed by all the Directors of HESSE and by an employee of EWING duly empowered to act on behalf of EWING in its capacity as holder of all of the outstanding stock of HESSE and filed with the minutes of proceedings of the Board of Directors and stockholders of HESSE, the Board of Directors and sole stockholder of HESSE adopted a resolution which provided that HESSE shall be merged with and into EWING on substantially the terms and conditions set forth or referred to in the resolution.

FIFTH: No amendment to the Charter of EWING is to be effected as part of the merger.

SIXTH: The total number of shares of stock of all classes which EWING has authority to issue is 1,000 shares, all of which are of a single class of Common Stock (par value \$100.00 per share). The aggregate par value of all the shares of stock of all classes of EWING is \$100,000. The total number of shares of stock of all classes which HESSE has authority to issue is 10,000 shares, all of which are of a single class of Common Stock (par value \$10.00 per share). The aggregate par value of all the shares of stock of HESSE is \$100,000.

SEVENTH: The merger does not increase the authorized stock of EWING.

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation, for other consideration and the treatment of any issued stock of the merging corporations not to be converted or exchanged are as follows:

(a) Each issued and outstanding share of the Common Stock of EWING on the effective date shall continue to be, without change, an issued and outstanding share of Common Stock of EWING.

(b) Each issued and outstanding share of Common Stock of HESSE on the effective date of the merger, shall upon

such effectiveness and without further act, be cancelled and each certificate theretofore representing shares of such cancelled stock shall become void.

NINTH: The merger shall become effective upon the filing in the office of the Maryland State Department of Assessments and Taxation, Articles of Merger relating to the transaction set forth herein.

IN WITNESS WHEREOF, EWING OIL CO., INC. and H. A. HESSE, INC. have caused these presents to be signed in their respective names and on their respective behalves by their respective president and witnessed by their respective secretary as of DECEMBER 15, 1982.

WITNESS:

EWING OIL CO., INC.  
(a Maryland corporation)

Virginia Bowen, Sec.  
Secretary

By Caleb C. Ewing, Jr.  
President

WITNESS:

H. A. HESSE, INC.  
(a Maryland corporation)Virginia E Bowen, Sec.  
SecretaryBy Caleb C. Ewing, Jr.  
Caleb C. Ewing, Jr.  
President

THE UNDERSIGNED, President of Ewing Oil Co., Inc. who executed on behalf of the 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 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.

Caleb C. Ewing, Jr.  
Caleb C. Ewing, Jr., President

THE UNDERSIGNED, President of H. A. Hesse, Inc. who executed on behalf of the 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 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.

Caleb C. Ewing, Jr.  
Caleb C. Ewing, Jr.,  
President

ARTICLES OF MERGER

MERGING

H. A. HESSE, INC. (MD. CORP)

INTO

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

approved and received for record by the State Department of Assessments and Taxation of Maryland December 20, 1982 at 12:15 o'clock A M. as in conformity with law and ordered recorded.

10

Recorded in Liber 2569, folio 1151, 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 office  
\$ 24.00

5.00

\_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

[Signature]



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 135997

JUN 8 11 28 AM '83

LIBER 32 FOLIO 413  
Incorporation  
LAND   8806437  
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

Received For Record June 8, 1983 at 11:28 o'clock am liber 32

FIRST: I, JACK EDWARD BLOMQUIST, whose post office address is 3 North Court Street, Frederick, Maryland 21701 being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is: ~~INCORPORATED~~ -8-83 A# 12875 \*\*\*\*\*5.00

CARETTI'S F. AND B. PIZZA, INC.

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

(1) to provide and sell pizza and other food and beverages to the general public; 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 420 Mechanic Street, Hagerstown, Maryland 21740. The name and pose office address of the Resident Agent of the Corporation in this State is Frank Caretti. Said Resident Agent is an individual actually residing in this State, at the above address.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, with \$1.00 par value.

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

Jack Edward Blomquist  
Frank Caretti  
Benny Iannuzzi

1983 JUN 21 A 458

SEVENTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

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

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, enterprise, partnership, joint venture or trust, against expenses, (including attorneys' fees) actually and reasonable incurred by him in connection with the defense or settlement of such

action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction, in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expense which such court shall deem proper.

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of December, 1952, and I acknowledge the same to be my act.

WITNESS:

Anna F. Kent

Jack Edward Blomquist

ARTICLES OF INCORPORATION  
OF  
CARETTI'S F. AND B. PIZZA, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 21, 1982 at 9:58 o'clock A. M. as in conformity  
with law and ordered recorded.

5

Recorded in Liber 2567, folio 1463 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 8 11 28 AM '83

LIBER 32 TO 10 419  
LAND    
VAUGHN J. BAKER, CLERK

A 135559

8306519

419  
32



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 20<sup>th</sup> day of December, 1982, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Stetson

Eric L. Smith  
Eric L. Smith

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

I HEREBY CERTIFY, That on this 20<sup>th</sup> day of December, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Eric L. Smith and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Eunice C. Stetson  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION

OF

FLOSS WHEEL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 23, 1982 at 9:47 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2567, folio 2171, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

424  
32

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.

*D. W. [Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 135635

8306696

JUN 8 11 28 AM '83  
LIBER 32 FOLIO 424  
Incorporation  
LAND VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

PARADISE AGRICULTURAL PRODUCTS, INC.

Received For Record June 8, 1983 at 11:28 o'clock am Liber 32

FIRST: I, James T. Harp, Jr., whose post office address is 2709 Paradise Church 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 PARADISE AGRICULTURAL PRODUCTS, INC.

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

- (1) To engage in the distribution of agricultural 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 2709 Paradise Church Road, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is James T. Harp, Jr., 2709 Paradise Church 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 of no 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) except that

- (1) If there is not 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: James T. Harp, Jr.

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

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or

more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in 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 22nd day of December, 1982, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

James T. Harp, Jr.  
James T. Harp, Jr.

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

I HEREBY CERTIFY, That on this 22nd day of December, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James T. Harp, Jr. and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
PARADISE AGRICULTURAL PRODUCTS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 23, 1982 at 9:47 o'clock A M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2567, folio 2070, 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

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 135616

JUN 8 11 28 AM '83

LIBER 32 FOLIO 428  
Incorporation  
LAND    
VAUGHN J. BAKER, CLERK

8306713

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*aw*

ARTICLES OF INCORPORATION

FOR DU-0-83A# 12078 \*\*\*\*\*5.00

Received For Record June 8, 1983 at 11:28 o'clock am liber 32  
WILLIAMSPORT MATTRESS AND UPHOLSTERY DISTRIBUTORS, 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 Williamsport Mattress and Upholstery Distributors, 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 as follows:

- (a) Manufacture, assembly and distribution of bedding and upholstered furniture.
- (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.

FIFTH: The post office address of the principal office of the Corporation in this State is 59 East Potomac Street, Williamsport, Maryland 21795. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SEVENTH: 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 at least one share is issued shall be Randall E. Barron.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20<sup>th</sup> day of December, 1982.

WITNESS:

Cynthia E. Fitzgerald

Richard W. Lauricella  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 20<sup>th</sup> day of December, 1982, 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, 1986

Cynthia E. Fitzgerald  
Notary Public

LAW OFFICES RICHARD W. LAURICELLA

ARTICLES OF INCORPORATION

OF

WILLIAMSPORT MATTRESS AND UPHOLSTERY DISTRIBUTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 23, 1982 at 10:14 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2568, folio 3897, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 135804

JUN 8 11 28 AM '83

LIBER 32 FOLIO 432 8306783

*Incorporation*  
LAND    
VAUGHN J. BAKER, CLERK

rb

Received For Record June 8, 1983 at 11:28 o'clock am liber 32

ARTICLES OF INCORPORATION

100 -8-83 A 12879 \*\*\*\*\*5.0

OF

XXXXXXXXXXXXXXXXXXXXXXXXXXXX

CRAIG ENTERPRISES, INC.

(a close corporation under Title 4)

FIRST: The undersigned, Wilfred P. Mowrey, whose post office address is 210 Leppo Road, Westminster, Maryland 21157, 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:

Craig Enterprises, Inc.

THIRD: The Corporation shall be a close Corporation as authorized by Title 4 of the Corporations and Associations Law of Maryland.

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

(a) To engage in the business of general sales, direct and indirect, serving commerce, industry, and individuals.

(b) To do such acts and things and to exercise all and any powers to the same extent as a natural person might or could lawfully do.

REC 27 A 11:32

It is the intention that the foregoing clauses be broadly construed both as to purposes and powers, and generally that the Corporation shall be authorized to exercise and enjoy all other powers and rights granted or conferred upon corporations of this character by the Laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive or as a waiver of any of the powers, rights or privileges granted or conferred by the laws of the State of Maryland, now or hereafter in force.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 114 Greenwood Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent is Larry Craig, 114 Greenwood Drive, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares with a par value of Ten Dollars (\$10.00) per share, all of one class.

SEVENTH: After 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

0433

one (1) Director, whose name is Larry Craig, 114 Greenwood Drive, Hagerstown, Maryland 21740.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the \_\_\_\_\_ day of November, 1982.

Witness

Wilfred P. Mowrey  
Wilfred P. Mowrey

STATE OF MARYLAND, COUNTY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY, that on this 30<sup>th</sup> day of November, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Wilfred P. Mowrey, the within named incorporator, and has acknowledged the foregoing Articles of Incorporation to be his act.

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

[Signature]  
Notary Public

My Commission Expires: 7/1/84

NOTARY  
BALTIMORE

ARTICLES OF INCORPORATION

OF

CRAIG ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 27, 1982 at 11:33 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2569, folio 430, 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.

*D. W. [Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 135879

8306828

drb

JUN 8 11 28 AM '83  
LIBER 32 FOLIO 437  
LAND incorporation  
VAUGHN J. BAKER, CLERK

Received For Record June, 13, 1983 at 10:39 o'clock am liber 32.

113-83A 13232 \*\*\*\*\*50

CERTIFICATE OF Transfer

Clerk of the Circuit Court  
Washington County Courthouse  
Hagerstown, Maryland 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of Transfer have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_  
Dick Rice, Inc. (Md Corp) Transferor

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is \_\_\_\_\_  
Washington Homes, Inc. (Md. corp) Transferee  
Charles County

3) The Articles were accepted for record on December 29, 1982 at 2:42 PM

As Witness my hand and the Official seal of the said Department at Baltimore this 25th day of January, 1982.

A. Margaret Tucker

## DOMESTIC CORPORATIONS

Received For Record June 13, 1983 at 10:39 o'clock am liber 32

STATEMENT OF CHANGE OF THE POST OFFICE ADDRESS OF  
THE RESIDENT AGENT AND OF PRINCIPAL OFFICE

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

13-83 A# 13235 \*\*\*\*\*1.50

13-83 A# 13234 \*\*\*\*\*.50

Pursuant to the provisions of the Annotated Code of Maryland, Section 2-108(c), Corporations and Associations Article, THE CORPORATION TRUST INCORPORATED hereby gives notice to the State Department of Assessments and Taxation:

That the address of THE CORPORATION TRUST INCORPORATED, the resident agent for each of the domestic corporations named in the list attached hereto and made a part hereof, has been changed

FROM: First Maryland Building, 25 South Charles Street,  
Baltimore, Maryland 21201

TO: 32 South Street,  
Baltimore, Maryland 21202

For those domestic corporations on the attached list having an asterisk following their name, THE CORPORATION TRUST INCORPORATED is furnishing only the resident agent, and not the principal office. Therefore, for such corporations, this document is changing only the post office address of the resident agent.

That the principal office of each of such corporations not having their name followed by an asterisk has been changed

FROM: c/o THE CORPORATION TRUST INCORPORATED  
First Maryland Building  
25 South Charles Street  
Baltimore, Maryland 21201

TO: c/o THE CORPORATION TRUST INCORPORATED  
32 South Street,  
Baltimore, Maryland 21202

That the post office address of the principal office of each of said corporations not having their name followed by an asterisk is the same as the post office address of the resident agent.

Written notice of the above change in principal office and/or address of resident agent has been sent to each of the named corporations by THE CORPORATION TRUST INCORPORATED, as resident agent of each of the said corporations.

The change of the post office address of the resident agent and/or of the principal office of each of the corporations named shall become effective upon the date of filing of this certificate in the Office of the State Department of Assessments and Taxation.

Dated: August 13, 1982

THE CORPORATION TRUST INCORPORATED  
(Resident Agent)

By JAMES D. GRIGSBY  
JAMES D. GRIGSBY  
Vice President

WASHINGTON COUNTY

HAGERSTOWN AUTOMOTIVE, INC.

THE HERALD-MAIL COMPANY

HOLIDAY RESTAURANT INC.

LONG MEADOW CINEMA INC.

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

OF

HAGERSTOWN AUTOMOTIVE, INC. etal

received for record August 16, 1982, at 8:30 AM.  
and recorded on Film No. 2570 Frame No. 0094 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 21612 A

Special Fee Paid	\$20.00	.50
Recording Fee Paid	6.00	1.50
	<u>\$26.00</u>	

LIBER 32  
 JUN 13 10 39 AM '83  
 VAUGHN J. FAXER, CLERK  
 442

STATE OF MARYLAND  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD

Received For Record June 13, 1983 at 10:39 o'clock am liber 744  
DRS. BYRD & CAREY, P.A.

## ARTICLES OF AMENDMENT AND RESTATEMENT

RECORDED 13237 \*\*\*\*\*5.50

THIS IS TO CERTIFY THAT:

FIRST: Drs. Byrd & Carey, P.A., a Maryland professional service corporation (the "Corporation"), desires to amend and restate its charter as currently in effect and as hereinafter amended.

SECOND: The following provisions are all the provisions of the charter currently in effect and as hereinafter amended:

FIRST: The undersigned, whose address is 1190 Mt. Aetna Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a Professional Service Corporation under the general laws of the State of Maryland.

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

JACK P. CAREY, M.D., P.A.

THIRD: The purpose for which the Corporation is formed is to engage in every aspect of the practice of medicine. The professional services involved in the Corporation's medical practice may be rendered only through its officers, agents and employees who are duly authorized and licensed to render such professional services in the State of Maryland. The Corporation shall not engage in any business other than the practice of medicine, but may engage in every aspect thereof as may be permitted by law. The Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment. The Corporation may own any and all real or personal property necessary for the rendering of professional services by it.

The Corporation may engage in any activity otherwise permitted by law in connection with the foregoing purpose which is calculated, directly or indirectly, to promote the interests of the Corporation or which shall be conducive to or expedient for the protection or benefit of the Corporation.

FOURTH: The address of the principal office of the Corporation in this State is 1190 Mt. Aetna Road, Hagerstown, Maryland 21740.

FIFTH: The Resident Agent of the Corporation is Jack P. Carey, M.D., whose address is 1190 Mt. Aetna Road, 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 stock which the Corporation has authority to issue is five thousand (5,000) shares, without par value, all of one class.

The Corporation may not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to engage in some aspect of the practice of medicine in this State. No Stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock. If any Stockholder of this Corporation who has been rendering professional service to the public becomes legally disqualified to render such service within the State of Maryland, or is elected to a public office or accepts employment that, pursuant to then existing law, prohibits his continued rendering of such professional service, he shall immediately sever all employment with, and, as hereinafter provided, all financial interest in, this Corporation. No Stockholder of this Corporation may sell, transfer, hypothecate or pledge any of his shares in the Corporation except to the Corporation or to another individual who is eligible to be a Stockholder herein and then only after the proposed sale, transfer, hypothecation or pledge has been first approved by the holders of not less than a majority of the outstanding shares of voting stock of the Corporation, excluding the shares of stock proposed to be sold or transferred; provided, however, nothing contained herein shall prevent the Stockholders of the Corporation from making any other arrangement, either in the Bylaws of the Corporation or by contract, relating to approval of the sale, transfer, hypothecation or pledge of shares in the Corporation to an eligible Stockholder herein. Whenever all Stockholders of

this Corporation cease at any one time and for any reason to be licensed, certified or registered in some aspect of the practice of medicine, the Corporation thereupon shall be deemed to be converted into, and shall operate henceforth solely as, an ordinary business corporation of the State of Maryland.

SEVENTH: Within one hundred twenty (120) days following the date of death of a Stockholder, or his disqualification as hereinbefore provided to own shares in the Corporation, or the sale, transfer, hypothecation or pledge of any shares by a Stockholder contrary to the provisions hereof, or the levying of an execution upon any such shares, all of the shares theretofore owned by such stockholder shall be transferred to, and acquired by, the Corporation or persons (approved as provided in Article SIXTH hereof) qualified to own the shares. If no other provision to accomplish this transfer and acquisition is in effect and carried out within this period, the Corporation thereafter shall purchase and redeem all of the shares of stock of such Stockholder at book value, determined as of the end of the month immediately preceding death or disqualification. The book value shall be determined from the books and records of the Corporation in accordance with the regular methods of accounting used by the Corporation for the purpose of determining net taxable income for federal income tax purposes; and no subsequent adjustment of this income, whether by the Corporation itself, by federal income tax audit made and agreed to, or by a court decision which has become final, shall alter the redemption price. Nothing contained in this Article SEVENTH shall prevent the stockholders of the Corporation from making any other arrangement, either in the Bylaws of the Corporation or by contract, to transfer the shares of the deceased or disqualified stockholder to the Corporation or to persons qualified to own the shares, whether made before or after the death or disqualification of the Stockholder, provided that within the one hundred twenty (120) day period herein specified all the stock involved shall have been so transferred.

EIGHTH: The Corporation shall have a Board of one (1) Director. The number of Directors may be increased or decreased in accordance with the

Bylaws of the Corporation, but shall never be less than one (1). The names of the Director who shall serve as such until the first annual meeting of the Stockholders and until his successor is duly elected and qualifies is:

Jack P. Carey, M.D.

NINTH: In carrying on its business or for the purpose of attaining or furthering its purpose, the Corporation shall have all of the rights, powers and privileges granted to Professional Service Corporations by the laws of the State of Maryland and the power to do any and all acts and things which a natural person or partnership could do and which may now or hereafter be authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by law, the powers of the Corporation and of the Directors and Stockholders shall include the following:

(a) 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.

(b) Except as otherwise provided in this Charter or by the Bylaws of the Corporation, as from time to time amended, the business of the Corporation shall be managed under the direction of its Board of Directors, which shall have and may exercise all the powers of the Corporation except such as are by law or this Charter or the Bylaws conferred upon or reserved to the Stockholders. Additionally, the Board of Directors of the Corporation is hereby specifically authorized and empowered from time to time in its discretion:

(1) To authorize the issuance or sale from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration

as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation, this Charter, or the laws of the State of Maryland;

(2) By articles supplementary to this Charter, to classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

TENTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

ELEVENTH: The Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful, on the merits or otherwise, in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served either 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 Bylaws may otherwise provide, no other indemnification shall be provided for any officer or Director or for any employee or agent of the Corporation or of any predecessor of the Corporation or any other entity.

THIRD: 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 an amendment to and restatement of the Articles of Incorporation of the Corporation was advisable and directing that the proposed amendment and restatement be submitted for consideration by the Stockholders of the Corporation.

FOURTH: A consent in writing, setting forth approval of the amendment to and restatement of the Articles of Incorporation of the Corporation as so proposed, was signed by all Stockholders of the Corporation entitled to vote thereon, and such consent is filed with the records of Stockholder meetings of the Corporation.

FIFTH: The amendment to and restatement of the Articles of Incorporation of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation as required by law.

SIXTH: The current address of the principal office of the Corporation is as set forth in Article FOURTH of the foregoing amendment and restatement of charter.

SEVENTH: The name and address of the Corporation's current Resident Agent is as set forth in Article FIFTH of the foregoing amendment and restatement of charter.

EIGHTH: The number of directors of the Corporation and the names of those currently in office are as set forth in Article EIGHTH of the foregoing amendment and restatement of charter.

NINTH: The undersigned President acknowledges these Articles of Amendment and Restatement to be the corporate act of said corporation and with respect to all matters and facts otherwise required to be verified under oath, the undersigned President acknowledges that to the best of his knowledge, information and belief, such matters and facts are true in all material respects and such statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and attested to by its Secretary on this 23 day of January, 1983.

ATTEST:

DRS. BYRD & CAREY, P.A.

Harry P. K. Sr.  
Secretary

By: Jack P. Carey  
Jack P. Carey, M.D., President

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

DRS. BYRD & CAREY, P.A.

Changing its name to:

JACK P. CAREY, M. D., P. A.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 26, 1983 7 at 3:28 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2576 folio 00006, 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 \$ 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.

[Handwritten signature]



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 137297

JUN 13 10 39 AM '83 8308669

LIBER 32 444 Incorporation VAUGHN J. BAKER, CLERK

*JW*

ARTICLES OF INCORPORATION

FOR

BIG TEE OF SMITHSBURG, INC. 17-83A# 13238 \*\*\*\*\*5.00

(A Close Corporation)

Received For Record June 13, 1983 at 10:39 o'clock pm liber 32

THIS IS TO CERTIFY:

FIRST: That, I, Jeffery Kerns, whose post office address is 209 Della Lane, Boonsboro, Maryland 21713, 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 Big Tee of Smithsburg, 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 as follows:

(a) To engage in food and beverage sales.

(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 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 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.

FIFTH: The post office address of the principal office of the Corporation in this State is 209 Della Lane, Boonsboro, Maryland 21713. The resident agent of the Corporation is Jeffery Kerns, whose post office address is 209 Della Lane, Boonsboro, Maryland 21713. 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 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.

SEVENTH: 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 at least one share is issued shall be Jeffery Kerns.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24<sup>th</sup> day of January, 1983.

WITNESS:

Cynthia Fitzgerald

Jeffery Kerns  
Jeffery Kerns

LAW OFFICES RICHARD W. LAURICELLA

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 24<sup>th</sup> day of January, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jeffery Kerns, who did acknowledge the foregoing to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

*Cynthia Fitzgerald*  
Notary Public

My Commission Expires:  
July 1, 1986

LAW OFFICES RICHARD W. LAURICELLA

ARTICLES OF INCORPORATION  
OF  
BIG TEE OF SMITHSBURG, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 25, 1983 6 at 10:26 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2575, folio 02197, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 137265

8308507

JUN 13 10 39 AM '83  
LIBER 32 FOLIO 451  
LAND    
VAUGHN L. BAKER, CLERK

Received For Record June 13, 1983 at 10:39 o'clock am liber 32

JOHN JUNG, INC.  
ARTICLES OF INCORPORATION

13-83A# 13239 \*\*\*\*\*5.0

THIS IS TO CERTIFY:

FIRST: I, Robert E. Kuczynski, whose post office address is Kuczynski Building, 55 N. Jonathan Street, Hagerstown, Maryland, 21740; and being over eighteen (18) year 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 John Jung, Inc.

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

1. To engage in the on or off sale dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise, acquire restaurants and taverns, and to own, hold, lease, rent or sell such business or businesses.
2. To buy and sell, wholesale or retail, any and every type of beverage, alcoholic or non-alcoholic, in bottle, cans, kegs, or containers of every kind or description.
3. To bottle, package, blend or otherwise process and manufacture beverages of every kind and description.
4. To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions and to generally deal in groceries and grocery products.

FOURTH: The post office address of the principal office of the Corporation in this State is 101 West Franklin Street, Hagerstown,

Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Gerald M. Butts, 1724 Garden Lane, Apartment 3, 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, at the par value of Ten (\$10.00) Dollars a share, all of one class and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be Three (3), which numbers 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 qualify are: Gerald M. Butts, Ho Min Jung and In Sock Hwang.

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, than 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 14th day of January, 19 83, and I acknowledge the same to be my act.

WITNESS:

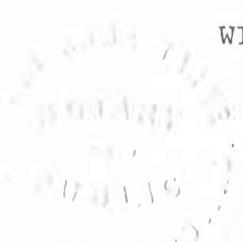
Mary Anne Harne

Robert E. Kuczynski (SEAL)  
Robert E. Kuczynski

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 14th day of January, 19 83,  
before me, the subscriber, a Notary Public in and for the State and  
County aforesaid, personally appeared ROBERT E. KUCZYNSKI, and he  
acknowledged the foregoing Articles of Incorporation to be his  
voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Mary Anne Harne  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION

OF

JOHN JUNG, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 19, 1983 at 10:52 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2575, folio 00809, 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.

[Handwritten signature]



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

JUN 13 10 39 AM '83 A 137039

LIBER 32 FOLIO 457 8308279 LAND [ ] [ ] VAUGHN J. BAKER, CLERK

tb

Received For Record June 13, 1983 at 10:39 o'clock am liber 32

HAGERSTOWN COMMUNITY CONCERT ASSOCIATION, INC.  
ARTICLES OF INCORPORATION

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FIRST: I, Edward L. Kuczynski, whose post office address is 55 North Jonathan 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.

OFFICE OF THE CLERK OF THE COURT  
HAGERSTOWN, MARYLAND 21750-0000

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

HAGERSTOWN COMMUNITY CONCERT 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

Handwritten scribble or signature at the bottom left of the page.

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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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

1. To foster interest in and establish a series of concerts each season given by outstanding artists or musical organizations on a strictly nonprofit, educational and civic basis.

2. To cultivate thereby in the citizens of the community a love of good music through a series of not less than three concerts each year.

3. To establish a regular audience to participate in the enjoyment of such good music.

FOURTH: The post office address of the principal office of the Corporation in this State is 5 Spring Valley Circle, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Edward L. Kuczynski, 55 North Jonathan Street, 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 thirty-three(33) 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:

Mr. Richard Hershey	20 Spring Valley Drive, Hagerstown, MD.
Mrs. Dolores Maletzky	1132 Potomac Avenue, Hagerstown, MD.
Mrs. Hilda Stein	1070 View Street, Hagerstown, MD.
Mr. David Styer	2314 Linden Drive, Hagerstown, MD.
Mrs. Glennis Ditto	625 Orchard Road, Hagerstown, MD.
Mr. Harvey D. Woodbury	2619 Paradise Church Road, Hagerstown, MD.
Ms. Jean Woods	Rt.2, Box 223, Clear Spring, MD.
Mrs. Eva Black	Rt.4, Box 21, Smithsburg, MD
Mrs. Julia Cardenas	2306 Appletree Drive, Hagerstown, MD.
Mrs. Margaret Comstock	Rt.2, Box 405, Smithsburg, MD.
Mr. David Dorman	106 Windsor Drive, Hagerstown, MD.
Mr. Richard Long	19 Mealey Parkway, Hagerstown, MD.
Mr. Thomas Magruder	1179 Outer Circle, Hagerstown, MD.
Mr. Robert See	4 Wynnwood Drive, Hagerstown, MD.
Mrs. Louise Bare	1115 Hamilton Boulevard, Hagerstown, MD.
Mr. James Failor	40 Manor Drive, Apt. 204, Hagerstown, MD.
Mrs. Sam Heryford	106 Lina Lane, Martinsburg, W.Va
Mrs. Joanne Jones	254 Potomac Heights, Hagerstown, MD.
Mrs. Diane Knight	1417 Glenwood Avenue, Hagerstown, MD.
Mr. Lew Scally	1884 Stone Valley Drive, Hagerstown, MD.
Mr. W. Carvel Wright, Jr.	Milestone Apts. 15-L, Williamsport, MD.
Mrs. Ruth E. Dorman	106 Windsor Drive, Hagerstown, MD.
Mr. Richard Stenger	1924 Applewood Circle, Hagerstown, MD.
Mr. Lewis I. Ditto	1138 Potomac Avenue, Hagerstown, MD.
Mrs. Helen Eyler	5 Spring Valley Circle, Hagerstown, MD.

Mrs. Helen Hubbard	22 East Lincoln Avenue, Hagerstown, MD.
Mrs. Beverly Stenger	1924 Applewood Circle, Hagerstown, MD.
Mr. Karl Schrock	22 Moller Parkway, Hagerstown, MD.
Mrs. Alberta Alcom	929 Forest Drive, Hagerstown, MD.
Mrs. Harriet Muldowney	Rt. 8, Box 48, Hagerstown, MD.
Miss Frances Machen	1337 Pennsylvania Avenue, Hagerstown, MD.
Mrs. Frances Newcomer	245 South Potomac Street, Hagerstown, MD.
Miss Libbie Powell	100 Summit Avenue, Hagerstown, MD.

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 Article 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.

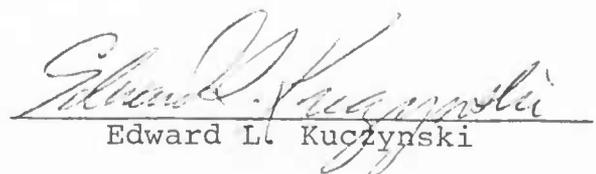
(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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 <sup>corporate</sup> 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 votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11<sup>th</sup> day of January, 1983, and I acknowledge same to be my act.

  
Edward L. Kuczynski

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:

I HEREBY CERTIFY, That on this 11th day of January, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward L. Kuczynski, and he acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Mary Anne Harne  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN COMMUNITY CONCERT ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 18, 1983 at 10:35 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2574, folio 02295, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 13 10 39 AM '83 A 136995  
LIBER 32 FOLIO 463 8308213  
LAND    
VAUGHN J. BAKER, CLERK

467  
20

INDEPENDENT BIBLE BROTHERS CHURCH OF WASHINGTON COUNTY  
ARTICLES OF INCORPORATION

Received For Record June 13, 1983 at 10:39 o'clock am 12ber 32

FIRST: The undersigned, all being adult persons at least twenty-one (21) years of age duly elected by the Members (as hereinafter defined) of the congregation of the Independent Bible Brethren Church of Washington County (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, Subtitle 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 Independent Bible Brethren Church of Washington County.

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 provisions 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

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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 limitations, 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 of 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 provisions 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 provide a place of worship and prayer in accordance with 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, or 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 two (2) years or from the beginning of the organization of the Religious Corporation.

(b) A member, once qualified as hereinabove provided, shall remain such as long as:

(i) all rules and regulations of the Religious Corporation, as established by the By-Laws of the Corporation, are complied with by such Member; and

(ii) 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 Route 2, Box #264, Hagerstown, Maryland 21740. The name and address of the resident agent of the Religious Corporation is Roy A. Grove, Route 2, Box 94C, Hagerstown, Maryland 21740. 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 seven (7) which number may be increased pursuant to the By-Laws of the Religious Corporation but shall never be less than five (5). The names and addresses of those persons serving as initial Trustees are:

Perry L. Hendershot  
P.O. Box 386  
Clear Spring, MD 21722

Paul D. Koontz  
Route 4, Box 289  
Hagerstown, MD 21740

Roy A. Grove  
Route 2, Box 94C  
Hagerstown, MD 21740

Dale E. Martin  
Box 636  
271 N. North Street  
Maugansville, MD  
27167

William Price  
Route 1. Box 320 A  
Clear Spring, MD 21722

Richard W. Heckman  
13808 Mercersburg Rd.  
Greencastle, PA 17225

-7-

H. Franklin Martin  
Route 4, Box 225D  
Hagerstown, MD 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 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 30<sup>th</sup> day of December 1982, and we acknowledged the same to be our acts.

WITNESS:

<u>Joseph B. Stevens</u>	<u>Perry L. Hendershot</u>
<u>Joseph B. Stevens</u>	<u>Paul D. Koontz</u>
<u>Joseph B. Stevens</u>	<u>Dale E. Martin</u>
<u>Joseph B. Stevens</u>	<u>H. Franklin Martin</u>
<u>Joseph B. Stevens</u>	<u>Roy A. Grove</u>
<u>Richard H. Heckman</u>	<u>William H. Price</u>
<u>Richard H. Heckman</u>	<u>Richard M. Heckman</u>

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

I HEREBY CERTIFY, that on this 30<sup>th</sup> day of December, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Perry L. Hendershot, Paul D. Koontz, Roy A. Grove, Dale E. Martin, William Price, Richard M. Heckman and H. Franklin Martin, and acknowledged the foregoing Articles of Incorporation to be their voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Victoria S. Ritter  
NOTARY PUBLIC

My Commission Expires: 7/1/86

ARTICLES OF INCORPORATION  
OF  
INDEPENDENT BIBLE BRETHREN CHURCH OF WASHINGTON COUNTY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 11, 1983 9 at 9:48 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2572, folio 3041 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 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.

*D.W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 13 10 39 AM '83  
LIBER 32 472  
LAND    
VAUGHN BAKER, CLERK

A 136660

8307946

rb

ARTICLES OF AMENDMENT  
FOR

HOME INSURANCE AGENCY, INC. # 13-83A# 13242 \*\*\*\*\*5.0

Received For Record June 13, 1983 at 10:39 o'clock am liber 32  
Home Insurance Agency, Inc., a Maryland Corporation, having  
its principal office at 122 West Washington Street, Hagerstown,  
Maryland 21740 (hereinafter referred to as "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  
deletion of Article SECOND in its entirety and substituting in  
lieu thereof the following:

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

Family Home Insurance Agency, Inc.

THIRD: By written informal action, unanimously taken by the  
Board of Directors of the Corporation, pursuant to and in  
accordance with Section 2-408 (c) of the Corporations and  
Associations Article of the Annotated Code of Maryland, the  
Board of Directors of the Corporation duly advised the foregoing  
amendment and by written informal action unanimously taken by  
the stockholders of the Corporation in accordance with Section  
2-505 of the Corporations and Associations Article of Annotated  
Code of Maryland, the stockholders of the Corporation duly  
approved said amendment.

IN WITNESS WHEREOF, Home Insurance Agency, Inc., has caused  
these presents to be signed in its name and on its behalf by its  
President and its corporate seal to be hereunder affixed and  
attested by its Secretary on this 7th day of June,  
1983, and its President acknowledges that these Articles of  
Amendment are the act and deed of Home Insurance Agency, Inc.,  
and, under the penalties of perjury, that the matters and facts  
set forth herein with respect to authorization and approval are  
true in all material respects to the best of his knowledge,  
information and belief.

ATTEST:

HOME INSURANCE AGENCY, INC.

Celia S. Ausherman  
Celia Ausherman, Secretary

BY: Richard W. Phoebus  
Richard W. Phoebus, President

1983 JUN 10 A 11:33

ARTICLES OF AMENDMENT

OF

HOME INSURANCE AGENCY, INC.

Changing its name to:

FAMILY HOME INSURANCE AGENCY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 10, 1983 2 at 11:33 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2572, folio 2739, 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.

*D. W. Kitch*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A 136609**

JUN 13 10 39 AM '83  
LIBER 32 FOLIO 481  
Y Incorporation  
LAND CLERK

8307895

NATALE BROTHERS, INC.

2812

ARTICLES OF REVIVAL

Title 3, Subtitle 508-509-510 of

"CORPORATIONS AND ASSOCIATIONS ARTICLE" OF  
Received For Record June 13, 1983 at 10:39 o'clock am liber 32  
THE ANNOTATED CODE OF MARYLAND

13-83AE 13243 \*\*\*\*\*5.00

Natale Brothers, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The Charter of the Corporation was forfeited on April 20, 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 Natale Brothers, Inc.

THIRD: The name by which the Corporation will hereafter be known is Natale Brothers, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 46 Valley Mall, Hagerstown, Maryland 21740.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is Antonio Natale, 121 Hickory Lane, Hagerstown, 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 an annual report 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 which, 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

1983 JAN 10 P 3:24

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

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on the 30<sup>th</sup> day of December 1982.

ATTEST:

NATALE BROTHERS, INC.

Giuseppe Natale  
Secretary

BY: Christiano Natale  
President

STATE OF MARYLAND, County of Washington, ss:

I HEREBY CERTIFY, that on this 30<sup>th</sup> day of December, 1982, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Antonio Natale, the last acting President and Giuseppe Natale, the last acting Secretary of Natale Brothers, 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.



Joseph M. Suffern  
Notary Public

ARTICLES OF REVIVAL  
OF  
NATALE BROTHERS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 10, 1983 3 at 3:24 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2572, folio 2311 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 13 10 39 AM '83  
LIBER 32 FOLIO 483  
LAND Incorporation  
VAUGHN J. BAKER, CLERK

A 136532

8307837

483

32

Received For Record June 13, 1983 at 10:39 o'clock am liber 32

WALMARCO, INC.

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

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Daniel E. Norris, whose post office address is Route 1, Box 264, Warfordsburg, Pennsylvania, 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 Walmarco, 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) Real Estate Improvement. To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

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

5. Registered officer and agent. The post office address of the principal office of the Corporation in Maryland is 128 West Main Street, Hancock, Maryland 21750, in the County of Washington. The name and post office address of the resident agent of the Corporation in Maryland are Dennis W. McCarty, 128 W. Main St. , Hancock, Maryland 21750. Such resident agent is a citizen of Maryland and actually resides therein and is over 21 years of age.

6. Capital Stock. The total number of shares of stock which the corporation has authority to issue is 100 shares without par value.

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, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director whose name is Daniel E. Norris.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) President - Daniel E. Norris
- (2) Secretary and Treasurer - Daniel E. Norris

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 13<sup>th</sup> day of December, A.D., 1982.

Daniel E. Norris (SEAL)  
Daniel E. Norris

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

I HEREBY CERTIFY, That on this 13<sup>th</sup> day of December A.D., 1982, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Daniel E. Norris, 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.

Robin L. Shick  
Notary Public

My Commission Expires: 7/1/86

ARTICLES OF INCORPORATION

OF

WALMARCO, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 5, 1983 3 at 10:42 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2571, folio 3321 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 136472

8307631

JUN 13 10 39 AM '83

LIBER 32 FOLIO 486

LAND incorporation

VAUGHN I. BAKER, CLERK

drb

3269

aw

ARTICLES OF INCORPORATION

Received For Record June 13, 1983 at 10:39 o'clock am liber 32

OF

13-33A 13245 \*\*\*\*\*5.00

SPECTRUM SOFTWARE SYSTEMS, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Scott D. Hesse, 3307 College Road, Chambersburg, Pennsylvania 17201; Albert Russo, 31 E. Orange Street, Shippensburg, Pennsylvania 17257; and H. A. Hesse, 10513 Grindstone Drive, Myersville, Maryland 21773, 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 SPECTRUM SOFTWARE SYSTEMS, INC.

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

The purpose is for the development, design, service and sales of computer software.

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.

1983 JAN 5 A 9 37

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 Grice Building, 24 Jonathan Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is H. A. Hesse, Grice Building, 24 Jonathan Street, Hagerstown, Maryland. 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 with no par value, all of one class.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Scott D. Hesse, Albert Russo and H. A. Hesse.

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 15<sup>th</sup> day of January, 1983.

WITNESS:

Jennifer J. Elgin

Scott D. Hesse  
Scott D. Hesse

Jennifer J. Elgin

Albert Russo  
Albert Russo

Jennifer J. Elgin

H. A. Hesse  
H. A. Hesse

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 15<sup>th</sup> day of January, 1983 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Scott D. Hesse, Albert Russo and H. A. Hesse, and acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Official Notarial Seal.

Jennifer J. Elgin  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
SPECTRUM SOFTWARE SYSTEMS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 5, 1983 at 9:37 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2571, folio 3268, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JAN 13 10 39 AM '83  
LIBER 32 folio 489  
LAND Incorporation  
VAUGHN J. BAKER, CLERK

A 136464

8307627

Received For Record June 13, 1983 at 10:39 o'clock am liber 32

THE LOHMAN COMPANY, INC.

13-23A# 13236 \*\*\*\*\*5.00

(A Close corporation under Title 4 of the Corporation and Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Oscar E. Lohman, whose post office address is Route 3, Box 9, Clearspring, Maryland 21722; Marguerite M. Lohman, whose post office address is Route 3, Box 9, Clearspring, Maryland 21722; and Robert B. Stone, whose post office address is 111 West Washington Street, Hagerstown, Maryland 21740; all being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is The Lohman Company, 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 acquire farm properties and other real estate, by purchase lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruit, flowers and all kinds of farm produce and products of the soil. To breed, raise, buy, pasture, prepare for market, exhibit, sell, and deal in livestock of all kinds. To engage in dairying and the poultry, pigeon, pet stock, and market gardening business. To operate greenhouses, hot beds and cold frames for the raising of plants, shrubs and flowers. To acquire and maintain shops, stores, stalls, market stands, peddling and delivery vehicles, routes, and all other conveniences and equipment suitable for the vending of its products. In general, to conduct in all their several departments and branches, the business of farmers, fruit growers, dairymen, stock raisers, gardeners, nurserymen and florists, and to do everything incidental or conducive to the full accomplishment of the foregoing objects.

b) 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 9, Clearspring, Maryland 21722, in the County of Washington. The name and post office address of the resident agent of the corporation is Oscar E. Lohman, Route 3, Box 9, Clearspring, Maryland 21722. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 10,000 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 Oscar E. Lohman.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) President - Oscar E. Lohman
- (2) Vice President - Marguerite M. Lohman
- (3) Secretary - Oscar E. Lohman, Jr.
- (4) Treasurer - Charles D. Lohman

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 18<sup>th</sup> day of January, A.D., 1983.

Oscar E. Lohman (SEAL)  
Oscar E. Lohman

Marguerite M. Lohman (SEAL)  
Marguerite M. Lohman

Robert B. Stone (SEAL)  
Robert B. Stone

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

I HEREBY CERTIFY, That on this 18<sup>th</sup> day of January, A.D., 1983, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Oscar E. Lohman, Marguerite M. Lohman, and Robert B. Stone, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Joann M. Lucas  
Notary Public

My Comm. Exp.: 7/1/86



ARTICLES OF INCORPORATION  
OF  
THE LOHMAN COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 26, 1983 <sup>3</sup> at 10:23 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2576, folio 00078, 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 \$

LIBER 2576  
AND 00078  
JUN 13 10 39 AM '83  
VAUGHN LEAKER, CLERK

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

5.00

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



A 137306

8308623

Received For Record June 13, 1983 at 1:40 o'clock pm liber 32

ARTICLES OF INCORPORATION  
OF  
RECORD TITLE & ABSTRACT, INC. 13-83A# 13246 \*\*\*\*\*5.0

I, Robert T. Wilson, whose address is Route 3, Mousetown Road, Box 390, Boonsboro, Washington County, Maryland 21713, am over the age of eighteen (18) years, do associate myself for the purpose to create the incorporation of "RECORD TITLE & ABSTRACT, INC.", a business corporation to be formed under the general laws of the State of Maryland for the purpose of:

1. To do general land title abstracting business in the Counties of the State of Maryland, the City of Baltimore, and among other things to examine the titles in or to real or personal property and to make searchings of the public records and files and transcripts therefore affecting such properties and to make, issue and sell abstracts thereof and certificates relative thereto, to engage in and conduct the business of making and selling transcripts and copies of the public records and other documents and files within the State of Maryland and of manufacturing and selling all manner of forms, indices, blanks, maps, plats, plans, copies of records, books, and instruments of conveyances used in conveying and dealing in or with real or personal property or the title thereto.

2. To issue as agents on behalf of a title insurance company or companies, policies of title insurance on real estate and the improvements thereon.

3. To conduct any and all manners of business not inconsistent with the general purposes of this charter and to do those things that are granted to corporations of this state as set forth in the Annotated Code of Maryland, Corporations and Associations, Title 2, Section 103, General Powers, items 1 through 17, and any subsequent amendment thereto.

The name and address of the Corporation is "RECORD TITLE & ABSTRACT, INC.", Route 3, Mousetown Road, Boonsboro, Washington

County, Maryland 21713.

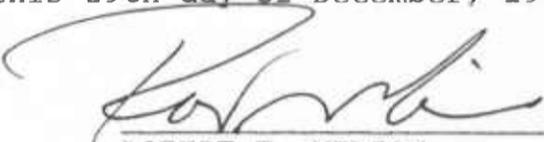
The name and address of the resident agent is Robert T. Wilson, Route 3, Mousetown Road, Box 390, Boonsboro, Washington County, Maryland 21713.

The Corporation is authorized to issue one class of stock and that is "common". The number of shares authorized shall be 1,000, having no par value.

The number of directors shall not be less than 3 and no more than 7, and Robert T. Wilson shall serve as director until the first annual meeting and until his successor shall be elected and qualified.

NOW THEREFORE, the undersigned incorporator does hereby certify and acknowledge the foregoing as true and correct to the best of his knowledge and adopt and approve these articles of incorporation for "RECORD TITLE & ABSTRACT, INC.", as its charter.

WITNESS his hand and seal this 29th day of December, 1982.

  
 \_\_\_\_\_  
 ROBERT T. WILSON

STATE OF MARYLAND

TO WIT:

COUNTY OF MONTGOMERY

On this 29th day of December, 1982, before me, the undersigned officer, personally appeared ROBERT T. WILSON, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he has executed the same for the purposes therein contained.

  
 \_\_\_\_\_  
 Notary Public

My Commission Expires: July 1, 1986

NANCY A. SMITH



ARTICLES OF INCORPORATION  
OF  
RECORD TITLE & ABSTRACT, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 4, 1983 3 at 10:30 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2571, folio 3094 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.

[Signature]



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 136437

8307603

JUN 13 10 40 AM '83  
LIBER 32 FOLIO 496  
incorporation  
LAND    
VAUGHN J. BAKER, CLERK

Received For Record June 13, 1983 at 10:40 o'clock am liber 32  
THE WHARF, LTD.

17-83A# 13248 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is The Wharf, Ltd.

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

(1) To engage in the business of maintaining a restaurant; 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 14½ East Washington Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is David K. Lookabaugh, 45 Sycamore Drive, 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 Five Thousand (5,000) shares of common stock, without par value.

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

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (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:

David K. Lookabaugh  
Kendra G. Lookabaugh

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

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

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of December, 1982, and I acknowledge the same to be my voluntary act and deed.

John Schlossberg  
Witness

Roger Schlossberg (SEAL)  
Roger Schlossberg

ARTICLES OF INCORPORATION  
OF  
THE WHARF, LTD.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 3, 1983 at 9:59 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2571, folio 1718 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 136336

8307531

JUN 13 10 40 AM '83  
LIBER 32 FOLIO 499  
*Incorporation*  
LAND    
VAUGHN L. BAER, CLERK

499  
32

Received For Record June 13, 1983 at 10:40 o'clock am liber 32  
 FOOD SERVICE REPAIR, INC.

13-83 A# 13249 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Food Service Repair, Inc.

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

- (1) To engage in the business of repairing and servicing food service equipment; 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 522 Frederick Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Arthur Weiss, 522 Freckerick Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

- (1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (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:

Arthur Weiss  
 Frank J. Wranitz  
 Gayl P. Weiss

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

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

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of December, 1982, and I acknowledge the same to be my voluntary act and deed.

Louis Solouberger  
Witness

R. Schlossberg (SEAL)  
Roger Schlossberg

ARTICLES OF INCORPORATION  
OF  
FOOD SERVICE REPAIR, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 3, 1983 at 9:59 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2571, folio 1714, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 136335

8307515

JUN 13 10 40 AM '83  
LIBER 32 FOLIO 502  
*Incorporation*  
LAND    
VAUGHN I. BAKER, CLERK

drb

2828

Received For Record June 13, 1983 at 10:40 o'clock am liber 32

## ARTICLES OF INCORPORATION

JUN 13-83 A# 13250 \*\*\*\* \*\*5.00

OF

EBMD CORP.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Amy Crean Corn, whose address is 100 South Charles Street, Baltimore, Maryland 21201, 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:

EBMD CORP.

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

In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation or which shall be conducive to or expedient for the protection or benefit of the Corporation.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the reference to any particular purpose, object or business to exclude any other purpose, object or business authorized or permitted by law.

FOURTH: The address of the principal office of the Corporation in this State is 1198 Kenly Road, Hagerstown, Maryland 21740.

FIFTH: The Resident Agent of the Corporation is Edward Byrd, whose address is 1198 Kenly Road, 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 stock which the Corporation has authority to issue is five thousand (5,000) shares, without par value, all of one class.

SEVENTH: The Corporation shall have a Board of one (1) Director. The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall never be less than the minimum number required by the provisions of the Maryland General Corporation Law. The name of the Director who shall serve as such until the first annual meeting of the Stockholders and until his successor is duly elected and qualifies is:

Edward Byrd

EIGHTH: In carrying on its business or for the purpose of attaining or furthering any of its objects the Corporation shall have all of the rights, powers and privileges granted to corporations by the laws of the State of Maryland and the power to do any and all acts and things which a natural person or partnership could do and which may now or hereafter be authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by law, the powers of the Corporation and of the Directors and Stockholders shall include the following:

(a) 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.

