

FREDERICK, SEIBERT & ASSOCIATES, INC.
(A Close Corporation Under Title 4 of Corporation and Association Article)

APPROVED FOR RECORD
5/12/86 11:44 A.M.

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Joseph H. Seibert, whose post office address is 122 Greenmount Avenue, Hagerstown, Maryland 21740, and Frederic M. Frederick whose post office address is 51 East Antietam Street, 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 Frederick, Seibert & Associates, Inc..

3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

4. Purposes. The purposes for which the Corporation is formed are as follows:

a) To engage in the business of providing surveying and engineering services, to design, plan, create, produce, prepare, develop, supervise, consult, advise and otherwise engage in all types of surveying of real property, whether farm, commercial, residential, industrial or otherwise, and in all manner and forms of engineering including advising, offering of opinions and theory.

b) To acquire by purchase, lease, or otherwise, and to improve and develop real property. To erect dwellings, apartments 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

1986 MAY 12 A.M. 11:44

RECORD 5.00
B SUB 27.50
04 0199 7-14P12:39

01320059

2813 2147

interest therein.

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

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 51 East Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Joseph H. Seibert, 122 Greenmount 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 Frederic M. Frederick.

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, Frederic M. Frederick.
- (2) Secretary and Treasurer, Nikki Fouke

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

10. Capital. The authorized capitalization of the Corporation shall be One Hundred Thousand (\$100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 7th day of May, A.D., 1986.

Joseph H. Seibert (SEAL)
Joseph H. Seibert 2113 2148

Frederic M. Frederick (SEAL)
Frederic M. Frederick

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

I HEREBY CERTIFY, That on this 7th day of May,
A.D., 1986, before me, the undersigned, a Notary Public in and for the State
and County aforesaid, personally appeared Joseph H. Seibert, and Frederic M.
Frederick, known to me to be the persons whose names are subscribed to the
aforegoing Articles of Incorporation, who did each acknowledge that they
executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Joann M. Lucas
Notary Public

My Commission Expires: 7/1/86





STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	75	_____	Special Fee
20	<u>20</u>	Organ. & Capitalization	80	_____	For. Limited Partnership
62	_____	Rec. Fee (Amendment)	83	_____	ship
63	_____	Rec. Fee (Merger or Consolidation)	84	_____	Cert. Ltd. Partnership
64	_____	Rec. Fee (Transfer)	85	_____	Amend. to Limited Partnership
65	_____	Rec. Fee (Dissolution)	21	_____	Term. of Limited Partnership
66	_____	Rec. Fee (Revival)	22	_____	Recordation Tax
52	_____	Foreign Qualification	23	_____	State Transfer Tax
51	_____	Foreign Name Registration	31	_____	Local Transfer Tax
50	_____	Cert. of Qualification or Registration	NA	_____	Corp. Good Standing
13	_____	Certified Copy	_____	_____	For. Corporation Registration
56	_____	Foreign Penalty	_____	_____	Other _____
54	_____	For. Supplemental Cert.	_____	_____	Other _____
73	_____	Cert. of Conveyance	_____	_____	Other _____

TOTAL FEES 40.00 Check _____ Cash _____

APPROVED BY: Dr

Documents on _____ checks _____

Mail to Address: Robert B. Stone Esq. Del.
635 Oak Hill Ave
Hagerstown, Md. 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
FREDERICK, SEIBERT & ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 12, 1986 AT 11:44 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ 5⁰⁰ 20

SPECIAL
FEE PAID:

\$ _____

D2131662

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 202599

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2813 2146

APPROVED FOR RECORD

WASHINGTON COUNTY SPORTS HALL OF FAME, INC. //:25a

ARTICLES OF INCORPORATION

RECORD 5.00
B SUB 32.50
04 0200 7-14P12:39

FIRST: I, Peter G. Callas, whose post office address is 35 Dayview Drive, 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 SPORTS HALL OF FAME, 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

2013 2081

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

(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 educate and inform the citizens of Washington County, Maryland, of their sports heritage.

(2) To recognize and honor those persons who have made outstanding contributions to sports in Washington County, Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 1923 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Harry L. Cunningham, Jr., 1923 Dual Highway, 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 nine (9), 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: H. L. Cunningham, Jr.; Clyde Downs; Don Stoner; Jack Hose; Richard Schultz; Leo Burke; Ed Klitch; John (Bill) Lightner; Bob Johnson.

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, 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 with in 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.

2813 2084

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

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 494(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

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

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of May, 1986, and I acknowledge same to be my act.

Peter G. Callas

Peter G. Callas



DOCUMENT CODE 02 Business Code 04 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

Change of Name _____

Change of Principal Office _____

Change of Resident Agent _____

Change of Resident Agent Address _____

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	75	_____	Special Fee
20	<u>20</u>	Organ. & Capitalization	80	_____	For. Limited Partnership
62	_____	Rec. Fee (Amendment)			ship
63	_____	Rec. Fee (Merger or Consolidation)	83	_____	Cert. Ltd. Partnership
			84	_____	Amend. to Limited Partnership
64	_____	Rec. Fee (Transfer)			Partnership
		Rec. Fee (Dissolution)	85	_____	Term. of Limited Partnership
		Rec. Fee (Revival)			Partnership
		Foreign Qualification	21	_____	Recordation Tax
51	_____	Foreign Name Registration	22	_____	State Transfer Tax
50	_____	Cert. of Qualification or Registration	23	_____	Local Transfer Tax
			31	_____	Corp. Good Standing
13	_____	Certified Copy	NA	_____	For. Corporation Registration
56	_____	Foreign Penalty			Other _____
54	_____	For. Supplemental Cert.			
73	_____	Cert. of Conveyance			
					Other _____

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY: [Signature]

Documents on _____ checks _____

Mail to Address: Peter Callas 7/24/80

Code _____

35 Dayview Drive
Hagerstown, Md 21740

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY SPORTS HALL OF FAME, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 13, 1986 AT 11:25 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 5.00 20

SPECIAL
FEE PAID:

\$ _____

D2131530

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 202592

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2813 2080

ARTICLES OF INCORPORATION APPROVED FOR RECORD

OF 5-12-86 at 11:20 a.m.

THE LIONS CLUB OF WEST HAGERSTOWN, INC.

PCM

FIRST: That I, William D. King, whose mailing address is 409 East Magnolia Avenue, Hagerstown, Washington County, Maryland, and 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, hereinafter called the "Corporation," is The Lions Club of West Hagerstown, Inc.

RECORDED 325 7-14 P 12:39

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

A. The Corporation is organized exclusively for social, fraternal and charitable purposes including such purposes as the making of distributions to organizations that qualify as exempt organizations under §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 social, fraternal and charitable purposes, all for the public welfare and for no other purposes, and to that end to take, 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 aforementioned 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

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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 §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 nonprofit corporation organized under the applicable provisions of the Annotated Code of Maryland for social, fraternal 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 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 §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 §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 social, fraternal 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 consider and deal by all lawful means with problems involved in developing and operating a charitable program for members and residents of the community in need of

-3-

charitable benefits and/or assistance to foster their general welfare and care.

(2) The Corporation is organized and operated exclusively for the stated purpose and for other nonprofit purposes, and no part of any net earnings shall inure to the benefit of any member.

✓
FOURTH: The post office address of the principal office of the Corporation in this state is 409 East Magnolia Avenue, Hagerstown, Washington County, Maryland. The name and address of the Resident Agent of the Corporation in the State of Maryland is William D. King, 409 East Magnolia Avenue, Hagerstown, Washington County, Maryland. The Resident Agent is an individual actually residing in the State of Maryland.

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 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: William D. King, Robert L. Craig and John S. Voss.

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.

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 not be inconsistent with these Articles of Incorporation or contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation:

2813 1979

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 §501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

B. The term "charitable purposes" shall be limited to and shall include only charitable, literary or educational purposes within the meaning of the terms used in §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 §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 §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 §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 §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 §4945(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

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

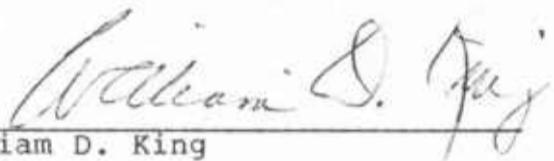
B. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

C. With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections B 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 9th day of May, 1986 and I acknowledge the same to be my act and deed.

WITNESS:




William D. King



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 04 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY: js

Documents on _____ checks Del 7/24/80

Mail to Address: Richard Mc Gray
100 W. Wash. St.
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
THE LIONS CLUB OF WEST HABERSTOWN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 12, 1986 AT 11:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 5⁰⁰ 20

\$

 D2131365

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 202577

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2813 1976

APPROVED FOR RECORD

5-12-82

11:30 a.m.

HANCOCK COMFORT INN, LIMITED

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

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Stephen B. Sagi, whose post office address is 136 South Potomac Street, Hagerstown, Maryland 21740, being at least 21 years of age, does hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is Hancock Comfort Inn, Limited.

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.

RECORD 5.00
SUB 42.50
7-14P1246

4. Purposes. The purposes for which the Corporation is formed are as follows:

a) To acquire real property purchase, lease, or otherwise; to erect, repair and maintain hotel and motel buildings, garages, and other structures thereon. To conduct a general hotel, motel, restaurant, and cafe business. To establish, maintain, and operate news stands, tobacco counters, novelty shops, theater ticket agencies, barber shops, hair-dressing and manicuring parlors, garages, tennis courts, and swimming pools.

b) To acquire by purchase, lease, or otherwise, and to improve and develop real property. To erect dwellings, apartments 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.

2813 1835

61328319

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

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 136 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Stephen B. Sagi, 136 South Potomac Street, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 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 Stephen B. Sagi.

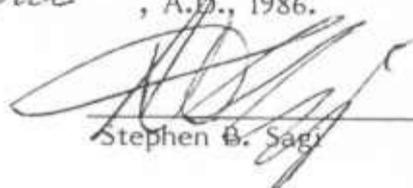
8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) Stephen B. Sagi, President
- (2) Sue E. Sagi, Secretary/ Treasurer

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

10. Capital. The authorized capitalization of the Corporation shall be One Hundred Thousand (\$100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 28th day of April, A.D., 1986.



Stephen B. Sagi

(SEAL)

3813 1836

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

I HEREBY CERTIFY, That on this 28th day of April, A.D., 1986, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Stephen B. Sagi, 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.

Jeanne McLucas

Notary Public

My Commission Expires: 7/1/86



8813 1887



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

10

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	75	_____	Special Fee
20	<u>30</u>	Organ. & Capitalization	80	_____	For. Limited Partner-
62	_____	Rec. Fee (Amendment)			ship
63	_____	Rec. Fee (Merger or Consolidation)	83	_____	Cert. Ltd. Partnership
	_____	Rec. Fee (Transfer)	84	_____	Amend. to Limited Partnership
	_____	Rec. Fee (Dissolution)	85	_____	Term. of Limited Partnership
	_____	Rec. Fee (Revival)			Recordation Tax
52	_____	Foreign Qualification	21	_____	State Transfer Tax
51	_____	Foreign Name Registration	22	_____	Local Transfer Tax
50	_____	Cert. of Qualification or Registration	23	_____	Corp. Good Standing
13	_____	Certified Copy	31	_____	For. Corporation Registration
56	_____	Foreign Penalty	NA	_____	Other _____
54	_____	For. Supplemental Cert.			
73	_____	Cert. of Conveyance			
					Other _____

TOTAL FEES 40 Check _____ Cash

APPROVED BY: JLS

Documents on _____ checks

Mail to Address: Robert Stone Del. 7/24/80
635 Oak Hill Ave
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
HANCOCK COMFORT INN, LIMITED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 12, 1986 AT 11:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ 5.00 20

SPECIAL
FEE PAID:

\$ _____

D2131100

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 202552

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2813 1834

5-12-86 at 11:37a .m.

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

FIRST: The Charter of the Corporation is hereby amended by striking out Article 2:

SECOND: That the name of the Corporation is: Heritage Construction Company and inserting in lieu thereof the following:

RECORD 5.00
ISSUE 47.50
04 0203 7-14P11:46

SECOND: That the name of the Corporation is: Heritage Stair & Rail, Inc.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on May 1, 1986 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 May 1, 1986.

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, Heritage Construction Company, who executed on behalf of said Corporation the foregoing Articles of Amendment, of

2812 2404

0530652

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:

HERITAGE CONSTRUCTION COMPANY

Costa C. Gardner
Secretary

By: Edward E. Sowers
Edward E. Sowers
President

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

I HEREBY CERTIFY, that on this 8 day of May, A.D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward E. Sowers, President of Heritage Construction 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 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.

Lauren E. Baker
Notary Public

My Commission Expires:
1 July 1986

2812 2405



DOCUMENT CODE 9A P Business Code _____ County _____

B2061455 _____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) Heritage Stair & Rail, Inc.

- Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	_____	Rec. Fee (Arts. of Inc.)	75	_____	Special Fee
20	_____	Organ. & Capitalization	80	_____	For. Limited Partnership
62	<u>20</u>	Rec. Fee (Amendment)			ship
63	_____	Rec. Fee (Merger or Consolidation)	83	_____	Cert. Ltd. Partnership
64	_____	Rec. Fee (Transfer)	84	_____	Amend. to Limited Partnership
	_____	Rec. Fee (Dissolution)	85	_____	Term. of Limited Partnership
	_____	Rec. Fee (Revival)	21	_____	Recordation Tax
	_____	Foreign Qualification	22	_____	State Transfer Tax
51	_____	Foreign Name Registration	23	_____	Local Transfer Tax
50	_____	Cert. of Qualification or Registration	31	_____	Corp. Good Standing
13	_____	Certified Copy	NA	_____	For. Corporation Registration
56	_____	Foreign Penalty			Other _____
54	_____	For. Supplemental Cert.			
73	_____	Cert. of Conveyance			
					Other _____

TOTAL FEES 20 Check _____ Cash _____

APPROVED BY: gs

Documents on _____ checks

Mail to Address: Nancy Boyer
Meyers & Young ← Del. 7/24/86
P O BOX 1267
Hagerstown, Md 21741-1267

Code _____

ATTENTION: _____

NOTE: _____

ARTICLES OF AMENDMENT
OF
HERITAGE CONSTRUCTION COMPANY
CHANGING IT'S NAME TO:
HERITAGE STAIR & RAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND May 12, 1986 AT 11:37 O'CLOCK a. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20 5.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

A 202410



ZHJ

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2812 2403

ARTICLES OF AMENDMENT

5/12/86 at 4:00 p.m.

Byler Clinic, P.A., a Maryland professional 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: Byler Clinic, P.A.

RECORD 5.00
2 SUB 52.50
04 0204 7-14P12:40

and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is: Robert E. Byler, M.D., P.A.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on May 1, 1986 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 May 1, 1986.

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 Byler Clinic, P.A., who executed on behalf of said Corporation the foregoing Articles of Amendment, of

2812 2089

6130353

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:

BYLER CLINIC, P.A.

Lora J. Byler
Secretary

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

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

I HEREBY CERTIFY, that on this 8th day of May, A.D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert E. Byler, President of Byler Clinic, P.A., a Maryland professional 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.

Letty A. Kursten
Notary Public

My Commission Expires:
1 July 1986

2512 2390



DOCUMENT CODE 09 A Business Code _____ County _____

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) Robert E. Byler, M.D., P.A.

- Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	_____	Rec. Fee (Arts. of Inc.)
20	_____	Organ. & Capitalization
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
_____	_____	Rec. Fee (Revival)
_____	_____	Foreign Qualification
_____	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES \$20.00 Check _____ Cash _____

APPROVED BY: DK

Documents on _____ checks

Mail to Address: Nancy C. Byler
C/O Meyers & Gandy P.A. 11/24/86
P.O. Box 1260
Hagerstown, Md 21741-0450

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF AMENDMENT
OF
BYLER CLINIC, P.A.
CHANGING IT'S NAME TO:
ROBERT E. BYLER, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND May 12, 1986 AT 4:00 O'CLOCK p. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20 5⁰⁰

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

A 202406

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2812 2388



ZHJ

APPROVED FOR RECORD

5/12/86

at 9:30

.m.

H & M HOLDING COMPANY

ARTICLES OF INCORPORATION

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 H & M Holding Company.

RECORD 6.50
B SUB 59.00
04 0205 7-14P12:41

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

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

(1) To acquire by purchase, 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 and all securities, as such term is hereinafter defined, issued or created by any corporation, firm, organization, association or other entity, public or private, whether formed under the laws of the United States of America or of any state, commonwealth, territory, dependency or possession thereof, or of any foreign country or of any political subdivision, territory, or issued or created by the United States of America or any state or commonwealth thereof or any foreign country, or by any agency, subdivision, territory, dependency, possession or municipality of any of the foregoing, 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.

The term "securities" as used in this Article shall mean any and all notes, stocks, treasury stocks, bonds, debentures, evidences of indebtedness, certificates of interest or participation in any profit-sharing agreement, collateral trust certificates, preorganization certificates or subscriptions, transferable shares, investment contracts, voting trust certificates, certificates of deposit for a security, fractional undivided interests in oil, gas, or other mineral rights or, in general, any interests or instruments commonly known as "securities", or any and all certificates of interest or participation in, temporary or interim certificates for, receipts for, guaranties of, or warrants or rights to subscribe to or purchase, any of the foregoing.

2812 1874



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01300000

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

(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.

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 81 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Lynn F. Meyers, 81 West Washington Street, Hagerstown, Maryland 21470. 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) 812 1875 ✓

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. The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Common Stock of the Corporation.

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

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

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

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

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

1876

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

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

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

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

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

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

(g) Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action

under this Section, and, if so, the terms and conditions thereof.

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

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

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

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

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

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: Helen M. Benchoff and J. Martin Benchoff, Jr.

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 is hereby empowered to authorize the issuance from time to time of shares of its stock 1878

of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

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

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

(4) A contract or other transaction between the Corporation and any of its directors or between the Corporation and any other corporation, firm or other entity in which any of its directors is a director or has a material financial interest is not void or voidable solely because of any one or more of the following: the common directorship or interest; the presence of the director at the meeting of the Board of Directors which authorizes, approves or ratifies the contract or transaction; or the courting of the vote of the director for

2812 1879

the authorization, approval or ratification of the contract or transaction. This Section applies if:

(a) the fact of the common directorship or interest is disclosed or known to: the Board of Directors and the Board authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or the 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

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

Common or interested directors or the stock owned by them or by an interested corporation, firm, or other entity may be counted in determining the presence of a quorum at a meeting of the Board of Directors or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved or ratified. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in clause (a) of the second sentence of this Section, the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to the Corporation at the time it was authorized, approved, or ratified. The procedures in this Section do 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.

(5) The Corporation shall indemnify (a) its directors to the full extent provided by the general laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (b) its officers to the same extent it shall indemnify its directors; and (c) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law. The foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law.

(6) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise; but no such amendment which changes such terms or contract rights of any of its outstanding stock shall be valid unless such amendment shall have been authorized by not less than a majority of the aggregate number of the votes entitled to be cast thereon, by a 1880

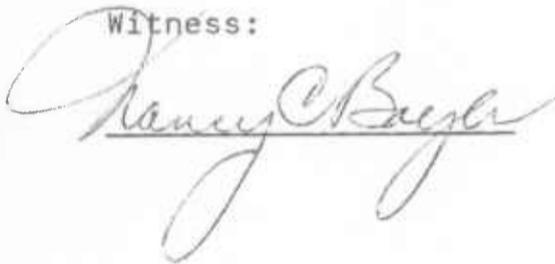
vote at a meeting or in writing with or without a meeting; provided, however, that any amendment to, repeal of, or adoption of any provision inconsistent with Article SEVENTH shall have been authorized by not less than 80% of the aggregate votes entitled to be cast thereon, by vote at a meeting or in writing with or without a meeting.

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this 25th day of April, A.D., 1986.

Witness:


Nancy C. Bayler


Lynn F. Meyers

2812 1881



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	<u>26</u>	Rec. Fee (Arts. of Inc.)	75	_____	Special Fee
20	<u>20</u>	Organ. & Capitalization	80	_____	For. Limited Partnership
62	_____	Rec. Fee (Amendment)	83	_____	ship
63	_____	Rec. Fee (Merger or Consolidation)	84	_____	Cert. Ltd. Partnership
64	_____	Rec. Fee (Transfer)	85	_____	Amend. to Limited Partnership
52	_____	Rec. Fee (Dissolution)	21	_____	Term. of Limited Partnership
51	_____	Rec. Fee (Revival)	22	_____	Recordation Tax
50	_____	Foreign Qualification	23	_____	State Transfer Tax
13	_____	Foreign Name Registration	31	_____	Local Transfer Tax
56	_____	Cert. of Qualification or Registration	NA	_____	Corp. Good Standing
54	_____	Certified Copy	_____	_____	For. Corporation Registration
73	_____	Foreign Penalty	_____	_____	Other _____
_____	_____	For. Supplemental Cert.	_____	_____	Other _____
_____	_____	Cert. of Conveyance	_____	_____	Other _____

TOTAL FEES 46 Check _____ Cash _____

APPROVED BY: PCM

1 Documents on 2 checks

Mail to Address: Meyers & Young 7/24/96
P.O. Box 1267
Hagerstown, Md. 21741-1267

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
H & M HOLDING COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 12, 1986 AT 09:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

9

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 6.50 26

SPECIAL
FEE PAID:

\$ _____

D2130748

WASHINGTON

TO THE CLERK OF THE COURT OF

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 202374

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2812 1873

ARTICLES OF INCORPORATION

OF

FAIRVIEW ORCHARDS ASSOCIATES, INC.

STATE OF MARYLAND
DEPARTMENT OF ASSESSMENTS
TAXATION

APPROVED FOR RECORD

5-9-86 at 3:39 p.m.

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, John M. Porterfield, whose post office address is E. Main Street, Hancock, Maryland 21750, being at least eighteen (18) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, submit these Articles with the intention of forming a corporation by the execution and filing thereof.

RECORD 6.00
8 SUB 65.00
04 0206 7-14P12:41

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

FAIRVIEW ORCHARDS ASSOCIATES, INC.

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

(a) To engage in agricultural businesses, including, but not limited to, the operation and management of orchards and other agricultural properties owned by the Corporation or leased from others, and in connection therewith to purchase, own, lease or otherwise acquire, hold, sell, assign, transfer, mortgage or otherwise dispose of interests in

61328020

2812 1731

all types of property, real, personal or mixed, and to enter into any and all agreements necessary, desirable or appropriate to the aforementioned business and to engage in any other activity which may be associated with the aforementioned business, or any aspect thereof, without limitation, both within and without this State.

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

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

bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association; and while the owner or holder of any such shares of stock, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock, so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(e) In general to promote and carry on any other business for which corporations may be organized under the General Laws of the State of Maryland and to engage in and perform any act or activity which may lawfully be performed by a business corporation under the Laws of the State of Maryland.

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the Charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corpora-

tion and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in Maryland is E. Main Street, Hancock, Maryland 21750. The name and post office address of the resident agent of the Corporation in Maryland is John M. Porterfield, E. Main Street, Hancock, Maryland 21750, said resident agent being a citizen of the State of Maryland and actually residing therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) per share, all of one class designated as Common Stock, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of Directors of the Corporation shall be as set forth in the By-Laws of the Corporation but shall never be less than the number required by the General Laws of the State of Maryland. The names of the directors who shall act until the first annual meeting of stockholders or until their successors are duly chosen and qualify are: Gerhard Ruess, John M. Porterfield and Robert Sweeney.

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

(2) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and, in the absence of fraud, no contract or other transaction shall be thereby affected or invalidated; provided, that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the Corporation who is also a director or officer of, or interested in, such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board

of Directors which shall authorize any such contract or transaction, but may vote thereat to authorize any such contract or transaction only in accordance with the General Laws of the State of Maryland now or hereafter in force.

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

(4) The Board of Directors of the Corporation shall have the power to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value of any class, for such consideration as said Board of Directors may deem advisable irrespective of the value or amount of such consideration.

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

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

(7) The Corporation reserves the right from time to time to make any amendments to its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise.

The enumeration and definition of particular powers of the Corporation and of the directors and stockholders 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 Corporation or upon the directors and stockholders under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation and acknowledges the same to be his act, and further acknowledges, under the penalties of perjury, that, to the best of his knowledge, information and belief, the matters and facts contained herein are true in all material respects on this 9th day of May, 1986.

WITNESS:

Carolee Chrymder

John M. Porterfield
John M. Porterfield



STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>24</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	<u>13</u>	Certified Copy <u>7P</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
Other	_____	Other

TOTAL FEES 57 Check _____ Cash _____

APPROVED BY: [Signature]

Documents on _____ checks

Mail to Address: Charles Moran
Semmes Bowen ← 7/24/80
10 Wight St
Balt, Md 21202

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
FAIRVIEW ORCHARDS ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 09, 1986 AT 03:39 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

8

ORGANIZATION AND
CAPITALIZATION FEE PAID:

20

\$ _____

RECORDING
FEE PAID:

6.22

24

\$ _____

SPECIAL
FEE PAID:

\$ _____

02130508

WASHINGTON

TO THE CLERK OF THE COURT OF

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 202357

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2812 1730

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record July 14, 1986 at 12:41 o'clock P.M.

Liber 36

APPROVED FOR RECORD

5/7/86 at 10:46 a.m.

SMITHSBURG HISTORICAL SOCIETY, INCORPORATED

ARTICLES OF INCORPORATION

FIRST: We, A. Lee Towson, whose post office address is P.O. Box 415, Cloverly Lane, Smithsburg, Maryland, Simon Clopper, whose post office address is 19 South Main, P.O. Box 92, Smithsburg, Maryland, and Mary . Jacques, whose post office address is Route 3, Box 94, Smithsburg, Maryland, 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 hereafter called the "Corporation") is SMITHSBURG HISTORICAL SOCIETY, INCORPORATED.

RECORD 5.00
SUB 70.00
7-14-86

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 the Board of Directors, jeopardize the federal income tax

6270210

2012 1481



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

(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 preservation, display and procurement of objects of heritage and historic importance of and to the Town of Smithsburg and the surrounding community and to keep, in trust, in a designated place such objects for the enjoyment, education and edification of members of the community without regard for their race, creed or color or without regard for the race, creed or religion of the original owners of the artifacts so collected and displayed.

FOURTH: The post office address of the principal office of the Corporation in this State is Town Hall, West Water Street, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State are Charles H. Slick, 47 North Main Street, Box 94, Smithsburg, Maryland 21783. 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 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: A. Lee Towson, Simon Clopper and Mary Jacques.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for

public safety, literary, or educational purposes with in 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, we have signed these Articles of Incorporation this 14th day of April, A. D., 1986, and we acknowledge same to be our act.

A. Lee Towson (SEAL)
A. Lee Towson

Simon Clopper (SEAL)
Simon Clopper

Mary . Jacques (SEAL)
Mary . Jacques



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 04 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	75	_____	Special Fee
20	<u>20</u>	Organ. & Capitalization	80	_____	For. Limited Partner-
62	_____	Rec. Fee (Amendment)		_____	ship
63	_____	Rec. Fee (Merger or	83	_____	Cert. Ltd. Partnership
		Consolidation)	84	_____	Amend. to Limited
64	_____	Rec. Fee (Transfer)		_____	Partnership
65	_____	Rec. Fee (Dissolution)	85	_____	Term. of Limited
66	_____	Rec. Fee (Revival)		_____	Partnership
52	_____	Foreign Qualification	21	_____	Recordation Tax
51	_____	Foreign Name Registration	22	_____	State Transfer Tax
50	_____	Cert. of Qualification	23	_____	Local Transfer Tax
		or Registration	31	_____	Corp. Good Standing
13	<u>10</u>	Certified Copy <u>100-4</u>	NA	_____	For. Corporation
56	_____	Foreign Penalty		_____	Registration
54	_____	For. Supplemental Cert.		_____	Other _____
73	_____	Cert. of Conveyance		_____	Other _____

TOTAL FEES 50 Check _____ Cash _____

APPROVED BY: PCM

Documents on _____ checks none
Mail to Address: Elwood Hauer
100 W. Franklin St
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
SMITHSBURG HISTORICAL SOCIETY, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 07, 1986 AT 10:46 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 5.00 20

SPECIAL
FEE PAID:

\$ _____

D2130094

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 202316

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2812 1480

RECORD 5.00
8 SUB 75.00
04 0208 7-14-86 12:42

ARTICLES OF INCORPORATION

OLIVER GROUP, INC.

5/7/86 10:20 a.m.

FIRST: I, Richard W. Lauricella, whose post office address is 82 West Washington Street, Hagerstown, Maryland, 21740, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To engage in construction 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 82 West Washington Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kent N. Oliver, 82 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased 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: Kent N. Oliver, Richard W. Lauricella, Donald E. Beachley, and James W. Stone.