(b) Except as otherwise provided in this Charter or by the Bylaws of the Corporation, as from time to time amended, the business of the Corporation shall be managed under the direction of its Board of Directors, which shall have and may exercise all the powers of the Corporation except such as are by law or this Charter or the Bylaws conferred upon or reserved to the Stockholders. Additionally, the Board of Directors of the Corporation is hereby specifically authorized and empowered from time to time in its discretion:

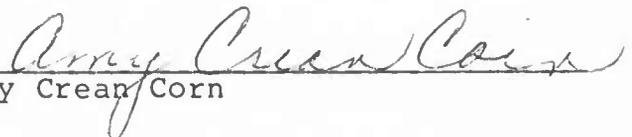
(1) To authorize the issuance or sale from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation;

(2) By articles supplementary to this Charter, to classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

NINTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

TENTH: The Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful, on the merits or otherwise, in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served either 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 Bylaws may otherwise provide, no other indemnification shall be provided for any officer or Director or for any employee or agent of the Corporation or of any predecessor of the Corporation or any other entity.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act on this 30th day of December, 1982.

  
Amy Crean Corn

ARTICLES OF INCORPORATION  
OF  
EBMD CORP.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 30, 1982 at 10:34 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2570, folio 2827, 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.

*D.W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 136215

JUN 13 10 40 AM '83

8307246

LIBER 32 FOLIO 505  
*Incorporation*  
LAND    
VAUGHN L. BAKER, CLERK

GLASS SHOP, INC. ✓

HM 13-83A# 13252 \*\*\*\*\*5.00

ARTICLES OF AMENDMENT

Received For Record June 13, 1983 at 10:40 o'clock am liber 32  
Glass Shop, Inc., a Maryland Close Corporation, having its

principal office at 167 South Potomac Street, Hagerstown, Washington County, Maryland, hereinafter called the "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

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

"FOURTH: The post office address of the principal office of the corporation in this State is 167 South Potomac Street, Hagerstown, Maryland 21740. The name and post office box of the Resident Agent of the Corporation in this State is Donald C. Keefer, 1040 Valleybrook Drive, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of this State and actually resides therein."

SECOND: The amendment to the Charter of the Corporation as hereinabove set forth, was duly approved by the sole stockholder of the Corporation by consent in writing signed by him and filed with the records of the Corporation. There are no Directors.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 26 day of April, 1982, and its President acknowledges that these Articles of Amendment are the act and deed

of Glass Shop, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

GLASS SHOP, INC.

Nancy J. Keefer  
Nancy J. Keefer, Secretary

BY: Donald C. Keefer  
Donald C. Keefer, President

ARTICLES OF AMENDMENT

OF

GLASS SHOP, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 29, 1982 at 12:11 o'clock P. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2569, folio 2344, 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.

*D.W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 136129

8203820

JUN 13 10 40 AM '83

LIBER 32 509

INCORPORATION

VAUGHN I. PAPER, CLERK

509  
8

Received For Record June 13, 1983 at 10:40 o'clock am liber 32

JP 13-83 A 13251 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION  
OF  
TERRY'S AUTO CENTER, INCORPORATED

1983 JUN 28 A 0516

I, Terry Lee Smith, whose address is Route 3, Box 541, Boonsboro, Maryland, 21713, being at least eighteen (18) years of age, and acting as incorporator, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

FIRST: The name of the corporation shall be Terry's Auto Center, Incorporated (hereinafter referred to as "the Corporation").

SECOND: The purposes for which the Corporation is formed are to operate and maintain an automobile service, repair, and parts center and to provide related services; and to engage in any other lawful purpose and/or business; and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

THIRD: The address of the principal office of the Corporation in this State is Route 1, Box 30, Boonsboro, Maryland, 21713.

FOURTH: The Resident Agent of the Corporation shall be Terry Lee Smith, and his address is Route 1 Box 30, Boonsboro, Maryland, 21713. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The Corporation shall have a board of directors consisting of two (2) directors, which number may be increased or decreased pursuant to the Bylaws of the Corporation, but

shall never be less than the number permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Terry Lee Smith and Gloria Koons Smith, both of Boonsboro, Maryland.

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

EIGHTH: 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.

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 is made a party to any proceeding referred to in subsections on "Permitted Indemnification" in the Indemnification Section, as they would apply to such corporate representative, then for 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 Corporation may exist perpetually.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7<sup>th</sup> day of December, 1982, and I acknowledge the same to be my act.

WITNESS:

*[Handwritten signature]*

*[Handwritten signature]*  
Terry Lee Smith

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY that on this 7<sup>th</sup> day of December, 1982, before me, the subscriber, a notary public in and for the State and County aforesaid, personally appeared Terry Lee Smith, who acknowledged the foregoing execution of the Articles of Incorporation to be his act and deed.

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

*[Handwritten signature]*  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
TERRY'S AUTO CENTER, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 28, 1982 at 8:54 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2569, folio 0556, 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.

Blis Oo



A 135899

8307065

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 13 10 40 AM '83

LIBER 32 FOLIO 512  
Incorporation  
LAND [ ] [ ]  
VANCHU [ ] [ ]

515  
28

rb

Received For Record June 13, 1983 at 10:40 o'clock am liber 32

ARTICLES OF INCORPORATION

JR 13-83A# 13247 \*\*\*\*\*5.0

FIRST: We, the undersigned, Roy L. Thompson, Jr. whose post office address is 240 Maplehurst Avenue, Williamsport, Maryland 21795; Chi-Lun Wang, M. D., whose post office address is Apartment 1606, 1468 Briarwood Road, N. E., Atlanta, Georgia 30319; and J. Russell Robinson, 81 West Washington Street, Hagerstown, Maryland 21740; each being at least eighteen years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is MICRO BASICS 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 conduct the business of sale of computers and computer products, including software.
2. To manufacture, purchase, or otherwise acquire, own, mortgage, lease, improve, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description.
3. To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

FOURTH: The post office address of the principal office of the Corporation in this State is North Potomac Street at Oak Hill Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State for service of process is Roy L. Thompson, Jr., 240 Maplehurst Avenue, Williamsport, Maryland 21795. Said resident agent is a citizen of this State and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into One Thousand (1,000) shares of par value of One Hundred Dollars (\$100.00) each.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting of stockholders or until their successors are fully chosen and qualified are Roy L. Thompson, Jr., Chi-Lun Wang, M. D., J. Russell Robinson.

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 8th day of December, 1982.

WITNESS:

Joann B. Steigerwald

Roy L. Thompson, Jr. (SEAL)

Wicki W. Meads

Chi-Lun Wang, M. D. (SEAL)

Joann B. Steigerwald

J. Russell Robinson (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 8th day of December, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Roy L. Thompson, Jr. and J. Russell Robinson, 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.

Joann B. Steigerwald  
Notary Public

My Commission Expires:  
July 1, 1986

STATE OF GEORGIA, DE KALB COUNTY, to-wit:

I HEREBY CERTIFY, that on this 4th day of DECEMBER, 1982, before me, the subscriber, a Notary Public of the State of Georgia, in and for DeKalb County, personally appeared Chi-Lun Wang, M. D., and acknowledged the foregoing Articles of Incorporation to be his act.

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

*Stephane A. Hoag*  
Notary Public

My Commission Expires:

Notary Public, Georgia, State at Large  
Commission Expires February 15, 1983

NOV 10 1982

ARTICLES OF INCORPORATION  
OF  
MICRO BASICS INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 4, 1982 at 10:34 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2571, folio 2694, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 136368

JUN 13 10 40 AM '83  
LIBER 32 FOLIO 516  
*incorporation*  
LAND    
VAUGHN J. PARKER, CLERK

8307550

516  
p. 2

Received for Record June 13, 1987, at 10:40 o'clock am liber 32  
 HAGERSTOWN ANTIQUE WHOLESALERS, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

Hagerstown Antique Wholesalers, Inc., a Maryland corporation, having its principal office in Funkstown, Maryland 21734, (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation is 27 East Baltimore Street, Funkstown, 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:

Richard J. Hamilton  
 813 The Terrace  
 Hagerstown, Maryland 21740

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

Walter H. King  
 27 East Baltimore Street  
 Funkstown, Maryland 21740

Richard J. Hamilton  
 813 The Terrace  
 Hagerstown, Maryland 21740

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

Walter H. King - President 27 E. Balt. St., Funkstown, Md. 21740  
 Richard J. Hamilton - Vice-President 813 Terrace, Hag. Md. 21740  
 Richard J. Hamilton - Secretary 813 Terrace, Hag. Md. 21740  
 Karen L. King - Treasurer 27 E. Balt. St., Funkstown, Md. 21740  
 Nancy C. Hamilton - Assistant Treasurer 813 Terrace, Hag. Md.

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 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.

1987 DEC 27 11:09 AM

2306

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 the said Certificates.

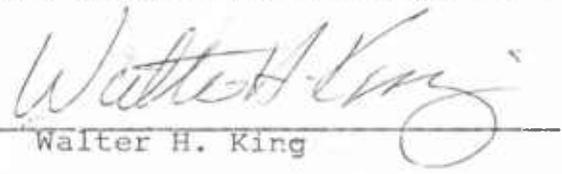
IN WITNESS WHEREOF, Hagerstown Antique Wholesalers, Inc. caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 23<sup>rd</sup> day of December, 1982, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Hagerstown Antique Wholesalers, 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:

HAGERSTOWN ANTIQUE WHOLESALERS, INC.


  
Secretary

BY:


  
Walter H. King



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P.O. BOX 466      PHONE 269-3810  
ANNAPOLIS, MARYLAND 21404

2307

LOUIS L. GOLDSTEIN  
COMPTROLLER

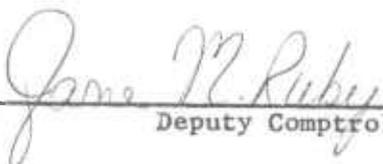
J. BASIL WISNER  
CHIEF DEPUTY

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

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

HAGERSTOWN ANTIQUE WHOLESALERS, INC.  
have been paid.

WITNESS my hand and official seal this  
Twenty-first      day of December      A.D. 1982.

  
Deputy Comptroller

FUNKSTOWN  
MAYOR & COUNCIL  
Funkstown, Maryland 21734

Mr. Gary Cramer, Tax Collector  
Town of Funkstown  
P.O. Box 235  
Funkstown, MD 21734

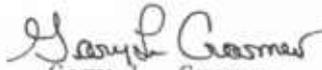
December 30, 1982

Department of Assessments and Taxation  
Baltimore, MD

To Whom It May Concern:

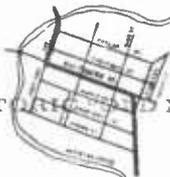
This letter is to certify that Hagerstown Antique Wholesalers has paid the personal property taxes for the Town of Funkstown through the tax year ending June 30, 1983.

Sincerely,

  
Gary L. Cramer,  
Tax Collector

GLC/jb

ASTRIDE THE HISTORIC NATIONAL PIKE"



Harry C. Snook  
TREASURER FOR WASHINGTON COUNTY

Court House  
Hagerstown, Maryland 21740

December 30, 1982

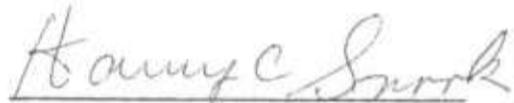
RE: HAGERSTOWN ANTIQUE WHOLESALERS, INC.

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

HAGERSTOWN ANTIQUE WHOLESALERS, INC.

have been paid to and including the fiscal year July 1st., 1982, to June 30th, 1983.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 30th day of December, A.D., 1982.



Harry C. Snook  
Treasurer for Washington  
County, Maryland

ARTICLES OF DISSOLUTION  
OF  
HAGERSTOWN ANTIQUE WHOLESALERS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 30, 1982 6 at 4:30 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2572, folio 2304 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.

*D. W. [Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 136531

JUN 13 10 40 AM '83

8307770

LIBER 32 520  
Incorporation  
LAND    
VAUGHN I. BAKER, CLERK

520  
32

HARVEST BAPTIST CHURCH OF HAGERSTOWN, MARYLAND JUN 21-83 A# 14092 \*\*\*\*\*  
*ckrc*  
*SN 11/15/83 2.50*

## ARTICLES OF AMENDMENT

Received For Record June 22, 1983 at 10:02 o'clock am 1983 32

Harvest Baptist Church of Hagerstown, a Maryland corporation having its principal office in Washington County, Maryland, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by inserting the following:

## AMENDMENT ONE:

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 provisions of any future United States Internal Revenue Law).

## AMENDMENT TWO:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the Amendment One.

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 statement) and political campaign on behalf of any candidate for public office.

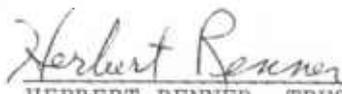
Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

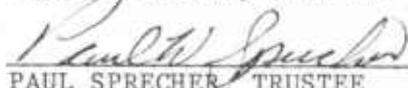
## AMENDMENT THREE:

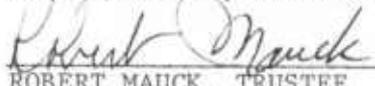
Upon dissolution of the corporation the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

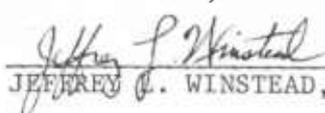
SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the trustees and approved by the members of the Corporation.

We the undersigned trustees who approved the resolution advising the foregoing amendments, acknowledge, in the name and on behalf of said Corporation, the foregoing amendments to be the corporate act of said Corporation.

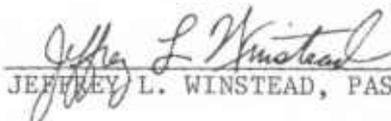
  
HERBERT RENNER, TRUSTEE

  
PAUL SPRECHER, TRUSTEE

  
ROBERT MAUCK, TRUSTEE

  
JEFFREY L. WINSTEAD, TRUSTEE

The undersigned, Chairman of the meeting of the members, certify to the best of my knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are in all material respect, under the penalties of perjury.

  
JEFFREY L. WINSTEAD, PASTOR

ARTICLES OF AMENDMENT  
OF

HARVEST BAPTIST CHURCH OF HAGERSTOWN, MARYLAND

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 10, 1983 at 10:29 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2577, folio 02385, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 137985

JUN 21 10 02 AM '83

8309412

LIBE  INCORPORATION   
LAND    
VAUGHN T. BAKER, CLERK

## ARTICLES OF INCORPORATION

Received For Record June 21, 1983 at 10:02 o'clock am liber 32

BUILDING SYSTEMS, INC.

IN 21-63A 14081 \*\*\*\*\*5.50

FIRST: The undersigned, George A. Stone, whose post office address is 332 Meadowlark Ave., Hagerstown, MD 21740; Albert W. Miller, whose post office address is 300 Woodhaven Dr., Hagerstown, MD 21740; and Helene E. Stone, whose post office address is 332 Meadowlark Ave., Hagerstown, MD 21740; each being at least eighteen (18) years of age, do hereby associate ourselves as incorporators with the intent of forming a corporation under and by virtue of the General Corporate Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called "Corporation") is Building Systems, Inc.

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

A. To engage in and carry on a general contracting business, said business to include, but not be limited to the construction of structures of all kinds, as well as grading, paving, construction and repairing roads, streets, alleys and sidewalks and buildings; erecting, altering and repairing buildings, and any and all classes of construction; to manufacture, buy, sell, quarry, process and deal in brick, stone, lumber, cement, sand, rock asphalt and all related materials and derivatives, to dig, dredge, mine, quarry, manufacture and refine sand, asphalt, limestone and other stones and materials, derivatives, and by-products, cutback asphalts, bituminous emulsions and similar products used in waterproofing and construction operations; and to manufacture, purchase, own, hold, lease, sell, or otherwise dispose of and deal in all necessary machinery, fixtures, plants, shops, buildings, apparatus, tools and equipment necessary to carry on said business.

B. To make and purchase materials for the construction of buildings, to erect buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever, including the location, laying out and construction of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroad to street railways, power plants, and generally in all classes of buildings, erections and works, both public and private, or integral parts thereof.

C. To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, 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 and in any part of the world.

D. To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, associations or corporation; to pay for the same in cash, the stock of this Corporation, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

E. To apply for, purchase or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner to dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate and to sell

or in any manner dispose of, and to grant license or other rights, inventions, improvements, and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

F. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences or indebtedness created by any other corporation or corporations of this United States or any other state, country, nation or government, and while the owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

G. To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, country, territory, state, government, or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Maryland.

H. To have offices, conduct its business and promote its objects within and without the State of Maryland, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount.

I. To do any or all of the things herein set forth in the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees or otherwise and either alone or in company with others.

J. In general, to carry on any other business in connection therewith, whether construction or otherwise, not forbidden by the laws of the State of Maryland.

K. The foregoing enumeration of the purposes, objects, and businesses of the Corporation is made in furtherance of 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 Corporations, the Corporation having the right to engage in any other businesses for which it shall be lawful for corporations in the State of Maryland to engage in, including the performance of all lawful and appropriate actions and things with respect thereto, from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 332 Meadowlark Ave., Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation is George A. Stone, 332 Meadowlark Ave., Hagerstown, MD 21740.

FIFTH: The total number of shares which the Corporation has authority to issue is Five Thousand (5,000) shares, without par value, all of one class and designated as Common Stock.

SIXTH: The initial number of Directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but the number of Directors shall never be less than three (3); and the names of the Directors who

shall act until the first annual meeting of the stockholders or until their successors are duly chosen and qualified are: George A. Stone, Helen E. Stone and Albert W. Miller.

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

A. The Board of Directors of the Corporation is hereby empowered to authorize and issue, from time to time, shares of its stock, of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any kind or class, whether now or hereafter authorized, for such consideration as may be fixed by the Board of Directors.

The stockholders of the Corporation shall have the preemptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or any obligations convertible into stock of the Corporation issued or sold, and the right of subscription to any thereof, at such price as the Board of Directors, in its discretion, from time to time, may determine, pursuant to the authority hereby conferred by the certificate of incorporation. The Board of Directors may issue stock of the Corporation or obligations convertible into stock but must first offer such issue on a pro rata basis to the stockholders 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 the Corporation are 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 of them, 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 quorum of any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other corporation, or had no such interest.

EIGHTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have hereunto affixed our signatures to these Articles of Incorporation of Building Systems, Inc. and severally acknowledge same to be our act.

Albert W. Miller  
Witness

George A. Stone (SEAL)  
George A. Stone

George A. Stone  
Witness

Albert W. Miller (SEAL)  
Albert W. Miller

George A. Stone  
Witness

Helen E. Stone (SEAL)  
Helen E. Stone

Date: February 15, 1983

ARTICLES OF INCORPORATION  
OF  
BUILDING SYSTEMS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 23, 1983 at 9:59 o'clock A M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2579, folio 03202 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.

*[Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 21 10 02 AM '83

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

LAND  \_\_\_\_\_  
VAUGHN LEAKER, CLERK

A 138558  
8309924

## LONG MEADOW SUPERMARKET, INC.

## ARTICLES OF INCORPORATION

Received For Record June 21, 1983 at 10:02 o'clock am liber 32  
 JUN 21 83 AM 14082 \*\*\*\*\*5.00

*Handwritten: 10*

FIRST: The undersigned, William P. Young, Jr., 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 Long Meadow Supermarket, 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 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 1505 Potomac Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is William P. Young, Jr., 81 West Washington Street, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock of all classes which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock comprised of 5,000 shares of Class A, non-voting, no par value common stock and 5,000 shares of Class B, voting, no par value 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.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Robert A. Doll  
Robert L. Gossard  
Douglas J. Iler

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

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

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

(3) 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 or stockholders of this

Corporation are pecuniarily or otherwise interested in or are stockholders or directors or officers of such other Corporation; any stockholder or director, individually or any firm of which any stockholder or 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 he or such firm discloses such interest to a majority of the other stockholders or directors. Any stockholder of this Corporation who is also a director, stockholder or officer of any other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the directors or stockholders of the 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 the same may be amended from time to time, are met.

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 directors, officers, employees and agents of this Corporation shall have rights of indemnification as provided by Corporations and Associations Article Section 2-418, Annotated Code of Maryland (1982 Cumulative Supplement), as amended from time to time.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 14th day of February, 1983.

WITNESS:

*Nancy C. Bayer*

*William P. Young, Jr.*  
William P. Young, Jr.

ARTICLES OF INCORPORATION  
OF  
LONG MEADOW SUPERMARKET, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 24, 1983 at 10:04 o'clock A M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2579, folio 02791 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.

[Signature]



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 21 10 02 AM '83

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

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

**A** 138489  
8309890

ARTICLES OF INCORPORATION

A CLOSE CORPORATION UNDER TITLE FOUR

Received For Record June 21, 1983 at 10:02 o'clock am liber 32  
THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Richard A. Daughtridge, whose Post Office address is 216 Avon Road, Hagerstown, Maryland 21740; Linda E. Wigfield, whose Post Office address is Route 1, Box 357, Big Spring, Maryland 21722; and Charles F. Wagaman, Jr., whose Post Office address is 600 Maryland National Bank Building, Hagerstown, Maryland 21740, each of whom are at least eighteen (18) years of age, do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose and with the intention of forming a Close Corporation pursuant to the provisions of the Corporations and Associations Article, Title Four of the Annotated Code of Maryland as amended.

SECOND: That the name of the Corporation is:

THE VALLEY RESTAURANT - DOWNTOWN, 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 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, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, 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, or of use therein.

C. 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 and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, sodas, and other 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; 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 216 Avon Road, Hagerstown, Maryland 21740. The Resident Agent of this Corporation is Richard A. Daughtridge, whose Post Office address is 216 Avon Road, 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 Twenty Thousand (20,000) shares having a par value of Five (\$5.00) Dollars each. The aggregate par value of all such shares is One Hundred Thousand (\$100,000.00) Dollars.

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

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

NINTH: The number of Directors of the corporation shall be three (3) which number may be increased or decreased pursuant to the By-laws of the corporation. Provided, however, that after May 1, 1983, 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: Richard A. Daughtridge, Linda E. Wigfield and Charles F. Wagaman, Jr.

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

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

B. The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by

law. Any such amendment shall be valid if authorized by the holders of majority of all issued and outstanding shares of common stock unless a greater percentage is required by the provisions of law.

C. Stockholders shall have preemptive rights.

ELEVENTH: The Charter of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledge the same to be our act on this 1<sup>st</sup> day of February, A. D., 1983.

*Richard A. Daughtridge*  
Richard A. Daughtridge

*Linda E. Wigfield*  
Linda E. Wigfield

*Charles F. Wagaman, Jr.*  
Charles F. Wagaman, Jr.

ARTICLES OF INCORPORATION  
OF  
THE VALLEY RESTAURANT - DOWNTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 22, 1982 at 11:48 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2579, folio 03034, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 138529

JUN 21 10 02 AM '83

8309856

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

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

ANDERSON, INCORPORATED  
852 Dewey Avenue  
Hagerstown, Maryland

Received For Record June 21, 1983 at 10:02 o'clock am liber 32  
ARTICLES OF INCORPORATION JUN 21-83 A# 14084 \*\*\*\*\*5.0

FIRST: The undersigned, Paul A. Leggett III, whose post office address is 99 Jackson Drive, Chambersburg, Pennsylvania 17201, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation, hereinafter called the "Corporation", is Anderson, Incorporated.

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

A. To engage in business as a General Contractor active in all phases of the construction industry, and

B. To engage in and to do all lawful business activities which may be necessary or appropriate for a General Contractor in the State of Maryland, and

C. To engage in and do any lawful act concerning any and all lawful business for which corporations may be organized under the general laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in Maryland shall be P. O. Box 1315 with principal business address of 852 Dewey Avenue, Hagerstown, Maryland 21740.

The name and post office address of the resident agent of the Corporation in the State of Maryland is Leona M. Leggett, 852 Dewey Avenue, P. O. Box 1315, 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 five thousand (5,000) shares of the par value of Ten Dollars (\$10.00) a share, all of one class, and having an aggregate par value of Fifty Thousand Dollars (\$50,000.00).

SIXTH: The business of this corporation shall be managed by a Board of Directors, not less than three in number, but at the discretion of the Board of Directors, the number of directors may be increased from time to time. The directors need not be residents of the State of Maryland or shareholders in the Corporation. They shall be elected by the shareholders, at the annual meeting of shareholders of the Corporation, and each director shall be elected for the term of one year, and until his successor shall be elected and shall qualify. Whenever all of the



ARTICLES OF INCORPORATION  
OF  
ANDERSON, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 22, 1983 at 9:59 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2579, folio 02969, 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.

D. W. Hill



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 21 10 02 AM '83

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

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

A 138516

8309714

Received For Record June 21, 1983 at 10:02 o'clock am liber 32  
ARTICLES OF INCORPORATION

HM 21-83 A# 14095 \*\*\*\*\*5.00

CUMBERLAND VALLEY DATA PROCESSING SERVICES, INC.

FIRST: I, Gary A. Nunamaker, whose post office address is 123 Bower Avenue, Williamsport, Maryland, 21795, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is: "CUMBERLAND VALLEY DATA PROCESSING SERVICES, INC."

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

(1) To engage in communication systems and data processing services; 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 123 Bower Avenue, Williamsport, Maryland, 21795. The name and post office address of the Resident Agent of the Corporation in this State is Gary A. Nunamaker, 123 Bower Avenue, Williamsport, Maryland, 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of no 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) except that

(1) If there is not 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: Gary A. Nunamaker and H. Michael Aycoth.

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:

1983 FEB 18 A  
G: OC

(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 15<sup>th</sup> day of February, 1983, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Gary A. Nunamaker  
Gary A. Nunamaker

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

I HEREBY CERTIFY, That on this 15<sup>th</sup> day of February, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gary A. Nunamaker and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose  
Notary Public



ARTICLES OF INCORPORATION  
OF  
CUMBERLAND VALLEY DATA PROCESSING SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 18, 1983 at 9:08 o'clock AM. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2579, folio 00645, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 138269  
8309658

JUN 21 10 02 AM '83

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

Received For Record June 21, 1983 at 10:02 o'clock am liber 32

TJW ASSOCIATES, INC.

JUN 21 83 AM 14086 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

FIRST: I, Richard W. Phoebus, Sr., whose post office address is 122 West Washington 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:

TJW ASSOCIATES, INC.

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

1. To own and carry on the business of mortgage banking.
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 122 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Richard W. Phoebus, Sr., 122 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 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 Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Richard W. Phoebus, Sr.

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 15<sup>th</sup> day of February, 1983, and I acknowledge the same to be my act.

WITNESS:



RICHARD W. PHOEBUS, SR.

ARTICLES OF INCORPORATION  
OF  
TJW ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 16, 1983 at 11:39 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2579, folio 01856, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 138388

JUN 21 10 02 AM '83

8309569

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

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

Received For Record June 21, 1983 at 10:02 o'clock am libe 32

ARTICLES OF INCORPORATION

JUN 21 83 AM 14087 \*\*\*\*\*550

RESH'S INN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Jerry R. Resh and Ann C. Resh, whose address is 1716 Virginia Avenue, Hagerstown, Maryland 21740, both 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:

RESH'S INN, 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 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 2437 Virginia Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Jerry R. Resh whose post office address is 1716 Virginia Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is 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 two directors and Jerry R. Resh and Ann C. 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 transactions, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

in its discretion use and supply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation or any of its bonds or other evidences of indebtedness, to such extent and in such manner, and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereinafter be authorized by law including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change of terms shall be authorized by the holders of two-thirds of all 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 10 day of February, 1983.

Jerry R. Resh (SEAL)  
Jerry R. Resh

Ann C. Resh (SEAL)  
Ann C. Resh

TEST:

Connie M. Moore

STATE OF MARYLAND, WASHINGTON, to wit:

THIS IS TO CERTIFY, that on this 10 day of February, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Jerry R. Resh and Ann C. 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.

Shirley M. Wesson  
NOTARY PUBLIC

MY COMMISSION EXPIRES

July 1, 1986



ARTICLES OF INCORPORATION  
OF  
RESH'S INN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 16, 1983 at 10:56 o'clock A.M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2579, folio 00554, 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.

*D. W. Hill*

\_\_\_\_\_



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 21 10 02 AM '83

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

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

A 138255

8309568

Received For Record June 21, 1983 at 10:02 o'clock am liber 32

## ARTICLES OF INCORPORATION

OF

BROWN BEAR ENGINEERING ASSOCIATES, INC.

JUN 21 1983 AM 14088 \*\*\*\*\*5.00

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, 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 BROWN BEAR ENGINEERING ASSOCIATES, INC.

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

To perform process design, hazard analysis, control engineering, materials handling engineering, structural engineering, machine designing and engineering studies.

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 701 Pin Oak Road, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Bruce B. Brown, 701 Pin Oak Road, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number 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 (3); and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Bruce B. Brown, Martha E. Brown and Samuel K. Brown.

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

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, I have signed these Articles of Incorporation on February 14, 1983.

WITNESS:

Joanne Snyder

Howard W. Gilbert, Jr. (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14th day of February, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr., who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Joanne Snyder  
Notary Public

My Commission Expires:  
July 1, 1986



ARTICLES OF INCORPORATION  
OF  
BROWN BEAR ENGINEERING ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 16, 1983 at 12:44 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2579, folio 01662, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 138349

JUN 21 10 02 AM '83

8309555

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

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

## WASHINGTON COUNTY STREET RODS, INC.

ARTICLES OF INCORPORATION

Received For Record June 21, 1983 at 10:02 o'clock am liber 32

FIRST: I, Robert E. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

WASHINGTON COUNTY STREET RODS, 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, for all 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 or 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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

1. To promote interest in various forms of street rodding activities.
2. To promote and encourage a better understanding of street rodding as a sport on the part of the public.
3. To promote safe driving, vehicle maintenance and overall vehicle operation.

FOURTH: The post office address of the principal office of the Corporation in this State is 65 Manor Drive, Apartment 204, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is William A. Baker, 65 Manor Drive, Apartment 204, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be four (4) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than 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:

Phillip Moon, President  
Landis L. Fox, Sr., Vice President  
William A. Baker, Secretary  
Wayne Jenkins, Secretary

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 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 tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

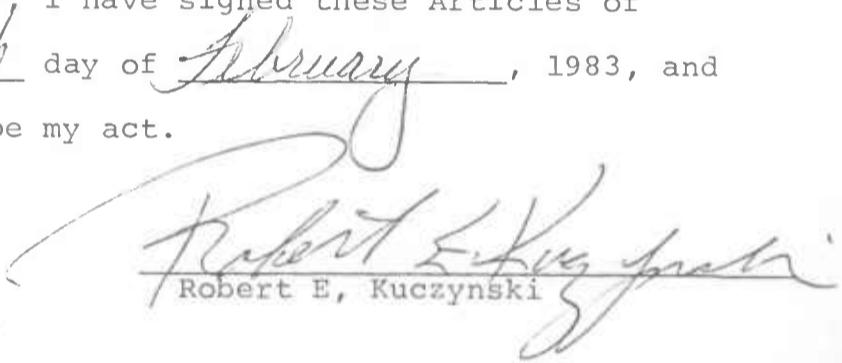
(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4942(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of February, 1983, and I acknowledge same to be my act.

  
Robert E. Kuczynski

ARTICLES OF INCORPORATION  
OF  
WASHINGTON COUNTY STREET RODS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 15, 1983 *8* at 10:02 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2578*, folio 02153, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 138155

JUN 21 10 02 AM '83

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

8309452

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

Received For Record June 21, 1983 at 10:02 o'clock am 01974  
ARTICLES OF INCORPORATION liber 32

OF

DN 21-33A 14000 \*\*\*\*\*5.00

PARRISH ENTERPRISES, INC.

FIRST: I, Laura Jean Parrish, whose post address is Route #9, Box 14, 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: Parrish Enterprises, 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 construction equipment and any parts of 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 light and heavy construction equipment.

(2) To engage in the purchasing, selling, distributing, or leasing, as principal or agent, of all kinds of heavy equipment, equipment, and other mechanical equipment and devices, as well as accessories and attachments therefor; 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 Maryland Annotated Code, as amended from time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route #9, Box 14, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Ralph H. France, II,

01975

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 5,000 shares of common stock with no par value.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the director who shall act until the first annual meeting or until their successors are duly chosen and qualified is: Laura Jean Parrish, Route #9, Box 14, Hagerstown, Maryland.

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 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

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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 10th day of February, 1983, and I acknowledge the same to be my act.

WITNESS:

Vicki L. Grimm

Laura Jean Parrish (SEAL)  
Laura Jean Parrish

ARTICLES OF INCORPORATION  
OF  
PARRISH ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 15, 1983 6 at 9:07 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2578, folio 01973, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 21 10 02 AM '83

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

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

**A** 138124  
8309449

Received For Record June 21, 1983 at 10:02 o'clock am liber 32  
ARTICLES OF AMENDMENT OF

HADLEY FARMS DAIRY, INC. JUN 21-83 A# 14091 \*\*\*\*\*5.00

THIS IS TO CERTIFY THAT:

Hadley Farms Dairy, Inc., a Maryland Corporation, previously having its principal office in Montgomery County, Maryland, (hereinafter called Corporation) hereby certifies to the Department of Assessments and Taxation that:

Pursuant to resolution of the Board of Directors of Hadley Farms Dairy, Inc., it was resolved by virtue of the resolution of the Board of Directors for the Corporation that the Charter is hereby amended:

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

"The name of the Corporation (hereinafter called the Corporation) is HADLEY FARMS, INC."

SECOND: Article Fourth of the Charter of the Corporation is hereby amended by deleting it in its entirety and replacing it with the following paragraph:

"The post office address of the principal office of the Corporation in this State is: Hadley Farms, Inc., 200 O'Toole Drive, Washington County, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Frank DeHaan whose post office address is 200 O'Toole Drive, Hagerstown, Maryland 21740. The Resident Agent is a citizen of the State of Maryland actually residing therein."

THIRD: The Charter of the Corporation is hereby amended by adding Paragraph EIGHTH:

EIGHTH: Hereafter the Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

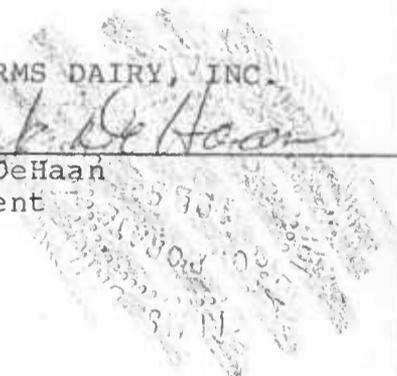
At the time of this Amendment it was approved unanimously by the Board of Directors and by every stockholder.

IN WITNESS WHEREOF, Hadley Farms 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 on this 19<sup>th</sup> day of JANUARY, 1983.

ATTEST:

Dolly Mae DeHaan  
Dolly Mae DeHaan  
Secretary

HADLEY FARMS DAIRY, INC.  
BY: Frank DeHaan  
Frank DeHaan  
President



(SEAL)

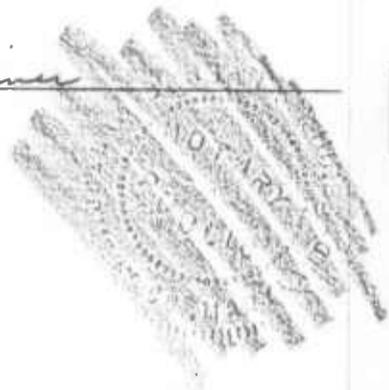
STATE OF MARYLAND, <sup>MONTGOMERY</sup> WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 24<sup>th</sup> day of JANUARY, 1983, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of <sup>MONTGOMERY</sup> Washington, personally appeared Frank DeHaan, President of Hadley Farms Dairy, 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 Dolly Mae DeHaan and made affirmation in due form of law that she 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 <sup>other</sup> 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 my knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

*Barbara M. Hiner*  
Notary Public



My Commission Expires:  
July 1, 1986

ARTICLES OF AMENDMENT

OF

HADLEY FARMS DAIRY, INC.

Changing its name to:

HADLEY FARMS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 10, 1983 *4* at 9:53 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber *2578*, folio *01473*, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 138052

JUN 21 10 02 AM '83

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

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

8309415

ARTICLES OF INCORPORATION

FOR

SOCKS BROTHERS INCORPORATED 21-83A 14093 \*\*\*\*\*5.00

Received For Record June 22, 1983 at 10:02 o'clock liber 32  
(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 Socks Brothers 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 as follows:

(a) To engage in business of residential and commercial construction.

(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

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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.

FIFTH: The post office address of the principal office of the Corporation in this State is 816 Virginia 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.

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

SEVENTH: 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 at least one share is issued shall be Ronald Lee Socks.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4<sup>th</sup> day of February, 1983.

WITNESS:

Dickie Weddles

Richard W. Lauricella  
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this \_\_\_\_\_ day of February, 1983, 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, 1986

Dickie Weddles  
Notary Public

LAW OFFICES RICHARD W. LAURICELLA



ARTICLES OF INCORPORATION  
OF  
SOCKS BROTHERS INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 7, 1983 at 10:55 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2577, folio 02100, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 137931

8309193

JUN 21 10 02 AM '83

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

Med. Hinckle Liquors Inc  
189 East Main Street  
Hancock, MD 21795

11/10/83

01520  
589

HINCKLE LIQUORS, INC.

ARTICLES OF INCORPORATION

Received For Record June 21, 1983 at 10:02 o'clock am liber 32

FIRST: We, Terrance L. Hinckle, whose post office address is 189 East Main Street, Hancock, Maryland 21750, and Marlene L. Murry, whose post office address is Route 1, Woodmont Road, Hancock, Maryland 21750, and Dixie L. Mason, whose post office address is Route 4, Box 75, Berkeley Springs, West Virginia 25411, all 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:

HINCKLE LIQUORS, INC.

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

1. To engage in the operation, conduct, and management of a business for the retail or wholesale sale of beer, wine, distilled spirits, and sundry merchandise, and other allied businesses.

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

3. To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, contrust, 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.

4. To engage in and carry on any other businesses which may conveniently be conducted in conjunction with any of the businesses of the Corporation.

5. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of

Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 189 East Main Street, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation is Terrance L. Hinckle, 189 East Main Street, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State.

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 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:

Terrance L. Hinckle  
189 East Main Street  
Hancock, Maryland 21750

Marlene L. Murry  
Route 1, Woodmont Road  
Hancock, Maryland 21750

Dixie L. Mason  
Route 4, Box 75  
Berkeley Springs, West Virginia 25411

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

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

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing, shall in no way be limited or restricted by reference to or inference from the

terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

3. With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former Director or Officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 3<sup>rd</sup> day of February 1983, and we acknowledge the same to be our act.

WITNESS:

John A. Latimer Jr. Terrance L. Hinckle (SEAL)  
Terrance L. Hinckle

John A. Latimer Jr. Marlene L. Murry (SEAL)  
Marlene L. Murry

John A. Latimer Jr. Dixie L. Mason (SEAL)  
Dixie L. Mason

ARTICLES OF INCORPORATION  
OF  
HINCKLE LIQUORS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 7, 1983 at 12:23 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2577, folio 01519 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 137880

JUN 21 10 02 AM '83

LIBER \_\_\_\_\_ PUBLIC \_\_\_\_\_

8309183

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



AVIATION INVESTIGATIONS CORPORATION

2623

ARTICLES OF AMMENDMENT

HW 21-83A 14095 \*\*\*\*\*5.00

Received For Record June 21, 1983 at 10:02 o'clock liber 32

Aviation Investigations Corporation, a Maryland corporation having its principal office in Washington County, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

First: The charter of the Aviation Investigations Corporation is hereby amended by striking out Article Second and inserting in lieu thereof the following:

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

Second: The amendment of the charter of the Aviation Investigations 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: Aviation Investigations Corporation has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on February 4, 1983.

ATTEST:

AVIATION INVESTIGATIONS CORPORATION

*Carolyn H. Lyman*  
Secretary

By: *[Signature]*  
President

THE UNDERSIGNED, President of Aviation Investigations Corporation, 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, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

*[Signature]*

ES 5 V L-USA 8013

ARTICLES OF AMENDMENT

OF

AVIATION INVESTIGATIONS CORPORATION

Changing its name to:

AVINCO CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland February 7, 1983 at 9:53 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2577, folio 2622 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.

D.W. Hill



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

JUN 21 10 02 AM '83

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

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

A 137909

8309154

COMMUNITY SUPERMARKET, INC.  
ARTICLES OF INCORPORATION

Received For Record June 21, 1983 at 10:02 o'clock am, Liber 32

FIRST: The undersigned, William P. Young, Jr., 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 Community Supermarket, 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 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

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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 Baltimore and Hood Streets, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is William P. Young, Jr., 81 West Washington Street, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock of all classes which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock comprised of 5,000 shares of Class A, non-voting, no par value common stock and 5,000 shares of Class B, voting, no par value 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.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Robert A. Doll  
Donald R. Fazio  
Douglas J. Iler

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

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

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

(3) 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 or stockholders of this Corporation are pecuniarily or otherwise interested in or are

stockholders or directors or officers of such other Corporation; any stockholder or director, individually or any firm of which any stockholder or 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 he or such firm discloses such interest to a majority of the other stockholders or directors. Any stockholder of this Corporation who is also a director, stockholder or officer of any other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the directors or stockholders of the Corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he was not such director, stockholder 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: The directors, officers, employees and agents of this Corporation shall have rights of indemnification as provided by Corporations and Associations Article Section 2-418, Annotated Code of Maryland (1982 Cumulative Supplement), as amended from time to time.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 28<sup>th</sup> day of January, 1983.

WITNESS:

Nancy C. Boyer

William P. Young, Jr.  
William P. Young, Jr.

ARTICLES OF INCORPORATION  
OF  
COMMUNITY SUPERMARKET, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 7, 1983 at 9:47 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2577, folio 01293 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.

*D.W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 137837

8309128

JUN 21 10 02 AM '83

LIBER \_\_\_\_\_

LAND \_\_\_\_\_  
VAUGHN \_\_\_\_\_ CLERK

Received For Record June 21, 1983 at 10:02 o'clock am liber 32  
EBMD CORP.

## ARTICLES OF AMENDMENT AND RESTATEMENT

JUN 21-83 A# 14097 \*\*\*\*\*5.50

THIS IS TO CERTIFY THAT:

FIRST: EBMD Corp., a Maryland corporation (the "Corporation"), desires to amend and restate its charter as currently in effect and as hereinafter amended.

SECOND: The following provisions are all the provisions of the charter currently in effect and as hereinafter amended:

FIRST: The undersigned, whose address is 1198 Kenly Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a Professional Service Corporation under the general laws of the State of Maryland.

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

EDWARD BYRD, M.D., P.A.

THIRD: The purpose for which the Corporation is formed is to engage in every aspect of the practice of medicine. The professional services involved in the Corporation's medical practice may be rendered only through its officers, agents and employees who are duly authorized and licensed to render such professional services in the State of Maryland. The Corporation shall not engage in any business other than the practice of medicine, but may engage in every aspect thereof as may be permitted by law. The Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment. The Corporation may own any and all real or personal property necessary for the rendering of professional services by it.

The Corporation may engage in any activity otherwise permitted by law in connection with the foregoing purpose which is calculated, directly or indirectly, to promote the interests of the Corporation or which shall be conducive to or expedient for the protection or benefit of the Corporation.

FOURTH: The address of the principal office of the Corporation in this State is 1198 Kenly Road, Hagerstown, Maryland 21740.

FIFTH: The Resident Agent of the Corporation is Edward Byrd, M.D., whose address is 1198 Kenly Road, 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 stock which the Corporation has authority to issue is five thousand (5,000) shares, without par value, all of one class.

The Corporation may not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to engage in some aspect of the practice of medicine in this State. No Stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock. If any Stockholder of this Corporation who has been rendering professional service to the public becomes legally disqualified to render such service within the State of Maryland, or is elected to a public office or accepts employment that, pursuant to then existing law, prohibits his continued rendering of such professional service, he shall immediately sever all employment with, and, as hereinafter provided, all financial interest in, this Corporation. No Stockholder of this Corporation may sell, transfer, hypothecate or pledge any of his shares in the Corporation except to the Corporation or to another individual who is eligible to be a Stockholder herein and then only after the proposed sale, transfer, hypothecation or pledge has been first approved by the holders of not less than a majority of the outstanding shares of voting stock of the Corporation, excluding the shares of stock proposed to be sold or transferred; provided, however, nothing contained herein shall prevent the Stockholders of the Corporation from making any other arrangement, either in the Bylaws of the Corporation or by contract, relating to approval of the sale, transfer, hypothecation or pledge of shares in the Corporation to an eligible Stockholder herein. Whenever all Stockholders of

this Corporation cease at any one time and for any reason to be licensed, certified or registered in some aspect of the practice of medicine, the Corporation thereupon shall be deemed to be converted into, and shall operate henceforth solely as, an ordinary business corporation of the State of Maryland.

SEVENTH: Within one hundred twenty (120) days following the date of death of a Stockholder, or his disqualification as hereinbefore provided to own shares in the Corporation, or the sale, transfer, hypothecation or pledge of any shares by a Stockholder contrary to the provisions hereof, or the levying of an execution upon any such shares, all of the shares theretofore owned by such stockholder shall be transferred to, and acquired by, the Corporation or persons (approved as provided in Article SIXTH hereof) qualified to own the shares. If no other provision to accomplish this transfer and acquisition is in effect and carried out within this period, the Corporation thereafter shall purchase and redeem all of the shares of stock of such Stockholder at book value, determined as of the end of the month immediately preceding death or disqualification. The book value shall be determined from the books and records of the Corporation in accordance with the regular methods of accounting used by the Corporation for the purpose of determining net taxable income for federal income tax purposes; and no subsequent adjustment of this income, whether by the Corporation itself, by federal income tax audit made and agreed to, or by a court decision which has become final, shall alter the redemption price. Nothing contained in this Article SEVENTH shall prevent the stockholders of the Corporation from making any other arrangement, either in the Bylaws of the Corporation or by contract, to transfer the shares of the deceased or disqualified stockholder to the Corporation or to persons qualified to own the shares, whether made before or after the death or disqualification of the Stockholder, provided that within the one hundred twenty (120) day period herein specified all the stock involved shall have been so transferred.

EIGHTH: The Corporation shall have a Board of one (1) Director. The number of Directors may be increased or decreased in accordance with the

Bylaws of the Corporation, but shall never be less than one (1). The names of the Director who shall serve as such until the first annual meeting of the Stockholders and until his successor is duly elected and qualifies is:

Edward Byrd, M.D.

NINTH: In carrying on its business or for the purpose of attaining or furthering its purpose, the Corporation shall have all of the rights, powers and privileges granted to Professional Service Corporations by the laws of the State of Maryland and the power to do any and all acts and things which a natural person or partnership could do and which may now or hereafter be authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by law, the powers of the Corporation and of the Directors and Stockholders shall include the following:

(a) 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.

(b) Except as otherwise provided in this Charter or by the Bylaws of the Corporation, as from time to time amended, the business of the Corporation shall be managed under the direction of its Board of Directors, which shall have and may exercise all the powers of the Corporation except such as are by law or this Charter or the Bylaws conferred upon or reserved to the Stockholders. Additionally, the Board of Directors of the Corporation is hereby specifically authorized and empowered from time to time in its discretion:

(1) To authorize the issuance or sale from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration

as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation, this Charter, or the laws of the State of Maryland;

(2) By articles supplementary to this Charter, to classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

TENTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

ELEVENTH: The Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful, on the merits or otherwise, in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served either 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 Bylaws may otherwise provide, no other indemnification shall be provided for any officer or Director or for any employee or agent of the Corporation or of any predecessor of the Corporation or any other entity.

THIRD: 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 an amendment to and restatement of the Articles of Incorporation of the Corporation was advisable and directing that the proposed amendment and restatement be submitted for consideration by the Stockholders of the Corporation.

FOURTH: A consent in writing, setting forth approval of the amendment to and restatement of the Articles of Incorporation of the Corporation as so proposed, was signed by all Stockholders of the Corporation entitled to vote thereon, and such consent is filed with the records of Stockholder meetings of the Corporation.

FIFTH: The amendment to and restatement of the Articles of Incorporation of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation as required by law.

SIXTH: The current address of the principal office of the Corporation is as set forth in Article FOURTH of the foregoing amendment and restatement of charter.

SEVENTH: The name and address of the Corporation's current Resident Agent is as set forth in Article FIFTH of the foregoing amendment and restatement of charter.