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:

100-117-7 A 10:20

01276136

2012 1269

(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 6th day of May, 1986, and I acknowledge the same to be my act.

WITNESS:

Patricia S. Ambrose

Richard W. Lauricella
Richard W. Lauricella

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

I HEREBY CERTIFY, That on this 6th day of May, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Patricia S. Ambrose
Notary Public



My Commission Expires:
July 1, 1986



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
_____	_____	Rec. Fee (Dissolution)
_____	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY: A

Documents on checks

Mail to Address: MD 21, 7/24/80

Miller, Oliver et al

PO Box 1269

Hagerstown, Md 21741-1269

NOTE:

Code _____

ATTENTION: _____

ARTICLES OF INCORPORATION
OF
OLIVER GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 07, 1986 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 2.00 20

\$ _____

D2129799

TO THE CLERK OF THE COURT OF

WASHINGTON

COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 202292

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2812 1268

Received for Record July 14, 1986 at 12:42 o'clock P.M. Liber 36

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

VIDEO SHACK, INC.

APPROVED FOR RECORD

ARTICLES OF AMENDMENT

5-12-86 at 11:33a .m.

VIDEO SHACK, INC., a Maryland Corporation, having its principal office at 1063 Virginia Avenue, Hagerstown, Maryland (hereinafter referred as the "Corporation"), hereby certifies to the State Department of Assessments & Taxation of Maryland (hereinafter referred to as the "Department") that:

RECORD 5.00
& SUB 80.00
04 0209 7-14P12:42

FIRST: The Charter of the Corporation is hereby amended by deleting therefrom in its entirety Article SECOND and substituting in lieu thereof the following new Article SECOND:

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

VIDEO FANTASY, INC.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing Amendment and by written informal action, unanimously taken by the stockholders of the Corporation, in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the

61328323

2812 2116

Corporation duly approved said amendment.

IN WITNESS WHEREOF, VIDEO SHACK, 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 6th day of May, 1986, and its President acknowledges that these Articles of Amendment are the act and deed of VIDEO SHACK, INC., and, under the penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge and belief.

ATTEST:

VIDEO SHACK, INC.

Mary A. Clopper
Mary A. Clopper, Secretary

BY: Donald R. Clopper
Donald R. Clopper
President

2812 2117



STATE OF MARYLAND
State Department of Assessments and Taxation
 Gene L. Burner, Director

DOCUMENT CODE 9A 10 Business Code _____ County _____

D 1927078 _____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) Video Fantasy, Inc.

- Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	_____	Rec. Fee (Arts. of Inc.)	75	_____	Special Fee
20	_____	Organ. & Capitalization	80	_____	For. Limited Partner-
62	<u>20</u>	Rec. Fee (Amendment)			ship
63	_____	Rec. Fee (Merger or	83	_____	Cert. Ltd. Partnership
		Consolidation)	84	_____	Amend. to Limited
		Rec. Fee (Transfer)			Partnership
		Rec. Fee (Dissolution)	85	_____	Term. of Limited
		Rec. Fee (Revival)			Partnership
		Foreign Qualification	21	_____	Recordation Tax
51	_____	Foreign Name Registration	22	_____	State Transfer Tax
50	_____	Cert. of Qualification	23	_____	Local Transfer Tax
		or Registration	31	_____	Corp. Good Standing
13	_____	Certified Copy	NA	_____	For. Corporation
56	_____	Foreign Penalty			Registration
54	_____	For. Supplemental Cert.			Other _____
73	_____	Cert. of Conveyance			Other _____
					Other _____

TOTAL FEES 20 Check _____ Cash

APPROVED BY: [Signature]

Documents on _____ checks Del.
 Mail to Address: Robert Kaczynski 7/24/80
55 N. Jonathan St
Hagerstown Md 21740

Code _____
 ATTENTION: _____

NOTE:

ARTICLES OF AMENDMENT
OF
VIDEO SHACK, INC.
Changing its name to
VIDEO FANTASY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 12, 1986 AT 11:33 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00 500

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 202180

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2812 2115

- First: The name of the corporation is Group Three, Inc.
- Second: The address of the principal office of the corporation is 14 Maple Avenue, Boonsboro, MD 21713.
- Third: The name and address of a resident agent of the corporation who shall serve for one year after dissolution and until the affairs of the corporation are wound up are John P. Strider, Jr., 14 Maple Avenue, Boonsboro, MD 21713.
- Fourth: The name and address of each of the directors is as follows:
 Stuart L. Mullendore 2 Maple Avenue Boonsboro, MD 21713
 Gary C. James Rt. 1, Shepherdstown, WV 25443
 John P. Strider Jr. 14 Maple Avenue, Boonsboro, MD 21713
- Fifth: The name, title, and post office address of each of the officers is as follows:

Name	Title	Address
Stuart L. Mullendore	Chairman	2 Maple Avenue, Boonsboro, MD 21713
Gary C. James	President	P. O. Box D, Shepherdstown, WV 25443
John P. Strider Jr.	Sec.-Treas.	14 Maple Avenue, Boonsboro, MD 21713
- Sixth: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the board of directors and stockholders of the corporation.
- Seventh: The corporation has no known creditors.
- Eighth: The corporation is dissolved as of this date, November 15, 1985, with no other provisions necessary as deemed by the Board of Directors.

The undersigned (president, secretary) certify under the penalties of perjury that to the best of my knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.

ATTEST:

John P. Strider Jr.
Secretary of Corporation

Stuart L. Mullendore
President of Corporation

RECORD 5.00
8 SUB 85.00
04 0210 7-14P12:43

5/5/86 at 10:45a .m.

01258269



2811



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

GROUP THREE, INC.

have been paid.

WITNESS my hand and official seal this

8th day of APRIL A.D. 1986.


Patricia A. Mekeal
 DEPUTY COMPTROLLER
 COMPTROLLER OF THE TREASURY

2011 05 02



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 19 Business Code _____ County 71

D 1913 227 _____ Close

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	_____	Rec. Fee (Arts. of Inc.)
20	_____	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	<u>20</u>	Rec. Fee (Transfer)
	_____	Rec. Fee (Dissolution)
	_____	Rec. Fee (Revival)
	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
	_____	Other _____
	_____	Other _____

TOTAL FEES 50 Check _____ Cash _____

APPROVED BY: [Signature]

Documents on _____ checks

Mail to Address: MAIL 7/24/86

Code _____

ATTENTION: _____

John Strick
114 Maple Ave
Boonshon, Md 21713

NOTE:

86 filed month (NA)

ARTICLES OF DISSOLUTION
OF
GROUP THREE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 5, 1986 AT 10:45 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ 20.00 ⁵⁰⁰	\$ 30.00

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 201975

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2811 2520

APPROVED FOR RECORD

Morningstar Ministries, Inc. 5-8-86 at 10:20 a.m.

ARTICLES OF INCORPORATION

FIRST: The undersigned:

<u>Rev. Joey Weeks</u>	<u>965 Greenbrier Rd.</u>
	<u>Hagerstown, MD 21740</u>
<u>Fred Argilan</u>	<u>119 N. Cleveland Ave.</u>
	<u>Hagerstown, MD 21740</u>
<u>Mae A. Argilan</u>	<u>119 N. Cleveland Ave.</u>
	<u>Hagerstown, MD 21740</u>
<u>Lois L. Youngbar</u>	<u>Rt. 3 Box 313</u>
	<u>Boonsboro, MD 21713</u>
<u>Melvin Grim, Jr.</u>	<u>Rt. 3 Box 313</u>
	<u>Boonsboro, MD 21713</u>

RECORD 2.50
B SUB 87.50
04 0211 7-14P12:43

appointed to act as trustees in the name and on behalf of Morningstar Ministries, Inc. do hereby associate ourselves as incorporators with the intention of forming a religious corporation under the general laws of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Morningstar Ministries, Inc.

THIRD: The plan of the church is as follows:

1. To establish a local fellowship of believers patterned after the New Testament church in the Bible as a result of being filled, empowered and directed by the Holy Spirit and the revealed knowledge of God's Word.

01200233

2. To minister the gospel of Jesus Christ under the direction of the Holy Spirit to the local community and eventually on a national and international level.
3. To operate establishments such as, but not limited to, a non-alcoholic Christian nightclub in order to provide a wholesome atmosphere where the social and spiritual needs of the community can be met.
4. Said corporation is organized exclusively for charitable and religious 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 corresponding section of any future federal tax code.
5. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.
6. The original trustees shall continue in that position until death or voluntary resignation as long as their membership in the church is maintained. Whenever this office is vacated it shall fall to the remaining members of the board to appoint a successor.
7. The voting body of the church shall consist of the pastors and elders. Trustees, pastors, elders and other officers of the corporation must be members of the corporation.

✓ FORTH:

The post office address of the principal place of worship is 119 N. Cleveland Ave., Hagerstown, MD 21740. The name and post office address of the resident agent of the Corporation in Maryland is Fred Argilan, 119 N. Cleveland Ave., Hagerstown, Washington Co. , Maryland 21740.

IN WITNESS WHEREOF, we the trustees have signed these Articles of Incorporation on April 30, 1986, and severally acknowledge the same to be our act.

Rev. Joey Weeks
Rev. Joey Weeks

Fred Argilan
Fred Argilan

Mae A. Argilan
Mae A. Argilan

Lois L. Youngbar
Lois L. Youngbar

Melvin Grim, Jr.
Melvin Grim, Jr.



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 16 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>10</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
Other	_____	Other _____

TOTAL FEES 30 Check _____ Cash _____

APPROVED BY: JLS

Documents on _____ checks 4 7/21/80

Mail to Address: Fred Argulan
119 N. Cleveland Av
Hagerstown Md 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
MORNINGSTAR MINISTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 08, 1986 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 2.50 10

SPECIAL
FEE PAID:

\$ _____

02128643

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 202141

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO:

2811 1783

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF INCORPORATION

OF

FLOORS & MORE, INC.

RECORD 5.00
818 72.50
04 0212 7-14P12:43

APPROVED FOR RECORD

5/2/86 at 11:19 a.m.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Timothy M. Kight, whose post office address is Route 5, Box 186-A, Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Floors & More, Inc.

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

Wholesale and retail sales and installation of floor coverings and related products.

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.

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.

61228284

2810 1993

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 216 South Locust Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Timothy M. Kight, 216 South 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 no par value.

SIXTH: 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, 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 (1); and
- 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 names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Timothy M. Kight and Susan C. Kight.

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 1st day of May, 1986.

WITNESS:

Nanna M. Myers

Timothy M. Kight
Timothy M. Kight

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

I HEREBY CERTIFY, that on this 1st day of May, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Timothy M. Kight, who acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Louie Thomas
Notary Public

My Commission Expires:
July 1, 1986





STATE OF MARYLAND
State Department of Assessments and Taxation
 Gene L. Burner, Director

DOCUMENT CODE P 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
67	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	<u>9</u>	Certified Copy <u>1-CC 3</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
Other	_____	Other

TOTAL FEES 49 Check _____ Cash _____

APPROVED BY: _____

1 Documents on 1 checks

Mail to Address: Snyder + Elgin
28 Jonathon St
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE:

Received for Record July 14, 1986 at 12:44 o'clock P.M.

Liber 36

APPROVED FOR RECORD

TURNER SKATE PALACE, INC. 4/3/86 at 10:54 a.m.

ARTICLES OF INCORPORATION

FIRST: I, Scott L. Schubel, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

- (1) To own and operate a roller skating rink at 2214 Virginia Avenue, Hagerstown, Maryland.
- (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 2214 Virginia Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation is Franklin R. Turner, 2214 Virginia Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

RECORD 5.00
6-28-86 7-14-86
0213 7-14 12:44

01288304

2810 2282

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

(1) If there is no stock outstanding, the number of directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Franklin R. Turner, W. Kennedy Boone, III, and Scott L. Schubel.

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 of 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 proceedings referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific

case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all 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 April, 1986, and I acknowledge the same to be my act.

Scott L. Schubel
Scott L. Schubel

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY That on this 28th day of April, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Scott L. Schubel, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Quith D. Feather
Notary Public

My Commission Expires:
7-1-86





STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	<u>11</u>	Certified Copy <u>1cc-5</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
Other	_____	Other

TOTAL FEES 51 Check _____ Cash _____

APPROVED BY: PCM

Documents on _____ checks 4/10/80

Mail to Address: Wachs Boone and Bannon
138 W. Washington St.
Hagerstown, Md. 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
TURNER SKATE PALACE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 30, 1986 AT 10:54 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 5.00 20

\$ _____

D2125995

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 201873

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ARTICLES OF INCORPORATION

OF

K. GEORGE SACHARIAH, M.D., P.A.

RECEIVED FOR RECORD
5/2/86 at 10:30 a.m.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, K. George Sachariah, whose post office address is 111 King Street, Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is K. George Sachariah, M.D., P.A.

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

Nuclear and internal medicine.

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.

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.

DER AND ELGIN, P.A.
ATTORNEYS AT LAW
AGERSTOWN MARYLAND

61228269

RECORD 5.00
R SUB 102.50
204 0214 012 7-14P12:44

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 111 King Street, Hagerstown, Maryland 21740. ✓
The name and post office address of the Resident Agent of the Corporation in this State is K. George Sachariah, 111 King 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 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 Bylaws 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 (1); and

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 or until his successors are duly chosen and qualified is K. George Sachariah.

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 29th day of April, 1986.

WITNESS:

Donna M. Myers

K. George Sachariah
K. George Sachariah

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

I HEREBY CERTIFY, that on this 29 day of April, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared K. George Sachariah, and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Lori J. Thomas
Notary Public



My Commission Expires:
July 1, 1986



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE P 02 Business Code 06 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
52	_____	Rec. Fee (Dissolution)
51	_____	Rec. Fee (Revival)
50	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	<u>9</u>	Certified Copy ICC-3
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES 49 Check _____ Cash _____

APPROVED BY: EM

Documents on _____ checks 7/24/90

Mail to Address: Snyder and Elgin
28 Jonathan St.
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
K. GEORGE SACHARIAH, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 02, 1986 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

[Handwritten signature]

ORGANIZATION AND
CAPITALIZATION FEE PAID:
\$ _____ 20

RECORDING
FEE PAID:
\$ *[Handwritten]* 20

SPECIAL
FEE PAID:
\$ _____

D2125797

WASHINGTON

TO THE CLERK OF THE COURT OF

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 201852

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2810 1011

Received for Record July 14, 1986 at 12:44 o'clock P.M. liber 36

THOMAS B. HAYWOOD, M.D., P.A.