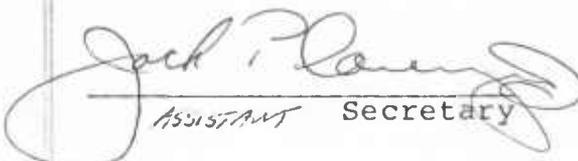
EIGHTH: The number of directors of the Corporation and the names of those currently in office are as set forth in Article EIGHTH of the foregoing amendment and restatement of charter.

NINTH: The undersigned President acknowledges these Articles of Amendment and Restatement to be the corporate act of said corporation and with respect to all matters and facts otherwise required to be verified under oath, the undersigned President acknowledges that to the best of his knowledge, information and belief, such matters and facts are true in all material respects and such statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and attested to by its Secretary on this 23 day of January, 1983.

ATTEST:

EBMD CORP.

  
Assistant Secretary

By:   
Edward Byrd, M.D., President

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

EBMD CORP.

Changing its name to:

EDWARD BYRD, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 26, 1983 at 4:00 o'clock P M. as in conformity with law and ordered recorded.

~~03511~~

Recorded in Liber 2576, folio, 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 \$ 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.

*D.W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 137699

JUN 21 10 02 AM '83

LIBER \_\_\_\_\_

LAND \_\_\_\_\_ 8309093  
VACANT LAND CLERK

Received For Record June 21, 1983 at 10:02 o'clock am liber 32

WOLF REAL ESTATE, INC.

01250

JUN 21-83 AM 14098 \*\*\*\*\*5.0

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

ok  
per DK

ARTICLES OF INCORPORATION

FIRST: I, Robert A. Wolf, II, whose post office address is 901 Dewey Avenue, Hagerstown, Maryland, 21740 being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

WOLF REAL ESTATE, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

1. To own and carry on the business of a real estate agency; 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 600 Salem Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert A. Wolf, II, 901 Dewey 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 ten thousand (10,000) shares of common stock, without par value.

RECORDED  
JUN 21 1983

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:

Robert A. Wolf, II

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 21<sup>st</sup> day of January, 1983, and I acknowledge the same to be my act.

WITNESS:

[Handwritten Signature]

[Handwritten Signature] (SEAL)  
Robert A. Wolf, II

ARTICLES OF INCORPORATION  
OF  
WOLF REAL ESTATE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 28, 1983 4 at 9:38 o'clock A M. as in conformity  
with law and ordered recorded.

01249

Recorded in Liber 2576, folio \_\_\_\_\_, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 137472

JUN 21 10 03 AM '83

8308735

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

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

## ELECTRO ENTERPRISES, INC.

Received For Recrod June 21, 1983 at 10:03 o'clock am liber 32  
 JUN 21 83 A# 14101 \*\*\*\*\*5.00  
 ARTICLES OF VOLUNTARY DISSOLUTION

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

FIRST: 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 Electro Enterprises, Inc., c/o France and Metzner, P.A., 81 West Washington Street, 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 Ralph H. France, II, 81 West Washington Street, Hagerstown, Maryland 21740.

FOURTH: The name and address of each director of the Corporation are as follows: Sandra E. Mose, 308 South Cleveland Avenue, Hagerstown, Maryland; Debra E. Gigeous, 109 Lorraine Terrace, Hagerstown, Maryland.

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

President - Sandra E. Mose, 308 South Cleveland Avenue, Hagerstown, Maryland  
 Secretary/Treasurer - Debra E. Gigeous, 109 Lorraine Terrace, 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.

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, ELECTRO ENTERPRISES, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 30 day of November, 1982, and its President acknowledges that these

Articles of Voluntary Dissolution are the act and deed of ELECTRO ENTERPRISES, 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:

ELECTRO ENTERPRISES, INC.

Debra E. Gigeous  
Debra E. Gigeous, Secretary

BY: Sandra E. Mose, Pres.  
Sandra E. Mose, President

AFFIDAVIT

THIS IS TO CERTIFY that I am an officer of the Corporation known as Electro Enterprises, Inc., and that as of January 1, 1983, the corporation did not own any personal property and at the current time does not own any personal property.

I do solemnly declare and affirm under the penalties of perjury that the contents of the above Affidavit are true and correct to the best of my knowledge, information and belief.

  
Debra E. Gigeous  
Secretary/Treasurer



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P.O. BOX 466      PHONE 269-3810  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER

J. BASIL WISNER  
CHIEF DEPUTY

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

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

ELECTRO ENTERPRISES, INC.

have been paid.

WITNESS my hand and official seal this

Twenty seventh day of January A.D. 1983.



*Ellen L. Thompson*  
Deputy Comptroller

ARTICLES OF DISSOLUTION  
OF  
ELECTRO ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 22, 1983 at 9:40 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2579, folio 02944, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 138511

JUN 21 10 03 AM '83

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

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

## ARTICLES OF INCORPORATION

OF

THE FELLOWSHIP OF LOVE CENTER, INC.

Received For Record June 21, 1983 at 10:03 o'clock am <sup>LIB</sup> 21-83A# 14100 \*\*\*\*\*?

We, EDWARD F. EBERLY, of 302 Bower Avenue, Washington County, liber 32  
 Hagerstown, Maryland, SABINA EBERLY, of 302 Bower Avenue, Washing-  
 ton County, Hagerstown, Maryland, VERN HANCOCK, of 113 Holly Ter-  
 race, Washington County, Hagerstown, Maryland, and KITTY DIVELBLISS,  
 of Rte. 2, Box 22A, Williamsport Pike Road, Washington County,  
 Hagerstown, Maryland, the undersigned designated trustees of the  
 church, each being over the age of Eighteen (18), and residents  
 of the State of Maryland, do associate ourselves for the purpose  
 of organizing and incorporating THE FELLOWSHIP OF LOVE CENTER, INC.

FIRST: The Church Plan.

A. The purpose of the church is to establish a place  
 of worship; to provide for Christian fellowship with those of like  
 precious faith; to fulfill the great commission and assume our  
 respective responsibility and privilege to promote the propagation  
 of the Gospel of our Lord Jesus Christ, Amen.

B. The name of the religious corporation and the church  
 is THE FELLOWSHIP OF LOVE CENTER, INC.

C. The election of trustees and their successors shall  
 be by appointment by the pastor of the church and they shall serve  
 as trustee until a new successor is appointed, resign, die, be  
 disqualified, or refuse to serve as such;

1. A trustee shall be appointed for a term of one  
 year beginning on the day and year of appointment and ending on  
 the anniversary thereof;

2. The subsequent appointment of a trustee shall  
 be at the sole discretion of the pastor;

3. The pastor shall be appointed by the Eldership  
 of the church pursuant to the by-laws of the church;

4. The qualifications of a trustee and the pastor  
 shall be:

- a. Must be born again (John 3:3),
- b. Must have a personal testimony of the

JUN 21 1983 4 10 03 AM

Lord Jesus Christ in their lives (II Cor. 5:17),

- c. Baptism by immersion in water (Mark 16: 16),
- d. Must accept the Constitution and By-Laws and the Statement of Faith of the Church and be willing to support the Church spiritually, physically, financially, and to be governed by them,
- e. Must be over the age of Eighteen (18).

SECOND: The address and principal place of worship of the church is 31 Prospect Street, Hagerstown, Maryland 21740.

THIRD: The name and address of the resident agent is EDWARD F. EBERLY, of 302 Bower Avenue, Washington County, Hagerstown, Maryland, 21740, who actually resides thereat.

FOURTH: In addition to the purposes stated in clause FIRST above, the corporation shall establish, maintain and operate a place of worship; establish, maintain, and operate a pastoral and community ministry; to promote the Christian way of life, and to advance the Kingdom of God by all available means within the Corporation and community, both at home and abroad.

To do all such acts as are necessary or convenient to attain the purposes of the Corporation, to the same extent as any natural person could or might do, and as are not forbidden by law, the Articles of Incorporation, the By-Laws of the Corporation, the Statement of Faith or the Word of God.

To have offices and promote and carry out the objectives of the Corporation within and without the State of Maryland, the several states of the United States, the District of Columbia, territories and possessions of the United States, and any other place in the world.

The Corporation shall possess, exercise and enjoy all the powers, rights and privileges granted to, or conferred upon, Corporations of a similar character by the general laws of the State of Maryland, and the foregoing powers shall be in addition to and not in limitation of the powers granted to religious corporations by the laws of the State of Maryland.

FIFTH: The Corporation shall have no authorized stock.

SIXTH: The existence of the Corporation shall be perpetual.

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

EIGHT: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in clause FIRST and FOURTH hereof. No substantial part of the activities of the Corporation shall be the carrying on of political 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 Code), 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).

NINETH: 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 organ-

izations organized and operated exclusively for charitable, educational, religious or scientific purposes as at the time shall qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF we have signed our hand and seal this 27<sup>th</sup> day of November, 1982.

Edward F. Eberly  
 EDWARD F. EBERLY, Trustee  
Sabina Eberly  
 SABINA EBERLY, Trustee  
Vern E. Hancock  
 VERN HANCOCK, Trustee  
Kitty Divelbliss  
 KITTY DIVELBLISS, Trustee

I HEREBY CERTIFY that on this 27<sup>th</sup> day of November, 1982, before me, the subscriber, a Notary Public in and for the State of Maryland, County of Washington, personally appeared EDWARD F. EBERLY, SABINA EBERLY, VERN HANCOCK and KITTY DIVELBLISS, and each severally acknowledged the foregoing Articles of Incorporation to their several act and deed.

Robert T. Wilson  
 ROBERT T. WILSON, Notary  
 My Commission Expires:  
 July 1, 1986

ARTICLES OF INCORPORATION  
OF  
THE FELLOWSHIP OF LOVE CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland December 8, 1982 at 10:28 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2565, folio 2742, 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 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.

*D.W. [Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 134876

8305821

JUN 21 10 03 AM '83

LIBER \_\_\_\_\_

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

01196

Received for Record June 21, 1983 at 10:03 o'clock am liber 32

UN 21-83A 14099 \*\*\*\*\*5.00

THE WILLIAMSPORT WRESTLING CLUB, INC.  
ARTICLES OF INCORPORATION

FIRST: I, Edward N. Button, whose post office address is 635 Oak Hill 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 The Williamsport Wrestling Club, 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, 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 of 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.

NO. 6 V. 00000000

(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 Corporations 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 object of this club is (1) to promote, support and develop amateur wrestling in the community (2) to foster the ideals of good sportsmanship through participation, competition and fellowship (3) to improve the degree of amateur wrestling by providing coaching, facilities and competition. Membership in the corporation is open to all persons regardless of race, religion, sex or age, provided said person has a son or daughter currently participating in the wrestling program.

FOURTH: The post office address of the principal office of the Corporation in this State is 33 West Salisbury Street, Williamsport, MD 21795. The name and post office address of the Resident Agent of the Corporation in this State is Gary L. Knode, 33 West Salisbury Street, Williamsport, MD 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Ralph Crawford, Lois Baker, Brenda Sterling, Earl Crawford (Calvin Staubs) and Mike Sease.

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 arrangements or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation:

(a) References to "charitable organizations" or "charitable organization" means corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Articles 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 proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3<sup>rd</sup> day of JAN, 1983, and I acknowledge same to be my act.

WITNESS

Melissa S. Doyle

Edward B. Butler

ARTICLES OF INCORPORATION  
OF  
THE WILLIAMSPORT WRESTLING CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland January 28, 1983 4 at 9:37 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2576, folio 01195, 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.

*D. W. [Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 137460

JUN 21 10 03 AM '83  
LIBER 32 NO 621  
INCORPORATION  
LAND    
VAUGHN J. BAKER, CLERK

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Received For Record June 27, 1983 at 11:30 o'clock am liber 32

SHARPSBURG AREA RESCUE SERVICE, INC.

ARTICLES OF AMENDMENT

SHARPSBURG AREA RESCUE SERVICE, INC., a Maryland Corporation, having its principal office at 110 West Chaplain Street, Sharpsburg, Maryland 21782 (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 deleting therefrom in their entirety Articles Third, Fifth and Seventh and by substituting in lieu thereof the following new Articles Third, Fifth and Seventh and by adding to said Charter new Articles Eighth, Ninth and Tenth:

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

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

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

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

1. To operate a rescue service for the purpose of protecting the lives, health, safety and well-being of the residents of Sharpsburg, Maryland, and surrounding areas by furnishing emergency medical assistance and ambulance service to such citizens, without regard to race, religious, social or ethnic

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background, sex, national origin or physical or mental disability.

FIFTH: The Corporation is not organized for profit, it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

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, 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."

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 that, at a regularly scheduled meeting of the members of the Corporation, at which a quorum was present, pursuant to the by-laws of the Corporation, said amendments were duly approved by a majority vote of the membership of the corporation.

IN WITNESS WHEREOF, SHARPSBURG AREA RESCUE SERVICE, INC., has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereinunder affixed and attested by its Secretary on this 5 day of January, 1983 and its President further acknowledges that these Articles of Amendment are the act and deed of Sharpsburg Area Rescue Service, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

SHARPSBURG AREA RESCUE SERVICE, INC.

Bitterna L. Nussally  
Secretary

BY: Delores J. M. Gray  
President

ARTICLES OF AMENDMENT  
OF  
SHARPSBURG AREA RESCUE SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 4, 1983 7 at 11:32 o'clock A M. as in conformity  
with law and ordered recorded.

03773

Recorded in Liber 2576, folio \_\_\_\_\_, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

To the clerk of the \_\_\_\_\_ Circuit Court of Washington County

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

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

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 27 11 30 AM '83

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

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

A 137742

8309103

Received for Record July 14, 1983 at 12:39 o'clock P.M. Liber 32  
1983 JUL 15 15386 \*\*\*\*\*

CERTIFIED COPY OF BOARD OF DIRECTORS  
RESOLUTION OF LEATHERNECK, INC. AUTHORIZING  
CHANGE OF RESIDENT AGENT

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and he is hereby changed from William J. Dwyer, 10 North Jonathan Street, Hagerstown, Maryland 21740, to Ralph H. France, II, Esquire, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, and who is a resident of the State of Maryland.

RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

The above is a certified copy of a resolution passed by the Board of Directors of Leatherneck, Inc. on Tuesday, March 22, 1983, at a Special Meeting of the said Board of Directors.

LEATHERNECK, INC.

BY: Nancy H. Reamy  
Nancy Reamy, Secretary

NOTICE OF CHANGE OF RESIDENT AGENT AND  
AGENT'S ADDRESS

OF

LEATHERNECK, INC.

received for record March 24, 1983

, at 9:25 AM.

and recorded on Film No. 2578

Frame No. 3130 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 21881 A.

Special Fee Paid	\$5.00	.75
Recording Fee Paid	\$3.00	.50
Total	<u>\$8.00</u>	<u>1.25</u>

Mr. Clerk Mail to: France and Metzger  
81 West Washington Street  
Baltimore, Maryland 21740

rc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUN 14 12 39 PM '83

LIBER \_\_\_\_\_

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

138 E. Washington St.  
Hagerstown, MD 21740

February 27, 1983 14-638 16565 \*\*\*\*\*12

Received for Record July 14, 1983 at 12:39  
o'clock P.M. Liber 32

State Department of  
Assessments and Taxation  
301 W. Preston St.  
Baltimore, MD 21201

Gentlemen:

I am writing to inform you that as of June 1, 1981 I am  
no longer a part of Tri-State Enterprises Inc. Being no longer part  
of the aforementioned corporation I request that my name be removed  
from your files and that all future correspondence with Tri-State  
Enterprises be forwarded to Mr. Michael L. Hardy at the following  
address:

Tri-State Enterprises  
c/o Michael L. Hardy  
207 Queen Anne Court  
Hagerstown, MD 21740

Thank you for your cooperation.

Sincerely yours,

*William D. Prince III*

William D. Prince III

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

TRI-STATE ENTERPRISES, INC.

1205

received for record March 11, 1983

, at 8:30 AM.

and recorded on Film No. 2577

Frame No 00927 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 21812A

Special Fee Paid	\$5.00 .75
Recording Fee Paid	\$3.00 .50
Total	<u>\$8.00</u> 1.25

Mr. Clerk Mail to: William D. Prince, III  
138 East Washington St.  
Hagerstown, Md. 21740

rc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUL 14 12 39 PM '83

LIBER \_\_\_\_\_

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

Lunkstown Market Inc.

637

Certificate of Resolution of  
Change of Resident Agent. 14-83 B 16564 \*\*\*\*\*12

I, Patrick R. Mayhew, Secretary of Lunkstown Market 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 Felix Semler whose address is Post Office Rt. #2 Smithsburg, Maryland to Connie L. Daley whose address is 1105 Orchard Hills Pkwy. Aquas town, Maryland. 21740.

In witness whereof, I have set my hand and affixed the seal of the Corporation on this 25<sup>th</sup> day of February 1983.

Patrick R. Mayhew  
Secretary.



NOTICE OF CHANGE OF RESIDENT AGENT AND  
AGENT'S ADDRESS

OF

FUNKSTOWN MARKET, INC.

1115

received for record February 28, 1983

, at 8:30 A.M.

and recorded on Film No. 1575

Frame No. 03027 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 21769A.

Special Fee Paid	\$5.00	.75
Recording Fee Paid	\$3.00	.50
Total	\$8.00	1.25

Mr. Clerk Mail to: Broadway Video  
107 South Potomac Street  
Hagerstown, Maryland 21740

rc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUL 14 12:39 PM '83

LIBER \_\_\_\_\_

LAND \_\_\_\_\_  
VAUGHN \_\_\_\_\_ CLERK

Received for Record July 14, 1983 at 12:39 o'clock P.M. Liber 32

14-83 Bz 16563 \*\*\*\*\*1

CERTIFICATE OF RESOLUTION OF  
CHANGE OF RESIDENT AGENT

I, MATTHEW CLARY, Secretary of  
MARINE & ELECTRONICS MANUFACTURING  
INCORPORATED, a corporation  
duly organized and existing under and by virtue of the laws  
of the State of Maryland, do hereby certify that  
by informal action of the Board of Directors of the Corpora-  
tion, 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 Victor D.  
Sneckenberger, whose address is  
700 Frederick Street, Hagerstown, Maryland 21740,  
to the UNITED STATES CORPORATION COMPANY, whose  
address is 1300 Mercantile Bank & Trust Bldg.,  
2 Hopkins Plaza, Baltimore, Maryland 21201.

IN WITNESS WHEREOF, I have set my hand and affixed  
the seal of the Corporation on this 25<sup>th</sup> day of January,  
1983.

*Matthew Clary*  
Secretary 

NOTICE OF CHANGE OF RESIDENT AGENT AND  
AGENT'S ADDRESS

OF

MARINE AND ELECTRONICS MANUFACTURING, INCORPORATED

1115

received for record March 2, 1983

, at 8:30 A.M.

and recorded on Film No. 2575

Frame No. 02987 one of

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

To the clerk of the Circuit court of Washington County

AA N<sup>o</sup> 21750A

Special Fee Paid	\$5.00	.75
Recording Fee Paid	\$3.00	.50
Total	\$8.00	1.25

Mr. Clerk Mail to: United States Corporation Company  
1025 Vermont Avenue, N.W.  
Washington, D.C. 20005

rc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

JUL 14 12 39 PM '83

LIBER \_\_\_\_\_

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

OLD ORCHARD SUPERMARKET, INC.  
ARTICLES OF INCORPORATION

14-23 R 16567 \*\*\*\*\*5

FIRST: The undersigned, William P. Young, Jr., 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 Old Orchard Supermarket, 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 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 1812 Virginia Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is William P. Young, Jr., 81 West Washington Street, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock of all classes which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock comprised of 5,000 shares of Class A, non-voting, no par value common stock and 5,000 shares of Class B, voting, no par value 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.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Robert A. Doll  
Clayton H. Burkholder  
Douglas J. Iler

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

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

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

(3) 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 or stockholders of this

Corporation are pecuniarily or otherwise interested in or are stockholders or directors or officers of such other Corporation; any stockholder or director, individually or any firm of which any stockholder or 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 he or such firm discloses such interest to a majority of the other stockholders or directors. Any stockholder of this Corporation who is also a director, stockholder or officer of any other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the directors or stockholders of the 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 the same may be amended from time to time, are met.

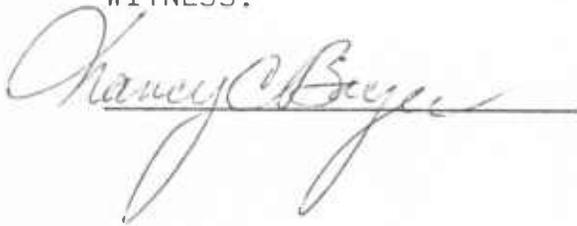
The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by 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.

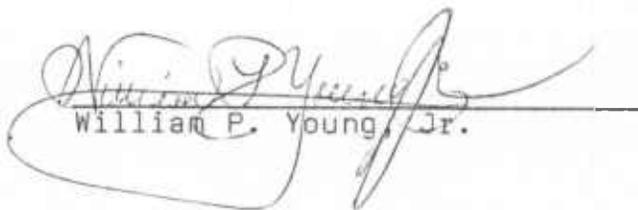
EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, 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 directors, officers, employees and agents of this Corporation shall have rights of indemnification as provided by Corporations and Associations Article Section 2-418, Annotated Code of Maryland (1982 Cumulative Supplement), as amended from time to time.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 25<sup>th</sup> day of March, 1983.

WITNESS:

  
\_\_\_\_\_

  
William P. Young, Jr.

ARTICLES OF INCORPORATION  
OF  
OLD ORCHARD SUPERMARKET, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 28, 1983 at 9:20 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2585, folio 01347, 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.

D. W. Hill



**A** 139985

8311451

drb

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

COOL HOLLOW RACING, INC.

14-050# 10548 \*\*\*\*\*50

ARTICLES OF INCORPORATION

FIRST: The undersigned, Lynn F. Meyers, whose Post Office address is 81 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Cool Hollow Racing, 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) Manufacture, distribute, own, rent, repair, buy and sell, lease and operate motor vehicles to compete in amateur and professional road racing as a licensee of the International Motor Sports Association and the Sports Car Club of America, on a local and national level.

(2) Manufacture, market, sell and otherwise deal in spare parts, equipment, uniforms, safety gear and all products used in the racing of automobiles; to buy, purchase, acquire, sell, transfer or trade racing motor vehicles, parts and equipment to any and all persons, firms or corporations; to sponsor, enter competitively, attend and collaborate with others or singly in road racing events including the staging thereof; endorse products, equipment, uniforms, driving gear and the like but not limited to, road racing vehicles and all attendant parts thereof; and to engage in any other lawful purpose and/or business and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

(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 RFD 9, Box 379, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Richard S. Oakley, RFD 9, Box 379, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

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

SEVENTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are: Richard S. Oakley and Linda S. Oakley.

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

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

(b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the

fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Directors individually or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested, provided 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 <sup>nd</sup> Incorporation and acknowledge same to be my act this 23 day of March, A.D., 1983.

Witness:

*James C. Boyer*  
*Richard S. Oakley*

*Lynn F. Meyers*  
Lynn F. Meyers

~~Richard S. Oakley~~  
~~Richard S. Oakley~~ J

ARTICLES OF INCORPORATION  
OF  
COOL HOLLOW RACING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *March 28, 1983* at *9:16* o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2584*, folio *01018*, 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.

*D. W. [Signature]*

**A** 139946  
8311433



LAND    
VAUGHN F. BYER, CLERK

ARTICLES OF INCORPORATION

14-078# 10509 \*\*\*\*\*50

OF

BLAINE HARDWARE INTERNATIONAL, LTD.

FIRST: That We, the subscribers, Edward A. Blaine, 1919 Blaine Dr., Hagerstown, MD 21740; John A. Jamison, 1919 Blaine Dr., Hagerstown, MD 21740; William A. Pasquerette, 1919 Blaine Dr., Hagerstown, MD 21740, each being at least twenty-one (21) years of age, do, under and by virtue of the general laws of the State of Maryland authorizing the formation of 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:

BLAINE HARDWARE INTERNATIONAL, LTD.

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

To do a general merchandising business, to buy, hold, own, purchase, or otherwise acquire, sell and otherwise dispose of, import, export, exchange and otherwise deal in either as principal, agent, broker, trustee or contractor, at wholesale or retail, upon commission or otherwise, window parts, frames, hardware, related items, goods, wares and merchandise of all kinds of property whatsoever without limit as to amount, and to make and enter into all manner and kinds of contracts and agreements and obligations for the same.

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 territories, districts and possessions outside of the continental United States of America and in foreign countries.

To borrow or raise money for any purpose of the corporation, and to establish checking and savings accounts, issue bonds, notes or other obligations of the corporation, and at the option of the corporation to secure the same by mortgage, pledge, deed of trust or otherwise.

To remunerate any person or corporation for services rendered, or to be rendered, in the placing or assisting to place or guaranteeing the placing or underwriting any conduct of the business of the corporation.

SEARCHED BY [unclear]

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 articles of these articles of incorporation or any amendment thereto, and shall be regarded as independent, and construed as powers as well as objects and purposes.

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

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

FIFTH: The total number of shares of stock which the corporation has authority to issue is ONE THOUSAND (1,000) shares, without nominal or par value. The subscription for and ownership of all stock in this corporation shall be made and taken upon the condition that no holder of stock shall have the right or power to pledge, sell, assign, or otherwise dispose of, any share or shares of the stock of this corporation without first offering the said share or shares for sale to the remaining stockholder or stockholders and to the corporation at the prices which he has been offered therefor. Such offer shall be made in writing, signed by the stockholder, and mailed to the address of the remaining stockholder or stockholders, and to the corporation, and shall remain open for acceptance for a period of sixty (60) days from the date of mailing. Notice of any such offer shall be considered sufficient if mailed to any stockholder's current address as shown on the records of the secretary of the corporation, by first class mail, postage prepaid. This provision shall be binding upon the assigns, executors, administrators, or other legal representatives of every stockholder, in case of the sale, assignment or pledge of any share or shares of such stock, and these provisions shall be binding upon each and every present owner or future owner thereof, whether such stock shall be acquired by will or otherwise.

SIXTH: The corporation shall have from three (3) to seven (7) directors and shall never have less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen

and qualify are:

Edward A. Blaine  
John A. Jamison  
William A. Pasquerette

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on  
the 15<sup>th</sup> day of March 19 83.

Edward A. Blaine  
Edward A. Blaine

John A. Jamison  
John A. Jamison

William A. Pasquerette  
William A. Pasquerette

STATE OF MARYLAND )  
COUNTY OF WASHINGTON ) SS

I HEREBY CERTIFY that on this 15<sup>th</sup> day of March 1983, before  
me, the subscriber, a Notary Public of Washington County, Maryland, personally  
appeared Edward A. Blaine, John A. Jamison, and William A. Pasquerette, 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.

Sherry J. Weaver  
Notary Public

My Commission Expires:

7/1/86

ARTICLES OF INCORPORATION  
OF  
BLAINE HARDWARE INTERNATIONAL, LTD.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 22, 1983 at 8:40 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2583, folio 4 02552, 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.

*[Handwritten Signature]*



**A** 139680

8311402

LIBER \_\_\_\_\_  
LAND  gcp   
VAUGHN J. PAKER, CLERK

Received for Record July 14, 1983 at 12:40 o'clock P.M. Liber 32

14-238# 16570 \*\*\*\*\*

INTERNATIONAL AMERICAN TECHNOLOGIES CORPORATION  
(A Close Corporation Under Title 4 of the Corporation and  
Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, William B. Gordon, whose post office address is Route 1, Box 430-A, Big Spring, Maryland 21722 and Sue E. Gordon, whose post office address is Route 1, Box 430-A, Big Spring, Maryland 21722, 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 International American Technologies Corporation.
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) Technical manpower recruitment for other entities and related services.
  - b) 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 1, Box 430-A, Big Spring, Maryland 21722, in the County of Washington. The name and post office address of the resident agent of the Corporation is William B. Gordon, Route 1, Box 430-A, Big Spring, Maryland 21722. Such resident agent is a citizen of the State of Maryland and actually resides therein.
6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 1000 shares without par value, all of one class.
7. Election to Have No Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director whose name is William B. Gordon.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

(1) President - William B. Gordon

(2) Secretary-Treasurer - Sue E. Gordon

9. Duration. The duration of the Corporation shall be perpetual.

10. Capitalization. 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 *18th* day of *February*, A.D., 1983.

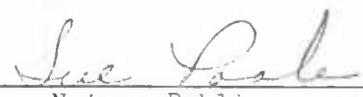
  
\_\_\_\_\_  
William B. Gordon (SEAL)

  
\_\_\_\_\_  
Sue E. Gordon (SEAL)

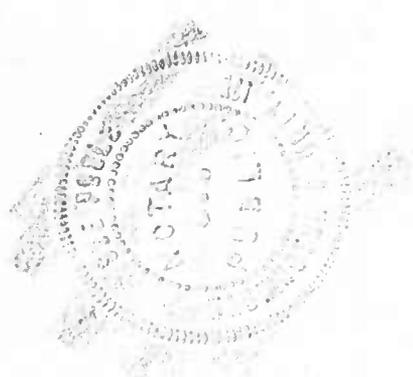
STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this *18th* day of *February* A.D., 1983, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared William B. Gordon and Sue E. Gordon, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 7/1/86



658

ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL AMERICAN TECHNOLOGIES CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 29, 1983 at 10:45 o'clock A M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2581, folio 00664, 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.

*P. B. Adams*



A 138918

8311401

ARTICLES OF AMENDMENT

OF

14-63 B 16571 \*\*\*\*\*5.0

BAKER-BENNETT & ASSOCIATES, P.A.

Baker-Bennett & Associates, P.A., a Maryland Corporation, having its principal office at 1706 Virginia Avenue, 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 Baker-Bennett & Associates, P.A. to Cumberland Valley Animal Clinic, Engstrom-Cody, 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, Baker-Bennett & Associates, 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 5<sup>th</sup> day of July, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of Baker-Bennett & Associates, P.A., and under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval are true

10 6 14 3-100 001

15 0 14 3-100 001

in all material respects to the best of his knowledge, information and belief.

ATTEST:

*Edward F. O'Keefe*

BAKER-BENNETT & ASSOCIATES, P.A.

BY: *George C. Engstrom*  
President

ARTICLES OF AMENDMENT

OF

BAKER - BENNETT & ASSOCIATES, P.A.

Changing its name to:

CUMBERLAND VALLEY ANIMAL CLINIC, ENGSTROM-CODY, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 23, 1983 at 8:57 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2584, folio 00136, 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.

D. W. Hill



SHO  
RTY  
RECORD

A 139797

JUL 14 4 40 PM '83  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_

8311339

LAND \_\_\_\_\_  
VA \_\_\_\_\_ CLERK \_\_\_\_\_

Received for Record July 14, 1983 at 12:40 o'clock P.M.  
Liber 32

"14-03B2 16572 \*\*\*\*\*5.00

A CLOSE CORPORATION  
ARTICLES OF INCORPORATION  
OF  
ON LINE, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Samuel J. Miller, Jr. whose address is 100 South Charles Street, Baltimore, Maryland 21201, 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:

On Line, Inc.

THIRD: The Corporation shall be a close corporation as authorized and regulated by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(a) to engage in the sale of computers, software and other related items.

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation or which shall be conducive to or expedient for the protection or benefit of the Corporation.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the reference to any particular purpose, object or business to exclude any other purpose, object or business authorized or permitted by law.

FIFTH: The address of the principal office of the Corporation in this State is Walnut Hill Farm, Route 2, Unger Road, Smithsburg, Maryland 21783.

SIXTH: The Resident Agent of the Corporation is Russell R. Reid, Jr., whose address is Walnut Hill Farm, Route 2, Unger Road, Smithsburg, Maryland 21783. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SEVENTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares, without par value, all of one class.

EIGHTH: The Corporation shall have one (1) Director, Russell R. Reid, Jr., who shall serve as such until such time as the First and Organizational Meeting of the Director and the issuance of one or more shares of stock of the Corporation have been completed. After such time the Corporation shall have no Board of Directors.

NINTH: In carrying on its business or for the purpose of attaining or furthering any of its objects the Corporation shall have all of the rights, powers and privileges granted to corporations by the laws of the State of Maryland and the power to do any and all acts and things which a natural person or partnership could do and which may now or hereafter be authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by law, the powers of the Corporation and the Stockholders shall include the following:

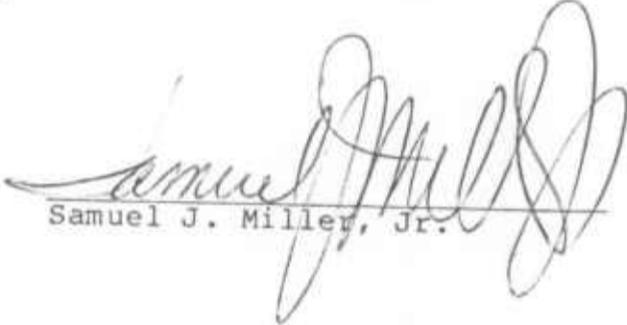
(a) The Corporation reserves the right from time to time to make any amendment of its Charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its Charter, of any outstanding stock.

(b) Except as otherwise provided in this Charter or by the Bylaws of the Corporation, as from time to time amended, the business of the Corporation shall be managed under the direction of its Stockholders, who shall have and may exercise all the powers of the Corporation.

TENTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class; provided, however, that the Stockholders may, in authorizing the issuance of stock of any class, confer any preemptive right that the Stockholders may deem advisable in connection with such issuance.

ELEVENTH: The Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful, on the merits or otherwise, in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served either the Corporation or any other entity at the request of the Corporation, in any capacity, while an officer of the Corporation. Except as the Bylaws may otherwise provide, no other indemnification shall be provided for any officer or for any employee or agent of the Corporation or of any predecessor of the Corporation or any other entity.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and I acknowledge the same to be my act on this 21st day of *March*, 1983.

  
Samuel J. Miller, Jr.

ARTICLES OF INCORPORATION

OF

ON LINE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 21, 1983 at 3:46 o'clock <sup>P.</sup> M. as in conformity with law and ordered recorded.

Recorded in Liber 2583, folio 02356, 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.

*D. W. Hill*



WASHINGTON COUNTY RECORD

JUL 19 4 40 PM '83

VAUGHN J. BAKER, CLERK

A 139648  
8311189

Received for Record July 14, 1983 at 12:40 o'clock P.M.  
Liber 32

1983 JUL 16 16573 \*\*\*\*\*5 00

FOX'S PIZZA DEN, HANCOCK, INC.

ARTICLES OF INCORPORATION

FIRST: I, Esther E. Connor, whose post office address is Route 3, Box 424, Frostburg, Maryland, 21532 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 referred to as the "Corporation") is Fox's Pizza Den, Hancock, Inc.

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

(1) To establish and run a business engaged in the sale of pizza and other food stuffs 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 Fox's Pizza Den, Hancock, Inc., 68 West Main Street, Hancock Maryland, 21750. The name and post office address of the Resident Agent of the Corporation in this State is Esther E. Connor, Route 3, P.O. Box 424, Frostburg, Maryland, 21532. Said Resident Agent is an individual actually residing in this state.

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

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant

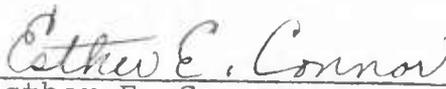
to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

- (1) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1), and
- (2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Esther E. Connor and Walter L. Engle.

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; except as may otherwise be provided by the Board of Directors, no holder of any shares 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 in such evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of January, 1983 and I acknowledge same to be my act.

  
\_\_\_\_\_  
Esther E. Connor

ARTICLES OF INCORPORATION  
OF  
FOX'S PIZZA DEN, HANCOCK, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 21, 1983 at 11:13 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2583, folio 02147<sup>3</sup>, 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.

*D. W. Hill*



MARYLAND  
COUNTY  
RECORD

A 139613

8311180

JUL 14 12 40 PM '83  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

BICKNELL-HINKLE ENTERPRISES, INC.  
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Kenneth J. Mackley, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is BICKNELL-HINKLE ENTERPRISES, INC.

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

To own, conduct, operate, maintain and carry on the business of restaurant, and to sell and dispense foods, beverages and liquids of all kinds and to do any and all things necessary and pertinent to said business.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1023 Maryland Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Jimmie W. Hinkle, Apt. 101, Rear 1028 Brinker 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 one (1), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one (1); and the name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualifies is Jimmie W. Hinkle.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: This Corporation shall be a close corporation organized pursuant to the provisions of Title 4, Subtitle 2, of the Corporations & Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on March 16, 1983.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)  
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 16th day of March, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer  
Notary Public

My Commission Expires:  
July 1, 1986





ARTICLES OF INCORPORATION

B & B STUDIOS, INC.

14-83 DE 16575 \*\*\*\*\*5.00

FIRST: I, John H. McDowell, whose post office address is 635 Oak Hill 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

B & B Studios, Inc.

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

(1) To engage in the martial arts school business, to rent properties for the schooling concerning martial arts, that being karate, Ju-Jitsu, and other similar activities; to own, lease, sell, and otherwise deal with equipment concerning the martial arts school; to also engage in the business of a photography studio, graphic arts and design studio, and other related services concerning photography, graphic arts, advertising and the maintenance of offices, warehouses, agents, solicitors, equipment for said businesses.

(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 7 North Main Street, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is Merle E. Boward, Route 3, Edgemont Road, Box 134, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in the State of Maryland.

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

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than two but not less than one; and

(2) If there is stock outstanding and so long as there are less than two stockholders, the number of directors may be less than two, but not less than the number of stockholders.

The name of the Directors who shall act until the first annual meeting or until after their successors are duly chosen and qualified are: Merle E. Boward, Gary Bowles and Mildred Boward.

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 15<sup>th</sup> day of March, 1983, and acknowledged the same to be my act.

WITNESS:

Linda M. Spigler

John H. McDowell

ARTICLES OF INCORPORATION

OF

B & B STUDIOS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 21, 1983 at 9:59 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2583, folio 02204, 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.

*[Handwritten Signature]*



A 139623

8311112

LAND   VAUGHN J. BAKER, CLERK

Received for Record July 14, 1983 at 12:40 o'clock P.M.  
Liber 32

01546

M-83R2 16576 \*\*\*\*\*5.00

## ARTICLES OF INCORPORATION

OF

OAK RIDGE CONTRACTORS, INC.

THIS IS TO CERTIFY:

FIRST: That I, GEORGE F. HORN, JR., whose post office address is 330 West Oak Ridge Drive, Hagerstown, Maryland 21740, of the age of majority, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation, which is hereinafter called the "Corporation" is OAK RIDGE CONTRACTORS, INC.

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

(A) Primarily, to carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings; roads, sidewalks, highways, bridges, or manufacturing plants; to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction; to execute contracts or to receive assignments of contracts therefor, or relating thereto; also, to manufacture and furnish the building materials and supplies connected herewith.

(B) To carry on any and all other business or businesses permitted by the laws of the State of Maryland to be carried on by a domestic corporation; and in pursuance of any and all businesses, whether or not specifically described in these Articles, to exercise and enjoy any and all powers, privileges, purposes and objects granted business corporations under the laws of the State of Maryland.

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

01547

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 9, Box 100, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is George F. Horn, Jr., 330 West Oak Ridge Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual residing in the State of Maryland.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into One Thousand (1,000) shares of par value of One Hundred (\$100.00) Dollars each.

SIXTH: The Corporation shall be managed by a Board of Directors of not less than five (5) nor more than ten (10) directors, and ROBERT LEE SPRANKLE, STEVE LESTER HOSE, JOAN WATSON, GEORGE F. HORN, JR., and BETTY P. STUBITS shall act as directors until the first annual meeting, or until their successors are duly chosen and qualify. Said directors may, by a majority vote, increase or decrease the number of directors at the first meeting of the Board or at any subsequent meeting, to such number not less than five (5) nor more than ten (10) as they may from time to time deem necessary or advisable.

SEVENTH: The Corporation shall indemnify its directors, officers, employees, and agents to the maximum extent possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the Corporation may, in its By-Laws, extend or restrict the power

of its directors and/or stockholders to indemnify such directors, officers, employees, and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 4<sup>th</sup> day of March, 1983.

WITNESS:

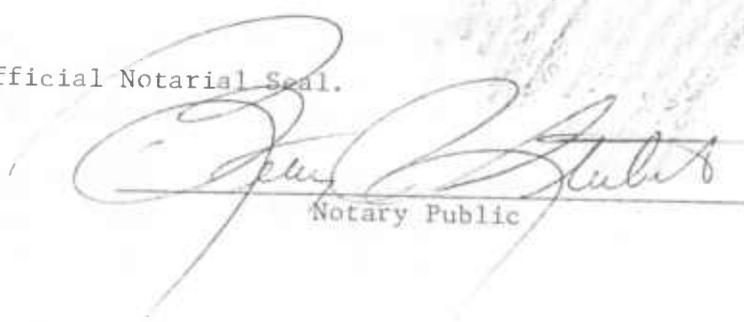


George F. Horn, Jr. (SEAL)  
George F. Horn, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 4<sup>th</sup> day of March, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared GEORGE F. HORN, JR., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

  
Notary Public

My Commission Expires:  
July 1, 1986.

ARTICLES OF INCORPORATION  
OF  
OAK RIDGE CONTRACTORS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 11, 1983 at 1:24 o'clock P M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2582, folio 01545 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.

*D.W. Hill*



A 139279

8310707

Received for Record July 14, 1983 at 12:40 P.M. Liber 32

1983 B2 16577 \*\*\*\*\*5

MEMBRANE ROOFING SYSTEMS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Brenda Lea Keefer, whose post office address is 138 West Washington Street, Room 202, Hagerstown, MD 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 MEMBRANE ROOFING SYSTEMS, INC.

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

(1) To carry on and conduct the business of roofing contractors in the construction, repair and replacement of roofs of every kind and nature and of making, performing and discharging contracts therefore or relating thereto as Contractor or Sub-Contractor and all allied and interdependent lines of 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 Downsville Pike, Maryland Route #632 South, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Michael G. Callas, 38 North 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 (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Michael G. Callas, Samuel C. Strite and Brenda Lea Keefer.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one

Page 2 of 3

or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

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

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

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

Page 3 of 3

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

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of March, A.D., 1983, and I acknowledge the same to be my act.

WITNESS:

Samuel Ants

Brenda Lea Keefer  
Brenda Lea Keefer

ARTICLES OF INCORPORATION  
OF  
MEMBRANE ROOFING SYSTEMS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *March 9, 1983* at *10:25* o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber *2581*, folio *4* **03213**, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

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

*500*

To the clerk of the *Circuit* Court of *Washington County*

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

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

*[Signature]*



**A** 139160

8310593

## ARTICLES OF REVIVAL

" 14-038 16578 \*\*\*\*\*5.00

Gateway Seafood House, Inc., a Maryland corporation having its principal office at Route 2, Hagerstown, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was Gateway Seafood House, Inc.

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

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is Route 2, Hagerstown, Maryland and said principal office is located in Hagerstown, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland is Dixie L. Smith, Route 2, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this State.

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

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

1983 JUL 24 A 11:36

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

IN WITNESS WHEREOF; the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by three directors elected by the stockholders at a meeting of the stockholders on November 24, 1982.

ATTEST:

William A. Sturges  
1/20/83

BY Stephen A. Sturges  
Doris Lee Smith  
Evelyn E. France

THE UNDERSIGNED; being three directors duly elected by the stockholders for purposes of executing these Articles of Revival hereby acknowledge the foregoing Articles of Revival to be their act.

DATED: January 3 ; 1983  
1/17 ; 1983  
1/17/83 ; 19

Stephen A. Sturges  
Doris Lee Smith  
Evelyn E. France

ARTICLES OF REVIVAL  
OF  
GATEWAY SEAFOOD HOUSE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 7, 1983 <sup>3</sup> at 10:08 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2581, folio 01250, 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 \$ \_\_\_\_\_

5.00

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



LAND    
VAUGHN J. PAKER, CLERK

A 139011-8310434

~~6137~~

ARTICLES OF AMENDMENT

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

14-87B# 16579 \*\*\*\*\*5.00

Edward J. Drawbaugh, 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:

Edward J. Drawbaugh, M.D., P.A.

and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is:

Drs. Drawbaugh and Supernavage, P.A.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on January 20, 1983 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 at a Special Meeting of the Stockholders of the Corporation to be held January 20, 1983.

1983 JAN - 7 10:30

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 Edward J. Drawbaugh, M.D., 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:

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

Jane O. Drawbaugh  
Secretary

By: E. J. Drawbaugh  
Edward J. Drawbaugh, President

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

I HEREBY CERTIFY, that on this 2<sup>nd</sup> day of March, A.D., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward J. Drawbaugh, President of Edward J. Drawbaugh, M.D., 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.

Orane Lee Rowe  
Notary Public



Commission Expires:

July 1988

ARTICLES OF AMENDMENT

OF

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

changing its name to:

DRS. DRAWBAUGH AND SUPERNAVAGE, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 7, 1983 at 10:30 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2581, folio 61375, 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.

*[Handwritten signature]*



LAYTON VAUGHN BAKER, CLERK

A 139034 - 8310536

ARTICLES OF SALE AND TRANSFER

1983 FEB 16 16550 \*\*\*\*\*55

ARTICLES OF SALE AND TRANSFER entered into this 4<sup>th</sup> day of February, 1983, by and between BURKHOLDER-SANDT ENTERPRISES, INC., a ~~Pennsylvania~~ <sup>Maryland</sup> corporation (hereinafter sometimes referred to as the "Transferor"), and FRANCIS A. COBURN and JANICE G. COBURN (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, their personal representatives, heirs, successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: Francis A. Coburn and Janice G. Coburn having their post office address at 1406 The Terrace, Hagerstown, Maryland 21740, and their place of business at 701 Dual Highway, Hagerstown, Maryland.

THIRD: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to them is Twenty-Five Thousand (\$25,000.00) Dollars, to be paid to Transferor, ~~in accordance with the terms and conditions set forth in the Agreement of Sale (hereinafter referred to as the "Agreement") between Transferee and Transferor dated as of January 8th, 1983, which Agreement is incorporated by reference herein.~~

FOURTH: The principal office of Transferor is at Hagerstown ~~Pennsylvania~~ <sup>Maryland</sup>, State of ~~Pennsylvania~~. Transferor is not transferring any real property.

FIFTH: The location of the principal office of Transferee in the State of Maryland is 701 Dual Highway, Hagerstown, Maryland, 21740.

SIXTH: 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, 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.

SEVENTH: In consideration of the payment to Transferor of Twenty-Five Thousand (\$25,000.00) 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, their personal representatives, heirs, successors and assigns: all assets and property set out on Exhibit No. 1 attached hereto and made apart hereof.

EIGHTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a <sup>Maryland</sup>~~Pennsylvania~~ corporation, and Transferee, 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, BURKHOLDER-SANDT ENTERPRISES, INC., and FRANCIS A. COBURN and JANICE G. COBURN, 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 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 11<sup>th</sup> day of February, 1983.

WITNESS:

BURKHOLDER-SANDT ENTERPRISES, INC.

By: *Guy S. Burkholder* Pres  
Guy S. Burkholder   

*[Signature]*

*Francis A. Coburn*  
Francis A. Coburn

*[Signature]*

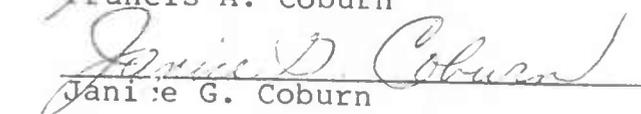
*Janice G. Coburn*  
Janice G. Coburn

*[Signature]*

THE UNDERSIGNED, President of BURKHOLDER-SANDT 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.

  
Guy S. Burkholder II

THE UNDERSIGNED, FRANCIS A. COBURN and JANICE G. COBURN who executed the Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledge, in their name the foregoing Articles of Sale and Transfer and further certify that, to the best of their 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.