ARTICLES OF INCORPORATION

fs
THIS IS TO CERTIFY:

RECORD 2.00
B SUB 110.50
04 0215 7-14P12:4

FIRST: That I, BRIAN G. WEST, as Incorporator, whose post office address is Suite 301, 606 Baltimore Avenue, Towson, Maryland 21285-0716, being over eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, set forth and execute these Articles of Incorporation with the intent of forming a corporation.

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

THOMAS B. HAYWOOD, M.D., P.A.

THIRD: The sole and specific purpose for which the Corporation is formed, is to engage in the practice of medicine and in all ramifications and subdivisions thereof, including any and all other functions deemed by the Board of Medical Examiners of the State of Maryland to constitute the practice of medicine; provided, however, the Corporation shall be permitted to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, as well as to own real and personal property necessary for the rendering

2810 0546

01288457

of the aforementioned professional services, and in connection with such investment and related professional activities, the Corporation shall have the following special powers:

(a) To buy, sell, exchange, and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages on the same; to make and obtain loans on real estate, improved or unimproved, and on personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the goodwill, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this Corporation; to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the Corporation, from time to time, for any of the objects or purposes of the Corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold,

2810 0547

own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory, or foreign country.

(b) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, or otherwise, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, mortgages, deeds of trust, debentures, securities, obligations, and other evidences of indebtedness of any person, firm or corporation, created by or under the laws of the State of Maryland, or otherwise, and while owner of any of said shares of capital stock or bonds or other property, to exercise all rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do, and to render consulting advisory services in connection therewith; and also to purchase, hold, and sell any of its obligations, including investment trust certificates, and to make such credit advances thereon as may be determined from time to time.

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

2810 0548

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

(d) 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.

(e) To enter into and perform contracts of every sort and description with any person, firm, association, corporation, municipality, county, state, nation, or other body politic, or with any colony, dependency or agency of any of the foregoing.

(f) To guarantee the payment of dividends on any shares of stock of, or the performance of any contract by, any other corporation, association, or other venture,

2810 0549

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

(g) To loan or advance money, with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation; and to issue bonds, debentures, notes or other obligations of any nature (including bonds, debentures, notes or 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 on, 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 aforesaid powers, 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

2810 0550

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 powers of the Corporation is made in furtherance and not in limitation of the powers conferred on the Corporation by the laws of the State of Maryland, and is not intended, by the mention of any particular powers, in any manner to limit or restrict the generality of any other powers mentioned, or to limit or restrict any of the powers of the Corporation; provided, however, that the Corporation shall not exercise any power which is incompatible with the provisions of the "Professional Service Corporation Act," Corporations and Associations Article, §§5-101 to 5-122, Annotated Code of Maryland and nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the Corporation to carry on any business, exercise any power or do any act which the Corporation may not under the provisions of the Professional Service Corporation Act. In particular, the shares of common stock of the Corporation may be issued or transferred only to individual shareholders who are licensed or otherwise legally authorized to render the same professional service as that for which the Corporation is organized.

The Corporation is formed on the articles, conditions and provisions herein expressed, and subject in all particulars

2810 0551

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 645 East First Street, Hagerstown, Maryland 21740. The resident agent of the Corporation in this State is Thomas B. Haywood, M.D., whose post office address is 645 East First Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have one (1) Director (which number may be increased or decreased, pursuant to the Bylaws of the Corporation), and Thomas B. Haywood, M.D., shall act as such until the first annual meeting or until his successor is duly chosen and qualified.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of the par value of one dollar (\$1.00) 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).

No holder of shares of stock of the Corporation shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock, or securities convertible into stock, of any class

2810 0552

whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

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 stock of any class with or without par value, whether now or hereafter authorized, and options and warrants with respect thereto, and bonds, notes, debentures, or other obligations convertible into securities or into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of the Corporation.

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

2810 0553

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

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

2810 0554

(d) The Board of Directors shall have the right to indemnify any person who under the General Laws of the State of Maryland may be indemnified by a corporation, but only to the extent, and in such manner, and on such terms, as may be lawful under the General Laws of the State of Maryland.

(e) The Corporation reserves the right, from time to time, to make any amendments to its Articles which may now or hereafter be authorized by law, including any amendments changing the terms of and class of its stock by classification, reclassification, or otherwise.

(f) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes.

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

2810 0555

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 30th day of April, 1986, and acknowledge the same to be my act.

WITNESS:

Suzanne M. Bourdieu

Brian G. West (SEAL)
BRIAN G. WEST

2810 0556

17,489-H

METRO INSPECTIONS, INC.

RECORD 5.00
SUB 115.50
04 0216 7-14P 12:45

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

g
Re

ARTICLES OF INCORPORATION

FIRST: I, Hugh Kristian Hanson, whose post office address is 132 East Main Street, Post Office Box 109, Salisbury, Maryland 21801, 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 "Corporation") is METRO INSPECTIONS, 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 conduct inspections of vehicles to insure they comply with the regulations of the State of Maryland for motor vehicles, and repair and replace parts thereon to insure said compliance.

(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 231 Lake Street, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Hugh K. Hanson, 132 East Main Street, Salisbury, Maryland. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The number of Directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the Director, who shall act until the first annual meeting or until his successor is duly chosen and qualified, is Hugh Kristian Hanson. 2609 1611

EIGHTH: (1) As used in this Article EIGHTH, any word or

61266183

LAW OFFICES
CULLEN, CLARK,
INSLEY & HANSON
132 E. MAIN ST.
SALISBURY, MD. 21801

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 25th day of April, 1986, and I acknowledge the same to be my act.

WITNESS:

Dawn W. Insley

Hugh Kristian Hanson (SEAL)
HUGH KRISTIAN HANSON

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY that on this 25th day of April, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Hugh Kristian Hanson, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

LAW OFFICES
CULLEN, CLARK,
INSLEY & HANSON
132 E. MAIN ST.
SALISBURY, MD. 21801



Dawn W. Insley
NOTARY PUBLIC

My Commission Expires: July

ARTICLES OF INCORPORATION
OF
METRO INSPECTIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 30, 1986 AT 09:58 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 5⁰⁰ 20

SPECIAL
FEE PAID:

\$ _____

D2124048

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 201689

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2809 1610

ARTICLES OF AMENDMENT

OF

TRI-STATE CLEANING SERVICES, INC.

RECORD 5.00
8 SUB 120.50
04 0217 7-14P12:45

Tri-State Cleaning Services, Inc., a Maryland Corporation, having its principal offices at 109 South Potomac Street, Hagerstown, Maryland, 21740, (hereinafter called "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 the Corporation to "VINDIVICH ENTERPRISES, INC."

SECOND: By informal action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-604 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors duly advised the foregoing amendments and by informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-604 of the aforesaid Annotated Code, the stockholders of the Corporation duly, unanimously approved said amendments.

IN WITNESS WHEREOF, Tri-State Cleaning 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 on this day of 1986, and its President acknowledges that these Articles of Amendment are the act and deed of the Corporation, and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

TRI-STATE CLEANING SERVICES, INC

Donald Vindivich
Donald Vindivich, Secretary

By Nick G. Vindivich, Jr.
Nick G. Vindivich, Jr.
President

04210156

2810 0314

ARTICLES OF AMENDMENT
OF
TRI-STATE CLEANING SERVICES, INC.
Changing its name to
VINDIVICH ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 1, 1986 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00 *5-18*

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 201470

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2810 0313

ELEANOR LAKIN, ARCHITECT, P.A.
ARTICLES OF INCORPORATION

RECORD 5.00
8 SHE 125.50
04 0218 7-14P12:45

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Eleanor Lakin, Architect, P.A.

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

(1) To engage in the business of the provision of architectural and related 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 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 879 Commonwealth Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent for the Corporation in this State are Eleanor Lakin, 879 Commonwealth Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

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.

04200418

2809 0030

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.

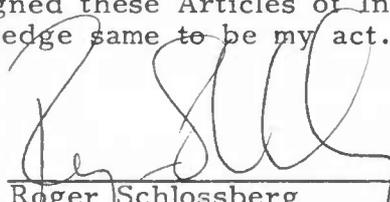
The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by 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 28th day of April, 1986, and I acknowledge same to be my act.


 Witness


 Roger Schlossberg

2809 0031

ARTICLES OF INCORPORATION
OF
ELEANOR LAKIN, ARCHITECT, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 29, 1986 AT 10:55 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ 5.00 20

SPECIAL
FEE PAID:

\$ _____

D2123081

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 201426

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2809 0029

ARTICLES OF INCORPORATION

I. & M. TRANSPORTATION, INC.

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

RECORD 5.01
8 SUB 130.51
04 0219 7-14P12:4

FIRST: I, Charles Clarke, whose post office address is 901 Pope 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 I. & M. TRANSPORTATION, 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 transporting of products; 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 901 Pope Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Charles Clarke, 901 Pope 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 1,000 shares, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Charles Clarke.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

2808 0892

81138210

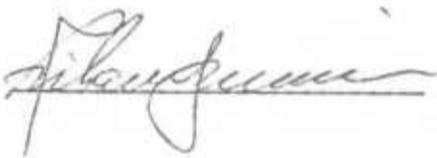
Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(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 25th day of April, 1986, and I acknowledge the same to be my act.

WITNESS:

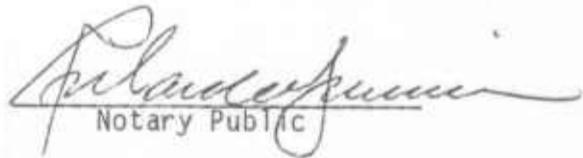



Charles Clarke

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

I HEREBY CERTIFY, That on this 25th day of April, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles Clarke and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.


Notary Public

My Commission Expires:
July 1, 1986



2808 0893

ARTICLES OF INCORPORATION
OF
I. & M. TRANSPORTATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 28, 1986 AT 11:10 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 5.00 20

SPECIAL
FEE PAID:

\$ _____

D2121705

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 201256

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2808 0891

1986 APR 24 A 9:55

RECORD 5.00
\$ SUB 135.50
04 0220 7-14P12146POTOMAC CARPENTRY, INC.

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

ARTICLES OF INCORPORATION

FIRST: THOMAS E. FATH, whose post office address is Post Office Box 340, Hancock, Washington County, Maryland 21750, being at least eighteen (18) years of age hereby forms 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 CARPENTRY, INC..

THIRD: The Corporation shall be a close corporation 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: to act as a general contractor for the construction, repairing, remodeling of homes, flats, apartments, buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the building and remodeling business; to operate a contracting business; to purchase, hold, own, and sell real property, improve and unimprove for any interest therein or easement thereon; to purchase land and subdivide the same into subdivisions or lots; to loan money upon real property and to accept secured and unsecured notes as collateral for the same; to execute notes, deeds of trust, mortgages, and chattel mortgages; to enter into leases as a landlord or tenant; to perform or do any act customarily performed or done by a contractor and builder and remodeler, speculative builder, subdivider, or real property developer; to invest in and hold for investment, any real property, shares of stock, bonds, government, private or corporate; to engage and enter into agreements of exchange of one parcel of real property or another parcel of real property; to erect, alter, and add to buildings of every class and

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2808 0469

description and to contract for the erecting, decorating and furnishing thereof; and generally to exercise full power to perform any and all acts conducted therein or arising therefrom or incidental thereto and all acts proper or necessary for the purposes of the business as may be necessary for the prosecution and conduct of said business and to do all in singular the things provided in the acts governing businesses in the State of Maryland under which this Corporation is authorized to do business and in particular, 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 Post Office Box 340, Hancock, Washington County, Maryland 21750. The name and post office address of the Resident Agent of the Corporation is EUGENE E. COOK, 47 Oakleigh Way, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is an individual actually residing in the State of Maryland.

SIXTH: The total number of shares which the Corporation has authority to issue is One Hundred Thousand (100,000) Shares of par value of One Dollar (\$1.00) per share, all of one class, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

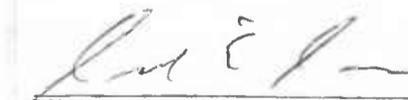
SEVENTH: The Corporation elects to have no Board of Directors, until the time to have no Board of Directors become effective, there shall be one (1) Director whose name is THOMAS E. FATH.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, the 17th day of APRIL, 1986, and I acknowledge the same to be my act.



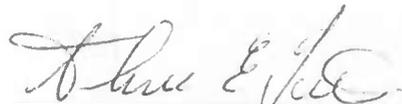
THOMAS E. FATH (SEAL)



Witness

- 3 -

I DO SOLEMNLY SWEAR UNDER THE PENALTIES OF PERJURY
THAT THE FACTS AND MATTERS CONTAINED IN THE AFOREGOING ARTICLES
OF INCORPORATION ARE TRUE AND CORRECT TO THE BEST OF MY
KNOWLEDGE, INFORMATION AND BELIEF.


THOMAS E. FATH

ARTICLES OF INCORPORATION
OF
POTOMAC CARPENTRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 24, 1986 AT 09:58 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 5.09 20

SPECIAL
FEE PAID:

\$ _____

D2120905

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A201190

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2808 0468

ANTIETAM DEVELOPMENT, LTD.

ARTICLES OF INCORPORATION

RECORD 7.00
B SUB 142.50
04 0221 7-14P12:46

FIRST: THE UNDERSIGNED, Earl S. Wellschlager, whose address is 1100 Charles Center South, 36 South Charles Street, Baltimore, Maryland 21201, being at least eighteen years of age, acting as incorporator, does hereby form a corporation under the General Laws of the State of Maryland.

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

Antietam Development, Ltd.

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

(1) To acquire, develop, lease and manage real property.

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

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The present address of the principal office of the Corporation in this State is ~~1101~~ **JEFFERSON BLVD.** ✓
Maryland 21741-3147.
Hagerstown

FIFTH: The name and address of the resident agent of the Corporation in this State are Earl S. Wellschlager, Piper & Marbury, 1100 Charles Center South, 36 S. Charles Street, ✓

61138244

Baltimore, Maryland 21201. Said resident agent is a citizen of the State of Maryland who resides there.

SIXTH: (a) The total number of shares of stock of all classes which the Corporation has authority to issue is 100,000 shares of capital stock (par value \$1.00 per share), amounting in aggregate par value to \$100,000. All of such shares are initially classified as "Common Stock". The Board of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

(b) The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Common Stock of the Corporation.

(1) Each share of Common Stock shall have one vote, and, except as otherwise provided in respect of any class of stock hereafter classified or reclassified, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock.

(2) Subject to the provisions of law and any preferences of any class of stock hereafter classified or reclassified, dividends may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.