  
Francis A. Coburn  
  
Janice G. Coburn

## (Lobby) -

693

- 2 - swivel chairs, barrel type, brown
- 1 - Pedestal type ash tray
- 3 - Side chairs, without arms, brown
- 1 - Desk style counter, 8' x 2' x 28" h
- 1 - Front counter, 3' x 2' x 42" h
- 1 - Literature rack, 6' h
- 3 - Desk trays for letters
- 1 - Letter size tub file on casters
- 1 - Steelcase double pedestal desk, model 330-500
- 1 - steno chair by Cole, black
- 1 - Typewriter stand, black, walnut grain vinyl top
- 1 - IBM typewriter, Model 72, Ser. No. 9000100
- 1 - Adler model 12P adder
- 1 - Cash box, metal
- 1 - Rolodex VIP35 card file
- 1 - Coffee bar, metal
- 2 - waste receptacles, brown

## (Press Room)

- 1 - Itek 435 Camera Processor with 435 Platemaker
- 1 - Itek 900CD press with spray attachment
- 2 - waste receptacles
- 1 - File, four drawers, legal size, brown
- 1 - Work organizer, plastic
- 1 - bindery truck
- 1 - Chemical stand, 3' x 2' x 20" h
- 1 - Pegboard, 8' x 2'
- 1 - Hoover upright vacuum cleaner

## (Bindery)

- 2 - Work Tables 6'0" x 30" h x 24" deep
- 1 - Wrapping table and flat file 6' x 3' x 40" h
- 1 - Tapesooter 404
- 1 - Tempseal shrink wrap roller
- 1 - Diamond 32 1/2" Power Blade Paper Cutter and 1 extra blade
- 1 - Rapid Electric stapler
- 1 - Fastfold 17 folding machine
- 1 - Vibrator-Jogger, GBC
- 1 - GBS Plastic-comb punch and binder
- 1 - Chandler & Price 10 x 15 platen press, 2 chases

(Office)

694

- 1 - Steelcase double pedestal desk, model 330-560
- 1 - steno chair, brown
- 1 - steel shelving, 4 shelves, 40" x 30" x 8'h

(Front Work Area)

- 1 - AEDick 1500 system (369 press and platemaker)  
ser no. 551932A
- 1 - 6' Folding table
- 1 - 8' Folding table
- 1 - hand waxer
- 1 - slope top stand, 6' x 2', sliding doors
- 1 - Colight light box with aluminum T-square
- 1 Michael Gather-ease collator
- 1 - steno chair, brown
- 2 - molded plastic chairs

Inventory of Paper and Factory Supplies

ARTICLES OF TRANSFER

OF

BURKHOLDER-SANDT ENTERPRISES, INC. (MD. CORP.)-TRANSFEROR

SELLING TO:

FRANCIS A. COBURN and JANICE G. COBURN - TRANSFEREES

approved and received for record by the State Department of Assessments and Taxation of Maryland February 24, 1983 at 10:05 o'clock A.M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2580, folio 01058, 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 \$ \_\_\_\_\_

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.

*D. W. Hill*

\_\_\_\_\_

A 138753 - 8309953



## VAN'S CONSTRUCTION COMPANY

LIBER 10581 \*\*\*\*\*5.00  
01899

## Articles of Revival

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

FIRST: The name of the corporation at the time the charter was forfeited on October 7, 1981 was Van's Construction Company.

SECOND: The name which the corporation will use after revival is Van's Construction Company.

THIRD: The name and address of the resident agent are Steve Fruin, 36 South Charles Street, 15th Floor, Baltimore, Maryland 21201-3097.

FOURTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

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, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

SIXTH: The address of the principal office in this state is 906 Potomac Avenue, Washington County, Hagerstown, Maryland 21740.

01900

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting president and secretary of the corporation severally acknowledge the Articles to be their act this 7<sup>th</sup> day of February, 1983.

Donald Van Reenan, President  
Donald Van Reenan, President

Carol Van Reenan, Secretary  
Carol Van Reenan, Secretary

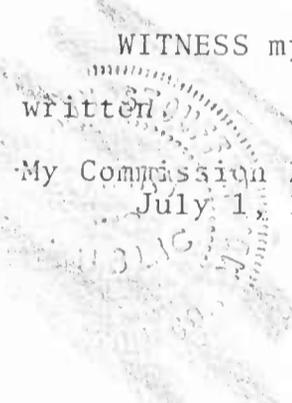
STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 7<sup>th</sup> day of February, 1983, before me, the subscriber, a notary public in and for the State and County aforesaid, personally appeared Donald Van Reenan, President and Carol Van Reenan, Secretary of Van's Construction Company, 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 first above written

My Commission Expires:  
July 1, 1986

Beth Ann Stauffer  
Notary Public



ARTICLES OF REVIVAL  
OF  
VAN'S CONSTRUCTION COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland February 8, 1983 3 at 11:14 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2578, folio 01898, 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

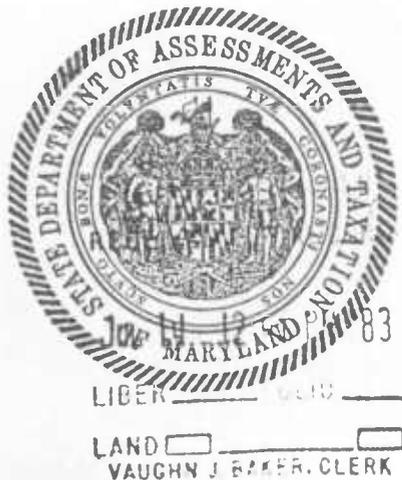
5.00

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.

*D.W. Hill*



A 138110

8309951

YINGLING'S, INC.

ARTICLES OF INCORPORATION " 14-0782 16582 \*\*\*\*\*50

FIRST: I, Joseph B. Yinglin, whose post office address is 2120 Jefferson Boulevard, 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:

YINGLING'S, INC.

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

- 1. To own and operate Recreational Centers.
- 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 2120 Jefferson Boulevard, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Joseph B. Yingling, 2120 Jefferson Boulevard, 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:

Joseph B. Yingling  
Kathryn J. Yingling  
Jeffery B. Yingling

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 March, 1983, and I acknowledge the same to be my act.

WITNESS:

Kathryn J. Yingling

Joseph B. Yingling (SEAL)  
Joseph B. Yingling

ARTICLES OF INCORPORATION

OF

YINGLING'S, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 28, 1983 at 9:25 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2585, folio 01541, 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.

D. W. Hill

A 140017

8311465



LAND

Received For Record Aug. 16, 1983 at 10:36 o'clock am liber 32

STATE OF MARYLAND



No 920

AUG 16-83 A 12 19665 \*\*\*\*\*12.0

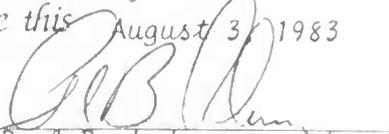
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street, Baltimore, Maryland 21201

I, Paul B. Anderson of the State Department of Assessments and Taxation of the State of Maryland, do hereby certify that said Department, by the Laws of said State, is the custodian of the records of this State, relating to the forfeiture or suspension of corporate charters, or the right of corporations to transact business in this State; and I am the proper officer to execute this certificate.

I FURTHER CERTIFY that BANCO MORTGAGE COMPANY (A Iowa Corp) filed a name change certificate changing its name to NORWEST MORTGAGE, INC. on May 9, 1983.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the State Department of Assessments and Taxation of Maryland at Baltimore this August 3, 1983

  
Paul B. Anderson  
Charter Specialist

AT-5-032

Mailed to: Norwest Mortgage, Inc.  
Post Office Box 780  
Waterloo, Iowa, 50704-9978  
8/16/83

ARTICLES OF VOLUNTARY DISSOLUTION  
OF  
THE PARADISE HOMES CORPORATION

The Paradise Homes Corporation, a Maryland corporation, having its principal office at Mountain View Avenue, in Maugansville, 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 Mountain View Avenue, Maugansville, Maryland 21767.

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 Adam R. Martin, 202 Bluebell Drive, in Maugansville, Maryland 21767.

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

Adam R. Martin	Post Office Box 305 Maugansville, MD 21767
Arlin R. Martin	Maugansville, MD 21767
Ellen P. Martin	932 Club Road Hagerstown, MD 21740
James S. Martin	325 Weaver Avenue Maugansville, MD 21767
Leo E. Martin	2590 Paradise Church Road Hagerstown, MD 21740

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

Adam R. Martin	President	Post Office Box 305 Maugansville, MD 21767
Arlin R. Martin	Vice-President	Maugansville, MD 21767
Leo E. Martin	Treasurer	2590 Paradise Church Road Hagerstown, MD 21740
James S. Martin	Secretary	325 Weaver Avenue Maugansville, MD 21767

Page 2

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 in the matter.

SEVENTH: The Corporation has no known creditors.

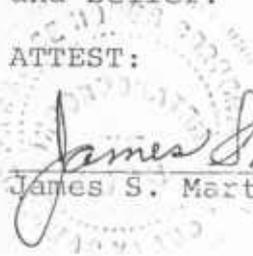
EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-408(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department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

IN WITNESS WHEREOF, THE PARADISE HOMES CORPORATION, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 2nd day of January, A.D., 1983, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of THE PARADISE HOMES CORPORATION and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true

Page 3

in all material respects to the best of his knowledge, information and belief.

ATTEST:

A circular notary seal for James S. Martin, Secretary, is partially visible behind the signature. The seal contains the text "NOTARY PUBLIC" and "STATE OF CALIFORNIA" around the perimeter, with "JAMES S. MARTIN" in the center. The date "1971" is also visible at the bottom of the seal.  
James S. Martin Sec.  
James S. Martin, Secretary

THE PARADISE HOMES CORPORATION

BY: Adam R. Martin  
Adam R. Martin, (President

STATE OF MARYLAND )  
 COUNTY OF WASHINGTON ] to-wit:

JAMES S. MARTIN, Executive Secretary of The Paradise Homes Corporation, a Maryland corporation, being duly sworn, made oath in due form of law that the Corporation aforesaid had no personal property on January 1, 1983 and further made oath that he is Executive Secretary of the said Corporation and authorized by it to make this Affidavit.

James Martin (Sec.)  
 James S. Martin, Executive Secretary  
 The Paradise Homes Corporation

SWORN TO AND SUBSCRIBED before me, this the 2<sup>nd</sup> day of  
 January, A.D., 1983.

Brenda Lea Keefer  
 Brenda Lea Keefer, Notary Public

MY COM EX: 7/1/86





STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
STATE TREASURY BUILDING  
P.O. BOX 466      PHONE (301)-269-3814  
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN  
COMPTROLLER  
  
J. BASIL WISNER  
CHIEF DEPUTY

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

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

THE PARADISE HOMES CORP.  
have been paid.

WITNESS my hand and official seal this  
14th day of March A.D. 19 83



Ellen F. Thompson  
DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
hereby gives notice that ARTICLES OF DISSOLUTION  
of the THE PARADISE HOMES CORPORATION  
were received for record on April 3, 19 83  
in accordance with the provisions of Sec. 3-407 of the  
Corporations and Associations Article of the Code.

Gene E. Bunker  
Director

ARTICLES OF DISSOLUTION  
OF  
THE PARADISE HOMES CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 8, 1983 at 9:09 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2586, folio 02822, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ <sup>5.00</sup> 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

AUG 24 8 32 AM '83

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

LAND  \_\_\_\_\_   
VAUGHN CLERK

A 140506

8312085

712  
RA

Received for Record August 24, 1983 at 8:32 o'clock A.M.

Libër 32

02871  
AUG 24-83 B# 1 490 \*\*\*\*\*5.00

OFFICE OF THE CLERK OF THE CIRCUIT COURT FOR WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

HART TO HEART, INC.

FIRST: I, M. Garnetta Smith, whose post office address is 100 Greenmount Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To engage in the business of providing a computer dating service by matching personalities and general information regarding individuals by computer; and to engage in any other lawful purpose and/or business.

(2) The corporation hereby formed shall have 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 and 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 Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 100 Greenmount Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are 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 5,000 shares of common stock, without par value.

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

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

James E. Smith and M. Garnetta Smith.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and 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, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of MARCH, 1983, and I acknowledge the same to be my act.

WITNESS:

Joann Steigerwald

M. Garnetta Smith (SEAL)  
M. Garnetta Smith

ARTICLES OF INCORPORATION  
OF  
HART TO HEART, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland March 29, 1983 at 9:10 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2585, folio 02870, 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.

*[Handwritten Signature]*



WASHINGTON COUNTY RECORD  
AUG 29 8 32 AM '83  
LIBER \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN LEAVER, CLERK

A 140096

8311601



other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

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

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

(e) To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with

any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

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

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 218 North Potomac Street, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Ronald David Koontz, whose post office address is Route #1, Box 322, Clear Spring, Maryland 21722. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have four (4) directors and Eugene Samuel Albert, Jr., Ronnie Eugene Kline, Ronald David Koontz, and Paul Winfred Barnhart, Jr. shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The Corporation is authorized to issue only one class of stock, the total amount of which shall be One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each, and all issued stock shall be held of record by not more than four (4) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

SEVENTH: The Corporation shall indemnify its directors, officers, employees, and agents to the maximum extent possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to indemnify such directors, officers, employees, and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We do hereby acknowledge these Articles of Incorporation to be our act this 28th day of March, 1983.

WITNESS:

Judy Hebb

Judy Hebb

Yvonne E. Kinelle

Charlotte Eiskulberg

Eugene Samuel Albert, Jr. (SEAL)  
Eugene Samuel Albert, Jr.

Ronnie Eugene Kline (SEAL)  
Ronnie Eugene Kline

Ronald David Koontz (SEAL)  
Ronald David Koontz

Paul Winfred Barnhart, Jr. (SEAL)  
Paul Winfred Barnhart, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 28 day of March, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared EUGENE SAMUEL ALBERT, JR., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Judy Hebb  
Notary Public

My Commission Expires:  
July 1, 1986.



STATE OF Md., Wash COUNTY, to-wit:

I HEREBY CERTIFY, That on this 28 day of March, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared RONNIE EUGENE KLINE, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Judy Hebb  
Notary Public

My Commission Expires:  
\_\_\_\_\_.

My commission expires July 1, 1986



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 25<sup>th</sup> day of March, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared RONALD DAVID KOONTZ, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Eugene S. Koontz  
Notary Public

My Commission Expires:  
July 1, 1986.



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 25<sup>th</sup> day of March, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared PAUL WINFRED BARNHART, JR., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Charlotte Eichelberger  
Notary Public

My Commission Expires:

July 1, 1986.



ARTICLES OF INCORPORATION

OF

R P G, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 30, 1983 at 8:58 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2585, folio 03479, 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.

[Handwritten signature]



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 140190 8311640

AUG 24 8 32 AM '83

LIBER \_\_\_\_\_

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

John P. Mangini, 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 John P. Mangini, Ltd.

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

(1) To engage in the business of providing consultation and other services; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 260, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State is John P. Mangini, Route 1, Box 260, Clear Spring, 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 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 one (1), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (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:

John P. Mangini  
Catherine Mangini

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

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

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of 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 22nd day of March, 1983, and I acknowledge the same to be my voluntary act and deed.

  
Witness

 (SEAL)  
Roger Schlossberg

ARTICLES OF INCORPORATION

OF

JOHN P. MANGINI, LTD.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 28, 1983 at 9:03 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2584, folio 01190, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00<sup>5.00</sup> Special Fee paid \$

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 139976

AUG 24 8 32 AM '83

8311673

LIBER \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN I. PARKER, CLERK

ARTICLES OF AMENDMENT

POTOMAC ANESTHESIA ASSOCIATES,  
DRS. HAAK, VOLCJAK & ATHERTON, P.A.

A Maryland Professional Service Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Amended Article 2 and inserting in lieu thereof the following:

POTOMAC ANESTHESIA ASSOCIATES,  
DRS. HAAK & VOLCJAK, P.A.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on March 3, 1983, 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 March 3, 1983.

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 Potomac Anesthesia Associates, Drs. Haak, Volcjak & Atherton, 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.

Attest to Signature  
and Corporate Seal:

POTOMAC ANESTHESIA ASSOCIATES,  
DRS. HAAK, VOLCJAK & ATHERTON, P.A.

*Peter H. Miller*  
Secretary

By *Edward E. Volcjak, M.D.*  
President

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

I HEREBY CERTIFY that on this 28 day of March, A.D., 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward Volcjak, M.D., President of Potomac Anesthesia Associates, 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.

*Renee J. Perry*  
Notary Public

My Commission Expires:  
1 July 1986



ARTICLES OF AMENDMENT

OF

POTOMAC ANESTHESIA ASSOCIATES, DRs. HAAK, VOLCJAK & ATHERTON, P.A.

changing its name to:

POTOMAC ANESTHESIA ASSOCIATES, DRs. HAAK & VOLCJAK, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 31, 1983 at 9:48 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2585, folio 03579, 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.

*D.W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 140209  
8311803

AUG 24 8 32 AM '83

LIBER \_\_\_\_\_

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

ARTICLES OF AMENDMENT  
OF  
EXECO OFFICE SERVICES, INC.

THIS IS TO CERTIFY THAT:

Pursuant to resolution of the Board of Directors and Shareholders of Execo Office Services, Inc., it was resolved by virtue of the attached resolution of the Board of Directors and Shareholders of the Corporation that Article Second of the Charter is hereby amended to read as follows:

SECOND: The name of the corporation (which is herein-after called the Corporation) is EX-PRESS PRINTING AND COPY CENTER, INC.

At the time of this Amendment it was approved unanimously by the Board of Directors and all shares entitled to vote on or consent to said Amendment voted affirmatively for the adoption of said resolution.

IN WITNESS WHEREOF, Execo Office Services, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary-Treasurer on this 30th day of March, 1983.

(CORPORATE SEAL)

EXECO OFFICE SERVICES, INC.

ATTEST:

BY:

Ruth S. Davis  
Ruth S. Davis  
Secretary-Treasurer

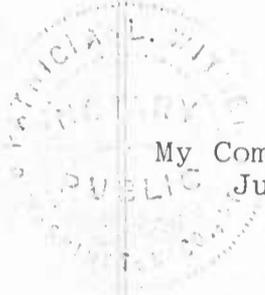
Gordon L. Davis  
Gordon L. Davis  
President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30th day of March, 1983, before me, the subscriber, a Notary Public in and for the State

and County aforesaid, personally appeared Gordon L. Davis, President of Execo Office Services, Inc., a Maryland corporation, and in the name of and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Ruth S. Davis and made oath in due form of law that she is Secretary-Treasurer of said Corporation and was Secretary of the combined meeting of Directors and Shareholders of said Corporation at which the amendment of the Charter of the Corporation herein set forth was approved by the duly elected Directors and by the shareholders entitled to vote on or consent to said amendment.

WITNESS my hand and Notarial Seal.

  
Patricia L. Witmer  
Notary Public

My Commission Expires:  
July 1, 1986

RESOLUTION

At a combined meeting of the Board of Directors and Shareholders of Execo Office Services, Inc., held on February 28, 1983, at the corporate office in Hagerstown, Maryland, it was moved, seconded and carried that the name of said Corporation be changed to Ex-press Printing and Copy Center, Inc., and that Articles of Amendment be filed with the State of Maryland, Department of Assessments and Taxation, to reflect the change of name.

ARTICLES OF AMENDMENT  
 OF  
 EXECO OFFICE SERVICES, INC.  
 Changing its name to  
 EX-PRESS PRINTING AND COPY CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation  
 of Maryland April 4, 1983 at 9:44 o'clock A. M. as in conformity  
 with law and ordered recorded.

Recorded in Liber 2585, folio 03757, one of the Charter Records of the State  
 Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 <sup>5.00</sup> Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



gcp

STATE OF MARYLAND  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD

**A** 140233

8311881

AUG 24 8 32 AM '83

LIBER \_\_\_\_\_ PUBLIC \_\_\_\_\_

LAND \_\_\_\_\_ VAUGHN, BAKER, CLERK

NATIONAL LITTLE LEAGUE OF HAGERSTOWN, INC.

ARTICLES OF REVIVAL

"CORPORATIONS AND ASSOCIATIONS ARTICLE" OF THE ANNOTATED CODE OF MARYLAND

National Little League of Hagerstown, Inc., a Maryland corporation having its principal office in Hagerstown, Washington County, Maryland (hereinafter called the Corporation, hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on October 30, 1969, 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 National Little League of Hagerstown, Inc.

THIRD: The name by which the Corporation will hereafter be known is National Little League of Hagerstown, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is, 700 Block Frederick Street, Staley Field, Hagerstown, Maryland 21740.

(b) The name and post office address of the resident agent of the corporation in the State of Maryland is, Richard C. Snyder, Jr., 810 Chestnut Street, Hagerstown, Maryland, the current President of said corporation.

FIFTH: At 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) Does not owe any State and local taxes regardless of whether its charter was forfeited; and

(d) Doe not owe any real estate taxes, regardless of whether its charter was forfeited.

SIXTH: The last acting President, Vice-President, Secretary and Treasurer of the Corporation are unable 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 acknowledge by the undersigned as the directors.

IN WITNESS WHEREOF, the undersigned as three of the last acting directors of the Corporation have signed these Articles of Revival on March 28, 1983.

*Robert E. Custer*  
 \_\_\_\_\_  
 Robert E. Custer, Last Acting Director

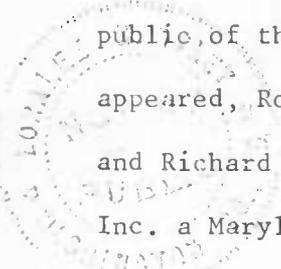
*Joseph Bachtell*  
 \_\_\_\_\_  
 Joseph Bachtell, Last Acting Director

*Richard W. Snyder*  
 \_\_\_\_\_  
 Richard W. Snyder, Last Acting Director

STATE OF MARYLAND

County of Washington, ss:

I HEREBY CERTIFY that on March 28, 1983, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, Personally appeared, Robert E. Custer, Last Acting Director, Joseph Bachtell, Last Acting Director, and Richard W. Snyer, Last Acting Director of National Little League of Hagerstown, Inc. a Maryland Corporation, and severally acknowledged the foregoing Articles of Revival to be their last act.



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

My Commission Expires July 1, 1986

*Loralee Bartley*  
 \_\_\_\_\_  
 Loralee Bartley, Notory Public

ARTICLES OF REVIVAL  
OF  
NATIONAL LITTLE LEAGUE OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 4, 1983 at 10:41 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2586, folio 00189, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 <sup>5.00</sup> Special Fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

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

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

D. W. Hill



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 140240  
8311885

AUG 24 8 33 AM '83

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
gcp  
LAND \_\_\_\_\_  
VAUGHN J. LAKER, CLERK

ARTICLES OF INCORPORATION

OF

JAMES W. REAGAN, Incorporated

(a close corporation under Title 4)

FIRST: The undersigned, James W. Reagan, whose post office address is Route #1, Box 263, Keedysville, Maryland 21756, 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:

James W. Reagan, Incorporated

THIRD: The Corporation shall be a close Corporation as authorized by Title 4 of the Corporations and Associations Law of Maryland.

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

(a) To engage in the provision of social work services to various community and private agencies, either directly or as a consultant, including but not limited to psychological and sociological counseling of individuals, families, groups, and marital partners.

(b) To do such acts and things and to exercise all and any powers to the same extent as a natural person might or could lawfully do.

It is the intention that the foregoing clauses be broadly construed both as to purposes and powers, and generally that the Corporation shall be authorized to exercise and enjoy all other powers and rights granted or conferred upon corporations of this character by the Laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive or as a waiver of any of the powers, rights

or privileges granted or conferred by the laws of the State of Maryland, now or hereafter in force.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Route #1, Box 263, Keedysville, Maryland 21756. The name and post office address of the Resident Agent is James W. Reagan, Route #1, Box 263, 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 one hundred (100) shares with a par value of Ten Dollars (\$10.00) per share, all of one class.

SEVENTH: After 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 (1) Director, whose name is James W. Reagan, Route #1, Box 263, Keedysville, Maryland 21756.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 9 day of March, 1983.

WITNESS:

*James W. Reagan*  
James W. Reagan

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, that on this 9 day of March, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared James W. Reagan, the within named incorporator, and has acknowledged the foregoing Articles of Incorporation to be his act.

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

*James E. Shaffer*  
Notary Public

My Commission Expires:



ARTICLES OF INCORPORATION

OF

JAMES W. REAGAN, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland April 6, 1983 at 9:12 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2586, folio 02124, 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.

[Handwritten signature]



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

AUG 24 8 33 AM '83

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

VAUGHN BAKER, CLERK

A 140417

8311941

HAGERSTOWN FLOORS INCORPORATED

Articles of Revival

First: The name of the corporation at the time the charter was forfeited was Hagerstown Floors Incorporated.

Second: The name which the corporation will use after revival is Hagerstown Floors Incorporated.

Third: The name and address of the resident agent is Allen G. Kennedy, 736 Maryland Avenue, Hagerstown, Maryland 21740.

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

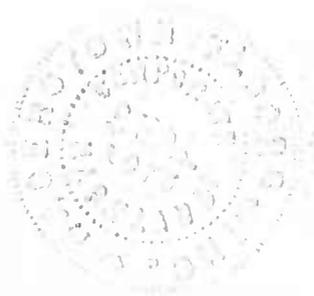
Fifth: At or prior to the filing of these Articles of Revival, the corporation has:

- (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, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state is 736 Maryland Avenue, Hagerstown, Maryland 21740.

(B) EXECUTION OF ARTICLES OF REVIVAL

The undersigned who were respectively the last acting president (or vice-president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.



*Allen G. Kennedy*  
Last Acting President or Vice-President  
Allen G. Kennedy

*Betty L. Kennedy*  
Last Acting Secretary (or Treasurer)  
Betty L. Kennedy

HAGERSTOWN FLOORS INCORPORATED

Articles of Revival

First: The name of the corporation at the time the charter was forfeited was Hagerstown Floors Incorporated.

Second: The name which the corporation will use after revival is Hagerstown Floors Incorporated.

Third: The name and address of the resident agent is Allen G. Kennedy, 736 Maryland Avenue, Hagerstown, Maryland 21740.

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

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, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state is 736 Maryland Avenue, Hagerstown, Maryland 21740.

(B) EXECUTION OF ARTICLES OF REVIVAL

The undersigned who were respectively the last acting president (or vice-president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.



*Allen G. Kennedy*  
 Last Acting President or Vice-President  
 Allen G. Kennedy

*Betty L. Kennedy*  
 Last Acting Secretary (or Treasurer)  
 Betty L. Kennedy

## HAGERSTOWN FLOORS INCORPORATED

## Articles of Revival

First: The name of the corporation at the time the charter was forfeited was Hagerstown Floors Incorporated.

Second: The name which the corporation will use after revival is Hagerstown Floors Incorporated.

Third: The name and address of the resident agent is Allen G. Kennedy, 736 Maryland Avenue, Hagerstown, Maryland 21740.

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

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, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state is 736 Maryland Avenue, Hagerstown, Maryland 21740.

(B) EXECUTION OF ARTICLES OF REVIVAL

The undersigned who were respectively the last acting president (or vice-president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.



*Allen G. Kennedy*  
 Last Acting President or Vice-  
 President  
 Allen G. Kennedy

*Betty L. Kennedy*  
 Last Acting Secretary (or Treasurer)  
 Betty L. Kennedy

ARTICLES OF REVIVAL  
OF  
HAGERSTOWN FLOORS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 5, 1983 at 9:51 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2586, folio 4 02398, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ 20.00 <sup>5.00</sup> 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.

*[Handwritten Signature]*



MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 140459

AUG 24 8 33 AM '83  
WASHINGTON COUNTY  
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LIBER  
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AMENDED  
ARTICLES OF INCORPORATION  
OF  
OAK RIDGE CONTRACTORS, INC.

THIS IS TO CERTIFY:

FIRST: That I, GEORGE F. HORN, JR., whose post office address is 330 West Oak Ridge Drive, Hagerstown, Maryland 21740, of the age of majority, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation, which is hereinafter called the "Corporation" is OAK RIDGE CONTRACTORS, INC.

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

(A) Primarily, to carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings, roads, sidewalks, highways, bridges, or manufacturing plants; to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction; to execute contracts or to receive assignments of contracts therefor, or relating thereto; also, to manufacture and furnish the building materials and supplies connected herewith.

(B) To carry on any and all other business or businesses permitted by the laws of the State of Maryland to be carried on by a domestic corporation; and in pursuance of any and all businesses, whether or not specifically described in these Articles, to exercise and enjoy any and all powers, privileges, purposes and objects granted business corporations under the laws of the State of Maryland.

The 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, or in any manner to limit or restrict the generality of any other purpose, object, or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporation which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 9, Box 100, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is George F. Horn, Jr., 330 West Oak Ridge Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual residing in the State of Maryland.

FIFTH: The total amount of the authorized capital of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Million (10,000,000) shares of par value of One Cent (\$.01) per share.

SIXTH: The Corporation shall be managed by a Board of Directors of five (5) directors, and ROBERT LEE SPRANKLE, STEVE LESTER HOSE, JOAN WATSON, GEORGE F. HORN, JR., and BETTY P. STUBITS shall act as directors until the first annual meeting, or until their successors are duly chosen and qualify. The number of directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the lesser of (a) three (3) or (b) the number of shareholders.

SEVENTH: The Corporation shall indemnify its directors, officers, employees, and agents to the maximum extent possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to indemnify such directors, officers, employees, and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this <sup>7th</sup> day of April, 1983.

WITNESS:

George F. Horn, Jr. (Seal)  
George F. Horn, Jr.

Alison R. Pokenson

AMENDED ARTICLES OF INCORPORATION

OF

OAK RIDGE CONTRACTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 7, 1983 at 2:15 o'clock P M. as in conformity with law and ordered recorded. EFFECTIVE DATE: March 11, 1983 at 1:24 PM

Recorded in Liber 2588, folio 03733, 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.

*[Handwritten Signature]*



MARYLAND  
WASHINGTON COUNTY  
FOR RECORD

A 143221

APR 24 8 33 AM '83

LIBER \_\_\_\_\_

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

8312077

OFFICE OF THE CLERK OF THE CIRCUIT COURT FOR WASHINGTON COUNTY

EAGLE AIR SERVICES, INC.  
ARTICLES OF INCORPORATION

FIRST: The undersigned, E. Kenneth Grove, Jr., 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 Eagle Air Services, Inc.

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

1. To operate and lease aircraft for the purposes of providing air transportation services for passengers and cargo and to provide all necessary support facilities and equipment.

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 65, Sharpsburg Pike, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is C. William Hetzer, Jr., Route 65, Sharpsburg Pike, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 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 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:

C. William Hetzer, Jr.  
Joseph A. Ungvarsky  
James E. Jarvis

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

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

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any 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.

750

WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this day of March, 1983.

WITNESS:

*Nancy C. Bayer*

*E. Kenneth Grove, Jr.*  
E. Kenneth Grove, Jr.

ARTICLES OF INCORPORATION  
OF  
EAGLE AIR SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 8, 1983 at 10:29 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2586, folio 03189, 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.

*[Handwritten Signature]*



A 140570

LAND  VAUGHN CLERK

CP  
STRIDE'S BOWLING LANES and ARCADE, INC. (MS)  
Articles of Incorporation

THIS IS TO CERTIFY:

FIRST: The undersigned, Martha A. Stride, 27 South Main Street, Boonesboro, MD 21713; Perry D. Barnes, L116 Waverly Drive, Frederick, MD 21701 and Gladys S. Newlin, 915 Security Road, Hagerstown, MD 21740, all being at least twenty-one years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation is STRIDE'S BOWLING LANES and ARCADE, INC. (MS)

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

1. The sale and consumption of beer, wine and liquor on the premises of Stride's Bowling Lanes and Arcade, <sup>(MS)</sup> at 27 South Main Street, Boonesboro, MD; and for such purpose shall have the right hereafter to do all things necessary and incidental thereto in a reasonable, suitable and convenient manner.
2. To engage in and carry on any other purposes which may conveniently be conducted in conjunction with any of the business of the Corporation.
3. To purchase, lease or otherwise acquire, hold, own, construct, erect, improve and operate, and to aid toward the acquisition, construction or improvement of equipment and facilities, and any other property which may appertain to or be useful in the conduct of any of the business of the Corporation.
4. To borrow and raise money for any of the business of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law for money so borrowed or in payment thereof and of the interest thereof by mortgage, bond, pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, real or personal and including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate business.

FOURTH: The address of the principal office of the Corporation in Maryland is 27 South Main Street, Boonesboro, MD. The resident agent of the Corporation in Maryland is Gladys S. Newlin, 915 Security Road, Hagerstown, MD 21740. Said agent is a resident of Maryland and has resided in Washington County for more than two years.

FIFTH: The Corporation shall have not less than three directors, and Martha A. Stride, Perry D. Barnes and Gladys S. Newlin shall act as such until the first annual meeting. The number of directors may be

changed in such lawful manner as the laws of the State of Maryland may from time to time provide, but shall never be less than three.

SIXTH: Corporate Ownership shall be as follows:  
Martha A. Stride -- 80%  
Perry D. Barnes -- 10%  
Gladys S. Newlin -- 10%

SEVENTH: The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; and to determine and direct the use and disposition of any surplus or net profits.

EIGHTH: The duration of the Corporation shall be permanent.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on <sup>MS</sup> 30 March 1983.

\_\_\_\_\_  
Witness

Martha A. Stride  
Martha A. Stride

Perry D. Barnes  
Perry D. Barnes

Gladys S. Newlin  
Gladys S. Newlin

STATE OF MARYLAND )  
                          ) SS:  
COUNTY OF WASHINGTON )

I HEREBY CERTIFY that on <sup>MS</sup> 30 March 1983, before me, a notary public of the State of Maryland, in and for Washington County, personally appeared Martha A. Stride, Perry D. Barnes and Gladys S. Newlin, and severally acknowledged the foregoing Articles of Incorporation to be their act.

David B. Van Vorhes  
Notary Public

ARTICLES OF INCORPORATION  
OF  
STRIDE'S BOWLING LANES AND ARCADE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 11, 1983 at 10:38 o'clock A. M. as in conformity  
with law and ordered recorded.

3  
03624

Recorded in Liber 25 86, folio \_\_\_\_\_, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 <sup>5.00</sup> Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

[Signature]



MARYLAND  
WASHINGTON COUNTY  
CLERK OF RECORDS

APR 14 8 34 AM '83

LAND    
VAUGHN BRASER, CLERK

**A** 140648  
8312147

AUG 24-83 B# 1 501 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION

D & P FOODS, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Guy P. Mummert, Nancy M. Mummert, whose post office address is Big Pool, Maryland; and Donald W. Baker, Wanda M. Baker, whose post office address is Route 1, Box 25, Big Spring, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporation, associate themselves with the intention of forming a corporation by the execution and filing of these Articles.

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

D & P FOODS, INCORPORATED

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.

03531

(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 buy rights, business, contracts, goodwill, franchises or assets by the name 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 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 for property purchased or for any other lawful consideration, and to secure the payment thereof, and of the interest thereon, buy 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 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 Box 14, Big Pool, Maryland 21711. The resident agent of the Corporation is Donald W. Baker whose post office address is Route 1, Box 25, Big Spring, 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 four (4) directors and Guy P. Mummert, Nancy M. Mummert, Donald W. Baker and Wanda M. Baker 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 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, 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 6 day of April, 1983.

Guy P. Mummert (SEAL)  
Guy P. Mummert

Nancy M. Mummert (SEAL)  
Nancy M. Mummert

Donald W. Baker (SEAL)  
Donald W. Baker

Wanda M. Baker (SEAL)  
Wanda M. Baker

TEST:

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

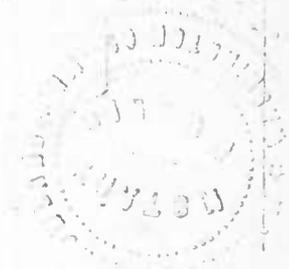
THIS IS TO CERTIFY, that on this 6 day of April, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Guy P. Mummert, Nancy M. Mummert, Donald W. Baker, and Wanda M. Baker, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the same to be their respective act.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Margaret R. Rawland  
NOTARY PUBLIC

MY COMMISSION EXPIRES

July 1, 1986



ARTICLES OF INCORPORATION  
OF  
D & P FOODS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 11, 1983 at 9:20 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2586, folio 6 C3530, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 <sup>5.00</sup> Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

AUG 24 8 34 AM '83

LIBER \_\_\_\_\_

VAUGHN \_\_\_\_\_ CLERK

**A** 140632  
8312181

AUG 24-83 B# 1 502 \*\*\*\*\*7.50

ARTICLES OF INCORPORATION OF  
GOLD PUBLICATIONS, INC.

I, James M. Kramon, whose post office address is Sun Life Building, Charles Center, Baltimore, Maryland 21201, being at least eighteen years of age and a citizen of the State of Maryland, am hereby forming a corporation under and by virtue of the general laws of the State of Maryland.

FIRST: The name of the Corporation is:

GOLD PUBLICATIONS, INC.

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

(a) To engage in research, compilation of data and analysis of information with respect to gold and other precious metal based investments and investment companies, whether foreign or domestic, and with respect to other stocks, bonds, obligations or securities of any private or public corporation, government or municipality, trusts, syndicates, partnerships or individuals.

(b) To engage in the production, publishing, advertising, and sale of subscriptions to the public of a newsletter, newspaper, magazine, pamphlet or other printed material containing information and data with

respect to various forms of investments.

(c) To undertake and carry on any business transaction or operation commonly carried on by an investment adviser registered with the Securities and Exchange Commission of the United States under the Investment Advisers Act of 1940, and in this connection to underwrite, subscribe for, buy, sell, pledge, mortgage, hold and otherwise deal in stocks, bonds, obligations or securities of any private or public corporation, government or municipality, trusts, syndicates, partnerships or individuals for its own account and as agent for others.

(d) To engage in all other lawful business activities now or hereafter permitted by the laws of the State of Maryland.

(e) To enter into any kind of profit-sharing plan with its officers or employees that the Corporation may deem advantageous or expedient, or otherwise to reward or pay those persons who have been largely responsible for a current year's profits and who will be primarily responsible for the Corporation's continued success as the directors may deem fit.

(f) To carry on any other business which may seem to the Corporation to be calculated,

directly or indirectly, to effectuate the aforesaid objects, or any of them, and to facilitate it in the transaction of its aforesaid business, or any parts 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.

(g) To have one or more offices and places of business, and to carry on any and all of its operations and business without restriction or limitation as to amount or place, in any of the states or the District of Columbia, subject to the laws of such state or the District of Columbia.

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

THIRD: The post office address of the principal office of the Corporation in this State is 1105 Jefferson Boulevard, P.O. Box 1307, Hagerstown, Maryland 21740.

FOURTH: The name and post office address of the resident agent of the Corporation in this State is Kramon & Graham, P.A., Sun Life Building, Charles Center, Baltimore, Maryland 21201. Said resident agent is a professional

corporation organized and existing under the laws of the State of Maryland with its principal place of business in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, all of one class, 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:

(a) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one;

(b) 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 and until his successors are elected and qualify is Roger L. Georgion of 1105 Jefferson Boulevard, P.O. Box 1307, Hagerstown,

Maryland 21740.

SEVENTH: The following is a description of the powers, qualifications, privileges and limitations of the Board of Directors:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereinafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereinafter authorized, for such considerations as the Board of Directors may deem advisable; provided that, where a consideration is other than money, the Board of Directors by resolution shall state its opinion of the actual value thereof.

(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 the issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(c) The Board of Directors of the Corporation shall have the right in its discretion to

determine what portion of earnings and surplus shall be used for dividends and what portion of earnings and surplus shall be retained for working capital.

(d) The Board of Directors of the Corporation shall have the power to sell, lease, or exchange all of the property and assets of the Corporation as an entirety, or substantially as an entirety, including its good-will and franchise, to and with any person, firm or corporation organized under the laws of this or any other state upon such terms as it may see fit, and any such sale, lease, or exchange, when thus authorized, shall be binding and conclusive upon all the stockholders of this Corporation, who shall not be entitled to any rights on account of any dissatisfaction or disagreement with the terms of said sale, lease, or exchange, except as expressly provided by statute.

(e) To make, alter, or repeal the By-Laws of the Corporation.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Articles of Incorporation 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: Meetings of stockholders may be held within or without the State of Maryland, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the General Laws of the State of Maryland) within or without the State of Maryland at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

NINTH: The Corporation, in its By-Laws, may make any other provision or requirement for the management or conduct of the business of the Corporation, provided the same shall not be inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Maryland or of the United States.

TENTH: The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles, of 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.

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

TWELFTH: The duration of the Corporation shall be perpetual.

THIRTEENTH: (1) As used in this Article THIRTEENTH, 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, executive 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,

executive 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, executive 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, executive 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, executive director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this            day of April, 1983, and I acknowledge the same to be my act.

WITNESS:

M. Collins Perkins

James M. Kramon  
JAMES M. KRAMON

ARTICLES OF INCORPORATION  
OF  
GOLD PUBLICATIONS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 11, 1983 at 4:15 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2588, folio 11 0142, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 30.00 <sup>7.50</sup> Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



MARYLAND  
WASHINGTON COUNTY  
FOR RECORD

**A** 142341  
8312185

8 34 AM '83

LIBER \_\_\_\_\_  
PAGE \_\_\_\_\_  
WASHINGTON COUNTY CLERK

SEATON ASSOCIATES, INC.

ARTICLES OF INCORPORATION

FIRST: I, William C. Wantz, whose post office address is 123 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 SEATON ASSOCIATES, INC.

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

(1) To engage in the business of retail sale of food, beverages and related products and services.

(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 209 Della Lane, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is G. Jeffery Kerns, 209 Della Lane, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of a par value of One (\$1.00) Dollar all of which are shares of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

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

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Robert S. Starry, Robert S. Starry, Jr. and G. Jeffery Kerns.

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

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

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

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

EIGHTH: Except as may be otherwise provided by the Board of Directors of the Corporation, no holder of any shares of stock

of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this *6<sup>th</sup>* day of *April*, 1983, and I acknowledge the same to be my act.

WITNESS:

*Beth Ann Steuffer*  
\_\_\_\_\_

*William C. Wantz*  
\_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
SEATON ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 11, 1983 at 12:51 o'clock P M. as in conformity  
with law and ordered recorded.

*4*

Recorded in Liber 2586, folio 03400, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 <sup>5.00</sup> Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

*[Signature]*



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 140606

AUG 24 8 34 AM '83  
LIBER \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN BAKER, CLERK

8312199

ARTICLES OF INCORPORATION

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

C. B. TRUAX, INC.

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

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

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

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

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

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

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Claude B. Truax, Darlene L. Truax and Samuel R. Piper.

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

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

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as 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 proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent creates a rebuttable presumption that the director did not meet the requisite standard of conduct set forth in this subsection.

(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 or officer or any employee or agent of the 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 13<sup>th</sup> day of April, 1983, and I acknowledge the same to be my act.

WITNESS:

James L. Lynch

Dixie C. Newhouse

DIXIE C. NEWHOUSE

ARTICLES OF INCORPORATION

OF

C. B. TRUAX, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 15, 1983 at 10:29 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2587, folio 6 1428, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 <sup>5.00</sup> Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

AUG 24 8 34 AM '83

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

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

**A** 140829

8312461

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

SU-ROB, INC.

ARTICLES OF INCORPORATION

FIRST: I, RONALD D. HARRISON, whose post office address is P. O. Box 82, Draper 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 SU-ROB, 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) Own and operate a retail liquor beverage business.

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

FIFTH: The post office address of the principal office of the Corporation in this State is 1867 North Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is RONALD D. HARRISON of P. O. Box 82, Draper Road, Clear Spring, MD 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 5,000 shares of common stock, having a no par value.

SEVENTH: The number of directors shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are Ronald D. Harrison, Brenda L. Harrison and Robin C. Merrick.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) or (c) of the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4<sup>th</sup> day of March, 1983, and I acknowledge the same to be my act.

  
\_\_\_\_\_  
Ronald D. Harrison

ARTICLES OF INCORPORATION

OF

SU-ROB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 15, 1983 at 9:31 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2587, folio 1435, 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.

[Handwritten signature]



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 140830

APR 24 8 34 AM '83 LIBER VAUGHN BAKER, CLERK

ARTICLES OF TRANSFER  
MARYLAND MACHINE & FOUNDRY WORKS, INC.

THIS IS TO CERTIFY THAT:

1. PARTIES: These Articles of Transfer (hereinafter sometimes called "Articles") are being executed this 31<sup>st</sup> day of January, 1983, in order to carry out and fully accomplish a Plan of Liquidation for MARYLAND MACHINE & FOUNDRY WORKS, INC. (hereinafter called the "Corporation"). It is agreed that whatever steps that may be required to dissolve the Corporation as are recommended by Corporate Counsel will be taken at a later time. The Plan of Liquidation must be accomplished so that the stockholder-parent corporation of the Corporation receive tax treatment upon distribution of the Corporation's assets under the non-taxable subsidiary liquidation provisions of Section 332 of the Internal Revenue Code. Therefore, these Articles of Transfer are being used so that the requirement that all corporate assets shall be distributed to the parent corporation of the Corporation may be satisfied. Accordingly, these Articles of Transfer are being executed to transfer all of the Corporation's assets, subject to the Corporation's liabilities, including cash, accounts receivable and note receivable to the stockholders of the Corporation.

2. TRANSFER: The Corporation does hereby assign and transfer all of its property and assets unto the sole stockholder of the Corporation, namely, D.L. Martin Machine Co., a Pennsylvania Corporation. The assets (being all of the assets of the Corporation) transferred hereunder are as follows:

Cash .....	\$ 2,841.10
Accounts Receivable .....	\$ 445.00
Accounts Receivable (from parent) ...	\$209,546.33
Note Receivable (R&M Metfab, Inc.)...	\$ 21,977.11

All other assets of the Corporation having no book or tangible value.

And in connection with transfer of the assets, the Corporation hereby warrants that it has good title to the same, free of liens and encumbrances, and that the Corporation shall execute such further assurances as may be requisite.

3. POST OFFICE ADDRESSES: The post office address and principal place of business of the Corporation is as follows:

Maryland Machine & Foundry Works, Inc. -  
82 West Washington St.  
Hagerstown, Md. 21740

The post office address and principal place of business of the parent of the Corporation, and the transferee hereunder, is as follows:

D.L. Martin Machine Co.  
25 East Harbaugh Drive  
Franklin County  
Mercersburg, Pennsylvania 17236

4. PRINCIPAL OFFICE AND PLACE OF INCORPORATION: The Corporation is a Maryland corporation duly incorporated on January 12, 1942, having its principal office as set out in Article 3. above. The Corporation owns no real property.

The transferee hereunder, namely, D.L. Martin Machine Co. (hereinafter called "Martin") was duly incorporated under the general laws of the Commonwealth of Pennsylvania on July 1, 1967. Martin is neither registered nor qualified to do business in Maryland. Martin has no office or place of business in Maryland, and Martin owns no real estate in Maryland.

5. FOREIGN CORPORATE INFORMATION: The location of Martin's principal office in Pennsylvania (place of organization) is as set forth in Article 3. above.

The name and address of the resident agent of Martin in the State of Maryland for a period of three years from recordation hereof, who is an adult resident of Maryland, is as follows:

William E. Sanders, Jr.  
15928 St. Anthony Road  
Frederick County  
Thurmont, Maryland 21788

6. AUTHORIZATION TO TRANSFER: The transfer described herein unto the stockholder pursuant to the Plan of Liquidation of the Corporation under Section 332 of the Internal Revenue Code, and the contents of these Articles of Transfer, were duly advised by the Board of Directors and approved by the sole corporate stockholder in a Joint Meeting of the Board of Directors and Stockholders of the Corporation held on January 5, 1983, by unanimous written informal action and consent as allowed under Sections 2-408 and 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland.

7. CONSIDERATION: In return for transfer of corporate assets to the sole stockholder of the Corporation by the Corporation in accordance with Article 2, the sole stockholder will deliver to the Secretary of the Corporation (Richard C. Rotz), at the time of asset transfer from the Corporation, 3,290 shares of stock (representing all outstanding stock of the

Corporation), to be cancelled as part of the liquidation of the Corporation, such stock having a fair market value of \$234,809.54.

8. ASSUMPTION OF DEBTS: Martin shall be responsible for payment of taxes which are payable following transfer of the Corporation's assets, and for payment of expenses of liquidation, including attorney and accountant fees. Any other unpaid debts and liabilities (the Corporation knows of none at the date hereof) shall be paid by Martin, the transferee.

9. AUTHORIZATION BY MARTIN: The terms and conditions of the Plan of Liquidation of the Corporation and of the transactions set forth in these Articles were duly authorized and approved by Unanimous Informal Action of the Board of Directors of Martin held on January 5, 1983. These Articles of Transfer have been approved in the manner and by the vote required by the Charter and By-Laws of Martin and the general corporate laws of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, the Corporation and Martin have each caused their Corporate name to be signed by its respective President, and attested by its respective Secretary on the day and year first above written.

ATTEST:

MARYLAND MACHINE & FOUNDRY WORKS, INC.

Richard C. Rotz  
Richard C. Rotz  
Secretary

BY: Donnie L. Martin (SEAL)  
Donnie L. Martin  
President

Richard C. Rotz  
Richard C. Rotz  
Secretary

D.L. MARTIN MACHINE CO.  
BY: Donnie L. Martin (SEAL)  
Donnie L. Martin  
President

COMMONWEALTH OF PENNSYLVANIA, COUNTY OF FRANKLIN, TO WIT:

I HEREBY CERTIFY that on this 17th day of Feb., 1983, before me, a Notary Public in and for the State and County aforesaid, personally appeared Donnie L. Martin, President of MARYLAND MACHINE & FOUNDRY WORKS, INC., a Maryland Corporation, and in the name and on behalf of the said Corporation acknowledged the foregoing Articles of Transfer to be the corporate act and deed of said Corporation, and further, that the Articles of Transfer herein set forth were approved by unanimous informal action and consent under his direct supervision, and that the matters and facts set forth in the Articles of Transfer are true and correct.

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

*John B. Bueh*

NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

DOUGLAS M. BUEH, NOTARY PUBLIC  
MEMBERSHIP IN THE PENNSYLVANIA ASSOCIATION OF NOTARIES  
MY COMMISSION EXPIRES JAN. 29, 1984  
Member, Pennsylvania Association of Notaries

COMMONWEALTH OF PENNSYLVANIA, COUNTY OF FRANKLIN, TO WIT:

I HEREBY CERTIFY that on this 17th day of Feb., 1983, before me, a Notary Public in and for the State and County aforesaid, personally appeared Donnie L. Martin, President of D.L. MARTIN MACHINE CO., a Pennsylvania Corporation, and in the name and on behalf of the said Corporation acknowledged the foregoing Articles of Transfer to be the corporate act and deed of said Corporation, and further, that the Articles of Transfer herein set forth were approved by unanimous informal action of the Board of Directors of D.L. Martin Machine Co. under his direct supervision, and that the matters and facts set forth in the Articles of Transfer are true and correct.

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

*John B. Bueh*

NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

DOUGLAS M. BUEH, NOTARY PUBLIC  
MEMBERSHIP IN THE PENNSYLVANIA ASSOCIATION OF NOTARIES  
MY COMMISSION EXPIRES JAN. 29, 1984  
Member, Pennsylvania Association of Notaries

ARTICLES OF TRANSFER

BETWEEN

MARYLAND MACHINE & FOUNDRY WORKS, INC. (MD. CORP) Transferor

AND

D.. L.. MARTIN MACHINE CO. (PA. CORP) Transferee

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

of Maryland March 1, 1983 at 9:22 o'clock A.M. as in conformity with law and ordered recorded.

*5*

Recorded in Liber 2584 00076, 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.

*[Handwritten Signature]*



OF MARYLAND WASHINGTON COUNTY RECORDED FOR RECORD

A 139787

APR 24 8 34 AM '83 LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_ LAND \_\_\_\_\_ VAUGHN I. BAKER, CLERK

8312493

## COUNTY MEDICAL TRANSPORT, INC.

## ARTICLES OF INCORPORATION

FIRST: WE, ROBERT E. HARSH, DWAYNE E. HARSH AND JAMES E. HARSH, whose post office address is Rt. 1, Box 193, Williamsport, Washington County, Maryland 21795, each being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

COUNTY MEDICAL TRANSPORT, INC.

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

(1) To operate passenger vehicles for public hire, (in the Williamsport area, County of Washington, State of Maryland,) with chauffeurs therefore; to provide such service for profit in accordance with the laws of the State of Maryland and any other state in which such service is provided; and to maintain, repair, and dispose of vehicles to the extent necessary for such service.

(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 Rt. 1, Box 193, Williamsport, Washington County, Maryland 21795. The name and post office address of the Resident Agent in this State are Robert E. Harsh, Rt. 1, Box 193, Williamsport, Washington County, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 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:

The names of the directors, who shall act until the first annual meeting and until their successors are duly chosen and qualified are:

ROBERT E. HARSH  
DWAYNE E. HARSH  
JAMES E. HARSH

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 enumeration and definition of a particular power of the Board of Directors 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.

With respect to:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the sale, lease, exchange or other transfer of all, or substantially all of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired;
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of a majority of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH 4.

(5) With respect to the issuance of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into, such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares, such action shall be effective and valid only if taken or approved by an affirmative vote of a majority of the entire number of the members of the vote of the Board of Directors, notwithstanding any provision or law requiring any such action to be done or authorized other than as provided in this Article SEVENTH, paragraph (5).

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

NINTH:

(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 31 day of January, 1983, and we acknowledge the same to be our act.

WITNESS:

Shirley A. D'Avack

Robert E. Harsh  
ROBERT E. HARSH

Shirley A. D'Avack

Dwayne E. Harsh  
DWAYNE E. HARSH

Shirley A. D'Avack

James E. Harsh  
JAMES E. HARSH

ARTICLES OF INCORPORATION  
OF  
COUNTY MEDICAL TRANSPORT, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 20, 1983 at 10:51 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2585, folio 01701, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

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LIBER \_\_\_\_\_

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

A 140045

8312632

ARTICLES OF INCORPORATIONTHE CELLAR DOOR OF FREDERICK, INC.

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Joseph S. Welty, whose post office address is 117 West Patrick Street, Frederick, Frederick County, Maryland 21701, being at least eighteen (18) years of age, do hereby form a Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: The name of the Corporation is: The Cellar Door of Frederick, Inc.

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

(1) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of property of every nature and description, including real, personal, mixed and/or intangible, wherever situated.

(2) To generally engage in the business of operating restaurants, pubs, delicatessens, and establishments for the sale of prepared food on a carry-out basis, and in connection with these businesses, to provide for the sale of alcoholic beverages to the extent allowed under the licenses issued for the use of the Corporation from time to time.

(3) To apply for, obtain, purchase or otherwise acquire, any licenses, permissions and the like which might be used for any of the purposes of the Corporation, including especially liquor licenses of every class available; and to use, exercise and develop such licenses, and to sell and otherwise deal with such licenses.

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

(5) To carry on any of the businesses herein enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate

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

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

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is 114 East Magnolia Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Constantine P. Nakopoulos of 114 East Magnolia Avenue, Hagerstown, Maryland 21740. Said resident agent is an adult citizen of Maryland and presently resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares, having no par value, all of one class, that being voting Common Stock. After the original issuance of stock, the stockholders of the Corporation shall have preemptive rights with respect to the sale by the Corporation of any additional shares of stock, whether treasury stock or authorized but unissued stock, regardless of the purpose for sale. This preemptive right may be waived in any particular instance of the issuance of shares of stock in the Corporation by a majority vote of the stockholders of the Corporation.

SIXTH: The total number of directors of the Corporation may be fixed and thereafter increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number of stockholders of the Corporation if there are less than three (3) stockholders, and the names of the directors who shall act until the First Annual Meeting of the Shareholders, or until their successors are duly chosen and qualified are: James P. Nakopoulos, Constantine P. Nakopoulos, and Robert Campbell.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: (a) Any holder of Common Stock if desirous of selling or transferring all or any of his shares of Common Stock, and the executor or personal representative of any deceased holder of Common Stock, if desirous of selling or transferring all or any of such shares belonging to the estate of such deceased holder, and the purchaser of any share or shares of Common Stock, including any purchaser at any judicial sale,

if desirous of selling or transferring any or all of such shares, and the donee of the holder of any of such shares if desiring to transfer any of such shares, and any pledgee of any share or shares of Common Stock before bringing any suit, action or proceeding or doing any act to foreclose his pledge, and any holder of any of the Common Stock of the Corporation desiring to dispose of the same shall first deliver to the President or Treasurer of the Corporation, and to every other holder of Common Stock, written notice by certified mail, postage prepaid, return receipt requested, of such desire to sell, transfer, or of intention to foreclose, as the case may be, designating the number of such share or shares to be sold, transferred or foreclosed, and the number of the certificate or certificates therefor.

(b) The President under the direction of the Board of Directors shall, within five (5) days of delivery of such written notice, contact the accountant then performing accounting services for the Corporation. The President shall instruct the accountant in writing to determine the book value of the Common Stock of the Corporation being offered for sale in accordance with generally accepted accounting practices.

(c) The Corporation's accountant shall, within fifteen (15) days after the sending of the notice to him specified in EIGHTH (b) above, determine the book value as aforesaid of shares of Common Stock in the Corporation and shall forthwith give written notice of his determination to the Corporation and to the party wishing to sell, transfer or foreclose. Also, notice of the accountant's determination of book value will be sent to every other holder of Common Stock by the Corporation within three (3) days of the Corporation's receipt of book value determination from the accountant. The Corporation and the party wishing to dispose of stock shall each pay one-half of the charges of the Corporation's accountant to perform the above services.

(d) The Board of Directors shall thereupon have an enforceable option, for the period of twenty-five (25) days after receipt of the notice of book value determination by the accountant, of purchasing said share or shares for the Corporation at the book value. Within such 25 days, partial payment shall be made by the Board of Directors by depositing 10% of the book value to the credit of the shareholder, personal representative, grantee, donee, assignee, pledgee or holder, as applicable, in any bank in Frederick County, Maryland, that said individual shall designate, with the balance due being deposited in like manner within 75 days after receipt of the notice of value, with the total book value to be held in escrow by an individual (escrow agent) selected by the Board of Directors of the Corporation, and paid to such selling person by the escrow agent only upon surrender of the certificate or certificates for said shares of Common Stock properly endorsed, and the Board shall give written notice to the seller of this deposit.

(e) At expiration of said twenty-five (25) day period with the Corporation failing to exercise its option, notice of which shall immediately upon expiration be given in writing by certified mail, return

receipt requested, postage prepaid, to every other holder of Common Stock by the selling party, the other holders of Common Stock shall have an enforceable option for the period of five (5) days after receipt of the immediately aforementioned notice to buy the shares of Common Stock at the book value. Within such five (5) day period, partial payment shall be made by the group of purchasing shareholders by depositing 10% of the book value in the same manner as set forth in subparagraph (d) above, with the balance due to be deposited in like manner as described above within thirty-five (35) days after receipt of the notice first mentioned in this subparagraph (e).

The right of purchase in such case shall be ratable to respective holders of Common Stock according to the number of shares held by each shareholder as compared with the issued and outstanding stock of the Corporation adjusted for the shares being offered for sale and any outstanding treasury stock. If any of the shareholders entitled to purchase fails to accept the shares at the book value, then the other shareholders entitled to buy may purchase those shares not accepted, ratably, according to the number of shares held, at the book value. The shares being offered for sale need not be sold to the shareholders hereunder unless the purchasing shareholders agree, as a group, to buy all shares being offered for sale and proper deposits as set forth hereinabove are made.

(f) The Board of Directors are not obliged to purchase any share or shares of Common Stock at book value aforesaid, unless it shall believe advisable, or unless it shall enter a buy-sell agreement or like contract to the contrary. But if the Board of Directors or the other common shareholders do not purchase the shares involved within the specified times, such shareholder, personal representative, grantee, donee, assignee, pledgee, or other holder shall be at their liberty to sell said share or shares to any other person allowed to purchase under Federal and State securities laws in such a way as not to destroy any exemption under which the shares of stock in the Corporation were issued and previously transferred.

(g) Any of the shareholders may transfer all or part of his or her shares of Common Stock by gift or bequest to or for the benefit of his wife, her husband or other members of his or her direct family without regard to the above restrictions on transfer; but, in case of any such transfer, the transferees or legatees shall receive and hold the shares subject to all of the restrictions contained in these Articles of Incorporation.

(h) The provisions contained within this Article EIGHTH may be amended and/or deleted from the Articles of Incorporation of the Corporation only by a unanimous vote of the shareholders of the Corporation in an annual meeting or in a special meeting called for that purpose; PROVIDED, HOWEVER, any buy-sell agreement or like contract for the purchase and sale of shares of stock in the Corporation which complies with any applicable provisions of the Corporations and Associations Article of the Annotated Code of Maryland, as amended and/or changed from time to time, which has been executed by all of the

shareholders of the Corporation, as well as the Corporation, and which is binding upon all of the shareholders existing at the time of said agreement's execution, and which is prospective in nature (binding upon all future shareholders), and the existence of which is noted on the outstanding share certificates of the Corporation, shall be legally enforceable as executed, in spite of any provision in this Article EIGHTH which might be contrary to any provision contained in said agreement; FURTHER, PROVIDED, HOWEVER, the provisions in this Article EIGHTH shall in all other events control any transfer of the shares of stock in the Corporation.

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

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

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption, and the conversion rights, of such shares, but no such action will affect the preemptive rights provided for in these Articles.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; PROVIDED, HOWEVER, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director or have a pecuniary interest is so interested, such fact shall be disclosed to or shall have been known by the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction; AND FURTHER, PROVIDED, HOWEVER, in such event such contract or transaction must also be approved by a majority

vote of the disinterested directors even if the disinterested directors shall constitute less than a quorum.

(4) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock, even though such rights are substantially adversely affected, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger; and, as long as all stockholders of a class are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

The enumeration and definition of a particular power of the Board of Directors, the stockholders and/or the Corporation 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 otherwise conferred under the General Laws of the State of Maryland now or hereafter in force.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 19<sup>th</sup> day of April, 1983.

WITNESS:

Anne L. Heavner  
Anne L. Heavner

Joseph S. Welty (SEAL)  
Joseph S. Welty

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 19<sup>th</sup> day of April, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Joseph S. Welty, who acknowledged the foregoing Articles of Incorporation to be his act.

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

Anne L. Heavner  
Anne L. Heavner  
NOTARY PUBLIC



My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
THE CELLAR DOOR OF FREDERICK, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 21, 1983 at 8:58 o'clock A.M. as in conformity  
with law and ordered recorded.

8

Recorded in Liber 2588, folio 638, 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.

D. W. [Signature]



bjs

LAND  VAUGHN CLERK

**A** 142441

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ARTICLES OF INCORPORATION

OF

WARREN PRESS, INC.

The undersigned, being a natural person and acting as Incorporator, does hereby adopt the following Articles of Incorporation for the purpose of forming a business corporation in the State of Maryland, pursuant to the provisions of the Maryland General Corporation Law.

FIRST:

- (1) The name of the Incorporator is JOHN E. SLOUGH.
- (2) The said Incorporator's address is 28 West 23rd Street, County of New York, City and State of New York.
- (3) The said Incorporator is at least 18 years of age.
- (4) The said Incorporator is forming the Corporation named in these Articles of Incorporation under the general laws of the State of Maryland, to wit, the Maryland General Corporation Law.

SECOND: The name of the Corporation (hereinafter called "Corporation") is as follows: WARREN PRESS, INC.

THIRD: The Corporation is formed for the following purposes:

To engage in the business of printing, thermography, engraving, lithographing, photo-offset and its allied fields.

To print, bind, publish, circulate, distribute, buy, sell, and deal in, books, pamphlets, circulars, posters, commercial and social invitations and announcements, music, pictures, tickets, cards, advertisements, letter and bill heads, envelopes, legal, commercial and financial forms and blanks of every kind. To acquire, by purchase, or otherwise, turn to account, license the use of, assign, and deal with copyrights and intellectual properties of every kind.

To purchase, receive, take by grant, gift, devise, bequest or otherwise lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of its property and assets, or any interest therein, wherever situated.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, deeds of trust, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as

licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade names, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America, the District of Columbia, any state or subdivision thereof, and any commonwealth, territory, possession, dependency, colony, agency or instrumentality of the United States of America and of any foreign country, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants and concessions.

To have all the powers conferred upon corporations organized under the provisions of the Maryland General Corporation Law.

FOURTH: The address of the principal office of the Corporation within the State of Maryland is 1000 Florida Avenue, County of Washington, City of Hagerstown, State of Maryland.

FIFTH: The name and address of the Resident Agent of the Corporation within the State of Maryland is The Prentice-Hall Corporation System, Maryland, 929 North Howard Street, Baltimore City, Maryland.

SIXTH:

(1) The total number of shares of stock which the Corporation has authority to issue is 200, all of which are without par value and are designated as Common Stock.

(2) The Board of Directors of the Corporation is authorized, from time to time, to issue any additional stock or convertible securities of the Corporation without the approval of the holders of outstanding stock.

(3) The Board of Directors of the Corporation is authorized, from time to time, to classify or to re-classify, as the case may be, any unissued shares of stock of the Corporation.

(4) Provisions, if any, governing the restriction of 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 Maryland General Corporation Law requiring a greater proportion than a majority of the votes entitled to be cast in order to take or authorize any action, any such action may be taken or authorized upon the concurrence of at least a majority of the aggregate number of votes entitled to be cast thereon.

(6) No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the

purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH:

(1) The number of Directors of the Corporation, until such number shall be changed by the By-Laws of the Corporation, is three (3).

(2) The names of the persons who will serve as Directors of the Corporation until the first Annual Meeting of Stockholders and until their successors are elected and qualify are as follows:

- MARTIN R. LEWIS
- BERNARD EPSTEIN
- ARTHUR R. FUGAZZI

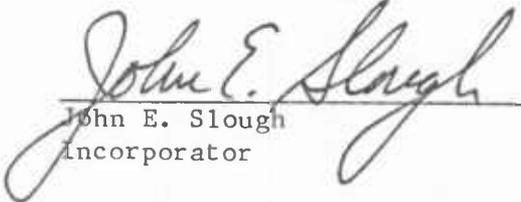
(3) The initial By-Laws of the Corporation shall be adopted by the initial Directors. Thereafter, the power to adopt, alter, and repeal the By-Laws of the Corporation shall be vested in the Board of Directors of the Corporation.

(4) The Corporation shall, to the fullest extent permitted by the Maryland General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said law from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Maryland General Corporation Law.

EIGHTH: From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the Maryland General Corporation Law at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and any contract rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, I have adopted and signed these Articles of Incorporation and do hereby acknowledge that the adoption and signing are my act.

Dated: April 14, 1983

  
 \_\_\_\_\_  
 John E. Slough  
 Incorporator

ARTICLES OF INCORPORATION  
OF  
WARREN PRESS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 21, 1983 at 10:00 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2588, folio 6551, 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.

*D. W. Hill*



MARYLAND  
WASHINGTON COUNTY  
FOR RECORD

APR 21 8 35 AM '83

LIBER \_\_\_\_\_

LAND \_\_\_\_\_  
VACANT CLERK

**A** 142411

8312692

bjs

ARTICLES OF AMENDMENT  
OF M & F DEVELOPMENT CORPORATION

807

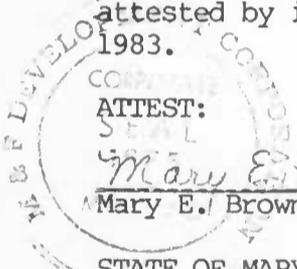
M & F DEVELOPMENT CORPORATION, a Maryland corporation, having its principal office in 7325 Wisconsin Avenue, Bethesda, MD (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended to change Article Fourth and inserting in lieu thereof the following:

The post office address of the principal office of the Corporation is 100 West Washington Street, Hagerstown, MD 21740. The name and post office address of the resident agent of the Corporation in Maryland are David B. Roy, 2416 Eden Drive, Hagerstown, MD 21740. Said resident agent is a citizen of Maryland and actually resides therein.

The Board of Directors of the Corporation at a special meeting duly convened and held on March 23, 1983 adopted a Resolution in which was set forth the foregoing Amendment to the Charter, and that the Board of Director and the Stockholders of the Corporation approved said Amendment by unanimous written consent.

IN WITNESS WHEREOF; M & F DEVELOPMENT CORPORATION, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 15th day of April 1983.



ATTEST:  
Mary E. Brown  
Mary E. Brown, Secretary

By David B. Roy  
David B. Roy, President

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

I HEREBY CERTIFY; that on this 15th day of April 1983 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David B. Roy, Treasurer of F & M DEVELOPMENT CORPORATION, a Maryland corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

Mary M. Black  
Notary Public

Comm. Exp.: July 1, 1986

ARTICLES OF AMENDMENT

OF

M & F DEVELOPMENT CORP.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 20, 1983 at 9:57 o'clock A M. as in conformity with law and ordered recorded.

2

Recorded in Liber 2588, folio 622 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ \_\_\_\_\_ Recording fee paid \$ <sup>5.00</sup> 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.

*D. W. Fitch*



A 142425

8312701

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

DA

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, whose post office addresses are noted with their names, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

Edward T. Clopper  
Rt. 9 Box 243  
Hagerstown, Maryland 21740

Marsha L. Keller  
416 Locust Court  
Hagerstown, Maryland 21740

Joseph E. Nalley  
Rt. 9 Box 167  
Hagerstown, Maryland 21740

2. Name. The name of the corporation, hereinafter called the corporation, is Public Fire Awareness Specialist, Inc.

3. Purposes. The purpose for which the corporation is formed is to educate as many men, women and children as possible on fire awareness. To assure them that the dangers of fire are everywhere just waiting for the chance to start.

4. Registered Agent Address. The post office address of the principal office of the corporation in Maryland is Rt. 9 Box 243, Hagerstown, Maryland 21740. The name and post office address of the resident agent in Maryland is Edward T. Clopper, Rt. 9 Box 243, Hagerstown, Maryland 21740.

5. Stock. The corporation shall not be authorized to issue capital stock.

6. Board of Directors. The number of directors of the corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the corporation, and the names of the directors who shall act until the first meeting or their successors are duly chosen are:

Edward T. Clopper  
Marsha L. Keller  
Joseph E. Nalley

7. Provisions. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and members:

The corporation shall

- recieve donations, gifts, or grants from private and public sources;
- charge dues or annual assessments from members, if any there be, or from associates of the corporation;
- enter into, make and perform contracts of every kind and description

with any person, firm, association, corporation or government;

--purchase, take, receive, lease, take by gift devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

--sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

--draw, make, accept, endorse, execute, issue, discount, have discounted, sell, and deal in every lawful way in promissory notes, bills of exchange, trade acceptances, warrants, bonds, debentures, and all other specie of negotiable or non-transferable instruments;

--borrow or raise money for the purposes of the corporation;

--secure any of its obligations by mortgage, deed of trust, or pledge of all or any of its property, franchises and income;

--carry on any activity whatsoever which the corporation may deem proper or convenient or which may be calculated directly or indirectly to promote the interest of the corporation or enhance the value of its assets;

--conduct its business in the State of Maryland, other states, the District of Columbia, the territories and colonies of the United States;

--make donations, grants, awards, or gifts to any person or institution in furtherance of its purposes;

--have and exercise all the powers subject to the limitations of Section 501 (c) (3) of the Internal Revenue Code, 1954, As Amended.

--and exercise all other powers lawful under the laws of the State of Maryland and the United States of America.

Nothing contained in these Articles shall authorize or be deemed to allow the corporation to possess any powers, objects, or purposes, or to carry on any business not permitted by the laws of the State of Maryland or intended by Section 501 (c) (3) of the Internal Revenue Code of 1954, As Amended.

In particular, 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 and exercise of the powers set forth above.

No substantial part of the activities of the corporation shall be devoted to carrying on propoganda or attempting to influence legislations, and the corporation shall not participate in or intervene in 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 by a corporation exempt from federal income tax.

8. Duration. The duration of the corporation shall be perpetual. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision to pay all the outstanding liabilities and obligations of the corporation, dispose of all of the remaining assets of the corporation in such manner and to such organizations as the Board of Directors shall decide, provided that the beneficiary of such distribution is The Funkstown Volunteer Fire Company, Inc. or another operated and organized exclusively for charitable, educational, or governmental purposes and qualified as exempt under provisions of the Internal Revenue Code of 1954, As Amended.

Any of such assets not so disposed of shall be alloted to one or more non-profit organization or govermental entities by action of the Circuit Court of Washington County, Maryland.

9. By Laws. The corporation shall be regulated and all of its affairs managed as provided by the by-laws of the corporation adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend, revise, or adopt new by-laws.

In addition to other matters not here discribed, the by-laws shall provide for the designations of classes of members, if any, their qualifications, dues, voting rights, and methods of appointment. The by-laws shall control the number of directors, their qualifications, method of selection, terms of office, actions they may take, meetings to be held, and procedures for the removal of directors. The by-laws shall establish officers for the corporation, their qualifications, method of selection, terms of office, duties and procedures for the removal of the officers. The by-laws shall provide for an annual meeting of the corporation to elect Board of Directors, members, officers and other necessary corporate actions.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 22nd day of April, 1983.

Edward T. Clopper (SEAL)  
Edward T. Clopper

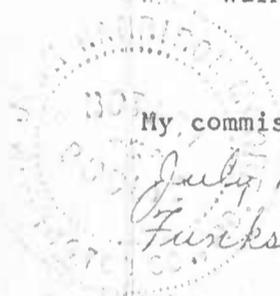
Marsha L. Keller (SEAL)  
Marsha L. Keller

Joseph E. Nalley (SEAL)  
Joseph E. Nalley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 22nd day of April, 1983, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Edward T. Clopper, Marsha L. Keller and Joseph E. Nalley, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.



My commission expires:

July 1, 1986  
Furckstown, Md

John H. Moore  
Notary Public

ARTICLES OF INCORPORATION  
OF  
PUBLIC FIRE AWARENESS SPECIALIST, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 25, 1983 at 9:07 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2588, folio 5  
02219, 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.

[Signature]



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
WASHINGTON COUNTY  
RECORDED FOR RECORD

APR 24 8 35 AM '83

LIBER \_\_\_\_\_

LAND  VAUGHN / BAKER, CLERK

gcp

**A** 142618  
8312821

Received for Record August 24, 1983 at 8:35 o'clock A.M.

LIBER 32

AUG 24-83 8:35 1 512 \*\*\*\*\*5.00

OFFICE OF THE CLERK OF THE CIRCUIT COURT FOR WASHINGTON COUNTY

Staley McDavid, Incorporated  
ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER, entered into this 1st day of March, 1983, by and between Staley McDavid, Incorporated, a Maryland Corporation (hereinafter sometimes referred to as the "Transferor"), and RED-GLO, Inc., (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 and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is Staley McDavid, Incorporated, a corporation organized under the laws of the State of Maryland.

Transferee is RED-GLO, Incorporated, a corporation organized under the laws of the State of Maryland.

THIRD: The nature and amount of the consideration to be paid by Transferee for the property and assets herein transferred to it as set forth in Article SEVENTH herein, is Four Thousand (\$4,000.00) Dollars for fixtures and equipment, Five Hundred (\$500.00) Dollars for stock in trade, and Five Hundred (\$500.00) Dollars for covenant not to compete paid to Transferor.

FOURTH: The principal office of Transferor is 1710 The Terrace, City of Hagerstown, State of Maryland. The Transferor does not own any real property.

FIFTH: The location of the principal office of Transferee in the State of Maryland is 500 Indiana Avenue, Hagerstown, Maryland 21740.

SIXTH: The Board of Directors, by unanimous written informal action signed by all the members thereof and 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 directors of Transferor and 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 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.

SEVENTH: The Board of Directors, by unanimous written informal action signed by all the members thereof and 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 directors of Transferee and 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 Transferee.

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

EIGHTH: In consideration of the payment to Transferor of Five Thousand Dollars (\$5,000.00) in accordance with the terms and conditions of an Agreement between the Transferor and Transferee dated January 28, 1983, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

SEE ATTACHED SCHEDULE OF ASSETS

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and the transferees, and it 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.

TENTH: This transfer of assets is not to members of the corporation in liquidation of the corporation.

IN WITNESS WHEREOF, Staley McDavid, Incorporated and RED-GLO, Inc., parties to these Articles of Sale and Transfer, have caused these Article 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 and for the Corporation by its president or vice president and attested by the secretary or an assistant secretary, as of this 1st day of March, 1983.

ATTEST:

Gary S. David  
Gary S. David, Secretary

Staley McDavid Incorporated

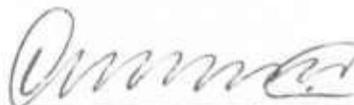
BY: Cecil F. McConiga  
Cecil F. McConiga, President

RED-GLO, Inc.

Cynthia Koontz  
Cynthia Koontz, Secretary

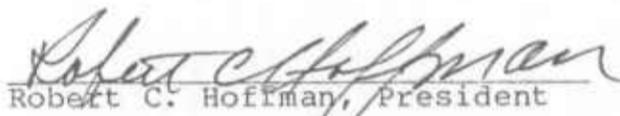
BY: Robert C. Hoffman  
Robert C. Hoffman, President

THE UNDERSIGNED, President of Staley McDavid, Incorporated, 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.



Cecil F. McConiga, President

THE UNDERSIGNED, President of RED-GLO, Incorporated, 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 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 C. Hoffman, President

## SCHEDULE OF ASSETS OWNED BY STALEY MCDAVID, INCORPORATED

<u>QUANTITY</u>	<u>ITEM</u>
4	Plywood booths , 4 seaters
7	Tables and chairs
1	Milk shake machine
1	5 station milk shake mixer
2	Drink Dispensors
2	Soft ice cream machines 3-heads Electric Freeze
1	Ice cream freeze w/topping dispensors, SS
1	Counter top refrigerator
1	SS, 3 comp sink w/drain bd
1	Port top load STAR freezer
2	Sweda electric cash registers (mach)
1	elect veg chopper, Robart table top
1	cole slaw mach, SS, 220, Robart
1	Cond bar, 6 ft w/built in refrig.
1	2 door, 6 ft., reach in refrig.
1	single door freezer, MORLAKE
1	2 hole soup warmer
1	4 hole soup warmer (new)
4	Chicken fryers, elect 220, & SS hood system
1	Gas chicken fryer w/s damp sta, lieny-penny
1	Elect chicken warming unit
2	FF Units (SS) w/laskets
1	10 ft grill w/hood, storage
2	Auto fire ext systems
2	30,000 BTU window air cond
1	SS back bar counter w/shelves
1	SS front bar counter w/shelves
3	SS, 6 ft. work tables w/shelves
1	Auto SS slicer
1	SS bun warmer
1	Front counter, buildin, formica
1	200,000 BTU central heat system (GAS)
1	Salad bar
1	4-burner gas stove
1	metal shed, free standing
Var	small wares
1	Micro-Wave oven
1	Walk-in freezer w/shelving
1	Walk-in refrig. w/shelving
1	Ice Mach, flaker, Scottsman
1	Coffee Maker Bun w/pots
1	Coffee Grinder
1	___ head dring dispenser
1	SS sink, 3 comp, w/drain boards
1	Pot hanger over sink

ARTICLES OF SALE AND TRANSFER

BETWEEN

STALEY McDAVID, INCORPORATED (MD. CORP) Transferor

AND

RED-GLO, INC. (MD. CORP) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland April 22, 1983 at 1:17 o'clock P M. as in conformity with law and ordered recorded.

Recorded in Liber 2588, folio 03642, 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.

[Handwritten signature]



RECORDED  
COURT  
RECORD

Aug 21 8 35 AM '83

LIBER \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN CLERK

A 142682

PA

ARTICLES OF INCORPORATION  
OF  
BARGER'S SPECIALIZED SERVICES, INC.

FIRST: I, GERALD K. GIMMEL, whose post office address is 444 North Frederick Avenue, Suite 200, Gaithersburg, Maryland 20877, 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 BARGER'S SPECIALIZED SERVICES, INC.

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

(1) To own, operate, and maintain a transportation business through the utilization of trucks, tractors, trailers, automobiles and other motor vehicles for the purpose of transportation of freight, goods, ware, merchandise, and other property of all kinds; to own, operate, maintain, acquire, sell lease, or otherwise have or give an interest in real or personal property in connection therewith; and to do any and all other things permitted by the laws of the State of Maryland in conducting that business and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1045 Salem Avenue, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is JAMES F. BARGER, JR., 1045 Salem Avenue, Hagerstown, MD. Said Resident Agent is an individual actually residing in this State.

GIMMEL, WEIMAN  
SAVITZ, P.A.  
ATTORNEYS AT LAW  
1000 FREDERICK AVE.  
SUITE 200  
GAITHERSBURG  
MARYLAND 20877

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Fifty Thousand (50,000) shares of common stock, of \$1.00 par per share for an aggregate par value of Fifty Thousand Dollars (\$50,000.00).

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

<u>NAME</u>	<u>ADDRESS</u>
Gerald K. Gimmel	13528 Bonnie Dale Drive Gaithersburg, MD 20878
James F. Barger Jr.	1045 Salem Avenue Hagerstown, MD 21740
Wanda Barger	1045 Salem Avenue Hagerstown, MD 21740

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time

of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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

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

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

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations

GIMMEL, WEIMAN  
SAVITZ, P.A.  
ATTORNEYS AT LAW  
100 FREDERICK AVE  
SUITE 200  
GAITHERSBURG,  
MARYLAND 20877

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of

Incorporation this 20<sup>th</sup> day of April, 1983, and I  
acknowledge the same to be my act.

WITNESS:

Margaret Peters

Gerald K. Gimmel  
Gerald K. Gimmel, Incorporator

STATE OF MARYLAND

COUNTY OF MONTGOMERY

I hereby certify that on this 20<sup>th</sup> day of April,  
1983, before me, the subscriber, a Notary Public in and for the  
State and County aforesaid, personally appeared GERALD K. GIMMEL,  
who being by me first duly sworn declared that he  
is the person who signed the foregoing document as incorporator  
and that the statements therein contained are true.

IN WITNESS WHEREOF, I have placed my hand and notarial  
seal the date above written.

Mary Ann Peters  
NOTARY PUBLIC

My Commission Expires:

1 July 1986.



ARTICLES OF INCORPORATION  
OF  
BARGER'S SPECIALIZED SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 25, 1983 at 9:38 o'clock A. M. as in conformity  
with law and ordered recorded.

6

Recorded in Liber 2588, folio 02188, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 <sup>5.00</sup> Special Fee paid \$ \_\_\_\_\_

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



**A** 142612

8312864

LAND  \_\_\_\_\_   
VAUGHN / BAKER, CLERK gcp

ARTICLES OF AMENDMENT  
OF  
M.I.M. INVESTMENT GROUP, INC.

WHEREAS, the Stockholders and Board of Directors desire to change the name of the Corporation, and upon authority of a resolution of the Stockholders and Board of Directors, dated the 13 day of April, 1983, the Articles of Amendment are hereby amended as follows:

Paragraph of the Articles of Incorporation is hereby deleted. In its stead, said paragraph shall now read:

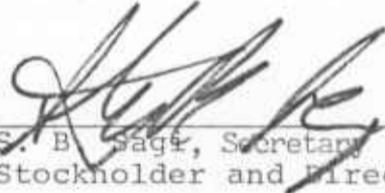
Paragraph : The name of the Corporation shall be M.I.M. Land Development Company.

All other parts of the Articles of Amendment are ratified, reaffirmed, and repeated as if fully set forth herein.

IN WITNESS WHEREOF, we, the undersigned affix our signatures and acknowledge these Articles of Amendment to be our acts, this 13 day of April, 1983, under penalties of perjury.



A. C. Kothari, President  
Stockholder and Director *gds*



S. B. Sage, Secretary  
Stockholder and Director *ss*

ARTICLES OF AMENDMENT

OF

M I M INVESTMENT GROUP, INC.

Changing its name to:

M.I.M. LAND DEVELOPMENT COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland April 27, 1983 at 4:15 o'clock p M. as in conformity with law and ordered recorded.

Recorded in Liber 2590, folio 00434, 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.

*D. W. Hill*



WASHINGTON COUNTY RECORD

AUG 27 8 35 AM '83

LIBER \_\_\_\_\_

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

A 143308

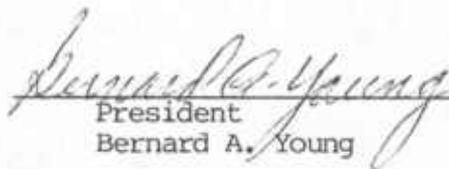
8313081

THE HAGERSTOWN EQUIPMENT COMPANY  
RESOLUTION APPOINTING RESIDENT AGENT

The undersigned, President of The Hagerstown Equipment Company, does hereby certify that on January 4, 1983 the following resolution was adopted at a duly called meeting of the Board of Directors:

RESOLVED: That the Resident Agent of The Hagerstown Equipment Company, in the State of Maryland, shall be and is hereby changed from Henry A. Bester, now deceased, to William F. Park, who post office address is 16 East Antietam Street, Hagerstown, Maryland, 21740, and who is a resident of the State of Maryland.

AND BE IT FURTHER RESOLVED: That the proper officers of the corporation be and they are hereby authorized and directed for and on behalf of the corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland, and to do and perform any and all other necessary and proper acts incident thereto.

  
President  
Bernard A. Young

CERTIFIED TRUE AND CORRECT this 4th day of January, 1983.

  
Secretary  
Richard N. Bikle

NOTICE OF CHANGE OF RESIDENT AGENT AND  
AGENT'S ADDRESS

OF

THE HAGERSTOWN EQUIPMENT COMPANY

1331

received for record April 4, 1983

, at 8:30 AM.

and recorded on Film No. 2579

2

Frame No 00330 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 21919A.

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

Mr. Clerk Mail to: Miller & Miller  
203 Maryland National Bank Building  
Hagerstown, Maryland 21740

rc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

AUG 24 8 37 AM '83

LIBER \_\_\_\_\_  
LAND \_\_\_\_\_  
VADORN CLERK

CONSENT RESOLUTION  
BOARD OF DIRECTORS  
HENSON AVIATION, INC.

The following resolutions are hereby adopted by unanimous consent of the undersigned Directors of Henson Aviation, Inc.

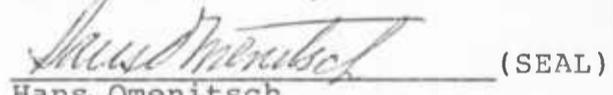
RESOLVED, that the principal office of Henson Aviation, Inc. be moved from 2300 Dorsey Road, Glen Burnie, Maryland (located in Anne Arundel County) to Washington County Regional Airport, Hagerstown, Maryland, 21740.

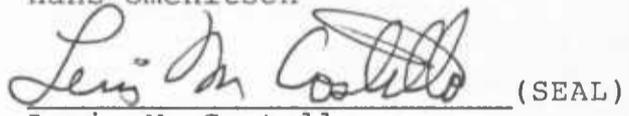
FURTHER RESOLVED, that the registered agent be changed from Joseph Luria, 7609 Honeywell Lane, Bethesda, Maryland to Richard A. Henson, P. O. Box 689, Washington County Regional Airport, Hagerstown, Maryland, 21740.

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized to execute such documents as may be necessary to move the principal office and the registered agent of the Corporation to the office and agent hereinabove described.

Executed this 5th day of April, 1983.

  
Richard A. Henson (SEAL)

  
Hans Omenitsch (SEAL)

  
Lewis M. Costello (SEAL)

The foregoing is a true, accurate and complete copy of a Consent Resolution of the Board of Directors of Henson Aviation, Inc., and is certified as such by the undersigned secretary of the Corporation this 12th day of April, 1983.

  
Marie A. Carpenter (SEAL)



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

OF

HENSON AVIATION, INC.

1512

received for record April 19, 1983

, at 8:30 A.M.

and recorded on Film No. 2582

2

Frame No. 01405 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 21980A

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

Mr. Clerk Mail to: Henson Aviation, Inc.  
Washington Regional Airport, Box 689  
Hagerstown, Maryland 21740

rc

STATE OF MARYLAND  
WASHINGTON  
RECEIVED FOR

AUG 24 8 37 '83

CLERK

IN THE CLERK OF THE CIRCUIT COURT FOR WASHINGTON COUNTY

Aug. 24 - 83rf 1 519 \*\*\*\*\*1.00

CERTIFICATE OF Merger

Clerk of the Circuit Court  
Washington County Courthouse  
Hagerstown, Maryland 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of Merger have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_  
Western Maryland Company (Md. Corp)

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is \_\_\_\_\_  
CSX MINERALS, INC. (MD. CORP) Survivor

3) The Articles were accepted for record on April 14, 1983 at 2:06 PM.

As Witness my hand and the Official seal of the said Department at Baltimore this 23rd day of April, 1983.

*D.W. Hill*



Received For Record Sept. 16, 1983 at 8:59 o'clock  
am liber 32

Professional Arts Building  
5 Public Square  
Hagerstown, Maryland 21740  
(301) 791-7741

SEP 16-83 A 12485 \*\*\*\*\*.75

SEP 16-83 A 12484 \*\*\*\*\*.50

May 13, 1983

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

To Whom It May Concern:

Please be advised that the resident agent address of The Council for Crippled Children and Adults has been changed from . . .

Professional Arts Building  
5 Public Square  
Hagerstown, MD 21740

to . . .

2111 Pennsylvania Avenue  
Hagerstown, MD 21740

The corporation has been duly notified. Enclosed is the filing fee of \$8.00.

Sincerely,

THE COUNCIL FOR CRIPPLED CHILDREN AND ADULTS

*Peggy Czechanski*

Peggy Czechanski  
Executive Director

Enclosures - 2  
PC:tjw

OF

THE COUNCIL FOR CRIPPLED CHILDREN AND ADULTS, INC.

1579

received for record May 31, 1983

and recorded on Film No. 2587

2

, at 8:30 A.M.

Frame No. 3129 one of

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

To the clerk of the Circuit court of Washington County

AA N<sup>o</sup> 18660

Special Fee Paid	\$5.00	50 75
Recording Fee Paid	\$3.00	
Total	\$8.00	

Mr. Clerk Mail to: The Council for Crippled Children and Adults, Inc.  
 5 Public Square  
 Professional Arts Building  
 Hagerstown, Maryland 21740

rc

STATE OF MARYLAND  
 WASHINGTON COUNTY  
 RECEIVED FOR RECORD

SEP 16 8 59 AM '83

LIBER \_\_\_\_\_  
 LAND \_\_\_\_\_  
 VAUGHN CLERK

SEP 16-83 A 12487 \*\*\*\*\*75  
 BOARD OF DIRECTORS' RESOLUTION AUTHORIZING  
 CHANGE OF ADDRESS OF PRINCIPAL OFFICE A 12486 \*\*\*\*\*50

Received For Record Sept. 16, 1983 at 8:59 o'clock am liber 32

WHEREAS, Day and Schneider, P.A. ("Professional Association") held a Board of Directors Meeting with Michael G. Day and Arthur Schneider, being present, and duly elected to change the address of the principal office of the Corporation.

RESOLVED: That the principal office of the Corporation be and it is hereby changed from 218 North Potomac Street, Hagerstown, Maryland 21740, to Suite 300, 120 West Washington Street, Hagerstown, Maryland 21740 at the proper offices of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

The undersigned hereby certifies as being Secretary of Day and Schneider, P.A.; that at the special meeting of the Board of Directors of said Professional Association, held on the 1st day of December, 1983, at which a quorum of said Board was present, the foregoing resolution was duly adopted.

CORPORATE SEAL

Respectfully Submitted,

  
 Secretary

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

DAY AND SCHNEIDER, P.A.

1596

received for record May 18, 1983 <sup>2</sup>, at 11:09 A.M.  
and recorded on Film No. 2587 Frame No. 2469 one of

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

To the clerk of the Circuit court of Washington County

AA N<sup>o</sup> 18633

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	

Mr. Clerk Mail to: Day and Schneider, P.A.  
120 West Washington Street, Suite 300  
Hagerstown, Maryland 21740

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

SEP 16 8 59 AM '83

LIBER \_\_\_\_\_

LAND \_\_\_\_\_  
VAUGHN \_\_\_\_\_ CLERK

Received For Record Sept. 16, 1983 at 9:59 o'clock am liber 32  
SEP 16-83A# 12489 \*\*\*\*\*.75  
BOARD OF DIRECTORS' RESOLUTION AUTHORIZING  
CHANGE OF ADDRESS OF RESIDENT AGENT SEP 16-83A# 12488 \*\*\*\*\*.50

WHEREAS, Day and Schneider, P.A., ("Professional Association") held a Board of Directors Meeting with Michael G. Day and Arthur Schneider, being present, and duly elected to change the address of the Resident Agent of the Corporation.

RESOLVED: That the address of the Resident Agent of the Corporation in the State of Maryland, Michael G. Day, has changed from 218 North Potomac Street, Hagerstown, Maryland, 21740, to Suite 300, 120 West Washington Street, Hagerstown, Maryland 21740.

RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

CORPORATE SEAL

Respectfully Submitted,

  
Secretary

OF

DAY AND SCHNEIDER, P.A.

1596

received for record May 18, 1983

2

, at 11:09 A.M.

and recorded on Film No. 2587

Frame No. 02467 one of

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

To the clerk of the Circuit court of Washington County

AA N<sup>o</sup> 18632

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

50  
'75

Mr. Clerk Mail to: Day and Schneider, P.A.  
 120 West Washington Street, Suite 300  
 Hagerstown, Maryland 21740

rnc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

SEP 16 8 59 AM '83

LIBR \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN \_\_\_\_\_ CLERK

B R ENTERPRISES, INC.

ARTICLES OF SALE AND TRANSFER

Received For Record Sept. 16, 1983 at 8:59 o'clock am, Liber 32

16-83 A 12500 \*\*\*\*\*5.00  
16-83 A 12508 \*\*\*\*\*

Articles of Sale and Transfer are entered into this day of May 1983 by and between B R Enterprises, Inc., a Maryland corporation, hereinafter sometimes referred to as the "Transferor" and D & P Foods, Incorporated, a Maryland corporation, hereinafter sometimes referred to as "Transferee".

THIS IS TO CERTIFY:

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

SECOND: Transferor is a Maryland corporation in good standing, formed under the laws of the State of Maryland on 22 July 1969 and its principal office is Route 1, Box 32, Big Spring, Maryland 21722.

THIRD: Transferee is a Maryland corporation in good standing, formed under the laws of the State of Maryland on 11 April 1983, and its principal office is Box 14, Big Pool, Maryland 21711.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the tangible personal property hereby transferred to it as more particularly described in Article SIXTH below is Thirty-Two Thousand (\$32,000.00) Dollars to be paid in accordance with the terms of an Agreement of Sale dated 6 April 1983 by and between Transferor and Guy P. Mummert, et

16-83 A 12500 \*\*\*\*\*5.00  
16-83 A 12508 \*\*\*\*\*

al., nominees for the Transferee, then a corporation to be formed.

FIFTH: The Board of Directors of Transferor duly adopted a resolution declaring that the sale and transfer of the personal property as hereinafter set forth is advisable and directing that these Articles of Sale and Transfer be submitted for approval by the shareholders of Transferor, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor. The shareholders of Transferor have adopted a resolution approving these Articles of Sale and Transfer, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SIXTH: The Board of Directors of Transferee duly adopted a resolution declaring that the sale and transfer of the personal property as hereinafter set forth is advisable and directing that these Articles of Sale and Transfer be submitted for approval by the shareholders of Transferee, 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 Transferee. The shareholders of Transferee have adopted a resolution approving these Articles of Sale and Transfer, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

SEVENTH: In consideration of the payment to Transferor as

8.10

provided in the Agreement of Sale as above recited in Article FOURTH, Transferor does hereby bargain, sell, deed, grant, convey, and assign to Transferee all of the tangible personal property listed on Schedule A, which is attached hereto and made a part hereof.

EIGHTH: 1. The principal offices of the Transferor corporation and the Transferee corporation are located in Washington County, Maryland.

2. The Transferor corporation does not own any interest in real property.

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 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 TESTIMONY WHEREOF, B R Enterprises, Inc. and D & P Foods, Incorporated, have respectively caused these Articles of Sale and Transfer to be executed by their respective presidents and their corporate seals to be duly attested to and affixed by their respective secretaries.

Attest to Signature  
and Corporate Seal:

Barbara E. Rohrer  
Barbara E. Rohrer  
Secretary

B R ENTERPRISES, INC.

By: Berkley C. Rohrer  
Berkley C. Rohrer  
President

The undersigned President of B R Enterprises, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer of which this certificate is made a part hereof 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.

Witness to Signature  
and Corporate Seal:

B R ENTERPRISES, INC.