(3) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any class of stock hereafter classified or reclassified having a preference on distributions in the liquidation, dissolution or winding up of the Corporation shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not

2808 0412

-2-

having a preference on distributions in the liquidation, dissolution or winding up of the Corporation, to share ratably in the remaining net assets of the Corporation.

(c) Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of capital stock shall include, without limitation, subject to the provisions of the charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing, or altering one or more of the following:

(1) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall become part of the authorized capital stock and be subject to classification and reclassification as provided in this Section.

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

(3) Whether or not shares of such class or series shall have voting rights, in

2808 0413

addition to any voting rights provided by law and, if so, the terms of such voting rights.

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

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

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

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

2808 0414

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

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

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

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

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

2808 0415

-5-

SEVENTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The names of the directors who will serve until the first annual meeting and until their successors are elected and qualify are as follows:

Donald M. Bowen, Jr.
Stephen B. Sagi
Howard B. Bowen

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

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

(3) The Board of Directors shall have power from time to time and in its sole discretion to determine in accordance with sound accounting practice, what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish

2808 0416

-6-

any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(4) A contract or other transaction between the Corporation and any of its directors or between the Corporation and any other Corporation, firm or other entity in which any of its directors is a director or has a material financial interest is not void or voidable solely because of any one or more of the following: the common directorship or interest; the presence of the director at the meeting of the Board of Directors 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. This Section applies if:

(a) the fact of the common directorship or interest is disclosed or known to: the Board of Directors and the Board authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or the 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

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

2808 0417

Common or interested directors or the stock owned by them or by an interested Corporation, firm, or other entity may be counted in determining the presence of a quorum at a meeting of the Board of Directors or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved, or ratified. If a contract or transaction is not authorized, approved, or ratified in one of the ways provided for in clause (a) of the second sentence of this Section, the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to the Corporation at the time it was authorized, approved, or ratified. The procedures in this Section do 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.

(5) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.

(6) The Corporation shall indemnify (a) its directors to the full extent provided by the general laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (b) its officers to the same extent it shall indemnify its directors; and (c) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law. The foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law.

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

2808 0418

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on April 23, 1986.

Witness:

Diana Weiss

Earl S. Wellschlager
Earl S. Wellschlager

2808 0419

ARTICLES OF INCORPORATION
OF
ANTIETAM DEVELOPMENT, LTD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 24, 1986 AT 02:43 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

10

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 7.00 28

SPECIAL
FEE PAID:

\$ _____

D2120806

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 201180

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2808 0410

REceived for Record July 14, 1986 at 12:46 o'clock P.M. Liber 36

RECORD 8.00
 8 SUB 150.50
 G4 0222 7-14P12:46

ARTICLES OF INCORPORATION

JIM MACE AG. AUTO BODY SHOP, INC.

THIS IS TO CERTIFY:

That I, Scott C. Reed, whose post office address is 342 Hungerford Court, Rockville, Maryland 20850, being at least eighteen (18) years of age, do hereby declare myself as Incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, and for such purposes do hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I: The name of this Corporation shall be:

JIM MACE AG. AUTO BODY SHOP, INC.

ARTICLE II: The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE III: The principal office for the transaction of business of this Corporation shall initially be located in the County of Washington, State of Maryland, at:

Route 3, Box 461-A
 Smithsburg, Maryland 21783

The following named person shall be designated as the statutory resident agent of this Corporation, and said resident agent is a citizen and actual resident of the State of Maryland:

JAMES P. MACE

81135230

2807 1888

ARTICLE IV: The general purposes for which this Corporation is formed, and business or objects to be carried on and promoted by it, are as follows:

(1) to organize and operate a corporation and to engage in, conduct and carry on a business; and

(2) to engage in, conduct and carry on any other lawful purposes or business and to do any other thing that, in the judgment of the Board of Directors of this Corporation, may be deemed to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the purposes or business of this Corporation, or any of them, or any part thereof, or to enhance the value of its property, business or rights; and

(3) to conduct any business and to do anything permitted by the provisions of Section 2-103 of Title 2, Corporations and Associations Article, Annotated Code of Maryland (1985 Repl. Vol.), as amended from time to time.

For the general purposes aforesaid, this Corporation shall have the following powers:

(a) to construct, improve, maintain, operate and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incident to the furtherance of the business of this Corporation; and

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

(c) to enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in conjunction with, or incidental to the accomplishment of the purposes or business of this Corporation; and

(d) to make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals or other entities; and

(e) to enter into any lawful arrangement for sharing profits, union of interests, reciprocal association or cooperative association with any domestic corporation or foreign corporation, association, partnership, individual or other entity, and to enter into general or limited partnerships; and

(f) insofar as permitted by law, to do any other thing that, in the judgment of the Board of Directors, will promote the business of this Corporation or the common benefit of its stockholders; and to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of this Corporation, and the enjoyment of the exercise thereof, as conferred by the General Laws of the State of Maryland. The provisions of subparagraph (a) through (f), both inclusive, of this Article shall not be construed as purposes, but shall be construed as independent powers and the matters expressed in each such provisions shall not, unless otherwise expressly provided, be limited by reference to or inference from any other provision of this Article. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of such provisions or the scope of the general powers of this Corporation; nor shall the expression of one thing in any of those provisions be deemed to exclude another not specifically expressed, although it be of like nature.

This Corporation may carry out its purposes and exercise its powers in any State, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of such State, territory, district or possession of the United States, or by such foreign country; and this Corporation may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any such State, territory, district or possession of the United States, or any such foreign country.

The Board of Directors shall direct the carrying out of the purposes and exercise of the powers of the Corporation without previous authorization or subsequent approval by the stockholders of the Corporation.

ARTICLE V. The total number of shares of stock which this Corporation has authority to issue is 2,500 shares of common stock, without par value. Such shares may be issued for such consideration as may from time to time be considered appropriate and fixed by the Board of Directors of this Corporation and all such shares, when so issued, shall be considered fully paid and not liable to any further call or assessment. The shares of this Corporation are not to be divided into classes.

ARTICLE VI. The number of Directors of this Corporation shall be not less than one (1). The Directors need not be residents of the State of Maryland or stockholders of this Corporation. The names and post office addresses of the Directors who shall act as such until the first annual meeting of stockholders, or until such time as their successors are duly chosen and qualified, are as follows:

<u>Name</u>	<u>Address</u>
James P. Mace	Route 2, Box 362 Smithsburg, Maryland 21783
Mary Lou Mace	Route 2, Box 362 Smithsburg, Maryland 21783

✓
RAA

The qualifications, powers, duties and tenure of the office of Director and the manner by which Directors are to be chosen shall be as prescribed and set forth in the By-Laws of this Corporation. Officers of this Corporation shall be elected and shall serve as provided for in said By-Laws.

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

ARTICLE VII. Except as may otherwise be provided by appropriate resolution of the Board of Directors, no holder of any shares of the stock of this Corporation shall any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of stock of this Corporation of any class now or hereafter authorized, or any security 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.

ARTICLE VIII. This Corporation shall indemnify every person who is or was an officer or Director of this Corporation and who was, is or is threatened to be made a named defendant or respondent in any threatened, pending or completed action, suit or proceeding by reason of service in that capacity, whether civil, criminal, administrative or investigative, if that person (i) acted in good

faith; and (ii) reasonably believed (a) in the case of conduct in that person's official capacity, that the conduct was in the best interests of this Corporation; and (b) in all other cases that the conduct was at least not opposed to the best interests of this Corporation; and (iii) in the case of any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

The indemnification provided for in this Article is against judgments, penalties, fines, settlements and reasonable expenses actually incurred in connection with any such threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative; provided, however, that if any such action, suit or proceeding was one by or in the right of this Corporation, indemnification shall be made only against reasonable expenses and shall not be made in respect of any proceeding in which the person otherwise entitled to indemnity pursuant to the provisions of this Article shall have been adjudged to be liable to this Corporation. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, creates a rebuttable presumption that the person otherwise entitled to indemnity did not meet the requisite standard of conduct set forth in this Article.

A person who is or was an officer or Director of this Corporation is not indemnified under the provisions of this Article in respect of any threatened, pending or completed action, suit or proceeding charging improper personal benefit to that person, whether or not involving action in that person's official capacity, in which the person was adjudged to be liable on the basis that personal benefit was improperly received.

The provisions of this Article are intended to provide every person who is or was an officer or Director of this Corporation and who was, is or is threatened to be made a named defendant or respondent in any threatened, pending or completed action, suit or proceeding by reason of service in that capacity, with indemnification to the extent permitted in Section 2-418(b) of Title 2, Corporations and Associations Article, Annotated Code of Maryland (1985 Repl. Vol.) as from time to time amended or superceded.

Indemnification under this Article may not be made by this Corporation unless authorized in the specific case after a determination has been made that indemnification is permissible because the person who is or was an officer or Director of this Corporation has met the standard of conduct set forth in this Article. Such determination shall be made in the manner provided in Section 2-418(e) Title 2, Corporations and Associations Article, Annotated Code of Maryland (1985 Repl. Vol.) as from time to time amended or superceded.

Reasonable expenses incurred by any person who is or was an officer or Director of this Corporation and who is a party to any threatened, pending or completed action, suit or proceeding by reason of service in that capacity, may be paid or reimbursed by this Corporation in advance of the final disposition of that proceeding, after a determination that the fact then known to those making the determination would not preclude indemnification under this Article, upon receipt by this Corporation of:

(a) a written affirmation by that person of that person's good faith belief that the standard of conduct necessary for indemnification by this Corporation as authorized in this Article has been met; and

(b) a written undertaking by or on behalf of that person to repay the amount if it shall ultimately be determined that the standard of conduct necessary for indemnification by this Corporation as authorized in this Article has not been met. The undertaking required by this subparagraph (b) shall be an unlimited general obligation of the person making it but need not be secured and may be accepted without reference to financial ability to make the repayment.

Determination and authorization of payments under this Article shall be in the manner specified in Section 2-418 (e), Title 2, Corporations and Associations Article, Annotated Code of Maryland (1985 Repl. Vol.) as from time to time amended or superceded.

The officers and Directors of this Corporation shall not be liable to this Corporation for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and Directors of this Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of this Corporation, and this Corporation shall indemnify and forever hold each such officer and Director free and harmless against any and all liability to others on account of any such contract or commitment, except as aforesaid.

The provisions of this Article do not limit the power of this Corporation to pay or reimburse expenses incurred by any person who is an officer or Director of this Corporation in connection with an appearance as a witness in any proceeding by reason of service in that capacity, or otherwise involving this Corporation, when that person has not been made a named defendant or respondent in the proceeding. Any right to indemnification provided for in this Article shall be in addition to, and not exclusive of, any other rights to which any person who is or was an officer or Director of this Corporation may be entitled by law, or otherwise.

This Corporation may purchase and maintain insurance on behalf of any person who is or was an officer or Director of this Corporation against any liability asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not this Corporation would have the power to indemnify against such liability pursuant to the provisions of this Article, or otherwise.

Any indemnification of, or advance of expenses to, any person in accordance with the provisions of this Article, if arising out of a proceeding by or in the right of this Corporation, shall be reported in writing to the stockholders of this Corporation with notice of the next annual meeting of stockholders of this Corporation or prior to the next annual meeting of stockholders.

ARTICLE IX. The Directors shall exercise their powers and duties in good faith and with a view to the interests of this Corporation. A contract or other transaction between this Corporation and any of its Directors, or between this Corporation and any corporation, firm or other entity in which any of its Directors is a director or has a material financial interest is not void or voidable solely because of the common directorship or interest, or because the Director is present at the meeting of the Board of Directors which authorizes, approves or ratifies the contract or transaction, or because the vote of the Director was counted for the authorization, approval or ratification of the contract or transaction, if any of the following conditions exist:

(a) the fact of the common directorship or interest is disclosed or known to the Board of Directors and the Board of Directors authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested Directors, even if the disinterested Directors constitute less than a quorum; or

(b) the fact of the common directorship or interest is disclosed or known to the stockholders of this Corporation 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 appurtenant to stock owned by the interested Director or corporation, firm or other entity; or

(c) the contract or transaction is fair and reasonable to this Corporation at the time it was authorized, approved or ratified.

Common or interested Directors or the votes which they are entitled to cast or which are entitled to be cast by an interested corporation, firm or other entity, may be counted in determining the presence of a quorum at a meeting of the Board of Directors or at a meeting of the stockholders, as the circumstances may require, at which the contract or transaction is authorized, approved or ratified.

If a contract or transaction is not authorized, approved or ratified in the manner provided for in subparagraphs (a) or (b) of this Article, the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to this Corporation at the time it was authorized, approved or ratified.

This Article 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.

ARTICLE X. The Corporation reserves the right, from time to time, to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute for the amendment of Articles of Incorporation.

ARTICLES OF INCORPORATION
OF
JIM MACE AG. AUTO BODY SHOP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 23, 1986 AT 10:20 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

12

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 8.00 32

\$ _____

D2120251

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 201152

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2807 1887

REceived for Record July 14, 1986 at 12:47 o'clock P.M.
Liber 36

RECORD 5.00
B SUB 155.50
04 0223 7-14P12:47

S & K APIARIES, INC.

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

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Donald L. Shumaker, whose post office address is 211 Della Lane, Boonsboro, Maryland 21713, 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 S & K Apiaries, 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 raise, cultivate, maintain, sell, lease, convey, purchase, obtain, house and otherwise use bees for the production, sale and disposal of honey and for pollination.

b) To acquire by purchase, lease, or otherwise, and to improve and develop real property. To erect dwellings, apartments houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

c) To engage in any lawful act or activity for which

corporations may be organized under the corporation law of Maryland.

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 211 Della Lane, Boonsboro, Maryland 21713. The name and post office address of the resident agent of the Corporation in Maryland are Donald L. Shumaker, 211 Della Lane, Boonsboro, Maryland 21713. 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 Donald L. Shumaker.

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) Donald L. Shumaker, President
- (2) Michael E. Kefauver, Vice President
- (3) B. Elizabeth Shumaker, Secretary and Treasurer

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

10. Capital. The authorized capitalization of the Corporation shall be One Hundred Thousand (\$100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 18th day of April, A.D., 1986.

Donald L. Shumaker (SEAL)
Donald L. Shumaker

2807 1732

01138051

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

I HEREBY CERTIFY, That on this 18th day of April, A.D., 1986, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Donald L. Shumaker, 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.

John M. Lucas

Notary Public

My Commission Expires: 7/1/86



ARTICLES OF INCORPORATION
OF
S & K APIARIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 23, 1986 AT 10:15 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2119915

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 201126

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2807 1730

ARTICLES OF INCORPORATION

OF

C.U.S.A., INC.

RECORD 5.00
8 SUB 140.50
04 0224 7-14P12:47

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Joseph Clifton Hall, whose post office address is Route 1, Box 272, Eakles Mill Road, Keedysville, Maryland 21750, being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is C.U.S.A., Inc.

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

To develop, market and sell support systems for software and hardware for computers.

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.

YDER AND ELGIN, P.A.
ATTORNEYS AT LAW
AGERSTOWN, MARYLAND

6118883

2807 0446

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.

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

✓ FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 272, Eakles Mill Road, Keedysville, Maryland 21756. The name and post office address of the Resident Agent of the Corporation in this State is Joseph Clifton Hall, ✓ Route 1, Box 272, Eakles Mill Road, Keedysville, Maryland 21756. 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 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 Bylaws 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 (1); and

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 names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: James M. Hoey, Harlan N. Shreve and Joseph Clifton Hall.

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 3rd day of April, 1986.

WITNESS:

Donna M. Myers

Joseph Clifton Hall
Joseph Clifton Hall

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

I HEREBY CERTIFY, that on this 3rd day of April, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph Clifton Hall, who acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Lori J. Thomas
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
C.U.S.A., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 21, 1986 AT 11:05 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 5.00 20

SPECIAL
FEE PAID:

\$ _____

D2118677

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 200964

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2807 0445

RECORD 5.00
 3 SUB 165.50
 04 0225 7-14F12:47

HARNISH HAUS, INC.

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

ARTICLES OF INCORPORATION

FIRST: I, Roy Harnish, whose post office address is 317 Woodhaven Drive, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Harnish Haus, 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 or lease a restaurant, food service and motel and lodging business, and to engage in all business activity incidental to such purposes.

(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 317 Woodhaven Drive, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is the same as for the principal office of the Corporation. 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 100,000 shares of common stock, having a par value of \$1 per share, for a total aggregate par value of \$100,000.

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 Roy W. Harnish, Dora V. Harnish and Merle D. Harnish.

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61868107

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 unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such Corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14 day of April, 1986, and I acknowledge the same to be my act and deed.



ROY W. HARNISH

ARTICLES OF INCORPORATION
OF
HARNISH HAUS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 16, 1986 AT 10:59 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

500
02117109

TO THE CLERK OF THE COURT OF
WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 200810

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2806 1677

MS/L
Received for Record July 14, 1986 at 12:48 o'clock P.M.

Liber 36

WASHINGTON COUNTY PLAYHOUSE, INC.

153

RECORD 5.00
8 SUB 170.50
04 0226 7-14/12:48

ARTICLES OF INCORPORATION

FIRST: I, Bruce Levin, whose post office address is 1401 Hamilton 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:

WASHINGTON COUNTY PLAYHOUSE, INC.

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

1. To own and carry on the business of a Dinner Theatre.
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 Potomac Plaza, 44 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Bruce Levin, 1401 Hamilton 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 five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall

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

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

2. If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of Stockholders.

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

Bruce Levin

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.

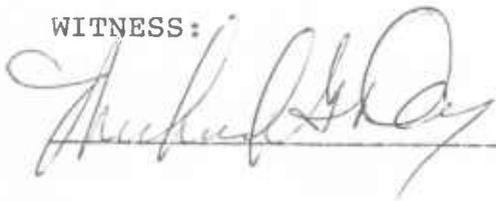
2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in

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 17 day of April, 1986, and I acknowledge the same to be my act.

WITNESS:


 (SEAL)
 Bruce Levin

2806 1517

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY PLAYHOUSE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 17, 1986 AT 03:59 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2116838

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 200790

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ARTICLES OF VOLUNTARY DISSOLUTION

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

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 23 Moller Parkway, 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 Roger Schlossberg, 134 West Washington Street, Hagerstown, Maryland 21740.

FOURTH: The name and address of each director of the Corporation are as follows: Burton R. Hoffman, 23 Moller Parkway, Hagerstown, Maryland 21740, Patsy E. Hoffman, 23 Moller Parkway, Hagerstown, Maryland 21740 and Matthew R. Hoffman, 23 Moller Parkway, Hagerstown, Maryland 21740.

FIFTH: The name, title, and address of each officer of the Corporation are as follows: Burton R. Hoffman, President/Treasurer, 23 Moller Parkway, Hagerstown, Maryland 21740, Patsy E. Hoffman, Vice-President/Secretary, 23 Moller Parkway, Hagerstown, Maryland 21740.

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

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by §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, Hoffman Agency, Inc., has caused these presents to be signed in its name and on its behalf by its President and its

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corporate seal to be hereunder affixed and attested by its Secretary on this 15th day of March, 1986, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Hoffman 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:

"Hoffman Agency, Inc."

Patsy E. Hoffman
Patsy E. Hoffman, Secretary

BY: *Burton R. Hoffman*
Burton R. Hoffman, President

Roger Schlossberg
Attorney at Law
134 West Washington Street
Hagerstown, Maryland 21740
730 8600

2808 0125



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

HOFFMAN AGENCY, INC.

have been paid.

WITNESS my hand and official seal this

22nd day of AUGUST A.D. 1985.


Catricia A. Michael
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

2808 0126

ARTICLES OF DISSOLUTION
OF
HOFFMAN AGENCY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND April 11, 1986 AT 11:30 O'CLOCK a.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ 30

5.00

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A200745

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2808 0123

ARTICLES OF AMENDMENT
OF

THE MAUGANSVILLE AFTER SCHOOL CENTER, INC.

The Maugansville After School Center, Inc., a Maryland Corporation, having its principal office at the Maugansville Elementary School, Maugans Avenue, Maugansville, Washington County, Maryland (hereinafter called "the Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended to delete in its entirety Article SEVENTH and insert in its place the following:

"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".

The Board of Directors of the Corporation at a special meeting duly convened and held on March 10 1986, adopted a Resolution in which was set forth the foregoing Amendment to the Charter, and that the Board of Directors of the Corporation approved ^{and authorized} said Amendment by unanimous written consent. There are no other voting members than the Directors of this nonstock corporation.

IN WITNESS WHEREOF, said 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 10th day of March, 1986.

ATTEST:

Anna B. Frost
Secretary

The Maugansville After School Center, Inc.

BY: Martin A. Lumm
President

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

I HEREBY CERTIFY that on this 10th day of March, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Martin A. Lumm, President of The Maugansville After School Center, Inc. and in the name of and on behalf of said Corporation, acknowledged the foregoing Articles of Amendment to be the act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of her knowledge, information and belief.

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

Bicki C. Lumm
Notary Public

My Commission expires:

July 1, 1986

81068260

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ARTICLES OF AMENDMENT
OF
THE MAUGANSVILLE AFTER SCHOOL CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND April 16, 1986 AT 12:00 O'CLOCK p. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

522

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 200441

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2805 2922

GEORGIA NEWMAN, INC.

ARTICLES OF SALE AND TRANSFER

RECORD 3.00
B SUB 185.50
04 0229 7-14P12:48

THESE ARTICLES OF SALE AND TRANSFER, are entered into this 2 day of January, 1986, by and between Georgia Newman, Inc., a Maryland corporation, hereinafter referred to as "Transferor", and Marcy Barrett, Inc., a Maryland corporation, hereinafter referred to as the "Corporate Transferee".

THIS IS TO CERTIFY:

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

SECOND: The name, post office address and principal place of business of the Corporate Transferee is: Marcy Barrett, Inc., 2027 Pennsylvania Avenue, Hagerstown, Maryland 21740.

THIRD: The Transferor and Transferee corporations are both organized and duly existing under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by the Corporate Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein, is Twenty-Six Thousand (\$26,000.00) Dollars. Said purchase price is to be paid to the Transferor Corporation in accordance with the terms and conditions as set forth in an Agreement of Sale between the two corporations dated the 30 day of



81978300

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December, 1985.

FIFTH: The principal office of the Transferor is in Washington County, Maryland.

SIXTH: The location of the principal office of the Corporate Transferee in the State of Maryland is in Washington County, Maryland.

SEVENTH: The Board of Directors of the Transferor by unanimous written informal action signed by all of the members thereof filed with the minutes of the proceedings of the Board of Directors, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all of the assets of the Transferor as set forth herein 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 the Transferor.

A unanimous written action setting forth the 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 action is filed with the minutes of the proceedings of the stockholders of the Transferor, all in the manner and by the vote required by the Corporations and Associa-

2808 1507

tions Article of the Annotated Code of Maryland and the charter of the Transferor.

EIGHTH: As to the Corporate Transferee, the sale, assignment and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the charter of the Corporate Transferee and by the laws of the State of Maryland.

NINTH: In consideration of the payment to the Transferor of Twenty-Six Thousand (\$26,000.00) Dollars in accordance with the terms and conditions of the Agreement, the Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign unto the Corporate Transferee, its successors and assigns: All inventory for resale, supplies, equipment, fixtures, good will and business name of the Transferor Corporation.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by the Transferor and Transferees in accordance with the laws of the State of Maryland.

IN WITNESS WHEREOF, we have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its President and attested to by its Secretary as of this 2 day of January, 1986.

ATTEST AS TO SEAL

Richard S. Newman
Secretary

GEORGIA NEWMAN, INC.

BY: Georgia Newman
President

David A. Barrett
Secretary

MARCY BARRETT, INC.

BY: Marcy Barrett
President

ACKNOWLEDGMENT

The undersigned President of Georgia Newman, 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.

GEORGIA NEWMAN, INC.

BY: Georgia Newman
PresidentACKNOWLEDGMENT

The undersigned President of Marcy Barrett, 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.

MARCY BARRETT, INC.

BY: Marcy Barrett
President

2808 1510

ARTICLES OF SALES AND TRANSFER

BETWEEN

GEORGIA NEWMAN, INC. (A MD CORP.) TRANSFEROR

AND

MARCY BARRETT, INC. (A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 17, 1986 AT 11:32 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

5.00

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

\$ _____

\$ 20.00 _____

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 200221

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2808 1505

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

5-5-86 at 10:08 a.m.

ARTICLES OF INCORPORATION

OF

FERRY HILL INN CORP.

RECORD 5.00
8 SUB 190.50
04 0230 7-14P12:51

FIRST: The undersigned, John R. Tjaden, whose post office address is 13415 Connecticut Avenue, Silver Spring, Maryland 20906, being at least (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

FERRY HILL INN CORP.

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

(A.) To engage in the business of a public restaurant and vendor of food and alcoholic beverages, including buying, selling, and dispensing to the general public all types and varieties of food, beer, wine and liquor.

(B.) To engage in and carry on any other business which may conveniently and lawfully be conducted in conjunction with the business of the Corporation.

(C.) To purchase, lease, hire or otherwise acquire, hold, own, develop, improve, rent and in any manner dispose of real and personal property, and any rights and privileges therein.

(D.) To borrow money, to issue bonds, notes, debentures and obligations, secured and unsecured, of the Corporation from time to time, for monies borrowed or in payment for property acquired or for any other objects or purposes of the Corporation, for any of the objects of its business in any manner provided by law, to secure the same by mortgage, deed of

trust, pledge or other lien upon any of all of the property and property rights, contracts, privileges or franchises of the Corporation, wheresoever located.

(E.) To conduct its business, so far as permitted by law, in the State of Maryland and in other states of the United States and in the District Of Columbia, and in any and all territories of the United States and in foreign countries, and for and in connection with such business to hold, possess, lease, purchase, mortgage, sell and convey real and personal property, including stocks, bonds, securities of other corporations, and to maintain offices and agencies either within or anywhere outside the State of Maryland.

(F.) In furtherance of and not in limitation of the general powers conferred by the laws of the State of Maryland, and of the purposes hereinbefore stated, it is hereby expressly provided that the Corporation shall have the power to do any and all things set forth as its object and purposes, to the same extent and as fully as a natural person might or could do as principal, agent, contractor or otherwise, and alone or jointly with any other corporation, association, firm or person, and to do all and everything necessary or incidental to the accomplishment of the purposes or the attainment of any one or more of the objects and purposes enumerated above or for the protection or benefit of the corporation.

(G.) The Corporation shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the laws

of the State of Maryland now or hereafter in effect, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 57 Sharpsburg, Maryland 21782.

FIFTH: The name and post office address of the Resident Agent of the Corporation in Maryland is WALTER PONGRATZ, Route 1, Box 57, Sharpsburg, Maryland 21782.

SIXTH: The total number of shares of stock that the Corporation has authority to issue is ONE THOUSAND (1,000) shares, all of one class, common, and having no par value.

SEVENTH: After the completion of the organizational meeting of the Directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one Director, whose name is WALTER PONGRATZ.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 30th day of APRIL, 1986 and acknowledge the same to be my act.



John R. Tjaden



STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

173

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
	_____	Rec. Fee (Dissolution)
	_____	Rec. Fee (Revival)
	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
	_____	Other _____
	_____	Other _____

TOTAL FEES \$ 40 Check _____ Cash _____

APPROVED BY: [Signature]

1 Documents on 1 checks

Mail to Address: _____

Code _____

John R Tjaden

ATTENTION: _____

Suite 104 13415 Connecticut Ave

Silver Spring Md 20906

NOTE:

ARTICLES OF INCORPORATION
OF
FERRY HILL INN CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 05, 1986 AT 10:08 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ 5⁰⁰ 20

SPECIAL
FEE PAID:

\$ _____

02127652

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 202059

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2811 1271

RECEIVED FOR RECORD ON AUGUST 29, 1986 at 10:51 A.M. CORPORATION LIBER 36

APPROVED FOR RECORD

5/23/86 at 9:24 .m.

Articles of Incorporation of OPERATIONAL TECHNOLOGIES ASSOCIATES, INC.

RECORD 5.00
S 49970CHK 5.00
01986 8-29A10:51

Article I. Incorporator. The undersigned, William A. McCampbell, Suite 300, 2550 M Street, N.W., Washington, DC 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. The name of the corporation is OPERATIONAL TECHNOLOGIES ASSOCIATES, INC.

Article III. Purpose. The purposes for which the corporation is formed are:

(a) To engage in the business of management consulting, technical design analysis and high technology product development 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 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 Rt. 2, Box 271, Knoxville, Maryland 21756. ✓

Article V. Resident Agent. The name of the resident agent of the corporation is John Hale Rhodes, whose address is Rt. 2, Box 271, Knoxville, Md. 21756. ✓

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 have a do per Article VII. Directors. The number of directors of the corporation shall be one. The name of the director(s) who will serve as director until

Aug 24 1986 11:23 AM

successor(s) is(are) elected and qualifies is(are) John Hale Rhodes.