  
Barbara E. Rohrer  
Barbara E. Rohrer

By: Berkley C. Rohrer  
Berkley C. Rohrer  
President

Attest to Signature  
and Corporate Seal:

D & P FOODS, INCORPORATED

Wanda M. Baker  
Wanda M. Baker  
Secretary

By: Donald W. Baker  
Donald W. Baker  
President

The undersigned President of D & P Foods, Incorporated, who executed on behalf of said corporation the foregoing Articles of Sale and Transfer of which this certificate is made a part hereof 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.

Witness to Signature  
and Corporate Seal:

D & P FOODS, INCORPORATED

Wanda M. Baker  
Wanda M. Baker  
Secretary

By: Donald W. Baker  
Donald W. Baker  
President

## Schedule A

## Furniture, Fixtures and Equipment

Fudge Warmer  
Topping Rail and Compressor  
Dip Warmer  
Bunn Coffee Maker - 2 S.S. Pots  
4 Tube Cup Dispenser  
Scotsman Ice Machine  
Twin Head Soft Ice Cream Machine  
Cone Dispenser  
Milk Shake Machine  
3 Spindle Multi-Mixer  
4' Stainless Table  
2 - 3' Stainless Tables  
6' Stainless Table  
NCR 220 Cash Register  
Delfield Reach in Refrigerator  
Fresh-O-Matic  
2 Drawer Warming Cabinet  
Henny Penny Pressure Chicken Fryer  
Warming Lights  
Glenco Reach in Fryer  
36" Electric Grill  
2 Electric French Fryers  
7' Stainless Updraft  
2 Ceiling Exhaust Fans and Ducts  
1 Small Food Warner  
6 Booths  
1 Trash Can Container  
1 Walk-in Refrigerator and Freezer  
2 Kiddle Auto Fire Extinguish Systems  
1 S.S. Sink, 3 Compartments  
1 Lot Shelving  
1 Meat Slicer  
1 Adding Machine  
2 Burner Stove  
Signs  
Dishes and Utensil and Miscellaneous  
4 Air Conditioners  
Inventory

ARTICLES OF SALE AND TRANSFER

BETWEEN

B R ENTERPRISES, INC. (MD. CORP) Transferor

AND

D & P FOODS, INCORPORATED (MD. CORP) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland May 4, 1983 at 8:56 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2590, folio 03531, 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 \$ \_\_\_\_\_  
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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD  
A 141224  
SEP 16 8 59 AM '83  
LIBER \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN CLERK

Received For Record September 16, 1983 at 8:59 o'clock am liber 32

ARTICLES OF AMENDMENT

SEP 16 1983 12:00 \*\*\*\*\*5.00

OF

GEORGE'S INTERIORS, INC.

THIS IS TO CERTIFY:

FIRST: That George's Interiors, Inc. of Williamsport, Maryland will hereafter be known as a close corporation.

SECOND: That at a joint meeting of the Board of Directors and Shareholders of George's Interiors, 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 George M. Stumbaugh whose post office address is 132 Vermont Street, Williamsport, Maryland 21795.

FOURTH: That the corporate office of George's Interiors, Inc. is located at 28 North Conochcheague Street, Williamsport, Maryland 21795.

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

1810

effective and valid of taken and authorized by the affirmative vote of all of the total number of votes entitled to be cast thereon.

01425

IN WITNESS WHEREOF, we have signed these Articles of Amendment this

21 day of May, 1983.

TO THE SECRETARY OF THE BOARD OF DIRECTORS  
NOTARIAL SEAL  
MAY 25 2  
88 25 2

George M. Stumbaugh (SEAL)  
George M. Stumbaugh, President and  
Chairman of the Board of Directors

May E. Stumbaugh (SEAL)  
May E. Stumbaugh, Secretary and  
Secretary of the Board of Directors

TEST:

George M. Stumbaugh  
Secretary and  
Secretary of the Board of Directors.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 21 day of May, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared George M. Stumbaugh and May E. Stumbaugh, 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.

Wallace W. Mathew  
NOTARY PUBLIC

MY COMMISSION EXPIRES

7/1/86

ARTICLES OF AMENDMENT  
OF  
GEORGE'S INTERIORS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 25, 1983 at 10:09 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2596 ~~1423~~ 000335 folio 3 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

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 142214

SEP 16 8 59 AM '83

LIBER \_\_\_\_\_

LAND \_\_\_\_\_  
VAUGHN WALKER, CLERK

FIRST TRADING CREDIT CORP

Received For Record September 16, 1983 at 9:59 o'clock am liber 32

SEP 16-83 A# 12491 \*\*\*\*\*9.00

ARTICLE I

Incorporator. The undersigned, William A. McCampbell III, Suite 275, 2550 M Street, N.W., Washington, D.C. 20037, being at least 18 years old or older, does hereby form a corporation under the general laws of the State of Maryland.

ARTICLE II

Name. The name of the corporation is FIRST TRADING CREDIT CORP.

ARTICLE III

Purpose. The purposes for which the corporation is formed are:

(a) To engage in the business of buying, selling, trading exporting, importing and financing goods, services and technology and to engage in all activities related thereto.

(b) To do all things lawful, necessary and incident to the accomplishment of the purpose set forth above; to exercise all lawful powers now possessed by Maryland corporations of similar character; and to engage in any business in which a corporation organized under the laws of Maryland may engage except any business that is required to be specifically set forth in the Articles of Incorporation.

(c) The objects, powers, and purposes specified in any clause or paragraph hereinabove contained shall be constructed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of Maryland; and it is expressly provided that the foregoing enumeration of specific powers shall in no manner limit or restrict any other power, object or purpose of the corporation, or in any manner affect any general powers of authority of the corporation.

ARTICLE IV

Principal Office. The address of the principal office is 817 Hollins Street, ~~Smithburg~~, Maryland, 21783.

ARTICLE V

Resident Agent. The name of the resident agent of the corporation is Margaret Gifford, whose address is 817 Hollins Street, ~~Smithburg~~, Maryland, 21783. *Smithburg*

ARTICLE VI

Authorized Shares. The total number of shares of stock of all classes which the corporation has authority to issue is 100. All shares shall be shares of common stock. At all elections of directors of the corporation, each holder of common stock shall be entitled to one vote for each share registered in his name on the books of the corporation. Shares of stock shall be without par value.

ARTICLE VII

Directors. The number of directors of the corporation

shall be one. The name of the director who will serve as director until the first annual meeting and until his successor is elected and qualifies is Charles F. Van Baerke.

#### ARTICLE VIII

Period of Existence. The period of existence of the corporation shall be unlimited.

#### ARTICLE IX

Pre-emptive Rights. The holders of the common stock of the corporation shall have the right to purchase at such prices, and on such terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation as may be authorized but unissued or as may be authorized from time to time in addition to the 100 shares authorized in the original articles of incorporation. Such pre-emptive right shall be exercised in the ratio which the number of shares held by each stockholder bears to the total number of shares outstanding.

#### ARTICLE X

Shareholder Clause. No sale of stock shall be made by any person who is not a stockholder of the corporation, except in pursuance of the following terms and conditions;

- (1) In the event any stockholder desires to sell his stock, or any portion thereof, to any person who is not a stockholder of the corporation, he shall first submit to the stockholders of the corporation satisfactory evidence of the agreement to purchase such stock by such third person and the price agreed to be paid therefor.
- (2) In the event the remaining stockholders agree to purchase such stock at the same price which the stockholder can receive from a third party, then the stock shall be sold to the stockholders of the corporation in such proportionate amounts as their respective stockholdings bear to the entire stock held by the stockholders of the corporation.
- (3) In the event that any of the stockholders do not desire to purchase such stock, then such stock shall be sold at the price aforesaid to such of the stockholders who may desire to purchase the same, and in the same proportion as above specified.
- (4) No stock shall be sold to any person other than the stockholders of the corporation until each of the stockholders shall have been afforded an opportunity to purchase such stock at the price evidenced as aforesaid, and shall have declined to do so.
- (5) Notice in writing to the stockholders of the corporation of the desire of any stockholders to sell his stock shall be given by such stockholder, and, at the same time, satisfactory evidence shall be furnished to the stockholders as to the price as hereinbefore set forth. Stockholders shall have 30 days' time after the receipt of said notice within which to elect in writing to purchase such stock or to decline to do so.

IN WITNESS WHEREOF, I have signed these articles of incorporation and acknowledged same to be my act on this 19th day of MAY, 1983.

  
 \_\_\_\_\_  
 William A. McCampbell III

ARTICLES OF INCORPORATION  
OF  
FIRST TRADING CREDIT CORP.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 23, 1983 at 11:11 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2595, folio 3 60936, 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 \$ 5.50

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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD **A** 142129

SEP 16 8 59 AM '83

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

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

Received For Record September 16, 1983 at 9:00 o'clock am 11ber 32

Articles of Incorporation  
of

FIRST CITIES BANSHARES, CORP.

ARTICLE I

SEP 16-83 A 1/2 12492 \*\*\*\*\*5.00

Incorporator. The undersigned, William A. McCampbell III, Suite 275, 2550 M Street, N.W., Washington, D.C. 20037, being at least 18 years old or older, does hereby form a corporation under the general laws of the State of Maryland.

ARTICLE II

Name. The name of the corporation is FIRST CITIES BANSHARES, CORP.

ARTICLE III

Purpose. The purposes for which the corporation is formed are:

(a) To engage in the business of buying, selling, trading, financing, rennovating and investing in real estate, whether improved or unimproved and to engage in activities related thereto including consulting.

(b) To do all things lawful, necessary and incident to the accomplishment of the purpose set forth above; to exercise all lawful powers now possessed by Maryland corporations of similar character; and to engage in any business in which a corporation organized under the laws of Maryland may engage except any business that is required to be specifically set forth in the Articles of Incorporation.

(c) The objects, powers, and purposes specified in any clause or paragaraph hereinabove contained shall be constructed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of Maryland; and it is expressly provided that the foregoing enumeration of specific powers shall in no manner limit or restrict any other power, object or purpose of the corporation, or in any manner affect any general powers of authority of the corporation.

ARTICLE IV

Principal Office. The address of the principal office is 817 Hollins Street, ~~Baltimore~~, Maryland, 21783. *Smithburg*

ARTICLE V

Resident Agent. The name of the resident agent of the corporation is Margaret Gifford, whose address is 817 Hollins Street, ~~Baltimore~~, Maryland, 21783.

ARTICLE VI

Authorized Shares. The total number of shares of stock of all classes which the corporation has authority to issue is 5000000. All shares shall be shares of common stock. At all elections of directors of the corporation, each holder of common stock shall be entitled to one vote for each share registered in his name on the books of the corporation. Shares of stock shall have a par value of \$1.00 (One Dollar) per share.

ARTICLE VII

Directors. The number of directors of the corporation

shall be one. The name of the director who will serve as director until the first annual meeting and until his successor is elected and qualifies is Charles F. Van Baerke.

ARTICLE VIII

Period of Existence. The period of existence of the corporation shall be unlimited.

IN WITNESS WHEREOF, I have signed these articles of incorporation and acknowledged same to be my act on this <sup>19th</sup> day of MAY, 1983.

  
William A. McCampbell III

ARTICLES OF INCORPORATION  
OF  
FIRST CITIES BANSHARES, CORP.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 23, 1983 at 2:12 o'clock P M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2595, folio 3 60932, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 390.00 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 142128

SEP 16 9 00 AM '83

LIBER \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN \_\_\_\_\_ CLERK

ARTICLES OF INCORPORATION  
OF

R-B MASTER MARKETING, INC.

Received For Record September 16, 1983 at 9:00 o'clock am liber 32  
THIS IS TO CERTIFY:

SEP 16-83 AM 12493 \*\*\*\*\*

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

SECOND: That the name of the corporation (which is hereinafter called Corporation) is: R-B Master Marketing, Inc.

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

(a) To engage in the design, manufacture, licensing, marketing, distribution, sale, resale and to purchase and generally trade and deal in home and business security and protection products and communication items and to engage in any other lawful purpose and/or business.

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

(c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise. The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the corporation in this State is 232 South Potomac Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Donald C. Burdeau whose address is 232 South Potomac Street, Hagerstown, Maryland 21740 who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 5,000 shares of Common Stock without par value.

SIXTH: The Corporation shall have not less than 3 nor more than 7 directors and Donald C. Burdeau, 232 South Potomac Street, Hagerstown, Maryland 21740; Geraldine V. Rogers, Route 10, Box 111, Hagerstown, Maryland 21740; and Mildred Jones, Route 10, Box 117, Hagerstown, Maryland 21740 shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

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

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

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF; I have signed these Articles of Incorporation, this 12<sup>th</sup> day of May, 1983.

Donald C. Burdeau

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

I HEREBY CERTIFY, that on this 12<sup>th</sup> day of May, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald C. Burdeau 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.

Veronica S. Ritter  
Notary Public

My commission expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
R-B MASTER MARKETING, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 19, 1983 at 9:48 o'clock <sup>A</sup> M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2594, folio 4 03442, 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.

D.W. Hill



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 141929

SEP 16 9 CO AM '83

LIBER \_\_\_\_\_

LAND \_\_\_\_\_  
VAUGHN \_\_\_\_\_ CLERK

FREDERICK FOOT HEALTH ASSOCIATES

(Bernstein and Josephs, D.P.M.) P.A.

ARTICLES OF INCORPORATION

Received For Record September 16, 1983 at 9:00 o'clock am liber 32  
7-16-83A# 12494 \*\*\*\*\*5.00

FIRST: I, Robert L. Josephs, D.P.M., whose post office address is 121 Windsor Drive, 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 Frederick Foot Health Associates (Bernstein and Josephs, D.P.M.) P.A.

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

(1) To engage in the practice of podiatry and related services [Include a general summary purpose of the licensed business to be pursued]; 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 121 Windsor Drive, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 247 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 100 shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be two, which number may be increased 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 qualified are: Robert L. Josephs and Myron Z. Bernstein

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any share 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 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 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 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 to the Corporation;
- (d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;
- (e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation; such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or 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) 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 11<sup>th</sup> day of February, 1983, and I acknowledged same to be my act.

*Robert L. Josephs DPM*  
 \_\_\_\_\_  
 Robert L. Josephs, D.P.M.

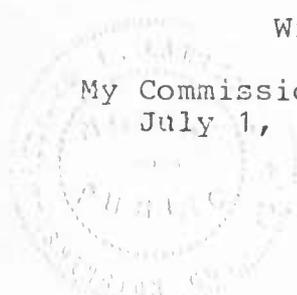
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 11<sup>th</sup> day of ~~May~~ <sup>FEBRUARY</sup>, 1983, before me, the subscriber, a Notary Public in and for the State and County afore-said, 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, 1986

*[Signature]*  
 \_\_\_\_\_  
 Notary Public



ARTICLES OF INCORPORATION

OF

FREDERICK FOOT HEALTH ASSOCIATES (BERNSTEIN AND JOSEPHS, D.P.M.)  
P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 17, 1983 at 10.00 o'clock M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2594, folio 6 3043, 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.

*[Handwritten Signature]*



A 141860

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

SEP 16 9 00 AM '83

LIBER \_\_\_\_\_

Received For Record Sept 16, 1983 at 9:00 o'clock am liber 750  
ARTICLES OF INCORPORATION

OF

MP 16-83 A# 12495 \*\*\*\*\*5.00

OLDE TOWNE REALTY, INC.  
 (A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Kenneth J. Mackley, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is OLDE TOWNE REALTY, 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 Harald E. Martinson, 2118 Hillandale 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 one (1), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one (1); and the name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualifies is Harald E. Martinson.

*Consent  
 letters*

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: This Corporation shall be a close corporation organized pursuant to the provisions of Title 4, Subtitle 2, of the Corporations & Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on April 28, 1983.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)  
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 28th day of April, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer  
Notary Public

My Commission Expires:  
July 1, 1986

00845

865

**OLDE TOWNE REAL ESTATE COMPANY**

SALES • INVESTMENTS • APPRAISALS • MANAGEMENT

PAUL F. NEE, President  
Phone: (301) 977-4488

307 N. FREDERICK AVENUE  
GAITHERSBURG, MARYLAND 20760

11 May 1983

Charter Section  
State Department of Assessments & Taxation  
301 West Preston Street  
Baltimore, Maryland 21201

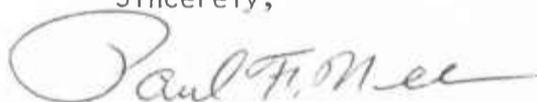
Attn: Mrs. Huber

RE: Olde Towne Real Estate Company

Dear Mrs. Huber:

I am the principal broker and owner of a firm located in Gaithersburg by the name of Olde Towne Real Estate Company, it being a Maryland corporation. In Hagerstown there is now a firm known as Olde Towne Realty of Western Maryland, Inc. We have been informed that that business is being sold to a Mr. Harald E. Martinson and that he desires to charter his own firm under the name of Olde Towne Realty, Inc. I realize that some might say that this name is too close to the name of my company, but I want to go on record here as stating that my company has no objection to the Department's accepting a charter for Mr. Martinson's firm for Olde Towne Realty, Inc.

Sincerely,



Paul F. Nee  
President

cc: Mr. Harald E. Martinson  
2118 Hillandale Road  
Hagerstown, Maryland 21740



# Olde Towne Realty

OF WESTERN MARYLAND, INC.

16 NORTH AVENUE, HAGERSTOWN, MARYLAND 21740

301-797-0200



May 9, 1983

Charter Section  
State Department of Assessments & Taxation  
301 West Preston Street  
Baltimore, Maryland 21201

Gentlemen:

I am currently the president and owner of Olde Towne Realty of Western Maryland, Inc. I do not interpose any objection to Mr. Harald E. Martinson using the name Olde Towne Realty Inc. for his business. It is my intention to dissolve the above named corporation, Olde Towne Realty of Western Maryland, Inc. within the forthcoming two years.

Sincerely,

A handwritten signature in cursive script that reads "Frank J. Bardecki".

Frank J. Bardecki

LETTER TO THE BOARD

SERVING MARYLAND, PENNSYLVANIA AND WEST VIRGINIA

ARTICLES OF INCORPORATION  
OF  
OLDE TOWNE REALTY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 11, 1983 at 9:37 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2594, folio 5 60842, 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.

*D.W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 141701

SEP 16 9 00 AM '83

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

LAND  \_\_\_\_\_   
CLERK

ARTICLES OF AMENDMENT  
OF  
SU-ROB, INC.

SEP 16-83 A# 12496 \*\*\*\*\*5.00

SU-ROB, Inc., a Maryland Corporation, having its principal office at P. O. Box 82, Draper Road, Clear Spring, 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 paragraph Fifth to read: FIFTH: The post office address of the principal office of the Corporation in this State is P. O. Box 82, Draper Road, Clear Spring, Maryland, 21722. The name and post office address of the Resident Agent is RONALD D. HARRISON of P. O. Box 82, Draper Road, Clear Spring, MD, 21722. Said Resident Agent is an individual actually residing in this State.

SECOND: The Charter of the Corporation is hereby amended to change paragraph Sixth to read: SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 500,000 shares of common stock having a par value of \$.20 each for an aggregate par value of \$100,000.00.

The Board of Directors of the Corporation at a special meeting duly convened and held on May 4, 1983 adopted a Resolution in which was set forth the foregoing Amendment to the Charter, pursuant to Section 2-603 (c) of the Corporation and Associations Article of the Maryland Code and that the Board of Directors approved said Amendment by unanimous written consent.

IN WITNESS WHEREOF, SU-ROB, 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 4th day of May, 1983.

ATTEST: SU-ROB, INC.

Brenda Harrison Ronald D. Harrison [SEAL]

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 12 day of May, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ronald D. Harrison, President of SU-ROB, Inc. a Maryland Corporation and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of his knowledge, information and belief.

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

Neenica A. Rittie  
Notary Public

My Commission Expires: 7/1/86

ARTICLES OF AMENDMENT

OF

SU-ROB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 13, 1983 at 10:32 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2594, folio 813, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 141693

SEP 16 9 00 AM '83

LIBER \_\_\_\_\_

LAND  \_\_\_\_\_  
VAUGHN CLERK

870

01936

Received For Record September 16, 1983 at 9:00 o'clock am liber 32

CP 16-83 A# 12497 \*\*\*\*\*2.50

ARTICLES OF INCORPORATION

PARSONAGE TRUSTEES, POTOMAC CHARGE

UNITED METHODIST CHURCH

THIS IS TO CERTIFY:

FIRST

WHEREAS: On the 25th day of August, A.D. 1959, "The Trustees of St. Paul's In-  
ted Evangelical Church of Ernstville", acting under the provislons of Article 4,  
of the Church charter, dated February 28, 1916, conveyed a certain lot or parcel  
of land, Including the parsonage being built thereon, to certain named trustees,  
and their successors in office, members of the churches comprsing the Cearfoss  
Circuit of The United Evangelical Church, and

WHEREAS: On October 14, A.D. 1922, "The United Evangelical Association" and "The  
Evangelical Church" unlted to form the denomination known as "The Evangelical  
Church", and the name of "The St. Paul's Evangelical Church of Ernstville" was  
not changed, and

WHEREAS, "The United Brethren in Christ" denomination, and "The Evangelical  
Church" united on November 26, 1946 to form the denomination known as "The  
Evangelical United Brethren Church", and the name of "The St. Paul's Evangelical  
Church of Ernstville" was not ahanged, and

WHEREAS, "The Evangelical United Brethren Church " of which the aforesaid "The  
St. Paul's Evangelical Church of Ernstville" was a member, and "The Methodist  
Church were organically united into the d enomination known as "The United  
Methodist Church" at a joint session of the uniting conferences of said denomi-  
nations, at Dallas, Texas, on the 23rd day of April, A.D. 1968, and

WHEREAS, It is desirable that the successors of the trustees to whom the lot or  
parcel of land, and the parsonage thereon, were originally conveyed, and deeded  
as individuals, become incorporated in accordance with the provisions of the  
Discipline and usage of "The United Methodist Church", and the laws of the state  
of Maryland, and assume the name of the denomination,

NOW THEREFORE, In order to provide ARTICLES OF INCORPORATION, and to make them  
conslstent with the policies of the said, "The United Methodist Church", and with  
the provisions of the Discipline thereof, the following Articles of Incorpora-  
tion were presented for adoption:

ARTICLE 1

1. The name of this corporation shall be, "Parsonage Trustees, Potomac Charge,  
The United Methodist Church, Inc. in Big Pool, Md.", and may be referred to as  
"Parsonage Trustees, Potomac Charge",

2. THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

ARTICLE II

The office of the Corporation is situate on Old Indian Springs Road, near  
Ernstville Road, in Big Pool, Maryland, with the address of R.F.D. 1, Box 4, Big  
Pool, Maryland 21711

ARTICLE !!!

The objects and purposes of this Corporation is to provide, supply and main-  
tain a parsonage as a dwelling place for the regularly appointed minister, or  
ministers of the Potomac Charge, Baltimore Conference, The United Methodist  
Church.

ARTICLE IV

1. The members of this Corporation shall consist of the trustees regularly elected by the members of the churches comprising the Potomac Charge, Baltimore Conference, at the time of the elections conducted by The Charge Conference of the Potomac Charge, Baltimore Conference, The United Methodist Church.

2. The Board of Trustees shall consist of not fewer than three nor more than nine members, all of whom shall be not less than 21 years of age, and all of whom shall be members of the constituent churches of the Potomac Charge, The United Methodist Church.

3. The churches comprising The Potomac Charge shall have equal representation on the Board of Trustees by each church electing an equal number of trustees; each trustee for a term of three years, or until their successors are elected; one third of whom shall be elected each year. Replacements shall be elected for the number of years remaining in the term of office of the trustee who has been removed from office by death, transfer, or removal for cause, by the Charge Conference.

4. The said Trustees shall be nominated and elected as provided in Part 4, Chapter 6, Section VII, Paragraph 2520, "The Book of Discipline of The United Methodist Church" 1980, or subsequent amendments thereto.

5. The number of Trustees to serve shall be subject to change from time to time by the members of the churches, at any regularly called meeting of the Charge Conference, Potomac Charge, The United Methodist Church. The procedure and vote to determine or change the number of Trustees shall be the same as that required to adopt amendments to these Articles of Incorporation.

6. Said Trustees shall have all the rights, duties, and powers conferred upon them by Part 4, Chapter Six, Section VII, of the said "Book of Discipline," or any subsequent amendments thereto.

7. The Board of Trustees shall organize as follows:

(1) within thirty (30) days after the beginning of the ensuing Conference year, said Board of Trustees shall convene at a time and place designated by the Chairman, or Vice-chairman, in the event the Chairman is not reelected as a Trustee, or because of his absence, or disability is unable to act, for the purpose of electing officers of the said Board of Trustees for the ensuing year, and transacting any other business properly brought before the Board.

(2) The Board of Trustees shall elect from the members thereof, to hold office for a term of one (1) year, or until their successors shall be elected, a Chairman, Vice-chairman, Secretary and Treasurer, provided however, that the offices of Secretary and Treasurer may be held by the same person. The duties of each officer shall be the same as generally connected with the office held, and which are usually and commonly discharged by the holder thereof.

8. The Board of Trustees shall be amenable to the Charge Conference of the Potomac Charge, Baltimore Conference, of The United Methodist Church, in accordance with Chapter 8, Section VII, Paragraph 2522.3 of "The Discipline of the United Methodist Church" 1980, or subsequent changes thereto.

ARTICLE V

The Board of Trustees shall hold an annual meeting before the last Charge Conference of the Church year, at which time an annual report shall be prepared, setting forth the transactions of the Board during the year, and the condition of the parsonage, and any other property belonging to and held in trust by the Corporation; a copy of which shall be presented to the next Charge Conference. Special meetings of the Board of Trustees may be called by the Chairman, or when requested, by two or more trustees, or by the pastor in charge.

ARTICLE VI

All vacancies in the Board of Trustees shall be filled, and all the business of the Corporation shall be conducted in strict conformity with the "Discipline of The United Methodist Church", and provisions of the Conference in whose bounds the parsonage is situate.

ARTICLE VII

The following named persons shall constitute the Board of Trustees of the Parsonage until their successors are duly elected and qualified, viz:

1. Warren E. Reed, Chairman, R.F.D. 1, Box 76, Big Pool, Maryland 21711
2. Alverta L. Mellott, Vice Chairman, R.F.D. 1, Box 25, Big Pool, Md. 21711
3. Maurice M. Johnson, Secretary, R.F.D. 1, Box 156, Big Pool, Md. 21711
4. Daniel B. Shank, Treasurer, 1033 Beachwood Drive, Hagerstown, Md. 21740
5. Richard H. Lawson, R.F.D. 1, Box 57C, Big Pool, Md. 21711
6. Burrell W. Yeater, R.F.D. 1, Box 106, Big Spring, Md. 21722
7. Sally Ann Rowe, P.O. Box 53, Clear Spring, Md. 21722
8. Austin L. Lucas, Jr., 550 Summit Avenue, Hagerstown, Md. 21740
9. Linda C. Graham, R.F.D. 1, Box 181A Big Pool, Md. 21711

ARTICLE VIII

All conveyances of property to and from the Parsonage Board of Trustees shall be made in strict compliance with the provisions of Part 4, Chapter Six of the "Book of Discipline of The United Methodist Church" 1980 and any subsequent amendments thereto.

ARTICLE IX

The Corporation assumes unto itself all the rights, powers, privileges, and immunities which are now, or which may, during the existence thereof, be conferred by law upon Corporations of a similar character and by the Discipline of The United Methodist Church.

ARTICLE X

The term of existence of said Corporation shall be perpetual.

ARTICLE XI

The resident agent of the said Corporation shall be Mr. Warren Edison Reed, who is a member of a church of the Potomac Charge, The United Methodist Church, and is a resident and citizen of Washington County, Maryland and actually resides therein.

ARTICLE XII

The Corporation reserves unto itself the right to alter and amend the foregoing Articles of Incorporation and to adopt additional ones at any annual Charge Conference of the Potomac Charge, The United Methodist Church, called for that purpose and said amendments shall be presented and adopted as provided in Article 23, Section 254 of the 1957 Edition of the Annotated Code of Maryland, and any amendments thereto, in manner following:

The trustees, or a majority of them shall pass a resolution declaring that such amendment, or amendments are advisable and requesting the calling of a Charge Conference, in accordance with The Discipline of the United Methodist Church. The said meeting shall be announced by the minister from the pulpit at least two (2) weeks prior to the time thereof, or ten (10) days of written or printed notice stating the place, day, and hour of such meeting, and the business proposed, to be mailed or delivered to the residence of each member comprising the churches of the Potomac Charge, The United Methodist Church. If two-thirds of all such members attending such meeting shall vote in favor of the proposed amendment, or amendments to the Articles of Incorporation, setting forth the nature of the amendment, or amendments, and stating that the same has or have been duly advised and recommended by the Trustees, and adopted by the Charge Conference: the Articles of Amendment shall be signed and acknowledged in the name of and on behalf of the Potomac Charge, and the Corporation by such Trustees as shall be designated by the resolution adopted for the purpose of declaring such amendment, or amendments advisable, and the matters and facts set forth in said Articles of Amendment shall be verified under oath by the Chairman of the meeting of said persons at which such amendment, or amendments was or were adopted.

In the event that any of the provisions of the foregoing articles of Incorporation are inconsistent with the laws of the State of Maryland, and/or the provisions of the Discipline of the United Methodist Church, said provisions shall

not be enforced, but the said Discipline and the laws of the State of Maryland shall be followed.

SECOND

That at a meeting of the "Parsonage Trustees, Potomac Charge" convened and held in the parsonage in Big Pool, Maryland at 3:00 P.M., on the 7th day of November A. D. 1982, the Articles of Incorporation hereinbefore set forth were duly endorsed by passing a resolution declaring said Articles of Incorporation to be advisable and desirable, and

1. Warren E. Reed, Chairman
2. Alverta L. Mellott, Vice Chairman
3. Maurice M. Johnson, Secretary
4. Daniel B. Shank, Treasurer

Trustees of said Corporation, were authorized to sign and acknowledge these Articles of Incorporation in the name of and on behalf of the Potomac Charge, Baltimore Conference, The United Methodist Church, and the Parsonage Trustees of the Potomac Charge, and at said meeting it was further resolved to submit the proposed Articles of Incorporation to the Charge Conference of the Potomac Charge, to be convened for approval at 7:30 P.M., Tuesday, November 23, A.D. 1982 in the Park Head United Methodist Church, after due announcement of the date of the meeting for the purpose of approving the Articles of Incorporation set forth in the above.

THIRD

That after due notice, as above provided, a meeting of the Charge Conference of the Potomac Charge, Baltimore Conference, The United Methodist Church, and at said meeting, held in the Park Head United Methodist Church, the Articles of Incorporation above set forth were duly adopted by a vote of more than two-thirds of the members present and entitled to vote.

IN WITNESS THEREOF: The Charge Conference, Potomac Charge, Baltimore Conference, The United Methodist Church, Big Pool, Maryland, caused these presence to be signed in the name of the Parsonage Trustees, Potomac Charge, and in behalf of the Potomac Charge, Baltimore Conference, The United Methodist Church by: Warren E. Reed, Alverta L. Mellott, Maurice M. Johnson, and Daniel B. Shank, Trustees named in the above mentioned resolution, and its seal to be hereunto attached, and attested by its Secretary on this 23rd day of November, A.D. 1982.

PARSONAGE TRUSTEES, POTOMAC CHARGE  
THE UNITED METHODIST CHURCH

by *Warren E. Reed*.....  
Warren E. Reed

*Alverta L. Mellott*.....  
Alverta L. Mellott

*Maurice M. Johnson*.....  
Maurice M. Johnson

*Daniel B. Shank*.....  
Daniel B. Shank

ATTEST TO ALL SIGNATURES:

*Maurice M. Johnson*  
Maurice M. Johnson, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:

I hereby certify, That on this 23 day of November, A.D. 1982, before me the subscriber, A Notary Public of the State of Maryland, in and for Washington County, personally appeared Warren E. Reed, Alverta L. Mellott, Maurice M.

Johnson, and Daniel B. Shank, PARSONAGE TRUSTEES, POTOMAC CHARGE, Big Pool, Maryland, and in the name of and on behalf of said Corporation, did each acknowledge the foregoing Articles of Incorporation to be the Corporate act of said Corporation; and at the same time also personally appeared Carroll L. Hose, and made oath in due form of the law that she was Secretary of the Charge Conference of the Potomac Charge, Baltimore Conference, The United Methodist Church. at which the Articles of Incorporation set forth in the foregoing were adopted, and that the matters set forth in the Articles of Incorporation are true to the best of her knowledge, information and belief.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official Notarial Seal, the day and year first written above.

*Carroll L. Hose*  
.....  
Carroll L. Hose

*M. Darlene Tedrick*  
.....  
M. Darlene Tedrick

My commission expires... *July 1, 1986* .....

ARTICLES OF INCORPORATION

OF

PARSONAGE TRUSTEES, POTOMAC CHARGE,  
THE UNITED METHODIST CHURCH, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 6, 1983 at 11:45 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2593, folio 61935, 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 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.

*D. W. [Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 141582

SEP 16 9 00 AM '83

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

LAND  \_\_\_\_\_   
VAUGHN J. [Signature], CLERK

876

ARTICLES OF INCORPORATION

Received For Record Sept. 16, 1983 at 9:00 o'clock am liber 750 OF

WASHINGTON COUNTY EDUCATIONAL CLASSIFIED EMPLOYEES ASSOCIATION, INC.

THIS IS TO CERTIFY:

SEP 16-83 A 12498 \*\*\*\*\*5.00

FIRST: That the undersigned, George A. Fitz, Milestone Garden Apartments, 5-H, Williamsport, Maryland 21795, being over eighteen years of age, does hereby declare himself as incorporator, with the intention of forming a non-profit corporation, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations.

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

WASHINGTON COUNTY EDUCATIONAL CLASSIFIED EMPLOYEES ASSOCIATION, INC.

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

(a) To coordinate the efforts of all clerical and instructional educational support personnel, and other educational classified employees in the County of Washington; that is, all such persons employed by the Board of Education of Washington County; to provide for the general welfare of such persons; to improve the educational consciousness of the public; and to promote quality education in Washington County. In pursuance of such purposes, the Corporation shall have all appropriate general powers conferred by law.

(b) To acquire by gift or purchase, hold, sell, convey, assign, mortgage or lease any property, real or personal, necessary or incident to the expansion and continuance of the purposes of the Corporation.

(c) To engage in any kind of activity, and to enter into, perform, and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any of the non-profit purposes of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this County is 1185 Mt. Aetna, Hagerstown, MD 21740. The resident agent of the Corporation is Walter S. Levin, Esq., Weinberg and Green, 100 South Charles Street, Baltimore, Maryland 21201. He is a citizen of the State of Maryland and actually resides therein.

FIFTH: The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than five (5) directors, chosen in the manner provided by the bylaws. The names of the persons who shall serve as directors until their successors are fully qualified are as follows:

George A. Fitz  
Sheila E. Metzel  
Debbie Ward  
Cheryl A. Steiner  
Brenda Tritsch

SIXTH: The Corporation shall not be conducted or operated for profit and shall have no capital stock; and no part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of any member, director or officer of the Corporation, contributor, or private individual. In the event of dissolution, liquidation or winding up of the Corporation, the assets thereof shall be distributed to such non-profit and charitable corporations which have qualified for exemption under Section 501(c) of the Internal Revenue Code, as may be designated by the directors, for purposes similar to those of the Corporation.

SEVENTH: The Board of Directors shall adopt bylaws governing the operation of the affairs of the Corporation, which shall provide, among other things, for membership in the Corporation, the qualifications of directors, their term of office, manner of election, removal, change of

number, filling of vacancies and their powers, duties, liabilities and such other matters deemed necessary or advisable by the Board, except if otherwise provided in these Articles of Incorporation or the laws of the State of Maryland.

EIGHTH: These Articles of Incorporation may be amended by a vote of two-thirds of all those Association members who are members of the Board of Directors and who are present at a regularly scheduled meeting of that body at which a quorum as defined by the bylaws is present.

NINTH: The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25<sup>th</sup> day of April, 1983.

Sandra L. Krieger  
Witness

George A. Fitz  
George A. Fitz

STATE OF MARYLAND)

( to wit:

CITY OF BALTIMORE)

I HEREBY CERTIFY, that on this 25<sup>th</sup> day of April, 1983, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared George A. Fitz and acknowledged the foregoing Articles of Incorporation to be his act.



Sandra L. Krieger

My Commission Expires: 7-1-86

ARTICLES OF INCORPORATION

OF

WASHINGTON COUNTY EDUCATIONAL CLASSIFIED EMPLOYEES ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 12, 1983 at 3:57 o'clock P. M. as in conformity with law and ordered recorded.

Recorded in Liber 2593, folio 01930, 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.

D. W. Hill



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 141581

SEP 16 9 00 AM '83

LIBER \_\_\_\_\_

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

ARTICLES OF INCORPORATION  
OF  
MEDIA CONCEPTS, INC.

Received For Record Sept. 16, 1983 at 9:00 o'clock pm liber 750  
THIS IS TO CERTIFY:

CP 16-83A 12499 \*\*\*\*\*5.00

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

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

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

(a) To transact the business of promoting, preparing, developing, producing, contracting for, providing consulting services and otherwise dealing in Radio, television, motion picture, books, newspapers, magazines and all forms of media and advertising.

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

(c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation, co- partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise. The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

98 5 A 9-1111 ECU

FOURTH: The post office address of the principal office of the corporation in this State is 20 Richmond Street, Hagerstown, Maryland. The resident agent of the Corporation is Claude H. Sasse, whose address is 20 Richmond Street, Hagerstown, Maryland.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares with a par value of \$10.00 per share for an aggregate value of \$100,000.00.

SIXTH: The Corporation shall have no less than 3 and no more than 7 directors and 4 shall act as such until the first annual meeting or until their successors are duly chosen and qualified and they are Claude H. Sasse, 20 Richmond Street, Hagerstown, MD 21740, Barbara E. Blass, 103 Edgewood Drive, Hagerstown, MD 21740, Robert L. Wetzell, 103 Edgewood Drive, Hagerstown, MD 21740 and William H. Rohrer, 430 Virginia Avenue, Hagerstown, MD 21740.

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

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

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

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF; I have signed these Articles of Incorporation, this 4th day of May, 1983.

Claude H. Sasse

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

I HEREBY CERTIFY, that on this 4th day of May, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Claude H. Sasse and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Barbara E. Blass  
Notary Public



My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
MEDIA CONCEPTS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 6, 1983 at 9:36 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2592, folio 4 1163, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 141331

SEP 16 9 00 AM '83

LIBER \_\_\_\_\_

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

Received For Record Sept. 16, 1983 at 9:00 o'clock am liber 32  
(A Corporation formed under Title 2, Corporations and  
Associations of the Maryland Code)

ARTICLES OF INCORPORATION 16-83A# 12501 \*\*\*\*\*5.00

FIRST: The undersigned Kathryn H. Stevenson, being at least eighteen (18) years of age, does hereby associate herself as incorporator for the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation, hereinafter called the Corporation, is PINKLY, INCORPORATED.

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

To manufacture, design, construct, own, use buy, sell, lease, hire, and deal in and with articles and property of all kinds and to render service of all kinds; and to engage in any lawful activity for which corporations may be organized under the Annotated Code of Maryland, Corporations and Associations. Some of the specific purposes for which the Corporation is formed but not limited to, are:

To buy, sell export, import, hold forth for viewing, and generally deal in books, film, pamphlets, manuscripts of every name and nature, new, rare or second-hand; magazines and newspapers; musical compositions, paintings, photographs, etchings, and other types of pictures. As incidental to such business, to conduct a general stationary store; to acquire by purchase or otherwise and to hold such real estate as may be necessary to the proper conduct of such business.

To manufacture, produce, acquire, purchase, own, maintain, export, import, sell, lease, license, distribute, exhibit, and generally deal in motion pictures of every kind, nature and description, of any size and dimension, colored or otherwise, with or without synchronization, talking sequences or musical accompaniment, to purchase, acquire, sell, lease, distribute, and generally deal in plays, scenarios, works of literature, dramas, dramatic compositions, musical compositions, opera, operettas, and to apply for obtain, purchase or otherwise dispose of any and all copyrights, whether secured under copyright law of the United States or of any foreign country; to produce, purchase, sell, lease, license, and otherwise deal in motion picture plays, with or without sound synchronization, talking sequences or musical accompaniment compositions, opera, operettas, stories, scientific, travel, and education subjects,

and all other subjects generally adaptable to production in motion picture forms, and for that purpose to engage and employ the services of actors, actresses, singers, musicians, directors, playwrights, scenario writers, cameramen, electricians, stage staff, scenic artists, and all other persons necessary and proper for the production of such motion pictures.

FORTH: The post office address of the principal office of the Corporation in Maryland is: 318 N. Market Street, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in the State of Maryland is: The Corporation Trust Incorporated, 32 South Charles Street, Baltimore, Maryland 21202. Said Resident Agent is a Corporation duly incorporated under the Laws of the State of Maryland.

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

SIXTH: The number of Directors of the Corporation shall be three (3). However, until such time as stock is issued in the Corporation or until such time as there are three or more shareholders, the number of Directors in the Corporation shall be the same as the number of shareholders, but in no case less than one (1). The name of the person who shall act as director until the first annual meeting or until his successor(s) are duly chosen and qualify is/are: David Bethell.

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

Dated the 27th day of April, 1983.

  
Kathryn H. Stevenson  
Incorporator

ARTICLES OF INCORPORATION

OF

PINKLY, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland April 29, 1983 at 9:59 o'clock <sup>A</sup> M. as in conformity with law and ordered recorded.

Recorded in Liber 2590, folio 3 00199, 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.

*D. W. Hill*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 141061

SEP 16 9 00 AM '83

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

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

Received For Record Sept. 16, 1983 at 9:00 o'clock am liber 32

ARTICLES OF INCORPORATION

NEW CHANGES, INC.

SEP 16-83 A 12502 \*\*\*\*\*5.00

FIRST: I, EDWARD N. BUTTON, whose post office address is 635 Oak Hill 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

New Changes, Inc.

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

(1) To engage in the business of erecting or altering, under contract or otherwise, houses, office buildings, manufacturing plants, public buildings, and all other buildings of whatever name or nature; to make estimates on and bid for the construction of such buildings and to do every act and thing commonly done by building contractors; to buy and sell building materials and to enter into contracts for the wrecking of buildings and to engage in any other lawful purpose and/or business.

(2) To 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 126 Peacock Trail, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Michael J. Cyr, 126 Peacock Trail, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in the State of Maryland.

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

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), 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 two stockholders, the number of directors may be less than two, but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Michael J. Cyr.

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 11th day of January, 1983, and acknowledged the same to be my act.

WITNESS:

Melissa S. Doyle

Edward N. Button  
EDWARD N. BUTTON

ARTICLES OF INCORPORATION  
OF  
NEW CHANGES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 2, 1983 at 12:49 o'clock P M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2589, folio 4 03737, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 141018

SEP 16 9 00 AM '83

LIBER \_\_\_\_\_

LAND \_\_\_\_\_  
VAUGHN & BAKER, CLERK

Received For Record Sept. 16, 1983 at 9:00o'clock am liber 32

16-83 A# 12503 \*\*\*\*\*5.00

JACOB B. BERKSON, P.A.

ARTICLES OF INCORPORATION

Certificate of Incorporation of Jacob B. Berkson, P.A., under the Corporations and Associations Article of the Annotated Code of Maryland.

The undersigned, being at least 18 years of age 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 Jacob B. Berkson, 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 attorneys at law, 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 an attorney at law 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:

City Hall  
Williamsport, Maryland 21795

The name of the initial resident agent and address of the initial registered office of the Corporation are:

Jacob B. Berkson,  
Attorney at Law  
City Hall  
Williamsport, Maryland 21795

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:

Jacob B. Berkson,  
Attorney at Law  
City Hall  
Williamsport, Maryland 21795

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:

Jacob B. Berkson,  
Attorney at Law  
City Hall  
Williamsport, Maryland 21795

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:

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 27 day of April, 1983 and acknowledge same to be my act.

  
\_\_\_\_\_  
Jacob B. Berkson,  
Attorney at Law  
City Hall  
Williamsport, Maryland 21795

ARTICLES OF INCORPORATION

OF

JACOB B. BERKSON, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 29, 1983 at 9:39 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2589, folio 6 03690, 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.

[Signature]



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 141009

SEP 16 9 00 AM '83

LIBER \_\_\_\_\_

LAND    
VAUGHN PRAYER, CLERK

Received For Recor. Sept 16, 1983 at 9:00 o'clock am liber 32

16-83A2 12505 \*\*\*\*\*5.00

ARTICLES OF INCORPORATION  
OF  
BIRKY ASSOCIATES, INC.

\_\_\_\_\_, I, MERRITT M. BIRKY, being an adult over the age of eighteen years, hereby form a stock corporation under the general laws of the State of Maryland and for Articles of Incorporation set forth the following:

ARTICLE I

The name of the Corporation is BIRKY ASSOCIATES, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose of the Corporation is the transaction of any and all lawful business not required to be specifically stated in these articles.

ARTICLE IV

The Corporation shall have authority to issue 1000 shares of common stock with par value of \$10.00 per share and with an aggregate par value of all shares of all classes of \$100,000.00

ARTICLE V

The principal office shall be located at Rt. 3, Box 497, Boonsboro, Maryland 21713. The initial resident agent shall be MERRITT M. BIRKY, an adult citizen of Maryland, whose office address is Rt. 3, Box 497, Boonsboro, Maryland 21713.

ARTICLE VI

The number of Directors constituting the board of directors shall be one. After issuance of stock the Corporation shall have at least three Directors, unless the number of shareholders is less than three, in which event the number of Directors shall be no less than the number of shareholders. The initial Director is:

NAME:	RESIDENCE:
MERRITT M. BIRKY	Rt. 3, Box 497
	Boonsboro, Maryland 21713

The initial Director will serve until his successors are elected and qualify.

ARTICLE VII

The initial by-laws of the Corporation shall be adopted by the Director. The power to alter, amend or repeal the by-laws or to adopt new by-laws shall be vested in the stockholders. The by-laws may contain any provision for the regulation and management of the affairs of the Corporation

not prohibited by law or inconsistent with these articles.

#### ARTICLE VIII

The board of directors is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the Corporation in any other capacity and receive compensation.

#### ARTICLE IX

Each person now or hereafter a director or officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a director or officer of the Corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally judged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such director or officer. In the event of a settlement, the

indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall have been a director, by the board of directors of the Corporation, and otherwise by independent counsel to be appointed by the board of directors, that in its or his opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. If the determination is to be made by the board of directors, it may rely as to all questions of the law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any other rights to which any director or officer may be entitled.

ARTICLE X

The Corporation reserves the right to amend, alter or repeal any provisions of its Articles of Incorporation in any manner now or hereafter permitted by law.

I, MERRITT M. BIRKY, hereby acknowledge the foregoing Articles of Incorporation to be my act.

Merritt M Birky  
 MERRITT M. BIRKY  
 Incorporator

4-27-'83  
 Date

183 1 31

ARTICLES OF INCORPORATION  
OF  
BIRKY ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 29, 1983 at 3:31 o'clock P M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2589, folio 5 3608, 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.

Rob De



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 140997

SEP 16 9 00 AM '83

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VAUGHN J. RAFFER, CLERK

03547  
901

SEP 16-83 AM 12506 \*\*\*\*\*6.50

Received For Record September 16, 1983 at 9:00 o'clock am liber 32

ALWAYS ANSWERING SERVICE, INC.

ARTICLES OF INCORPORATION

FIRST: I, LOUIS S. ZANDY, whose post office address is 806 Cold Spring Road, Fayetteville, Pennsylvania 17222, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) Operation of communication services, including, but not by way of limitation, telephonic answering services; 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 22 North Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Florence Weaver, 22 North Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual residing in the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000)

shares, of which Two Thousand Five Hundred (2,500) shares are shares of preferred stock without par value (hereinafter referred to as the "Preferred Stock") and Two Thousand Five Hundred (2,500) shares are shares of common stock without par value (hereinafter referred to as the "Common Stock").