Article VI. 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 Articles of Incorporation. Such preemptive 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 IX. No sale of stock shall be made by any stockholder to 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 party and the price to be paid therefore.

(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 stockholder 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 thirty days' time after the receipt of said notice within which to elect in writing to purchase such stock or to decline to do so.

ARTICLE X. 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 6th
day of *May* 1966.

W. A. McCampbell III

William A. McCampbell III



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

Change of Name _____

Change of Principal Office _____

Change of Resident Agent _____

Change of Resident Agent Address _____

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	<u>9</u>	Certified Copy <u>ICC-9</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES 49 Check _____ Cash _____

APPROVED BY: PCM

Documents on _____ checks

Mail to Address: John Rhodes ⁴⁷⁰⁰⁰ 9/4/86
Pt. No. 2 Box 271
Knoxville, Md 21758

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
OPERATIONAL TECHNOLOGIES ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 23, 1986 AT 09:24 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20 ^{5.00}

\$ _____

D2138113

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 203275

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2015 1118

MSK 180

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

RECEIVED FOR RECORD ON AUGUST 29, 1986 at 10:51 A.M.
CORPORATION LIBER 36

APPROVED FOR RECORD

1986 MAY 28 HOFF, INC. 5/28/86 9:07 a
ARTICLES OF AMENDMENT

Hoff, Inc., a Maryland corporation, having its principal office at 124 Cumberland Street, Clear Springs, Washington County, Maryland 21722, (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by striking the phrase "Hoff, Inc." and by substituting in lieu thereof the following:

RECORD 5.00
B 4998CHCK 5.00
01986 8-29A10:51

HOFF, INC.

A MARYLAND CLOSE CORPORATION

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following:

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

HOFF, INC.

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.

THIRD: The Charter of the Corporation is hereby amended by striking in its entirety Article SEVENTH and EIGHTH and by substituting in lieu thereof the following:

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be Two (2) Directors, whose names are:

- 1. William V. Albowicz
- 2. Julianna M. Albowicz

FOURTH: By written informal action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly revise the foregoing Amendments and by written informal action unanimously taken by the Stockholders of the Corporation in accordance with Section 2-505 of the

LAW OFFICES
W. JEROME OFFUTT P.A.
OFFUTT BUILDING
2 W. SECOND STREET
FREDERICK, MD 21701
301-662-8248

61488029

2815 1415

Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approve such Amendments.

IN WITNESS WHEREOF, HOFF, INC., has caused these presents to be signed and in its name, on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 13TH day of MAY, 1986, and its President acknowledges that these Articles of Amendment are the act and deed of HOFF, INC., and under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval are true and all material respects to the best of the knowledge, information and belief.

ATTEST:

HOFF, INC.

Julianna M. Albowicz, Secretary
Julianna M. Albowicz, Secretary

By: *William V. Albowicz (son)*
William V. Albowicz, President



State Department of Assessments and Taxation

Gene L. Burner, Director

Jhm

DOCUMENT CODE 09 Business Code 03 County _____

D0297507 Close

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	_____	Rec. Fee (Arts. of Inc.)
20	_____	Organ. & Capitalization
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
---	_____	Other _____
---	_____	Other _____

TOTAL FEES 20 Check _____ Cash _____

APPROVED BY: MSK

1 Documents on 1 checks

Mail to Address: W. Jerome Offutt
22 W. Second St
Frederick, Md. 21701

Code _____
ATTENTION: _____

NOTE:

ARTICLES OF AMENDMENT
OF
HOFF, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 28, 1986 AT 9:07 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 203312

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2816 1418

RECEIVED FOR RECORD ON AUGUST 29, 1986 at 10:52 A.M.
CORPORATION Liber 36

ARTICLES OF AMENDMENT

DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

5/27/86 at 10:39 .m.

Hagerstown Equipment Company, 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:

RECORD 5.00
B 4799CHCK 5.00
01986 8-29A10:52

FIRST: The Charter of the Corporation is hereby amended by striking out Article 2 and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is: HEC, Inc.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on May 1, 1986 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 May 1, 1986.

THIRD: Notice setting forth the said amendment of Charter and stating that a purpose of the meeting of the Stockholders would be to take action thereon, was given as required by law, to all Stockholders of the Corporation entitled to vote thereon. The amendment of the Charter of the Corporation as hereinabove set forth was approved by the Stockholders of the Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED President of Hagerstown Equipment Company, 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

6475295

2015 1435

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:

HAGERSTOWN EQUIPMENT COMPANY

[Signature]
Secretary

By: Bernard A. Young
President

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

I HEREBY CERTIFY, that on this 21st day of May, A.D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared BERNARD A. YOUNG, President of Hagerstown Equipment 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 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.

[Signature]
Notary Public

My Commission Expires:
1 July 1986



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

John

DOCUMENT CODE 09A Business Code _____ County _____

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) HEC, Inc.

- Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	_____	Rec. Fee (Arts. of Inc.)
20	_____	Organ. & Capitalization
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES 20 Check _____ Cash _____

APPROVED BY: PCM

Documents on _____ checks Del 9/4/80

Mail to Address: Meyers & Young
P.O. Box 1267
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF AMENDMENT
OF
THE HAGERSTOWN EQUIPMENT COMPANY
Changing its name to
HEC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 27, 1986 AT 10:39 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ _____	RECORDING FEE PAID: \$ 20.00	SPECIAL FEE PAID: \$ _____
--	--	--------------------------------------

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 203315

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2816 1435

RECEIVED FOR RECORD ON AUGUST 29, 1986 at 10:52 A.M. CORPORATION LIBER 36

COLONIAL HARDWOOD FLOORING CO., INC.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

RECORD 5.00
5 5000CHCK 5.00
01986 3-29A10:52

APPROVED FOR RECORD

ARTICLES OF AMENDMENT

5/27/86 at 10:38 a.m.

Colonial Hardwood Flooring Co., Inc., a Maryland corporation, which maintains its principal office at 227 East Washington Street, Hagerstown, Maryland (the "Corporation") hereby certifies to the State Department of Assessments and Taxation of the State of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article THIRD of the Articles of Amendment of the Corporation which were approved by the Department on 26 March 1963 and which are recorded in Film Liber 349, folio 481 and by inserting in lieu thereof the following:

ARTICLE THIRD: The amount of the capital stock shall be One Million Eighty Five Thousand (\$1,085,000.00) Dollars. It shall consist of One Thousand Five Hundred Fifty (1,550) shares of preferred convertible, bearing interest at six (6%) percent, having a par value of One Hundred (\$100.00) Dollars each and Nine Thousand Three Hundred (9,300) shares of common stock having a par value of One Hundred (\$100.00) Dollars each.

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, Annotated Code of Maryland (1975), as

01470470

3316 1470

amended from time to time, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the Stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland (1975), as amended from time to time, the Stockholders, by the affirmative vote of the holders of the shares of each class of stock outstanding and entitled to vote, unanimously approved the amendment.

THIRD: That the total number and par value of the shares of capital stock authorized prior to this Amendment and the number and par value of the shares of each class are as follows:

(a) Prior to this Amendment, there were Ten Thousand (10,000) shares which had a par value of One Hundred (\$100.00) Dollars each. These shares were divided into Seven Hundred (700) shares of preferred stock and Nine Thousand Three Hundred (9,300) shares of common stock.

(b) The total number and par value of the shares of the authorized capital stock has increased and the number and par value of the shares of each class are as set forth in the first paragraph of the Articles of Amendment.

(c) The preferences, voting powers, restrictions and qualifications of each class of the increased authorized capital stock are as set forth in the Articles of Incorporation. The information required by Section 2-608(b)(2)(i), Corporations and Associations Article,

Annotated Code of Maryland (1975), as amended from time to time, has not changed by this Amendment.

IN TESTIMONY WHEREOF, Colonial Hardwood Flooring Co., Inc. has caused these Articles of Amendment to be duly executed by Charles D. Fishack, Jr., its President, and its corporate seal to be hereunto duly affixed and attested to by C. Edward Fishack, its Secretary, this 4TH day of JANUARY, 1985.

Attest to Signature and Corporate Seal:

COLONIAL HARDWOOD FLOORING CO., INC., a Maryland corporation

C. Edward Fishack
C. Edward Fishack
Secretary

By: Charles D. Fishack, Jr.
Charles D. Fishack, Jr.
President





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

191

DOCUMENT CODE 009 Business Code _____ County _____

D0072736 _____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61		Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	<u>20</u>	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
		Rec. Fee (Dissolution)
		Rec. Fee (Revival)
		Foreign Qualification
51		Foreign Name Registration
50		Cert. of Qualification or Registration
13		Certified Copy
55		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75		Special Fee
80		For. Limited Partnership
83		Cert. Ltd. Partnership
84		Amend. to Limited Partnership
85		Term. of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		For. Corporation Registration
		Other _____
		Other _____

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY: A

Documents on _____ checks

Mail to Address:

Code _____

ATTENTION: _____

Meyer + Young ← Del 4/4/86
PO Box 1267
Hagerstown, Md 21741-1267

NOTE:

ARTICLES OF AMENDMENT
OF
COLONIAL HARDWOOD FLOORING CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 27, 1986 AT 10:38 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

TO THE CLERK OF THE COURT OF

WASHINGTON

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 203321

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2818 1459

STATE DEPARTMENT OF REGISTRATIONS
AND TAXATION

WASH HOUSE, INC.

ARTICLES OF INCORPORATION

APPROVED FOR RECORD

5/26/86 at 9:53a .m.

RECORD 5.00
B 5001CHCK 5.00
01986 8-29A10:52

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 Wash House, Inc.

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

1. To operate, manage, improve, repair, rent, lease, own, acquire, sell, assign, and utilize the facilities and equipment needed to wash, launder, dry and dry clean all manner of clothing, garments, linens and any and all fabrics and items normally processed through a laundromat and/or dry cleaning or similar establishments by any means or process now known or hereinafter developed.

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 1811 Preston Road,

61468085

2015 2258

Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in Maryland is Charles C. Rutledge, 1811 Preston Road, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in Maryland.

21790
✓

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, with a par value of Ten (\$10.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Charles C. Rutledge
A. J. Plummer

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 20th day of May 1986.

WITNESS:

Nancy C. Boyer
William P. Young, Jr.
William P. Young, Jr.

2316 2370



STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 23 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	75	_____	Special Fee
20	<u>20</u>	Organ. & Capitalization	80	_____	For. Limited Partner-
62	_____	Rec. Fee (Amendment)		_____	ship
63	_____	Rec. Fee (Merger or Consolidation)	83	_____	Cert. Ltd. Partnership
64	_____	Rec. Fee (Transfer)	84	_____	Amend. to Limited Partnership
65	_____	Rec. Fee (Dissolution)	85	_____	Term. of Limited Partnership
66	_____	Rec. Fee (Revival)		_____	Recordation Tax
52	_____	Foreign Qualification	21	_____	State Transfer Tax
51	_____	Foreign Name Registration	22	_____	Local Transfer Tax
50	_____	Cert. of Qualification or Registration	23	_____	Corp. Good Standing
13	_____	Certified Copy	31	_____	For. Corporation Registration
56	_____	Foreign Penalty	NA	_____	Other _____
54	_____	For. Supplemental Cert.		_____	Other _____
73	_____	Cert. of Conveyance		_____	Other _____

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY: A

_____ Documents on _____ checks

Mail to Address:
Mayer + Young ← del 7/4/86
PO Box 1267
Hagerstown, Md 21740-1267

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
WASH HOUSE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 26, 1986 AT 09:53 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20

\$ _____

02137061

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 203406

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2315 2257

RECEIVED FOR RECORD ON AUGUST 29, 1986 at 10:52 A.M.
CORPORATION LIBER 36

HAGERSTOWN EQUIPMENT COMPANY, INC.

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF COMMERCE
AND LABOR
APPROVED FOR RECORD
5/27/86 at 10:40 .M.

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 and by virtue of the General Laws of the State of Maryland.

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

RECORD 5.00
5002CHCK 5.00
01986 8-29A10:52

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

1. To manufacture, buy, import, or otherwise acquire, repair, rebuild, rewind and to distribute, export, sell, lease, rent or otherwise dispose of, either by wholesale or retail all manner of equipment and supplies of every kind and character, for industrial, electrical and construction purposes, including, but not limited to air tools, compressed air systems, chipping hammers, paving breakers, concrete vibrators, pumps, sandblasting equipment, generators, hand tools, heaters, hoist and crane systems, industrial coatings (paint), motors, power tools, power transmission equipment, steam cleaners welders and valves.

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

2025 2746

01478264

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 Maryland Avenue and Memorial Boulevard, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Richard E. Basehoar, 81 West Washington Street, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, par value of Ten (\$10.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

J. Michael Hall
Carol M. Hall

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 day of May, 1986.

WITNESS:

Nancy C. Boyer
Lynn F. Meyers



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

201

John

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
	_____	Rec. Fee (Dissolution)
	_____	Rec. Fee (Revival)
	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
	_____	ship
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
	_____	Other _____
	_____	Other _____

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY: PCM

Documents on _____ checks Del 9/4/80

Mail to Address: Meyers + Young
P.O. Box 1267
Hagerstown, Md 21741-1267

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
HAGERSTOWN EQUIPMENT COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 27, 1986 AT 10:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2139681

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 203464

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2748

RECEIVED FOR RECORD ON AUGUST 29, 1986 at 11:00 A.M. CORPORATION LIBER 36

APPROVED FOR RECORD

ANGELO'S PIZZA CO., INC. 5-28-86 at 10:32 a

RECORD - m. 5.00
3 5008CHCK 5.00
01786 8-29A11:00

ARTICLES OF INCORPORATION

FIRST: We, Angelo Matrascia, Phillip Rizzo, and Angelo Cusumano, whose post office address is 108 Valley Mall, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby forms 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 Angelo's Pizza, Co., Inc.

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

(1) To own and operate restaurants and to do all of those things that are associated with the restaurant business. This should include but not be limited to the purchasing and selling of real estate as well as the leasing of real estate and purchase, sale, and ownership of personal property that is associated with the restaurant business.

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

FOURTH: The post office address of the principal office of the Corporation is 108 Valley Mall, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Lewis C. Metzner, 49 North Potomac Street, 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 Three Thousand (3000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one, 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 no less than the number of stockholders.

The name of the directors and sole stockholders of the Corporation who shall act as the directors of the Corporation:

61438167

A 10:32
MAY 29 1986



Handwritten initials

until the first annual meeting or until his successor is duly chosen and qualified is: Angelo Matrascia, President; Philip Rizzo, Vice President; and Angelo Cusumano, Secretary.