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

1. In the event of any voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation, the holders of the Preferred Stock then outstanding shall be paid out of the assets of the Corporation available for distribution to its stockholders an amount equal to One Thousand Dollars (\$1,000.00) per share plus an amount equal to all unpaid declared dividends thereon, without interest, and no more, before any amount shall be paid or any assets of the Corporation shall be distributed among the holders of the Common Stock and, if the assets of the Corporation available for distribution to its stockholders shall be insufficient to permit the payment in full to the holders of the Preferred Stock, as aforesaid, then the entire assets of the Corporation available for distribution to its stockholders shall be distributed ratably among the holders of the Preferred Stock; then and thereafter, the remaining assets of the Corporation available for dis-

tribution to its stockholders shall be distributed among and paid to the holders of the Preferred Stock and the Common Stock, share and share alike and without any distinction as to class, in proportion to their respective stockholdings.

A merger or consolidation of the Corporation with or into any other corporation, a share exchange involving the Corporation, or a sale, lease, exchange, or transfer of all or any part of the assets of the Corporation which shall not in fact result in the liquidation of the Corporation and the distribution of its assets to its stockholders shall not be deemed to be a voluntary or involuntary liquidation, dissolution or winding-up of the Corporation within the meaning of this Article FIFTH, paragraph 1.

2. Except as hereinabove provided in paragraph 1 of this Article FIFTH, the Preferred Stock and the Common Stock of the Corporation shall be identical in all respects and for all purposes and the holders of the Preferred Stock and the holders of the Common Stock voting together and without distinction as to class shall be entitled to one vote per share in all proceedings in which actions shall be taken by the stockholders of the Corporation.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3). If there is no stock outstanding, the

number of directors may be less than three but not less than one; and 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: Anthony R. Zandy and Louis S. Zandy.

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

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

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

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be there-

by 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 sale, lease, exchange of transfer of all or substantially all of the assets of the Corporation.

(4) The Board of Directors shall have power, if authorized by the By-laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolutions or in the By-laws of the Corporation and permitted by the Corporations and Associations Article of the Annotated Code of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation to be affixed to all instruments and documents which may require it.

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

(6) The Board of Directors shall have power to borrow

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

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.

(7) With respect to:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

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

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

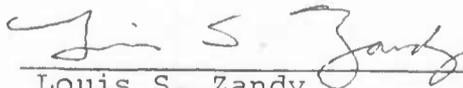
(e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired;

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

such action shall be effective and valid only if taken or approved by a vote of not less than a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28 day of APRIL, 1983, and I acknowledge the same to be my act.

  
\_\_\_\_\_  
Louis S. Zandy

ARTICLES OF INCORPORATION  
OF  
ALWAYS ANSWERING SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 29, 1983 at 10:33 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2589, folio 9 C3546, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 140986

SEP 16 9 00 AM '83

LIBER \_\_\_\_\_

LAND  \_\_\_\_\_  
VAUGHN BAKER, CLERK

Received For Record Sept. 16, 1983 at 9:00 o'clock am liber 32

SEP 16-83 AM 12504 \*\*\*\*\*6.00

OLYMPIC TROPHY COMPANY  
ARTICLES OF INCORPORATION

FIRST: I, Charles L. Kight, whose post office address is 701 Park Lane, 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 OLYMPIC TROPHY COMPANY.

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

(1) Sale, manufacturing, design, and distribution of trophies, trophy components, plaques, engravings, emblems, insignia, sporting equipment, and similar or related items;

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

FOURTH: The post office address of the principal office of the Corporation in this State is 701 Park Lane, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is 701 Park Lane, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State. Charles L. Kight is the resident agent.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, of which Two Thousand Five Hundred (2,500) shares are

shares of preferred stock without par value (hereinafter referred to as the "Preferred Stock") and Two Thousand Five Hundred (2,500) shares are shares of common stock without par value (hereinafter referred to as the "Common Stock").

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

1. In the event of any voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation, the holders of the Preferred Stock then outstanding shall be paid out of the assets of the Corporation available for distribution to its stockholders an amount equal to One Thousand Dollars (\$1,000.00) per share plus an amount equal to all unpaid declared dividends thereon, without interest, and no more, before any amount shall be paid or any assets of the Corporation shall be distributed among the holders of the Common Stock and, if the assets of the Corporation available for distribution to its stockholders shall be insufficient to permit the payment in full to the holders of the Preferred Stock, as aforesaid, then the entire assets of the Corporation available for distribution to its stockholders shall be distributed ratably among the holders of the Preferred Stock; then and thereafter, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among and paid to the holders of the Preferred Stock and the Common Stock, share and

share alike and without any distinction as to class, in proportion to their respective stockholdings.

A merger or consolidation of the Corporation with or into any other corporation, a share exchange involving the Corporation, or a sale, lease, exchange, or transfer of all or any part of the assets of the Corporation which shall not in fact result in the liquidation of the Corporation and the distribution of its assets to its stockholders shall not be deemed to be a voluntary or involuntary liquidation, dissolution or winding-up of the Corporation within the meaning of this Article FIFTH, paragraph 1.

2. Except as hereinabove provided in paragraph 1 of this Article FIFTH, the Preferred Stock and the Common Stock of the Corporation shall be identical in all respects and for all purposes and the holders of the Preferred Stock and the holders of the Common Stock voting together and without distinction as to class shall be entitled to one vote per share in all proceedings in which actions shall be taken by the stockholders of the Corporation.

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). If there is no stock outstanding, the number of directors may be less than three but not less than one; and if there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Charles L. Kight.

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

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

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

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

(4) The Board of Directors shall have power, if authorized by the By-laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolutions or in the By-laws of the Corporation and permitted by the Corporations and Associations Article of the Annotated Code of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

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

(6) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Corporations and Associations Article of the Annotated Code of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as

to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

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.

(7) With respect to:

(a) the amendment of the Charter of the Corporation;  
(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

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

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

(e) the participation by the Corporation in a share ex-

change (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired;

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; such action shall be effective and valid only if taken or approved by a vote of not less than a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27<sup>th</sup> day of APRIL, 1983, and I acknowledge the same to be my act.

  
Charles L. Kight

ARTICLES OF INCORPORATION  
OF  
OLYMPIC TROPHY COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 29, 1983 at 10:33 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2589, folio 8 03647, 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.

*[Handwritten Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD A 141004

SEP 16 9 00 AM '83

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

LAND \_\_\_\_\_  
VAUGHN BAKER, CLERK

## ARTICLES OF INCORPORATION

Received For Record September 16, 1983 at 9:01 o'clock am liber 32

15-83A# 12007 \*\*\*\*\*5.5

## THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Roger L. Schroyer, whose post office address is Box 245, Route 2, Boonsboro, Maryland 21713; Shirley L. Schroyer, Box 245, Route 2, Boonsboro, Maryland 21713; Jacob E. Easterday, Box 246, Route 2, Boonsboro, Maryland 21713; and Jeanette A. Easterday, Box 246, Route 2, Boonsboro, Maryland 21713, all being of full legal age, do, under and by virtue of the general laws of Maryland authorizing the formation of corporations, associate ourselves together with the intention of forming a corporation.

SECOND: That the name of the Corporation, which is hereinafter called corporation, shall be WARRENFELTZ COMPANY, INC.

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

1. To engage in and operate a general hardware and mercantile business and to deal in, buy, and sell general hardware, electrical and gas appliances, housewares, toys, general merchandise including paints and painting supplies, but not excluding any other articles of merchandise sometimes dealt in by hardware establishment.

2. To engage in the manufacture and sale of poultry and domestic animal feeds, hay and grain, and all types of ranch, farm, and garden supplies and equipment.

3. To engage in a general lumber, timber, kiln drying, milling, construction materials, and merchandise business; to manufacture, purchase, or otherwise acquire, sell, or otherwise

dispose of logs, lumber, wood products in a processed or unprocessed state and by-products of wood or of said manufacturing operations, and building and construction supplies and merchandise, either at wholesale or retail.

4. To engage in the purchase and sale at wholesale and retail and the shipment and transportation of oil, gasoline, gas, wood, coal and fuel of every kind and description, and the construction, purchase, leasing, and operation of docks, yards, and warehouses, such business to be carried on in this state and elsewhere.

5. The purposes herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

6. To borrow or raise monies for any purpose of the corporation and to issue bonds, debentures or other obligations of the corporation, and at the option of the corporation to secure the same by mortgage, pledge, deed of trust or otherwise.

7. To acquire and undertake the good will, property, stocks and bonds, rights, franchises, contracts and assets of every manner and kind and the liabilities of any person, firm, association or corporation either wholly or in part and to pay for the same in cash, stocks or bonds of the corporation or otherwise.

8. To purchase, hold or re-issue the shares of the capital stock, bonds or other securities of this Corporation.

9. To conduct business in the State of Maryland and elsewhere, including any of the states or territories of the United States, the District of Columbia and any and all foreign countries, have one or more offices therein and therein to hold, purchase, let, mortgage or convey real estate and personal property, except as and when forbidden by local laws.

10. With a view to the working and development of the business of the corporation and to effectuate, directly or indirectly, its objects and purposes, or any of them, the corporation may, in the discretion of the directors, from time to time carry on any other business, manufacturing or otherwise to any extent and in any manner not unlawful, as principal, factor, agent, contractor or otherwise, either along or through or in conjunction with any person, firm association or corporations, and in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, and to make and perform and contract and to do any acts and things, and to exercise any powers herein specified or which at any time may appear conducive to or expedient for the accomplishment of any such objects and purposes. And generally to do all other things, necessary and proper, for the general purposes of the corporation, not contrary to the Laws of the State of Maryland, and to have all the powers conferred upon corporations by the Laws of the State of Maryland.

11. That the foregoing enumeration of the objects and purposes and business of the corporation is made in furtherance of 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 purposes, objects 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 relating to corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The Post Office address of the place at which the principal office of the corporation in this state will be located is 214 North Main Street, Boonsboro, Maryland 21713, and the name of the corporation's resident agent is Roger L. Schroyer, whose post office address is Box 245, Route # 2, Boonsboro, Maryland 21713. Said resident agent is of legal age, is a citizen of the State of Maryland and actually resides in the County of Washington.

FIFTH: The corporation shall have four (4) directors and Roger L. Schroyer, whose post office address is Box 245, Route 2, Boonsboro, Maryland 21713; Shirley L. Schroyer, Box 245, Route 2, Boonsboro, Maryland 21713; Jacob E. Easterday, Box 246, Route 2, Boonsboro, Maryland 21713 and Jeanette A. Easterday, Box 246, Route 2, Boonsboro, Maryland 21713, shall act as such until the first annual meeting of the corporation or until their successors are duly chosen and qualified.

SIXTH: That the total number of shares of stock of all classes which the corporation has the authority to issue is One Thousand (1,000) shares, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00) consisting of One Thousand (1,000) shares of common stock with the par value of One Hundred Dollars (\$100.00) per share.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, whether now or 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, and the laws of the State of Maryland.

EIGHTH: The Board of Directors of the Corporation 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 or net profits arising from the corporation of the 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 arising from its business. The Board of Directors may in their discretion use and apply any of the such surplus or net profits in purchasing, or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon lawful terms as the Board of Directors shall see fit.

NINTH: 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, or 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.

TENTH: the duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 20<sup>th</sup> day of April, 1983.

WITNESS:

<u>Brad L. Burtner</u>	<u>Roger L. Schroyer</u> (SEAL) Roger L. Schroyer
<u>Brad L. Burtner</u>	<u>Shirley L. Schroyer</u> (SEAL) Shirley L. Schroyer
<u>Brad L. Burtner</u>	<u>Jacob E. Easterday</u> (SEAL) Jacob E. Easterday
<u>Brad L. Burtner</u>	<u>Jeanette A. Easterday</u> (SEAL) Jeanette A. Easterday

STATE OF MARYLAND, Montgomery COUNTY, TO-WIT:

I hereby certify that on this 20<sup>th</sup> day of April, 1983 before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Roger L. Schroyer, Shirley L. Schroyer, Jacob E. Easterday and Jeanette A. Easterday and acknowledged the above and foregoing Articles of Incorporation to be their respective act and deed.

Witness my hand and Notarial Seal.

Clarence R. Williams  
NOTARY PUBLIC

Commission expires: July 1, 1986

ARTICLES OF INCORPORATION  
OF  
WARRENFELTZ COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland April 28, 1983 at 10:05 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2589, folio 7 3532, 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 *[Signature]*



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
WASHINGTON COUNTY DEPT  
RECEIVED FOR RECORD

A 140984

SEP 16 9 01 AM '83  
LIBER \_\_\_\_\_  
LAND \_\_\_\_\_  
VAUGHN RAY, CLERK

Received For Record Nov. 16, 1983 at 11:23;0'clock am  
liber 32

RECORD .50  
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01983 11-16A11:23

CERTIFICATE OF MERGER

CLERK OF THE CIRCUIT COURT - WASHINGTON COUNTY  
Hagerstown, MD 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and  
Associations Article of the Annotated Code of Maryland, the State  
Department of Assessments and Taxation does hereby certify that Articles  
of MERGER have been filed in this Office.

1) -The name of each party to the Articles is KIMCO MARYLAND, INC.  
(MD CORP.) and KIMCO OF HAGERSTOWN, INC. (MD CORP.)

INTO:

2) The name of the successor and the location of its principal  
office in this State or if it has none, its principal place of business is  
KIMCO LAUREL, INC. (MD CORP.) Survivor

3) - The Articles were accepted for record on June 15, 1983, at 8:51 A. M.

As Witness my hand and the Official  
seal of the said Department at Baltimore  
this 12th day of August,  
1983.

[Signature]

*aw*

Received For Record November 16, 1 83 at 11:24 o'clock am liber 32

ARTICLES OF INCORPORATION  
WASHINGTON COUNTY COMMUNITY HOUSING  
RESOURCE BOARD, INC.

FIRST: I, Christella Keyes, whose post office address is 57 Broadway, 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 Washington County Community Housing Resource Board, 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, and property, real, personal or mixed, without limitation as to amount of value, except such limitation, 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 such property, real, personal or mixed, in trust, under the terms of any will, deed of trust or other trust instrument for the

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NOV 16 1983

foregoing purposes of 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:

To facilitate the purchase of real property and the rental of real property by minority buyers and renters, to enable minority buyers and renters to have a free choice in their housing location, to diminish and eradicate discrimination in the acquisition, disposition and rental of all real property, to encourage and assist in the implementation of Federal, State and local fair housing laws and the Constitution of the United States and generally to advertise, canvass, develop educational materials and training courses, enter into affirmative marketing for homesellers and renters and to cooperate with the Department

of Housing and Urban Development with regard to the foregoing.

FOURTH: The post office address of the principal Office of the Corporation in this State is c/o Bethel Corporation, 356 Henry Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Christella Keyes, 57 Broadway, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to its members shall be set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be six (6), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Christella Keyes, Janet Byers, Annette van Hilst, Juanita Bell, Donald Davis, and Larry Barry.

SEVENTH: Upon the dissolution of the Corporation's affair 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 of 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, 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.

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 15<sup>th</sup> day of June, 1983, and I acknowledge the same to be my act.

WITNESS:

Judith L. Feather

Christella Keyes  
Christella Keyes

ARTICLES OF INCORPORATION  
OF

WASHINGTON COUNTY COMMUNITY HOUSING RESOURCE BOARD, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 21, 1983 at 10:49 o'clock A. M. as in conformity  
with law and ordered recorded.

7

Recorded in Liber 2598, folio 003102, 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.

*[Handwritten Signature]*



A. 144535

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBER 32 FOLIO 92

gcp

425  
32

RA

Received For Record November 16, 1983 at 11:25 o'clock am liber 32  
MARYLAND ASSOCIATION OF HOUSING AND REDEVELOPMENT AGENCIES, INC.

ARTICLES OF INCORPORATION  
(A NON-PROFIT CORPORTION)

FIRST: The undersigned, Paul Eberhart, whose post office address is 212 Greenhill Drive, Hagerstown, Maryland 21740, being a natural person of the age of eighteen (18) years or more, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation is:

MARYLAND ASSOCIATION OF HOUSING AND REDEVELOPMENT AGENCIES, INC.

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

a. To promote the attainment of adequate housing for the entire people and the attainment of sound communities through the processes of redevelopment, preservation, conservation, rehabilitation, and redevelopment;

b. To improve the standards and practice of all phases of administration directly related to the above objectives;

c. To develop and improve the professional standards involved in the administration of programs to achieve the above objectives;

d. To strengthen the capacity to provide for (a) the exchange of knowledge and results of experience; (b) the conduct of meetings, training and educational programs for the exchange of information; (c) the improvement of program administration and (d) the enhancement of professional development opportunities;

e. To facilitate effective relationships among all levels of government in the development and execution of housing and community development responsibilities;

f. To cooperate and collaborate with other agencies, associations, and groups, both public and private, having similar or related purposes.

RECORDED  
45933CASH  
11-16A11:25  
5.00

g. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1954 underwhich the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 212 Greenhill Drive, Hagerstown, Maryland 21740. The name and post office address of the resident agent in Maryland are Paul Eberhart, 212 Greenhill Drive, Hagerstown, Maryland 21740.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: The number of directors of the Corporation shall be Fourteen (14), which number may be increased or decreased pursuant to the bylaws of the Corporation, and the names of the directors who shall act until the first meeting or until their successors are duly chose and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John A. McCauley, President	Baltimore, Maryland
Naomi S. Russell, Vice President	Baltimore, Maryland
Paul M. Eberhart, Treasurer	Hagerstown, Maryland
Paul E. Coleman, Jr., Secretary	Cambridge, Maryland
Victor R. Brescia, Immediate Past President	Montgomery Co., Maryland
Thomas W. Doerr, Executive Board	Westminster, Maryland
William H. duBell, Executive Board	Frederick, Maryland
Juanita Harris, Executive Board	Baltimore, Maryland
Linda Lehr, Executive Board	Havre de Grace, Maryland

Joseph F. Mitchell,  
Executive Board

St. Mary's County, Maryland

William S. Owens,  
Executive Board

Rockville, Maryland

S. W. Parish,  
Executive Board

Annapolis, Maryland

Bernard L. Tetreault,  
Executive Board

Silver Spring, Maryland

Annette Van Hilst,  
Executive Board

Washington County, Maryland

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: In the event of the dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within the scope of Section 501(c) of the Internal Revenue Code, as the same now exists or as it may be amended from time to time.

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of May, 1983.

WITNESS:

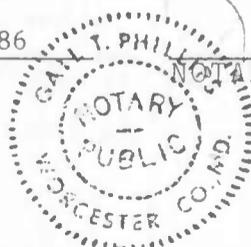
[Signature]

[Signature]  
PAUL EBERHART

State of Maryland, Worcester County, to wit:

I HEREBY CERTIFY that on this 26th day May, 1983, personally appeared before me Paul Eberhart, and made oath in due form of law that the matters and facts set forth in the foregoing Article of Incorporation are true to the best of his knowledged information and belief, and that the foregoing Articles of Incorporation are his act and deed.

My Commission Expires: 7/1/86



[Signature]  
NOTARY PUBLIC

ARTICLES OF INCORPORATION

OF

MARYLAND ASSOCIATION OF HOUSING AND REDEVELOPMENT AGENCIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 13, 1983 at 10:23 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2597, folio 4 **002400**, 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.

*[Handwritten Signature]*



**A** 143586

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBER 32 FOLIO 939  
*[Handwritten]*

939  
52

RA

## GLADJACK, INC.

## ARTICLES OF SALE AND TRANSFER

Received For Record November 16, 1983 at 11:25 o'clock am liber 32  
 ARTICLES OF SALE AND TRANSFER, entered into this 29th  
 day of November, 1982, by and between GLADJACK, INC., a  
 Maryland corporation (hereinafter sometimes referred to as the  
 Transferor), and A. C. & T. 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 as hereinafter set forth.

SECOND: The name, post office address and principal  
 place of business of Transferee are: A. C. & T. Co., Inc.,  
 Halfway Boulevard, 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 GLADJACK, INC., a corporation  
 organized under the laws of the State of Maryland.

Transferee is A. C. & T. CO, INC., a  
 corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration  
 to be paid by the Transferee for the property and assets hereby  
 transferred to it as set forth in Article Eighth herein is  
 Fifty Thousand Dollars (\$50,000.00) to be paid 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 October 23, 1982.

FIFTH: The principal office of Transferor is in the  
 County of Washington, State of Maryland. Transferor owns no  
 interest in land.

RECORD  
 A 4314CHCK  
 01983 11-16A11:25  
 6.00

NOV 16 1983

SIXTH: The location of the principal office of Transferee in the State of Maryland is Halfway Boulevard, Hagerstown, Maryland. The only county in which Transferee owns property, the title to which could be affected by the recording of an instrument among the land records, is Washington County, 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 the 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.

All directors and stockholders of the Transferor entitled to vote thereon approved the sale of substantially all the assets of Transferor to Transferee.

EIGHTH: The Board of Directors of Transferee, by unanimous written informal action signed by all members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the purchase 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 Transferee 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 Transferee.

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

All directors and stockholders of the Transferee entitled to vote thereon approved the purchase of substantially all the assets of the Transferor.

NINTH: In consideration of the payment to Transferor of Fifty Thousand Dollars (\$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 all equipment, supplies and non-petroleum inventory listed on

Exhibit A hereto

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, GLADJACK, INC., has caused these Articles of Sale and Transfer to be signed and acknowledged by its name and on its behalf by its president and attested by its secretary, and A. C. & T. CO., INC., has caused these Articles of Sale and Transfer to be signed and acknowledged in its name and on its behalf by its president and attested by its secretary, as of this 29th day of November, 1982.

(CORPORATE SEAL)

GLADJACK, INC.

ATTEST:

Jack M Charles  
Secretary

BY: Gladys B. Charles  
Gladys B. Charles  
President

(CORPORATE SEAL)

A. C. & T. CO., INC.

ATTEST:

Barbara J. Fulton  
Secretary

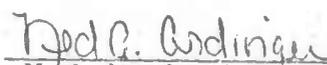
BY: Ned A. Ardinger  
Ned A. Ardinger  
President

THE UNDERSIGNED president of Gladjack, Inc., Transferor, who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said

corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
Gladys B. Charles, President

THE UNDERSIGNED president of A. C. & T. Co., Inc., Transferor, 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.

  
Ned A. Ardinger, President

Kar Kleen

Boone Gas Mart

- 1- boiler for glass heat
- 1- 200 gal. hot water tank
- 1- 100 gal. wax tank
- 1- 200 gal. soap tank
- 1- water softener
- 4- 5 H.P. elec. motors
- 5- Car wash pumps
- 1- foaming brush system (4 steps)
- 1- sump pumps
- 4- sinks with booms
- 2- towel cabinet
- 2- vacuum cleaners
- 1- yard man vacuum
- 1- wheel barrow
- 1- cold water rinse system

- 7- gasoline dispensers
- 5- submersible pumps
- 1- read out computer
- 3- 10,000 gal. tanks
- 1- 5,000 gal. tank
- 1- 4,000 gal. tank
- 1- air stand & compressor
- 1- rotary pole sign
- 1- lance cookie machine
- 1- desk
- 1- chair
- 1- adding machine
- 1- refrigerator
- 2- towel cabinet
- 2- windshield buckets
- 1- water can
- 1- counter top cabinet with drawers

EXHIBIT A

All other fixtures, equipment, machinery and accessories used in the operation of "Kar Kleen" or "Boone Gas Mart".

ARTICLES OF SALE AND TRANSFER

BETWEEN

GLADJACK, INC. (MD CORP.) Transferor

AND

A, C & T CO., INC. (MD CORP.) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland June 9, 1983 at 9:14 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2597, folio 7 **001950**, 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 \$ \_\_\_\_\_  
0.00

drb To the clerk of the \_\_\_\_\_ circuit Court of Washington County

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

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

*[Handwritten Signature]*



**A** 143524

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBER 32 FOLIO 031

ARTICLES OF AMENDMENT OF

HAL-ART INSURANCE, INC.

Received For Record November 16, 1983 at 11:25 o'clock am  
liber 32

THIS IS TO CERTIFY THAT:

Pursuant to resolution advised by the Board of Directors unanimously passed by the holders of all outstanding shares of stock (there being no stock subscribed for) it was resolved by virtue of the attached resolution that the Charter is hereby amended: (1) By deleting in its entirety paragraph FIFTH of the Charter and inserting in lieu thereof:

"Hereafter the Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code. The Corporation shall have no Board of Directors effective immediately."

(2) By adding to the end of ARTICLE SEVENTH:

"Provided that the authority to issue securities convertible into shares of stock shall terminate when the Corporation becomes a Close Corporation."

IN WITNESS WHEREOF, Hal-Art Insurance, Inc., has caused these presents to be signed in its name and on its behalf by its President and Secretary of the meeting at which the resolution was passed, and its Corporate Seal to be hereunto affixed and attested by its Secretary on this 28 day of MAY, 1983.

ATTEST:

Anne T. Smiley  
Anne T. Smiley  
Secretary

HAL-ART INSURANCE, INC.  
BY: Harold E. Smiley  
Harold E. Smiley, President  
Anne T. Smiley  
Anne T. Smiley, Secretary of  
the Meeting

(SEAL)

RECORDED  
43150ASH  
01983 11-16A11:25  
5.00

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 29th day of May, 1983, before me, the subscriber, a Notary Public in and for the State of Maryland in and for the County of Washington, personally appeared Harold E. Smiley, President of Hal-Art Insurance, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Anne T. Smiley and made affirmation in due form of law that she was Secretary of the meeting of the shareholders of said Corporation at which the Amendment of the Charter of the Corporation therein set forth was approved by the members, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

David J. Neena  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF AMENDMENT  
OF  
HAL-ART INSURANCE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 8, 1983 at 10:47 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2597, folio 3 00149.1, 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.

*D. W. [Signature]*



A 143450

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

L &amp; K GOODTIME, INC.

Received For Record November 16, 1983 at 11:26 o'clock am liber 32  
 (A Close Corporation Under Title 4 of the Corporation and Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Leo F. Lutz, whose post office address is 1853 Virginia Avenue, Hagerstown, Maryland 21740; and Kathy J. Lutz, whose post office address is 1853 Virginia Avenue, Hagerstown, Maryland 21740, 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 L & K Goodtime, Inc.
3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.
4. Purposes. The purposes for which the Corporation is formed are as follows:
  - a) To manufacture, 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 and with confections, extracts, syrups, food, and 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.
  - b) To acquire by purchase, lease, or otherwise and to improve and develop real property, to erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.
  - c) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.

RECORDED  
 A 4316CASH  
 01983 11-16A11:26  
 5.00

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 1853 Virginia Avenue, Hagerstown, Maryland 21740, in the County of Washington. The name and post office address of the resident agent of the Corporation is Leo F. Lutz, 1853 Virginia Avenue, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 500 shares without par value, all of one class.

7. Election to have no Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director whose name is Kathy J. Lutz.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) President - Leo F. Lutz
- (2) Vice President - Stephen B. Sagi
- (3) Secretary and Treasurer - Kathy J. Lutz

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  
*10th* day of *May*, A.D., 1983.

*Leo F. Lutz* (SEAL)  
Leo F. Lutz

*Kathy J. Lutz* (SEAL)  
Kathy J. Lutz

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this *10* day of *May*, A.D., 1983, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Leo F. Lutz and Kathy J. Lutz, his wife, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

*Ruth Weller*  
Notary Public

My commission expires:  
7/1/86

RUTH WELLER  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires July 1, 1986

ARTICLES OF INCORPORATION  
OF  
L & K GOODTIME, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 7, 1983 at 11:50 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2597, folio 10239, 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.

*D. W. Hill*



**A** 143199

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

gcp

LIBER 32 FOLIO 946  
Incorporation Record

RA

Received For Record November 16, 1983 at 11:26 o'clock am  
THE SHOCKEY FURNITURE COMPANY liber 32

ARTICLES OF AMENDMENT

The Shockey Furniture Company, a Maryland corporation, having its principal office at 28 Summit Avenue, Hagerstown, Maryland, 21740, hereinafter referred to as the "Corporation", hereby certifies to the State Department of Assessments & Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended to remove in its entirety Section SECOND of the original Charter and substituting in lieu thereof the name "Shockey's 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 advise the foregoing Articles of Amendment and by written action of 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 approve said Articles of Amendment.

IN WITNESS WHEREOF, The Shockey Furniture Company 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 31st day of May, 1983, and its President acknowledges that these Articles of Amendment are the act and deed of the Corporation and under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

WITNESS AND ATTEST  
TO CORPORATE SEAL:

THE SHOCKEY FURNITURE COMPANY

Frederick W. Rhodes  
Secretary

BY: John E. Shockey  
President



RECORD  
A 4317CASH  
01983 11-16A11:26  
5.00  
5.00

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

I HEREBY CERTIFY, That on this 31<sup>st</sup> day of May, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John E. Shockey, President of The Shockey Furniture Company, and he acknowledged that the foregoing Articles of Amendment are the corporate act and deed of said The Shockey Furniture Company, and further made oath that the matters and facts set forth in the foregoing Articles of Amendment are true and correct to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal.

  
Notary Public



My Commission Expires:  
July 1, 1986

ARTICLES OF AMENDMENT  
OF  
THE SHOCKLEY FURNITURE COMPANY  
Changing its name to  
SHOCKLEY'S INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 6, 1983 at 1:24 o'clock p. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2597, folio 3 ~~00325~~, 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.

[Signature]



A 143341

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBER 32 gcp FOLIO 949

949

30

ARTICLES OF AMENDMENT

Received For Record November 16, 1983 at 11:26 o'clock am liber 32

Sharpsburg Little League, 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 adding the following at the end of the current wording of Article VI :

Article VI. DISSOLUTION

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

SECOND; 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 members of the Corporation.

IN WITNESS WHEREOF: SHARPSBURG LITTLE LEAGUE, INC., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on May 31, 1983.

ATTEST:

SHARPSBURG LITTLE LEAGUE, INC.

Linda E. Griffith  
SECRETARY

BY: Errol L. Griffith  
PRESIDENT

RECORD 5.00  
A 4318CASH 5.00  
01983 11-16A11:26

THE UNDERSIGNED, President of Sharpsburg Little League, 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.

Errol L. Griffith

ARTICLES OF AMENDMENT  
OF  
SHARPSBURG LITTLE LEAGUE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 6, 1983 at 9:15 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2596, folio 63587, 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.

*D. W. Hill*



A 143146

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBER 32 FOLIO 952  
*Interpretation Records*

*952*  
*20*

## ARTICLES OF INCORPORATION

OF

FREDERICK - GARRETT RESIDENCE, INC.

Received For Record November 16, 1983 at 11:26 o'clock am liber 32

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, George T. Horman, 22 West Second Street, Frederick, Maryland 21701, residing in Frederick County, State of Maryland, being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associates himself with the intention of forming a Corporation.

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

FREDERICK - GARRETT RESIDENCE, INC.

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

(a) To provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

(b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

(c) The Corporation is organized exclusively for education 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 not other purposes, and to that end to take and hold,

A  
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7.00

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.

(d) 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 provisions of these Articles the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(e) 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 purpose of this Corporation is to establish and operate a continuum of community-based supportive residential programs for adults and children with mental retardation and other disabilities. The Corporation is committed to providing opportunities for disabled persons to live in the least restrictive environments which are appropriate to their individual skills and needs. In achieving this purpose the Corporation will:

(a) Provide information, training and counseling to residents, involved families and others concerned with the welfare of persons served by the programs operated by the corporation.

(b) Cooperate with all public and private agencies and organizations concerned with the provision of services to persons with developmental disabilities.

(c) Train college and university affiliated students in the provision of community-based residential services.

(d) Operate programs in compliance with the requirements established by the Maryland State Department of Health and Mental Hygiene or other regulatory agencies.

(e) Solicit and receive funds for the accomplishment of the stated purpose."

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article THIRD hereof.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

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

(e) To acquire all or any part of the good-will, rights, property and

business of any persons, firm partnership, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any 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, partnership, association or corporation.

(f) 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.

(g) 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 assure the payment thereof and of the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporations for its corporate purposes.

(h) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either along or through or in conjunction with any person, firm, partnership, association or corporation, and in any part of the world, and, in carrying on its business and for the 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 purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such purposes.

It is the intention that the objects and purposes specified in the foregoing clauses of this Article THIRD shall not, unless otherwise specified herein

be in anywise limited or restricted by reference to, or inference from, the terms or any other clauses of this or any other Article in this Charter, but the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and generally, 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 the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver, of any of the powers, rights, or privileges granted or conferred by the laws of said State now or hereafter in force.

FOURTH: The requirements and qualifications for membership in this Corporation shall be controlled and defined by the By-Laws thereof.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 5 Public Square, Hagerstown, Maryland 21740. The resident agent of the Corporation is Franklin E. Smith. the address of the resident agent is 34 East Patrick Street, Apt. 3, Frederick, MD 21701. Said resident agent is a citizen of the State of Maryland and actually residing therein.

SIXTH: The numbers 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 their successors are duly chose and qualify are Franklin E. Smith, Daniel Elmlinger, Grady O'Rear, and Latanya Marshall.

SEVENTH: The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock nor to declare dividends, and no part of its net earnings shall inure to the benefit of, nor be distributable to, any member, trustee, officer, director, or other private person. The Corporation shall be authorized and empowered to pay reasonable compensation

for services rendered to it, and the balance, if any, of all money received by the Corporation from its operation, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively in furtherance of the purposes set forth in Article THIRD hereof.

EIGHTH: In the event of the liquidation or dissolution of the Corporation whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed for purposes within those set forth in Article THIRD hereof, and within the intent of Section 501 (c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

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, nor part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or

educational purposes within the meaning of the terms used in Section 501 (c) (3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the Laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 494(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax levies.

ELEVENTH: (a) 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.

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

(c) With respect to any corporate representative other than a present or

former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent of 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.

TWELFTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 3rd day of June, 1983.

WITNESS:

\_\_\_\_\_ George T. Horman (SEAL)  
George T. Horman

STATE OF MARYLAND, FREDERICK COUNTY, TO-WIT:

I hereby certify that on this 3<sup>rd</sup> day of June, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared George T. Horman, who did acknowledge the foregoing Articles of Incorporation to be his act and deed.

WITNESS my Hand and Notarial Seal.

J. Howard Steiner  
Notary Public



ARTICLES OF INCORPORATION  
OF  
FREDERICK - GARRETT RESIDENCE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 3, 1983 at 1:12 o'clock P M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2596, folio 10 03325, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 28.00 Special Fee paid \$ 17.00

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

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

[Signature]



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STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

bt

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954 302

Received For Record November 16, 1983 at 11:25 o'clock am liber 32  
ARTICLES OF INCORPORATION

OF  
WASHINGTON - ALLEGANY RESIDENCE, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, George T. Horman, 22 West Second Street, Frederick, Maryland 21701, residing in Frederick County, State of Maryland, being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associates himself with the intention of forming a Corporation.

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

WASHINGTON - ALLEGANY RESIDENCE, INC.

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

(a) To provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

(b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

(c) The Corporation is organized exclusively for education 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 not other other purposes, and to that end to take and hold, by bequest,

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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.

W OFFICES  
 OFFUTT & HORMAN, P.A.  
 OFFUTT BUILDING  
 22 WEST SECOND STREET  
 FREDERICK, MD. 21701  
 301 662-8248

(d) 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 provisions of these Articles the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(e) 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 purpose of this Corporation is to establish and operate a continuum of community-based supportive residential programs for adults and children with mental retardation and other disabilities. The Corporation is committed to providing opportunities for disabled persons to live in the least restrictive environments which are appropriate to their individual skills and needs. In achieving this purpose the Corporation will:

(a) Provide information, training and counseling to residents, involved families and others concerned with the welfare of persons served by the programs operated by the corporation.

(b) Cooperate with all public and private agencies and organizations concerned with the provision of services to persons with developmental disabilities.

(c) Train college and university affiliated students in the provision of community-based residential services.

(d) Operate programs in compliance with the requirements established by the Maryland State Department of Health and Mental Hygiene or other regulatory agencies.

(e) Solicit and receive funds for the accomplishment of the stated purpose."

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article THIRD hereof.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

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

(e) To acquire all or any part of the good-will, rights, property and

business of any persons, firm, partnership, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any 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, partnership, association or corporation.

(f) 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.

(g) 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 assure the payment thereof and of the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(h) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either along or through or in conjunction with any person, firm, partnership, association or corporation, and in any part of the world, and, in carrying on its business and for the 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 purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such purposes.

It is the intention that the objects and purposes specified in the foregoing clauses of this Article THIRD shall not, unless otherwise specified herein

be in anywise limited or restricted by reference to, or inference from, the terms or any other clauses of this or any other Article in this Charter, but the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and generally, 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 the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver, of any of the powers, rights, or privileges granted or conferred by the laws of said State now or hereafter in force.

FOURTH: The requirements and qualifications for membership in this Corporation shall be controlled and defined by the By-Laws thereof.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 5 Public Square, Hagerstown, Maryland 21740 . The resident agent of the Corporation is Franklin E. Smith. The address of the resident agent of the corporation is 34 East Patrick Street, Apt. 3, Frederick, MD 21701. Said resident agent is a citizen of the State of Maryland and actually residing therein.

SIXTH: The numbers 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 their successors are duly chose and qualify are Franklin E. Smith, Peter Ervin, and Janet Heagy.

SEVENTH: The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock nor to declare dividends, and no part of its net earnings shall inure to the benefit of, nor be distributable to, any member, trustee, officer, director, or other private person. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it, and the balance, if any, of all money received

by the Corporation from its operation, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively in furtherance of the purposes set forth in Article THIRD hereof.

EIGHTH: In the event of the liquidation or dissolution of the Corporation whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed for purposes within those set forth in Article THIRD hereof, and within the intent of Section 501 (c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

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, nor part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501 (c)(3)

of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the Laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 494(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax levies.

ELEVENTH: (a) 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.

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

(c) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate

representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent of 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.

TWELFTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 3rd day of June, 1983.

WITNESS:

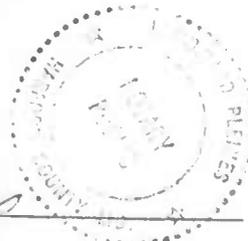
George T. Horman (SEAL)  
George T. Horman

STATE OF MARYLAND, FREDERICK COUNTY, TO-WIT:

I hereby certify that on this 3rd day of June, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared George T. Horman, who did acknowledge the foregoing Articles of Incorporation to be his act and deed.

WITNESS my Hand and Notarial Seal.

John A. Jones  
Notary Public



ARTICLES OF INCORPORATION  
OF  
WASHINGTON - ALLEGANY RESIDENCE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 3, 1983 at 1:12 o'clock P M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2596, folio 10 63314, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 28.00 Special Fee paid \$ \_\_\_\_\_  
7.50

To the clerk of the Circuit Court of Washington County

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

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

*[Handwritten Signature]*



A 143098

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

bt

LIBER 32 FOLIO 264

104  
20

## ARTICLES OF INCORPORATION

MSL ENTERPRISES, INC.

Received For Record November 16, 1983 at 11:27 o'clock am liber 32

FIRST: The undersigned, E. Kenneth Grove, Jr., 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 MSL Enterprises, Inc.

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

1. To establish, purchase, lease, or otherwise acquire, own, operate and maintain and to sell, mortgage, or otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, and deal in goods, wares and merchandise of every kind and nature and to carry on such businesses as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business.

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

RECORD 5.00  
A 4321CASH 5.00  
01983 11-16A11:27

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 1836 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Dennis Holland, 1836 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, Ten (\$10.00) Dollar 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 Holland  
Sue A. Holland  
Nellie A. Mullenix

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 31st day of May, 1983 .

WITNESS:

Nancy C. Boyer

E. Kenneth Grove, Jr.  
E. Kenneth Grove, Jr.

ARTICLES OF INCORPORATION  
OF  
MSL ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 2, 1983 at 11:10 o'clock A. M. as in conformity  
with law and ordered recorded. 5

Recorded in Liber 2596, folio 61366, 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.

*[Handwritten Signature]*



A 143032

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBERY 32 FOLIO 914  
*incorporation records*

NM

MW

ARTICLES OF INCORPORATION

OF

THE THIRD BASE TAVERN, INC.

Received For Record November 16, 1983 at 11:27 o'clock am liber 32

FIRST: I, RICHARD LEE ALLOWAY, whose post office address is 675 Center Drive, Chambersburg, Pennsylvania 17201, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is: The Third Base Tavern, Inc.

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

(1) 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; 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 35 N. Conococheague Street, Williamsport, Maryland 21795. 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 5,000 shares

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NOV 16 1983

of common stock without par value.

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: Richard Lee Alloway and Leslie Richardson Alloway.

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 23rd day of May, 1983, and I acknowledge the same to be my act.

WITNESS:

Ueki L. Gumm

Richard Lee Alloway (SEAL)  
Richard Lee Alloway

ARTICLES OF INCORPORATION  
OF  
THE THIRD BASE TAVERN, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *May 31, 1983* at *9:20* o'clock *A.* M. as in conformity  
with law and ordered recorded. *6*

Recorded in Liber *2596* , ~~(folio)~~ *593* 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 \$ \_\_\_\_\_  
*506*

To the clerk of the *Circuit* Court of *Washington County*

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

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

*R.B. Johnson*



**A** 142901

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

gcp

LIBER *32* FOLIO *979*

ARTICLES OF INCORPORATION  
OF  
RIM INDUSTRIES, INC.

Received For Record Novebmer 16, 1983 at 11:28 o'clock am librr 32  
THIS IS TO CERTIFY:

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

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

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

(a) 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.

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

(c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation, co- partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise. The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

A RECORD 5.00  
4 4320ASH 5.00  
01983 11-16A11:28

FOURTH: The post office address of the principal office of the corporation in this State is 167 Donnybrook Drive, Hagerstown, Maryland. The resident agent of the Corporation is Robert T. Maynard, whose address is 167 Donnybrook Drive, Hagerstown, Maryland.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares with a par value of \$10.00 per share for an aggregate value of \$100,000.00.

SIXTH: The number of Directors of the Corporation shall be \_\_\_\_\_, 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.

(3) The Corporation shall have no less than 3 and no more than 7 directors and 4 shall act as such until the first annual meeting or until their successors are duly chosen and qualified and they are Robert T. Maynard, 167 Donnybrook Drive, Hagerstown, MD 21740, Robert Douglas Maynard, 2362 Montview Drive, North East Atlanta, GA 30305 and John H. Urner, 100 West Washington Street, Hagerstown, MD 21740.

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

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

(b) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which

changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 25<sup>th</sup> day of May, 1983.

Robert T. Maynard

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

I HEREBY CERTIFY, that on this 25<sup>th</sup> day of May, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert T. Maynard and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Barbara E. Hane  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
RTM INDUSTRIES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland May 31, 1983 at 10:29 o'clock A.M. as in conformity  
with law and ordered recorded. *4*

Recorded in Liber *2595*, folio *02978*, 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.

*D.W. Hill*



**A** 142756

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Received For Record November 23, 1983 at 2:28 o'clock pm liber 32

HERALD-MAIL COMPANY

Board of Directors' Resolution Authorizing  
Change of Resident Agent by Informal Action  
By the Board of Directors

The undersigned, constituting all of the members of the Board of Directors of the Herald-Mail Company, a Maryland corporation (the "Corporation"), in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby take the actions set forth below, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and is hereby changed from The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202, to James M. Schurz, whose post office address is 100 Summit Avenue, Hagerstown, Maryland 21740, and who is a resident of the State of Maryland.

RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland to do and perform any and all other necessary and proper acts incident thereto.

WITNESS our hands and seals this 22nd day of June,

1983.

DOYLE & LANGHOFF  
ATTORNEYS AT LAW  
SUITE 610  
5 LIGHT ST.  
BALTIMORE, MD 21202  
PHONE 332-0520  
332-1010

RECORD  
RECORD  
TOTL  
CHCK  
4 4875 01883  
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32.25  
31.00  
1.25  
50

*James M. Schurz*  
James M. Schurz (Seal)

Joseph M. Harp (Seal)  
Joseph M. Harp

Jack Haines (Seal)  
Jack Haines

CERTIFICATE OF CORPORATE RESOLUTIONS

I, Jack Haines, the Undersigned, Secretary of the Herald-Mail Company do hereby certify that the above resolutions were unanimously adopted and recorded in the minute book of the Corporation, kept by me, and such resolutions are in accord with and pursuant to the Articles of Incorporation, Charter and By-Laws of the Corporation and such resolutions are now in full force and effect and have not been revoked or amended in any manner.

IN WITNESS WHEREOF, I have hereunto subscribed my name and the seal of the Corporation this 22nd day of June, 1983.

\_\_\_\_\_  
(Seal)  
Jack Haines Secretary

NOTICE OF CHANGE OF RESIDENT AGENT AND  
AGENT'S ADDRESS

991

OF

THE HERALD-MAIL COMPANY

received for record July 6, 1983

, at 11:08 A.M.

and recorded on Film No. 2593

Frame No.

02798

one of

0142

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

To the clerk of the Circuit court of Washington County 71

AA N<sup>o</sup> 18803

Special Fee Paid \$5.00

Recording Fee Paid \$6.00

Total \$11.00

70-75

75  
50

Return to: Carl W. Caputo  
5 Light Street  
Baltimore, Maryland 21202

rc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

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

Received For Record November 23, 1983 at 2:28 o'clock pm liber 32

ARTICLES OF INCORPORATION

OF

FOXWOOD MORTGAGE & INVESTMENT CORP.

FIRST: I, Kenneth Legge Hardesty, whose post office address is 110 West Bauscowen Street, Winchester, Virginia 22601, 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 FOXWOOD MORTGAGE & INVESTMENT CORP.

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

(1) To engage in the business of acting as a mortgage broker, which includes acting as a broker and agent for various financial institutions in acquiring loans secured by mortgages on real estate; and to engage in any other lawful purpose or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 81 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, 81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5000) shares of common stock, without par value.

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

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

RECORD  
A 4876 CASH  
01983 11-22 P2:28  
5.00  
5.00

31888053

(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: Kenneth Legge Hardesty, and Kenlee C. Hardesty.

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, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or

any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30<sup>th</sup> day of June, 1983, and I acknowledge the same to be my act.

WITNESS:

Vicki L. Gumm

Kenneth Legge Hardy (SEAL)  
Kenneth Legge Hardy

ARTICLES OF INCORPORATION  
OF  
FOXWOOD MORTGAGE & INVESTMENT CORP.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 7, 1983 at 9:02 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2601, folio 000751, 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.

*D. W. Hill*



A 145235

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Received For Record November 23, 1983 at 2:28 o'clock pm liber 32

ARTICLES OF INCORPORATION

BERNIE'S INC.

FIRST: The undersigned, LAWRENCE T. BERNSTEIN and SHARRON D. BERNSTEIN, whose post office address is 38 East Irvin Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is BERNIE'S 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, diners, 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 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.

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,

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coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description.

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

4. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise any 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 38 East Irvin Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Lawrence T. Bernstein, 38 East Irvin Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value, all of one class. Consideration received by the Corporation for each share of

Common Stock shall be allocated between stated capital and capital surplus upon the issuance of said stock pursuant to a Resolution of the Board of Directors.

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:

Lawrence T. Bernstein

Sharron D. Bernstein

Mark A. Mongan

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

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

(2) The Board of Directors of the Corporation is hereby empowered to allocate consideration received by the Corporation for each share of common stock between stated capital and capital surplus upon the issuance of stock without par value.

(3) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or alerting 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 share of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledged same to be our act this 13<sup>th</sup> day of June, 1983.

WITNESS:

Michael J. Schopf  
Michael J. Schopf

Lawrence T. Bernstein (SEAL)  
Lawrence T. Bernstein  
Sharron D. Bernstein (SEAL)  
Sharron D. Bernstein

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

I HEREBY CERTIFY that on this 13<sup>th</sup> day of June, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lawrence T. Bernstein and Sharron D. Bernstein, parties to the foregoing Articles of Incorporation, known to me personally to be such, and they did acknowledge the said Articles to be their act and deed, and that the facts therein stated are truthfully set forth.

WITNESS My Hand and Official Notarial Seal.

My Commission Expires:  
July 1, 1986

Michael J. Schopf  
Notary Public

1000

ARTICLES OF INCORPORATION  
OF  
BERNIE'S INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 7, 1983 at 9:17 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2601, folio 5 000555, 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.

*[Handwritten Signature]*



A 145201

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

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

Received For Record November 23, 1983 at 2:29 o'clock pm liber 32

THE CELLAR DOOR OF FREDERICK, INC.  
ARTICLES OF AMENDMENT  
CHANGING NAME TO  
CELLAR DOOR, INC.

The Cellar Door of Frederick, Inc., a body corporate of the State of Maryland, having its principal office in Hagerstown, Washington County, Maryland 21740, hereinafter called the "Corporation", hereby certifies to the Department of Assessments and Taxation, that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking paragraph SECOND of said Articles of Incorporation and inserting in lieu thereof the following:

"SECOND: The name of the Corporation is: Cellar Door, Inc."

SECOND: The Articles of Incorporation of the Corporation are hereby amended by striking paragraph EIGHTH (g) thereof and by inserting in lieu thereof the following:

"(g) Any of the shareholders may transfer all or any part of his or her shares of common stock by gift, bequest, or otherwise to or for the benefit of his or her spouse, parents, brothers, sisters or children without regard to or the application of the restrictions set forth in paragraph EIGHTH of these Articles; but, in case of any such transfer, the transferees or legatees shall receive and hold such shares subject to all of the restrictions and provisions contained in these Articles of Incorporation, but the benefit of the exemption herein set forth shall also apply to a family transfer such transferee or legatee may wish to make."

THIRD: The Board of Directors of the Corporation, by a written consent to action signed by all the members thereof and filed with the minutes of the proceedings of the Board, adopted a resolution effective as of April 29, 1983, declaring that this amendment to the Articles of Incorporation of the Corporation were advisable, and that the proposed amendment to the Articles of Incorporation be submitted for action thereon by the stockholders of the Corporation.

FOURTH: The Articles of Amendment as proposed by the Board of Directors of the Corporation by the method described in Article SECOND above was approved by Unanimous Written Informal Action of the stockholders of the Corporation effective April 29, 1983, there being no non-voting stockholders of the Corporation entitled to receive notice of the Corporation action being taken.

FIFTH: By these Articles of Amendment, paragraph SECOND of the original Articles of Incorporation filed by the Corporation is amended as set forth in paragraph FIRST hereof, and additionally, every and all reference set forth in the original Articles of Incorporation referring to this Corporation by the name of The Cellar Door of Frederick, Inc. is hereby amended so as to read Cellar Door, Inc.

31878182

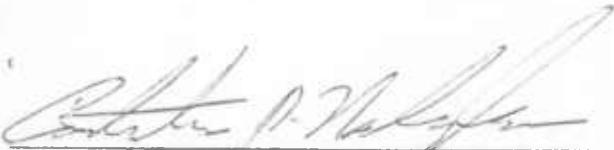
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SIXTH: These Articles of Amendment hereinabove set forth have been duly advised by the Board of Directors and duly approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Cellar Door, Inc., formerly known as The Cellar Door of Frederick, Inc., has caused these Articles of Amendment to be executed in its name and on its behalf by its duly elected President, attested to by its Secretary, on this 29th day of April, 1983.

ATTEST:

CELLAR DOOR, INC.  
formerly known as The Cellar Door of Frederick, Inc.

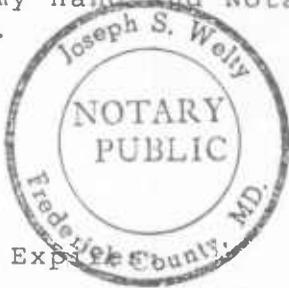
  
Constantine P. Nakopoulos  
Secretary

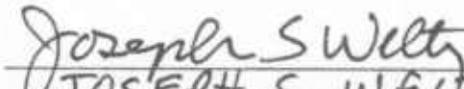
BY:   
James J. Nakopoulos  
President

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 30<sup>th</sup> day of June, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James J. Nakopoulos, President of Cellar Door, Inc., formerly known as The Cellar Door of Frederick, Inc., a Maryland Corporation, and in the name and on behalf of the Corporation acknowledged the foregoing Articles of Amendment to be the true corporate act and deed 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 advisement by the Board of Directors and approval by the stockholders of the Corporation are true.

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



  
JOSEPH S. WELTY  
NOTARY PUBLIC

My Commission Expires  
July 1, 1986

ARTICLES OF AMENDMENT

OF

THE CELLAR DOOR OF FREDERICK, INC.

Changing its name to:

CELLAR DOOR, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 6, 1983 at 9:01 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2601, folio 00041.1, 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.

[Handwritten signature]



A 145176

STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

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Received For Record November 23, 1983 at 2:29 o'clock pm liber 32

ARTICLES OF INCORPORATION

THE DOVE'S NEST HOLINESS MINISTRIES CORPORATION

FIRST: I, John H. McDowell, whose post office address is 635 Oak Hill 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

The Dove's Nest Holiness Ministries Corporation

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

(1) To operate as a religious non-profit corporation, accomodate transients in the area of Hancock and Washington County, Maryland, distribute Bibles to assist in providing for the needs of all transients in the general area, and to engage in the non-denominational teaching of the Gospel.

(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 140 West Main Street, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is Donald Corbett, Denin Road, P.O. Box 165, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in the State of Maryland.

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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 two (3), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than two but not less than one; and

(2) If there is stock outstanding and so long as there are less than two stockholders, the number of directors may be less than two, but not less than the number of stockholders.

The name of the Directors who shall act until the first annual meeting or until their successors is duly chosen and qualified are: Reverend Frank E. Heidler and Steve Corbett.

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 29 day of June, 1983, and acknowledged the same to be my act.

WITNESS:

Linda M. Spigler

John H. McDowell  
John H. McDowell

ARTICLES OF INCORPORATION  
OF  
THE DOVE'S NEST HOLINESS MINISTRIES CORPORATION

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 5, 1983 at 9:00 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2601, folio 4 000127, 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.

*D. W. Hill*



A 145129

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

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Received For record November 22, 1983 at 2:30 o'clock pm liber 32

ARTICLES OF INCORPORATION  
OF  
MILLPOINT KNOLLS, INC.

RECORD 6.00  
A 4881CASH 6.00  
01983 11-22 P2:30

31788005

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert E. Lakin, whose post office address is 331 North Main Street, Boonsboro, MD, 21713; Marjorie B. Lakin, whose postoffice address is 331 North Main Street, Boonsboro, MD, 21713; Eleanor V. Lakin, whose post-office address is 121 Lakin Avenue, Boonsboro, MD, 21713 and Patricia Lemkuhl, whose postoffice address is Route 1, Box 171, Boonsboro, MD, 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 of Incorporation.

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

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

(a) To acquire real estate in Washington County, Maryland and elsewhere in the State of Maryland and to develop the same as lots, to sell, convey and dispose of such lots and other real estate and to build and erect residences and other buildings on any such property acquired and to do all other things necessary in the development of a real estate subdivision.

(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

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 other, or through

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

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

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

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

FOURTH: The postoffice address of the principal office of the Corporation is 331 North Main Street, Boonsboro, MD, 21713. The resident agent of the Corporation is Patricia Lemkuhl, whose postoffice address is Route 1, Box 171, Boonsboro, MD, 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 20,000 shares of the par value of \$10.00 each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is \$200,000.00.

SIXTH: The Corporation shall have four Directors:

Robert E. Lakin, 331 North Main St., Boonsboro, MD  
Marjorie B. Lakin, 331 North Main St., Boonsboro, MD  
Eleanor V. Lakin, 121 Lakin Avenue, Boonsboro, MD  
Patricia Lemkuhl, Route 1, Bix 171, Boonsboro, MD

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

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any

of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may 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 such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of  
Incorporation on this            day of            , 1983.

Witness:

Robert E. Lakin (SEAL)  
Robert E. Lakin

Marjorie B. Lakin (SEAL)  
Marjorie B. Lakin

Eleanor V. Lakin (SEAL)  
Eleanor V. Lakin

Gloria S. Moore

Patricia L. Lemkuhl (SEAL)  
Patricia Lemkuhl

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 23rd day of June, 1983,  
before me, the subscriber, a Notary Public of the State and County  
aforesaid, personally appeared Robert E. Lakin, Marjorie B. Lakin,  
Eleanor V. Lakin and Patricia Lemkuhl and severally acknowledged the  
aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Gloria S. Moore  
Notary Public

My commission expires:  
7/1/86

ARTICLES OF INCORPORATION  
OF  
MILLPOINT KNOLLS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 27, 1983 at 9:22 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2599, folio 8 001730, one of the Charter Records of the State  
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 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

*[Handwritten Signature]*



A 144769

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Received For Record Nov. 22, 1983 at 2:29 o'clock pm liber 32

ARTICLES OF AMENDMENT OF  
GATEWAY SEAFOOD HOUSE, INC.

THIS IS TO CERTIFY THAT:

Gateway Seafood House, Inc., a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called Corporation), hereby certifies to the Department of Assessments and Taxation that pursuant to resolution advised by the Board of Directors unanimously passed by the holders of all outstanding stock (none being subscribed for) it was Resolved:

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

"The post office address of the principal office of the Corporation in this State is Gateway Seafood House, Route U.S. 40/Western Pike, Hagerstown, Maryland 21740. The resident agent of the Corporation is Dixie Smith, whose post office address is Gateway Seafood House, Route U.S. 40/Western Pike, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein."

SECOND, Article SEVENTH of the Charter of the Corporation is hereby amended by deleting in its entirety subparagraphs (a) and (c).

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

"The Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code. There shall be no directors."

RECORD  
A 4820065H  
01983 11-22 P2:29  
5.00  
5.00

31818358

IN WITNESS WHEREOF, the Gateway Seafood House, Inc., has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary on this 28th day of June, 1983.

ATTEST:

Dixie Smith  
Dixie Smith  
Secretary

GATEWAY SEAFOOD HOUSE, INC.  
BY: Wayne H. Stouffer  
Wayne Stouffer, President

(SEAL)

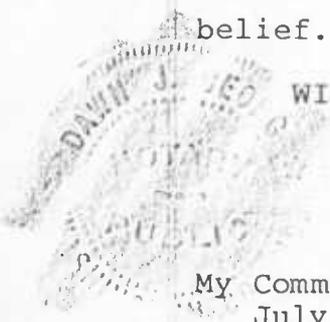
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 28th day of June, 1983, before me, the subscriber, a Notary Public in and for the State of Maryland in and for the County of Washington, personally appeared Wayne Stouffer, President of Gateway Seafood House, 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 Dixie Smith and made affirmation in due form of law that she was Secretary of the meeting of the shareholders of said Corporation at which the Amendment of the Charter of the Corporation therein set forth was approved by the members, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Dawn J. George  
Notary Public

My Commission Expires:  
July 1, 1986



ARTICLES OF AMENDMENT  
OF  
GATEWAY SEAFOOD HOUSE, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland June 30, 1983 at 11:13 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2600, folio 003392, 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.

[Signature]

NM



A 145063

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

B 15  
RECORD .50  
RECORD .75  
B SUB 1.25  
05 9432 1-27 P3:41

RESOLUTION

FROM SPECIAL MEETING OF BOARD OF DIRECTORS

BYLER CLINIC, P.A.

A Special Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at 1190 Mt. Aetna Road, Hagerstown, Maryland 21740, March 31, 1983 at 1:00 P.M. with the following Directors present:

Robert E. Byler

Lora S. Byler

The following Resolution at said meeting was passed:

RESOLVED: that a change of address of the principal Office of the Corporation be filed with the State Department of Assessments and Taxation of Maryland as follows: The Corporation principal office shall be 1185 Mt Aetna Road, Hagerstown, Maryland 21740 as of April 4, 1983.

This will certify that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a Special Meeting duly called and held as above stated.

*Lora S. Byler*  
Secretary

Dated: March 31, 1983

1983 AUG 17 P 1:25

32298130

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF  
BYLER CLINIC, P.A.

received for record August 17, 1983, at 1:25 P.M.  
and recorded on Film No. 2598 Frame No. 2837 one of  
the charter records of the State Department of Assessments and Taxation of Maryland.  
To the clerk of the Circuit court of Washington County

AA N<sup>o</sup> 19005

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	<u>\$8.00</u>	<u>1.25</u>

70-75

Return to: Meyers & Young  
81 West Washington Street  
Hagerstown, Maryland 21740

rc

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

RECORD  
6.00  
1-27-84  
7433

ARTICLES OF INCORPORATION

PROFESSIONAL ARTS ASSOCIATES INC.

FIRST: I, Edwin H. Miller, whose post office address is 82 West Washington Street, 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 "PROFESSIONAL ARTS ASSOCIATES INC."

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

(1) To purchase, improve, develop, lease, exchange, sell and otherwise to engage in the business of operating and managing real estate and 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; 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 Public Square, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is John M. Baer, 745 Briarcliff 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 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) except that

(1) If there is not 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: John M. Baer, Merle S. Elliott 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:

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(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 8th day of August, 1983, and I acknowledge the same to be my act.

WITNESS:

Emmie C. Stetmayer

Edwin H. Miller  
Edwin H. Miller

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

I HEREBY CERTIFY, That on this 8th day of August, 1983, 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.



Emmie C. Stetmayer  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL ARTS ASSOCIATES INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 10, 1983 at 9:37 o'clock A. M. as in conformity  
with law and ordered recorded.

4

Recorded in Liber 2605, folio 2854, 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.

*[Handwritten Signature]*



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 143760

RA

Received for record January 27, 1984 at 3:42 p.m.  
Liber #32

1025

RECORD 5.00  
8 SUB 11.25  
04 9434 1-27 P3:42

ARTICLES OF INCORPORATION

MID-ATLANTIC TECH ENGINEERING, LIMITED  
(A CLOSE CORPORATION)

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, John W. Chillas, whose post office address is 117 West Patrick Street, Frederick County, Maryland 21701, being at least eighteen (18) years of age, do hereby form a Close Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: (a) The name of the Corporation is: MID-ATLANTIC TECH ENGINEERING, LIMITED.

(b) The Corporation is a Close Corporation formed pursuant to the provisions of Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(1) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of property of every nature and description, including real, personal, mixed and/or intangible, wherever situated.

(2) To buy, sell, repair, trade, manufacture, import, export and deal in time recorders, clock systems, fire alarms and security systems of every kind, character and description along with any and all accessories therefore.

(3) To apply for, obtain, purchase, or otherwise acquire, any licenses, permissions, and the like which might be used for any of the purposes of the Corporation; and to use, exercise and develop said licenses, and to sell and otherwise deal with said licenses.

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

32158102

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

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

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is 985 Maryland Avenue, P.O. Box 1524, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Frederick R. Wilber, 985 Maryland Avenue, Hagerstown, Maryland 21740. Said resident agent is an adult citizen of Maryland and presently resides therein at the above address.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares, having no par value, all of one class, that being voting common stock.

SIXTH: Although under Section 4-302 of the Corporations and Associations Article of the Annotated Code of Maryland (hereinafter called "Code") the Corporation may elect not to have a Board of Directors, it is hereby provided that the Corporation shall have at all times a Board of Directors whose number shall be governed by the provisions of Section 2-402 of the Code, and its successor sections, and the names of the directors who shall act until the first annual meeting of shareholders, or until their successors are duly chosen and qualified are: Charles J. Hart, 1093 Wilda Drive, Westminster, Maryland 21157 and Frederick R. Wilber, 985 Maryland Avenue, 21740.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: Clear reference to the fact that the Corporation is a Close Corporation shall appear permanently at the head of each Charter Document of the Corporation adopted hereafter, and the fact that this Corporation is a Close Corporation shall be noted conspicuously upon each certificate of issued and outstanding stock of the

Corporation. Further, it shall be noted conspicuously upon each certificate of issued and outstanding stock of the Corporation the fact that the transfer of the stock of the Corporation is restricted under certain provisions of Maryland Law. If, at a later time, the Corporation and/or its shareholders should enter into any agreement restricting and/or regulating transfers on outstanding shares of the Corporation, then this fact shall be noted conspicuously on all outstanding shares of the Corporation. If any stock of the Corporation should be issued with restrictions or denial concerning voting rights, then this fact shall be conspicuously noted on the face of such shares of stock, and such restrictions and/or denial will be regulated in accordance with Section 4-504 of the Code, and its successor sections.

Any agreement or like contract for the purchase and sale of shares of stock in the Corporation which complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland, as amended and/or changed from time to time, which has been executed by all of the shareholders of the Corporation, as well as the Corporation, and which is binding upon all of the shareholders existing at the time of said agreement's execution, and which is prospective in nature (binding upon all future shareholders), and the existence of which is noted on the outstanding share certificates of the Corporation, shall be legally enforceable as executed, in spite of any provision in this paragraph EIGHTH which might be contrary to any provision contained in said agreement.

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

(1) Subject to the provisions of Title 4, Subtitle 5 of the Code and its successor provisions, the Board of Directors of the Corporation is hereby empowered to direct issuance from time to time of shares of corporate stock of any class for such consideration as may be deemed advisable by the Board of Directors, as long as such directed issuance of shares have been authorized in advance by these Articles of Incorporation or amendments hereto properly approved 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 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 transactions of the Corporation, and in

the absence of fraud no contract or other transaction shall be thereby affected or invalidated; PROVIDED, HOWEVER, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director or have a pecuniary interest is so interested, such fact shall be disclosed to or shall have been known by the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction; AND FURTHER PROVIDED, HOWEVER, in such event such contract or transaction must also be approved by a majority vote of the disinterested directors even if the disinterested directors shall constitute less than a quorum.

(4) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock, even though such rights are substantially adversely affected, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger; and, as long as all stockholders of a class are treated equally, than even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

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

TENTH: Except as provided to the contrary in Section 4-504 of the Code and its successor sections, and except to the extent otherwise governed by a Unanimous Stockholders' Agreement under Section 4-401 of the Code and its successor sections, in each case where the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time requires the affirmative vote of more than a majority of the stockholders of the Corporation before a particular action may be taken by the Corporation that affirmative stockholder vote requirement shall be reduced to require an affirmative vote of only a majority of the stockholders of the Corporation having voting rights in the matter being considered.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 3 day of Aug, 1983.

WITNESS:

Charles J. Hart

J. W. Chillas (SEAL)  
John W. Chillas

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 2<sup>nd</sup> day of August, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared John W. Chillas, who acknowledged the foregoing Articles of Incorporation to be his act.

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

Donna Sue Wilson  
NOTARY PUBLIC



My Commission Expires:

ARTICLES OF INCORPORATION  
OF  
MID-ATLANTIC TECH ENGINEERING, LIMITED

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 3, 1983 at 12:02 o'clock P. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2608, folio 6386, 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.

*D. W. [Signature]*



**A** 146752

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Received for record January 27, 1984 at 3:43 p.m.  
Liber #32

~~2250~~

1031

ALLAN T. BACON, II, D.D.S., P.A.

RECORD 5.00  
B SUB 16.25  
04 9435 1-27 P3:43

ARTICLES OF INCORPORATION

FIRST: I, Allan T. Bacon, II, D.D.S., whose post office address is 411 Division Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

Allan T. Bacon, II, D.D.S., P.A.

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

1. To own and carry on the business of a professional dental corporation.

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 411 Division Avenue, Hagerstown, Maryland 21740. The name and post offices address of the Resident Agent of the Corporation is Allan T. Bacon, II, D.D.S., 411 Division Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased 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:

Allan T. Bacon, II, D.D.S.  
411 Division Avenue  
Hagerstown, Maryland 21740

SEVENTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the

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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 into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

(e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchise;

(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 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 28 day of July, 1983, and I acknowledge the same to be my act.

WITNESS:

*Michael H. Day*

*Allan T. Bacon, II* (SEAL)  
Allan T. Bacon, II, D.D.S.

ARTICLES OF INCORPORATION

OF

ALLAN T. BACON, II, D.D.S., P.A.

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

of Maryland August 2, 1983 at 10:52 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2604, folio 5 2249, 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.

*[Handwritten signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 146383

Received for record January 27, 1984 at 3:44 p.m.

Liber #32

RECORD	5.00
B SUB	21.25
04 9436	1-27 P3:44

ARTICLES OF INCORPORATION

CENTRAL CITY LIQUORS, INC.

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

FIRST: I, Richard J. Hopkins, whose post office address is 1622 Dual Highway, 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 CENTRAL CITY 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, as amended.

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

(1) To engage in the operation of a liquor store; 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 401 West Washington Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard J. Hopkins, 1622 Dual Highway, 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 Thousand (1,000) shares of no par value stock.

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 Richard J. Hopkins.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

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

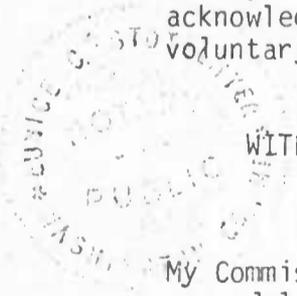
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29<sup>th</sup> day of August, 1983, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Stattelmyer Richard J. Hopkins  
Richard J. Hopkins

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

I HEREBY CERTIFY, That on this 29<sup>th</sup> day of July, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard J. Hopkins and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.



WITNESS my hand and Official Notarial Seal.

Eunice C. Stattelmyer  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
CENTRAL CITY LIQUORS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 1, 1983 at 9:26 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2604, folio 3 1013, 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.

*D. W. [Signature]*



A 146331

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

WERCKSTOLL, INC.

ARTICLES OF AMENDMENT

Werckstoll, Inc., a Maryland corporation, having its principal office at 25 North Market Street, Frederick, Maryland, 21701, hereinafter referred to as the "Corporation", hereby certifies to the State Department of Assessments & Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended to remove Nellie M. Hurst as Resident Agent of the corporation as set forth in Paragraph FOURTH of the original Charter and substituting in lieu thereof William G. Price as Resident Agent whose post office address is 410-1/2 Guilford Avenue, Hagerstown, Maryland, 21740.

In all other respects the Charter remains the same.

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 the foregoing Articles of Amendment and by written action of 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 approve said Articles of Amendment.

IN WITNESS WHEREOF, Werckstoll, 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 25<sup>th</sup> day of July, 1983, and its President acknowledges that these Articles of Amendment are the act and deed of the Corporation and under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

WITNESS AND ATTEST  
TO CORPORATE SEAL:

WERCKSTOLL, INC.



William G. Price  
Secretary

BY: William G. Price  
President

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

I HEREBY CERTIFY, That on this 25<sup>th</sup> day of July, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William G. Price, President of Werckstoll, Inc., and he acknowledged that the foregoing Articles of Amendment are the corporate act and deed of said Werckstoll, Inc., and further made oath that the matters and facts set forth in the foregoing Articles of Amendment are true and correct to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal.

Pamela S. Ambrose  
Notary Public



My Commission Expires:  
July 1, 1986

ARTICLES OF AMENDMENT  
OF  
WERCKSTOLL, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 28, 1983 at 9:43 o'clock A M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2603, folio 2820, 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.

*[Handwritten Signature]*



A. 146194

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Received for record January 27, 1984 at 3:45 p.m.  
Liber #32

RECORD 5.00  
B SUB 31.25  
04 9438 1-27 P3:45

WARNER E. PUMPHREY, INC.

ARTICLES OF AMENDMENT

Warner E. Pumphrey, Inc., a Maryland Corporation, having its principal office at 8424 Georgia Avenue, Silver Spring, Maryland, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

CHANGE OF NAME

The Charter of the Corporation is hereby amended by deleting ARTICLE FIRST which reads as follows: "That the charter of Warner E. Pumphrey and Company, Inc., a Maryland corporation having its principal office in Silver Spring, Maryland, (hereinafter called the Corporation) is hereby amended by striking out the name of Warner E. Pumphrey and Company, Inc. in the certificate of incorporation and inserting in lieu thereof the following: WARNER E. PUMPHREY, INC.";

And inserting a new ARTICLE FIRST which reads as follows: The name of the Corporation (hereinafter referred to as the "Corporation") is: DONALD EDWIN THOMPSON FUNERAL HOME, INC.

CHANGE OF AMOUNT OF AUTHORIZED STOCK

And by deleting ARTICLE SECOND and substituting the following: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand and no/100 Dollars (\$100,000), divided into One Thousand (1,000) shares of the par value of One Hundred and no/100 Dollars (\$100) each.

CHANGE OF ADDRESS AND RESIDENT AGENT

And by deleting ARTICLE FOURTH, which provides that: "That the post office address of the place at which the principal

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office of the undersigned corporation in the State of Maryland is located has been changed to No. 920 Munsey Bldg., Baltimore, Md. That the resident agent of the undersigned corporation in the State of Maryland has been changed to Warner E. Pumphrey, whose post office address is No. 8424 Georgia Avenue, Silver Spring, Md. That such resident agent is a citizen of the State of Maryland, actually residing therein.";

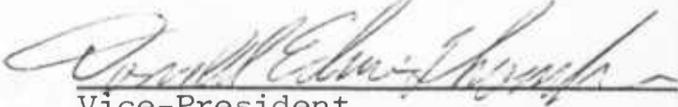
And inserting a new ARTICLE FOURTH which reads as follows: The post office address of the place at which the principal office of the Corporation in this State will be located is Route 1, Clear Spring, Maryland 21722. The resident agent of the Corporation is Donald Edwin Thompson, whose post office address is Route 1, Clear Spring, Maryland 21722. Said resident agent is a citizen of the State of Maryland and actually resides therein.

The charter previously authorized the issuance of only Five Hundred (500) shares of stock at a par value of One Hundred and no/100 Dollars (\$100) each.

The Articles of Amendment were authorized by the Board of Directors and approved by the stockholders.

IN WITNESS WHEREOF, The Warner E. Pumphrey, Inc. has caused these presents to be signed in its name and its behalf by its Vice-President on this 18<sup>th</sup> day of July, 1983, and its Vice-President acknowledges that these Articles of Amendment are the act and deed of Warner E. Pumphrey, Inc. and, under penalties of perjury, that the matters and facts set forth herein with respect to authority and approval are true in all material respects to the best of his knowledge, information and belief.

Attest:  
  
Secretary

WARNER E. PUMPHREY, INC.  
  
Vice-President



ARTICLES OF AMENDMENT

OF

WARNER E. PUMPHREY, INC.

Changing its name to:

DONALD EDWIN THOMPSON FUNERAL HOME, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 29, 1983 at 9:05 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2603, folio 3 12703, 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.

*D. W. Hill*



A. 146177

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

ARTICLES OF INCORPORATION

OF

ROBERT E. WEISS, M.D., P.A.

RECORD 5.00  
B SUB 36.25  
04 9439 1-27 P3:44

FIRST: I, Robert E. Weiss, M.D., whose post office address is 1185 Mt. Aetna Road, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is ROBERT E. WEISS, M.D., P.A.

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

(1) To engage in the professional medical practice of pediatric and adolescent medicine; 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 1185 Mt. Aetna Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Lewis C. Metzner, Esquire, 81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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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: Robert E. Weiss, M.D.

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

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

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

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article

of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

3. With respect to:

(a) the amendment of the Charter of the Corporation;

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

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

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27<sup>th</sup> day of July, 1983, and I acknowledge same to be my act.

WITNESS:

Vicki L. Gumm      Robert Ehrlich, M.D. (SEAL)

ARTICLES OF INCORPORATION  
OF  
ROBERT E. WEISS, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 29, 1983 at 9:07 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2603, folio 5 1885, 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.

[Signature]



A 146137

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

SOUTH ATLANTIC CONTROLS, 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

## ARTICLE I INCORPORATORS

Craig L. Shupp and Susan T. Shupp of Route 10, Box 104, Washington County, Hagerstown, Maryland 21740, being at least eighteen (18) years of age do hereby form a Close Corporation under and by virtue of the general laws of the State of Maryland.

## ARTICLE II NAME

The name of the Corporation (which is hereafter called the "Corporation") is SOUTH ATLANTIC CONTROLS, INC.

## ARTICLE III CORPORATE STATUS

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.

## ARTICLE IV PURPOSES

The purposes for which the Corporation is formed are:

- a. To engage in the design, manufacture, distribution, and sale of electrical and mechanical products made in whole or part thereof;
- b. To undertake, conduct, assist, promote, and engage in research and development work in conjunction with such manufacture, distribution, and sale;
- c. To undertake and conduct consulting services as deemed appropriate in connection with such manufacture, distribution, and sale;
- d. To engage in any other lawful purpose and/or business as may be necessary, convenient, and desirable to accomplish

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

#### ARTICLE V PRINCIPAL OFFICE

The post office address of the principal office of the Corporation in Maryland is Route 10, Box 104, Washington County, Hagerstown, Maryland 21740.

#### ARTICLE VI RESIDENT AGENT

The name and post office address of the Resident Agent of the Corporation in this State is Craig L. Shupp, Route 10, Box 104, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

#### ARTICLE VII CAPITAL STOCK

The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par value of \$10.00 a share, all of one class, and having an aggregate par value of \$100,000.00.

#### ARTICLE VIII DIRECTORS OF THE CORPORATION

The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws 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 Craig L. Shupp and Susan T. Shupp.

#### ARTICLE IX INDEMNIFICATION

The Corporation may indemnify a present or former Director or Officer of the Corporation or other corporate representative to the maximum extent permitted by and in accordance with Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland.

ARTICLE X AMENDMENT OF ARTICLES

The provisions of these Articles of Incorporation may be amended, altered, or repealed from time to time in the manner prescribed by the laws of the State of Maryland and additional provisions authorized by such laws as are then in force may be added. All rights conferred on the Directors, Officers and Stockholders are granted subject to this reservation.

ARTICLE XI DURATION

The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 11<sup>th</sup> day of July, 1983, and we acknowledge the same to be our act.

WITNESS:

*Michael Shupp*  
*Michael Shupp*

*Craig L. Shupp*  
Craig L. Shupp

*Susan T. Shupp*  
Susan T. Shupp

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

I HEREBY CERTIFY that on this 11<sup>th</sup> day of July, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Craig L. Shupp and Susan T. Shupp, parties to the foregoing Articles of Incorporation, known to me personally to be such, and they did acknowledge the said Articles to be their act and deed, and that the facts therein stated are truthfully set forth.

WITNESS my hand and Official Notarial Seal.

*Michael Shupp*  
Notary Public

My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
SOUTH ATLANTIC CONTROLS, INC.

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

of Maryland July 25, 1983

at 10:02 o'clock A M. as in conformity

with law and ordered recorded.

Recorded in Liber 2603, folio 0643, 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.

*[Handwritten Signature]*



A. 146094

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

Received for record January 27, 1984 at 3:46 p.m. Liber #32

## ARTICLES OF INCORPORATION

DENNIS ELECTRIC, INC.

RECORD	5.00
B SUB	46.25
04 9441	1-27 P3:46

FIRST: The undersigned, Lynn F. Meyers, 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 the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Dennis Electric, 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, install, repair, buy, sell, import, export, trade and deal in electrical equipment, wiring, machinery and appliances for the generation, transmission and use of electricity for residential and commercial purposes;

(2) to solicit, bid for, enter into, and perform contracts for the doing of electrical work and the furnishing of electrical machinery, appliances, accessories, materials, and supplies of all kinds and to do any lawful act;

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

(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.

FIFTH: The post office address of the principal office

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of the Corporation in Maryland is Route 3, Box 101, Smithsburg, Maryland 21783. The name and post office address of the resident agent of the Corporation in Maryland are Dennis A. Misal, Route 3, Box 101, Smithsburg, Maryland 21783. Said resident agent is a citizen of Maryland and actually resides therein.

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

SEVENTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are: Adelaide H. Misal and Dennis A. Misal.

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

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

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

or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested; 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 my act this 21st day of July, A.D., 1983.

Witness:

Nancy Bayer      Lynn F. Meyers  
Lynn F. Meyers

ARTICLES OF INCORPORATION  
OF  
DENNIS ELECTRIC, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 25, 1983 at 9:38 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2603, folio 10224, 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.

D. W. Hill



RECEIVED FOR RECORD  
WASHINGTON COUNTY  
MARYLAND

A. 146016

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

Received for record January 27, 1984 at 3:47 p.m. Liber #32

ARTICLES OF INCORPORATION

OF

HOLLY MUSIC, INC.

RECORD 6.00  
B SUB 52.25  
04 9442 1-27 P3:47

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Melvin C. Greenwald, whose post office address is Route 2, Box 121C, Boonsboro, Maryland, 21713; Richard M. Greenwald, whose post office address is 746 Mt. Vernon Drive, Hagerstown, Maryland, 21740; Sylvan Gross, whose post office address is 1238 Glen Burnie Lane, Dresher, Pa., 19029; and Paul J. Gross whose post office address is 555 Glenmore Street, Elkins Park, Pa., 19117, all being at least twenty-one years of age, do under and virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles of Incorporation.

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

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

(a) To engage in the purchase, distribution, promotion and sale of pre-recorded music of all kinds.

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

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

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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 other, or through

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

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

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

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

FOURTH: The post office address of the principal office of the Corporation is 29 North Prospect Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Richard M. Greenwald whose post office address is 746 Mt. Vernon Drive, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have four Directors, Melvin C. Greenwald, Rte 2, Box 121C, Boonsboro, Md., Richard M. Greenwald, 746 Mt. Vernon Drive, Hagerstown, Maryland, Sylvan Gross, 1238 Glen Burnie Lane, Dresher, Pa., and Paul J. Gross, 555 Glenmore Street, Elkins Park, Pa.

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

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any

of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may 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 such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote 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 thes Articles of  
Incorporation on this            day of            , 1983.

Witness:

*Gertrude Johnson*

*Melvin C. Greenwald* (SEAL)  
Melvin C. Greenwald

*Richard M. Greenwald* (SEAL)  
Richard M. Greenwald

Witness:

*Beverly A. Bragman*

*Sylvan Gross* (SEAL)  
Sylvan Gross

*Paul J. Gross* (SEAL)  
Paul J. Gross



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this *11<sup>th</sup>* day of *July*, 1983,  
before me, the subscriber, a Notary Public of the State and County  
aforesaid personally appeared Melvin C. Greenwald and Richard M.  
Greenwald and severally adcknowledged the aforegoing Articles of  
Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

-My commission expires:  
*7/1/86*

*M. Carol S. Mowers*  
Notary Public

COMMONWEALTH OF PENNSYLVANIA, MONTGOMERY COUNTY, to-wit:

I HEREBY CERTIFY, That on this *6* day of *July*, 1983,  
before me, the subscriber, a Notary Public of the Commonwealth  
and County aforesaid, personally appeared Sylvan Gross and  
Paul J. Gross and severally acknowledged the aforegoing Articles  
of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

My commission expires:

*Rose Marie Weiler*  
Notary Public

ROSE MARIE WEILER, NOTARY PUBLIC  
LOWER SOUTHAMPTON TWP., BUCKS COUNTY  
MY COMMISSION EXPIRES MAY 18, 1987  
Member, Pennsylvania Association of Notaries



ARTICLES OF INCORPORATION  
OF  
HOLLY MUSIC, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 19, 1983 at 9:10 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2602, folio 8 1795, 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.

D. W. Hill



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 145710

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_   
RECORDED BY \_\_\_\_\_

Received for record January 27, 1984 at 3:47 p.m.  
Liber #32

~~10826~~  
1067

RECORD 5.00  
B SUB 57.25  
04 9443 1-27 P3:47

ARTICLES OF INCORPORATION  
A CLOSE CORPORATION UNDER TITLE FOUR  
POWELL PRINTERS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Sarah Jane Cline, whose Post Office address is 124 Manse Road, Hagerstown, Maryland, 21740; Linda E. Wigfield, whose Post Office address is Route 1, Box 357, Big Spring, Maryland, 21722; and Charles F. Wagaman, Jr., whose Post Office address is 600 Maryland National Bank Building, Hagerstown, Maryland, 21740, each of whom are at least eighteen (18) years of age, do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the information 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:

POWELL PRINTERS, 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

CHARLES F. WAGAMAN, JR.  
ATTORNEY AT LAW  
82 WEST WASHINGTON ST.  
HAGERSTOWN, MD 21740

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general powers and in addition thereto;

B. To print, bind, publish, circulate, distribute, buy, sell, and deal in books, pamphlets, circulars, posters, newspapers, magazines, literature, music, pictures, tickets, cards, advertisements, letter and bill heads, envelopes, and legal, commercial, and financial forms and blanks of every kind. To acquire, by purchase or otherwise, turn to account, license the use of, assign, and deal with copyrights and intellectual properties of every kind. To carry on a general printing, engraving, lithographing, electrotyping, and publishing business in all the branches thereof, 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 Corner of Leitersburg Pike and Millers Church Road, Hagerstown, Maryland, 21740. The resident Agent of this Corporation is Carroll E. Powell, whose Post Office address is Route 10, Box 29-A, 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 Ten Thousand (10,000) shares having a par value of Ten (\$10.00) Dollars each. The aggregate par value of all such shares is One Hundred Thousand (\$100,000.00) Dollars.

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

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

NINTH: The number of Directors of the corporation shall be three (3) which number may be increased or decreased pursuant to the By-laws of the corporation. Provided, however, that after September 1st, 1983, 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: Carroll E. Powell, Cheryl Powell and Charles F. Wagaman, Jr.

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

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

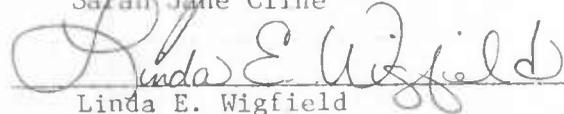
B. The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law. Any such amendment shall be valid if authorized by the holders of majority of all issued and outstanding shares of common stock unless a greater percentage is required by the provisions of law.

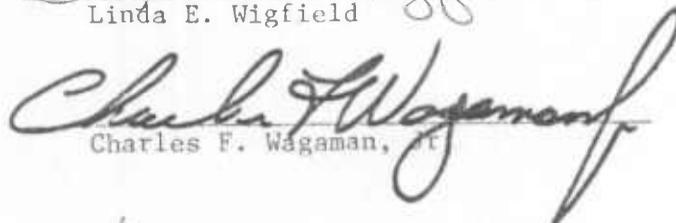
C. Stockholders shall have preemptive rights.

ELEVENTH: The Charter of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledge the same to be our act on this 29<sup>th</sup> day of June, A.D., 1983.

  
 Sarah Jane Cline

  
 Linda E. Wigfield

  
 Charles F. Wagaman, Jr.

ARTICLES OF INCORPORATION  
OF  
POWELL PRINTERS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 15, 1983 at 10:30 o'clock A M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2602, folio 5, 10335, 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.

*R.B. [Signature]*



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 145668

Received for record January 27, 1984 at 3:47 p.m. Liber #32

ARTICLES OF INCORPORATION  
OF  
JM RENTALS, INC.

RECORD 5.00  
B SUB 62-25  
04 9444 1-27 P3:47

FIRST: I, Roger L. Georgion, whose post office address is P. O. Box 1396, 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 JM Rentals, Inc.

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

(1) To engage in the purchasing, selling, distributing, releasing, as principal or agent, of all kinds of heavy machinery, equipment and other mechanical equipment and devices, as well as accessories and attachment therefor; 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 1105 Jefferson Boulevard, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, Esquire, 31 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 Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided

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(1) If there is no stock outstanding, the number of directors may be less than three but not less 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: Roger L. Georgion.

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, no holder of any shares of the stock of the Corporation shall have any re-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 in to such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5<sup>th</sup> day of July, 1983, and I acknowledge the same to be my act.

WITNES:

Vicki L. Grimm

Roger L. Georgion  
Roger L. Georgion

ARTICLES OF INCORPORATION  
OF  
JM RENTALS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 15, 1983 at 10:12 o'clock A.M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2602, folio 40230, 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.

[Handwritten Signature]



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A. 145661

BRULE' STUDIOS, INC.

RECORD 5.50  
B SUB 67.75  
04 9445 1-27 P3:48ARTICLES OF INCORPORATION

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

BRULE' STUDIOS, INC.

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

(1) To own and carry on the business of creating, distributing and selling paintings, limited prints, sculpture and any works of art whatsoever.

(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 address of the principal offices of the Corporation in this State is 1009 Oak Hill Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

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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 Elmo Alfred Brule', Charles E. Creager and Dixie C. Newhouse.

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

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

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as 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 proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent creates a rebuttable presumption that the director did not meet the requisite standard of conduct set forth in this subsection.

(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 or officer or any employee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonable 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 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.

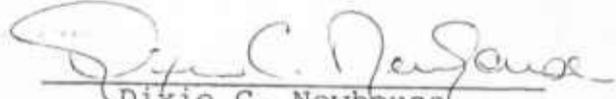
(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set

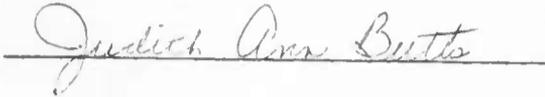
forth above, in the discretion of the Board of Directors of the Corporation.

(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 11<sup>th</sup> day of July, 1983 and I acknowledge the same to be my act.

WITNESS:

  
Dixie C. Newhouse

  
Judith Ann Butts

ARTICLES OF INCORPORATION  
OF  
BRULE' STUDIOS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland *July 15, 1983* at *9:18* o'clock *A.M.* as in conformity  
with law and ordered recorded.

Recorded in Liber *2601*, folio *3719*, 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.

*D.W. Hill*  
\_\_\_\_\_



STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

**A** 145587

LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
VAUGHN J. REEF, CLERK

Received for record January 27, 1984 at 3:48 p.m.

Liber #32

RECORD

B SUB  
04 9446

5.00  
72.75  
1-27 P3:48

ARTICLES OF INCORPORATION

OF

SECURITY COUNSELLORS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Russell R. Marks, whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

To provide consulting and training for the security guard industry.

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 of the principal office of the Corporation in this State is Valley Mall, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are William Bulla, Valley Mall, 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 hundred (200) shares, all of one class, no par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Marc Yassky, Roy Prayer and William Bulla.

31950102

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 12 day of July, 1983.

WITNESS:

David A. Meang

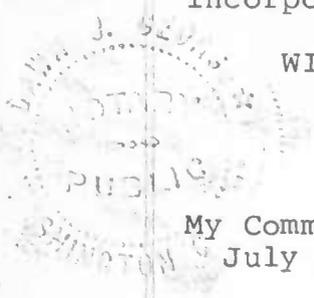
Russell R. Marks (SEAL)  
Russell R. Marks

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 12th day of July, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell R. Marks, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

David A. Meang  
Notary Public



My Commission Expires:  
July 1, 1986

ARTICLES OF INCORPORATION  
OF  
SECURITY COUNSELLORS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland July 15, 1983 at 10:45 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2601, folio 3  
63565, 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.

*D. W. Hill*



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

A 145558

ARTICLES OF INCORPORATION  
MODERN MAINTENANCE SERVICES, INC.B 09  
RECORD 5.00  
B SUB 5.00  
04 2662 3-13 P3:57

FIRST: I, Robert Carnahan, whose post office address is 400 Wren Lane, 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 MODERN MAINTENANCE SERVICES, INC.

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

(1) To perform janitorial services 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 400 Wren Lane, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert Carnahan, 400 Wren Lane, 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 with no 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) except that

(1) If there is not 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, the number of Directors may be 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: Robert Carnahan.

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

32378114

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) A 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 19th day of August, 1983, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Starnes

Robert Carnahan  
Robert Carnahan

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

I HEREBY CERTIFY, That on this 19th day of August, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert Carnahan and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Eunice C. Starnes  
Notary Public

My Commission Expires:  
July 1, 1986



ARTICLES OF INCORPORATION  
OF  
MODERN MAINTENANCE SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 25, 1983 at 9:31 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2608, folio 4 3159, 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.

*D. W. Hill*



A 146976

RECORD 5.00  
B SUB 10.00  
04 2663 3-13 P3:57

ARTICLES OF INCORPORATION  
OF  
SC DEVELOPMENT CORP., INC.

FIRST: I, James C. Oliver, whose post office address is 1300 Mercantile Bank & Trust Building, 2 Hopkins Plaza, Baltimore, Maryland 21201, 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 (hereinafter called the "Corporation") is

SC DEVELOPMENT CORP., INC.

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

(a) To engage in and carry on the business of a real estate developer, including, without limitation, land acquisition, investment, improvement, sale or transfer of same; and to build, construct, erect, own, improve, manage, operate and in any manner dispose of, sell or transfer buildings and facilities of any kind and nature for recreational, commercial, residential, industrial or any other purposes.

(b) To carry on the aforesaid business and any related or unrelated business and activity in the State of Maryland, in any state, territory, district or dependency of the United States, or in any foreign country.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Box F, Rohrsersville, Maryland 21779. The name and post office address of the resident agent of the Corporation in this State is Donovan M. Hamm, Jr., 1300 Mercantile Bank & Trust Building, 2 Hopkins Plaza, Baltimore, Maryland 21201. Said 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

32318064

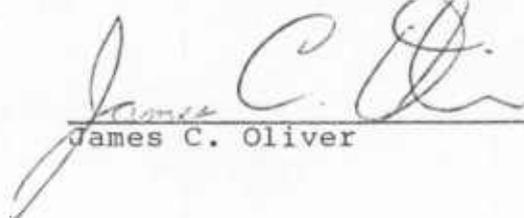
Thousand (10,000) shares, at \$.10 par value, and having an aggregate par value of \$1,000.00.

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, 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: Norman R. Sandler, and Ollen O. Craig.

SEVENTH: No Stockholder of the Corporation shall have any preferential or pre-emptive right to acquire additional shares of stock of the Corporation except to the extent that, and on such terms as, the Board of Directors from time to time may determine.

EIGHTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former directors and/or officers of the Corporation, (2) present or former agents and/or employees of the Corporation, (3) present or former administrators, trustees or other fiduciaries under pension, profit sharing, deferred compensation, or any other employee benefit plan maintained by the Corporation and (4) persons serving or who have served at the request of the Corporation in any of the aforementioned capacities for any other corporation, partnership, joint venture, trust, or other enterprises. Provided, however, that the Corporation shall not have the power to indemnify any person if such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule or regulation of similar import.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 17th day of August, 1983.

  
James C. Oliver (SEAL)

9464c

ARTICLES OF INCORPORATION  
OF  
SC DEVELOPMENT CORP., INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 18, 1983 at 4:02 o'clock P. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2607-0061, 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.

D. W. Hill

\_\_\_\_\_



A 144012

RA  
cos

HUB CITY MARKETERS, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, E. Kenneth Grove, Jr., 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 Hub City Marketers, Inc.

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

1. To promote, conduct and manage auctions, shows, displays and sales of automobiles including but not limited to antique or classic vehicles.

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 701 Frederick Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is William M. Clark, 701 Frederick Street, Hagerstown, Maryland 21740. Said Resioent Agent is an individual actually residing in Maryland.

HUB CITY MARKETERS, INC.

32298103

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, having a par value of Ten (\$10.00) 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:

William M. Clark  
Brent Straley  
Calvin McCleaf  
Kenneth Green  
Richard Swope

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



ARTICLES OF INCORPORATION  
OF  
HUB CITY MARKETERS, INC.

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 17, 1983 at 9:44 o'clock A. M. as in conformity  
with law and ordered recorded.

Recorded in Liber 2606, folio 3561, 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.

D. W. Hill



**A** 143949

ARTICLES OF INCORPORATION

OF

GREEN SPRING WATER COMPANY  
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Russell R. Marks, whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is GREEN SPRING WATER COMPANY.

THIRD: The Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

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

To bottle and market drinking water.

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.

FIFTH: The post office of the principal office of the Corporation in this State is Route 1, Box 65, Big Spring, Maryland 21712. The name and post office address of the resident agent of the Corporation in this State are David Rhinecker, Route 1, Box 65, Big Spring, Maryland 21712. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares, all of single class, no par value.

SEVENTH: The Corporation elects to have no board of directors. David Rhinecker will serve as a director until the election to have no board of directors becomes effective.

32348030

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 17<sup>th</sup> day of August, 1983.

WITNESS:

Jawn G. Heagy

*[Signature]* (SEAL)  
Russell R. Marks

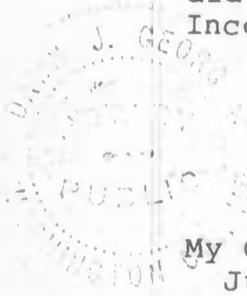
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17<sup>th</sup> day of August, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell R. Marks, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Jawn G. Heagy  
Notary Public

My Commission Expires:  
July 1, 1986



*Delivered to Mr Miller  
29 June 88*

ARTICLES OF INCORPORATION  
OF  
GREEN SPRING WATER COMPANY

approved and received for record by the State Department of Assessments and Taxation  
of Maryland August 22, 1983 at 9:38 o'clock A. M. as in conformity  
with law and ordered recorded.

3

Recorded in Liber 2608, folio 1240, 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.

D. W. Hill



A. 146781