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, 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.

EIGHT: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any 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

2017 1189

with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsection (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the 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 proceedings, 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 1st day of February, 1986, and we acknowledge the same to be my act.

Angelo Matrascia
Angelo Matrascia

Philip Rizzo
Philip Rizzo

Angelo Cusumano
Angelo Cusumano



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

John

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	75	_____	Special Fee
20	<u>20</u>	Organ. & Capitalization	80	_____	For. Limited Partner-ship
62	_____	Rec. Fee (Amendment)	83	_____	Cert. Ltd. Partnership
63	_____	Rec. Fee (Merger or Consolidation)	84	_____	Amend. to Limited Partnership
64	_____	Rec. Fee (Transfer)	85	_____	Term. of Limited Partnership
65	_____	Rec. Fee (Dissolution)	21	_____	Recordation Tax
66	_____	Rec. Fee (Revival)	22	_____	State Transfer Tax
52	_____	Foreign Qualification	23	_____	Local Transfer Tax
51	_____	Foreign Name Registration	31	_____	Corp. Good Standing
50	_____	Cert. of Qualification or Registration	NA	_____	For. Corporation Registration
13	_____	Certified Copy	_____	_____	Other _____
56	_____	Foreign Penalty	_____	_____	Other _____
54	_____	For. Supplemental Cert.	_____	_____	
73	_____	Cert. of Conveyance	_____	_____	

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY: *fw*

Documents on _____ checks 7/14/86

Mail to Address: Lewis Metzner
49 N. Potomac St.
Hagerstown Md 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
ANGELO'S PIZZA, CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 28, 1986 AT 10:32 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20 _____

\$ _____ 20 ^{5.00} _____

\$ _____

D2140150

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 203591

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2817 1147

ARTICLES OF INCORPORATION

OF

P - K ENTERPRISES, INC.

RECORD 5.00
B 5007CHCK 5.00
01986 8-29A11:01

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

5/28/86 2:57 P.M.

THIS IS TO CERTIFY:

FIRST: That I, A. Joann Wolf, whose post office address is 37 North Potomac Street, Hagerstown, Maryland 21740, being over twenty-one (21) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: P - K ENTERPRISES, INC.

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

(a) To own, conduct, operate, maintain and carry on the business of a tavern, inn, or public house and restaurant, and to sell and dispense alcoholic beverages, foods, liquids and related items of all kinds and to do any and all things necessary and pertinent to said business.

(b) To purchase, lease or otherwise acquire, hold, mortgage, sell, let, transfer, hold, develop, manage, improve, exchange, or in any manner encumber or dispose of goods, merchandise, equipment and other personal property, or real property of every kind wherever situated.

(c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual or sole proprietorship, 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, 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.

61498004

1986 MAY 28 P 2:57

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

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

(f) To 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 pladge 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.

(g) 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 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 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 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 455 Jefferson Street, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is: Linda L. Davis, 455 Jefferson Street, Hagerstown, Maryland 21740. The said Resident Agent is an individual over the age of twenty-one (21) years actually residing in the State of Maryland.

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased, or decreased, pursuant to the By-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are: Linda L. Davis, Kirby M. Crider, and A. Joann Wolf.

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

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

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

(c) No contract or other transaction between this Corporation and any 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 any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily 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 the majority thereof; and any director of this Corporation who is also a director or officer of such other corporation may be taken into consideration in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which authorizes any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(d) The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of the working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or 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 stock of the Corporation, or any of its bonds, or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(e) The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation to the General Powers conferred by law upon the directors of a corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of May, 1986.

WITNESS:

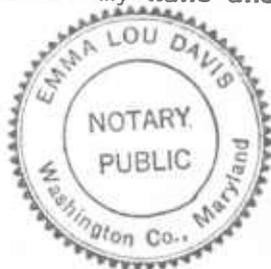
Emma Lou Davis

A. Joann Wolf
A. Joann Wolf

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on this 27th day of May, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared A. Joann Wolf and acknowledged the foregoing Articles of Incorporation to be her act and deed.

AS WITNESS my hand and seal Notarial.



Emma Lou Davis
Notary Public
My Commission expires July 1, 1986



John

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
	_____	Rec. Fee (Dissolution)
	_____	Rec. Fee (Revival)
	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
	_____	ship
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
	_____	Other _____
	_____	Other _____

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY: A

Documents on _____ checks

Mail to Address: MAN 9/4/86
R. C. Davis
PO Box 215
Smithsburg, Md 21783

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
P - K ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 28, 1986 AT 02:57 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20 50

SPECIAL
FEE PAID:

\$ _____

D2140291

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 203605

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2817 1216

RECEIVED FOR RECORD ON AUGUST 29, 1966 at 11:02 A.M.
CORPORATION LIBER 36

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
at 9:30

HANCOCK HISTORICAL SOCIETY CORPORATION

105 WASHINGTON STREET
HANCOCK, MARYLAND 21750

RECORD 5.00
B 5008CHCK 5.00
01936 8-29A11:01

ARTICLES OF INCORPORATION

The undersigned, a majority of whom are citizens of the United States, being at least twenty-one (21) years of age, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Maryland, do hereby certify:

- FIRST:** The name of the Corporation shall be **HANCOCK HISTORICAL SOCIETY CORPORATION.**
- SECOND:** The place in this state where the principal office of the Corporation is to be located in the City of Hancock, Washington County, 105 Washington Street, Hancock, Maryland, 21750. The name and address of the Resident Agent are: Donald F. Corbett, Route #1, Deneen Road, Hancock, Washington County, Maryland, 21750.
- THIRD:** Said Corporation is organized exclusively for charitable, 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 corresponding section of any future federal tax code.

The Corporation's primary purpose is to preserve Hancock area artifacts and items of historical interest for educational and charitable purposes.

FOURTH: The names and addresses of the persons who are the initial trustees of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Donald F. Corbett	Route #1, Deneen Road, Hancock, Maryland 21750
Ralph H. Donnelly	Sunshine Hill, Hancock, Maryland 21750.
Marion E. Golden	105 Washington Street, Hancock, Maryland 21750
Daniel A. Murphy	212 Maryland Avenue, Hancock, Maryland 21750
J. Theodore Wolford, Sr.	227 Pennsylvania Avenue, Hancock, Maryland 21750
Daniel R. Fleming	1 Tonoloway, Hancock, Maryland 21750
William E. Golden	105 Washington Street, Hancock, Maryland 21750
Ted J. Plott	14 North Church Street, Hancock, Maryland 21750

1966 MAY 13 A 9 57

2817 2798

HANCOCK HISTORICAL SOCIETY CORPORATION

105 WASHINGTON STREET
HANCOCK, MARYLAND 21750

- FIFTH:** No part of 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 1709(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- SIXTH:** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.
- SEVENTH:** The Corporation shall not be authorized to issue Capital Stock.

2317 2799

HANCOCK HISTORICAL SOCIETY CORPORATION

105 WASHINGTON STREET
HANCOCK, MARYLAND 21750

IN WITNESS WHEREOF, we have signed these Articles of
Incorporation on May 20, 1986.

Donald F. Corbett, President
Donald F. Corbett

Ralph H. Donnelly, Vice President
Ralph H. Donnelly

Marion E. Golden, Secretary
Marion E. Golden

Daniel A. Murphy, Treasurer
Daniel A. Murphy

J. Theodore Wolford Sr., Member
J. Theodore Wolford, Sr.

Daniel R. Fleming, Member
Daniel R. Fleming

William E. Golden, Member
William E. Golden

Ted J. Plott, Member
Ted J. Plott

STATE OF MARYLAND

County of Washington

I HEREBY CERTIFY that on May 20, 1986 before me,
the subscriber, a notary public of the State of Maryland in and for the
County of Washington personally appeared Donald F. Corbett, Ralph H. Donnelly,
Marion E. Golden, Daniel Murphy, J. Theodore Wolford, Sr., Daniel R. Fleming,
William E. Golden, and Ted J. Plott, 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.

Edward J. [Signature]
Notary Public

(Page 3 of 3 Pages)



STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 04 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
---	_____	Other _____
---	_____	Other _____

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY: PCM

Documents on _____ checks 4/14/86

Mail to Address: Hancock Historical Society Corporation
105 Washington St.
Hancock, Md. 21750

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
HANCOCK HISTORICAL SOCIETY CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 29, 1986 AT 09:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

D2141349

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 203749

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2817 2737

RECEIVED FOR RECORD ON AUGUST 29, 1986 at 11:03 .M.
CORPORATION LIBER 36

APPROVED FOR RECORD

6/4/86 at 10:46 A.M.

MK

JIMS' BUSY CORNER, INC.

ARTICLES OF INCORPORATION

FIRST: I, James W. Brown, whose post office address is 129 East Potomac Street, Williamsport, Maryland 21795 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 JIMS' BUSY CORNER, INC.

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

(1) Food service, retail sales, recreation, residential and commercial real estate rentals; and to engage in any other lawful purpose and 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.

RECORD 5.00
B 5009CHCK 5.00
01986 8-29A11:03

FOURTH: The post office address of the principal office of the Corporation in this State is 1 East Potomac Street, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State are James W. Brown, 129 East Potomac Street, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock without par value (hereinafter referred to as the "Common 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). The names of the Directors, who shall act until the first annual meeting or until their successors

01380414

are duly chosen and qualified are: James Wm. Brown, Sr., Sharon Rose Brown; James Wm. Brown, Jr. and Barry Lee Brown.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and 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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(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 or 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.

(7) 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, or any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

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

(8) Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (i) the amendment of the Charter of the Corporation;
- (ii) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (iii) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (iv) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including the goodwill and franchises;
- (v) 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; and
- (vi) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital

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 *3rd* day of *June*, 1986, and I acknowledge the same to be my act.


James W. Brown



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

225

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
_____	_____	Rec. Fee (Dissolution)
_____	_____	Rec. Fee (Revival)
_____	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES \$40.00 Check _____ Cash

APPROVED BY: [Signature]

Documents on _____ checks 71220 9/4/80

Mail to Address: Jim's Bay Associates
1 E. Palmer St
Waldorf, Md 21795

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
JIMS' BUSY CORNER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 04, 1986 AT 10:46 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2143493

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 203951

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2818 1142

RECEIVED FOR RECORD ON AUGUST 29, 1986 at 11:03 A.M. CORPORATION LIBER 36

BUCK-EYES, INC.

APPROVED FOR RECORD

6/11/86 at 9:59 a.m.

ARTICLES OF INCORPORATION

RECORDED 5.00
B 5011000K 5.00
6/19/86 8-29A11:00

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 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 Buck-Eyes, Inc.

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

1. To manufacture, design, build, market, purchase, sell, ship, import, export, display, distribute and generally deal in all items of a novelty or souvenir nature such as but not limited to, sun glasses, toys, games, ornaments of every class and description now or hereafter in use, and to carry on such activities as a wholesaler, retailer and or jobber-distributor.

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

61633392

8/29/86 11:00

of the Corporation in Maryland is 2205 Gay Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Gregory A. McCauley, 128 South Prospect Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, with par value of Ten (\$10.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Gregory A. McCauley
Howard E. Fuller, Jr.

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

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

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 9th day of June, 1986.

WITNESS:

Nancy C. Bayer

Lynn F. Meyers

Lynn F. Meyers



STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	75	_____	Special Fee
20	<u>20</u>	Organ. & Capitalization	80	_____	For. Limited Partner-ship
62	_____	Rec. Fee (Amendment)	83	_____	Cert. Ltd. Partnership
63	_____	Rec. Fee (Merger or Consolidation)	84	_____	Amend. to Limited Partnership
64	_____	Rec. Fee (Transfer)	85	_____	Term. of Limited Partnership
65	_____	Rec. Fee (Dissolution)	21	_____	Recordation Tax
66	_____	Rec. Fee (Revival)	22	_____	State Transfer Tax
52	_____	Foreign Qualification	23	_____	Local Transfer Tax
51	_____	Foreign Name Registration	31	_____	Corp. Good Standing
50	_____	Cert. of Qualification or Registration	NA	_____	For. Corporation Registration
13	_____	Certified Copy	_____	_____	Other _____
56	_____	Foreign Penalty	_____	_____	Other _____
54	_____	For. Supplemental Cert.	_____	_____	
73	_____	Cert. of Conveyance	_____	_____	

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY: A

Documents on _____ checks

Mail to Address: Myers + Young PO Box 1267 Hagerstown, Md 21741-1267

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
BUCK-EYES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 11, 1986 AT 09:59 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ 20
RECORDING FEE PAID: \$ 20
SPECIAL FEE PAID: \$ 1
D2147734

TO THE CLERK OF THE COURT OF WASHINGTON
IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

CORPORATIONS
LIBER 36 FOLIO 252
LAND WASHINGTON STATE

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD



A 204604

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO: 2820 1986

252
36

RECEIVED FOR RECORD ON AUGUST 29, 1986 at 11:04 A.M.
CORPORATION LIBER 36

APPROVED FOR RECORD

6/9/86 at 9:59 .m.

ARTICLES OF INCORPORATION

OF

RECORD 5.00
5012000K 5.00
01986 8-29A11:04

TERGAR CONVENIENCE & VARIETIES LTD.

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

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Terrie V. Reid, whose post office address is 2309 Virginia Avenue, Hagerstown, Maryland 21740, being over the age of 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, by the execution, acknowledgment and filing of these Articles intend to form a corporation.

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

TERGAR CONVENIENCE & VARIETIES LTD.

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

A. To buy, sell, trade and exchange foodstuffs -- prepared and unprepared, delicatessen items, cosmetics, sundry items, and other retail convenience items for retail sale; and, the doing of any and all other business incidental thereto, or connected therewith, and the doing and performing of any and all acts or other things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

B. To purchase, lease or otherwise acquire, all or any part of the property, (real and/or personal), rights, business, contracts, goodwill, franchises, licenses and assets of every kind of any corporation, 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, guaranty, and assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, 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 stocks, bonds or

61608073

other securities of the Corporation or otherwise.

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

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

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

The foregoing enumeration of purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to 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 place at which the principal office of the corporation in this State will be: 2 West Lincoln Avenue, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Terrie V. Reid, whose post office address is 2309 Virginia Avenue, Washington County, 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 common stock of the par value of One Hundred Dollars (\$100.00) each, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00). Each share of common stock shall be entitled to one vote for all purposes.

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 Terrie V. Reid.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation may indemnify a present or former Director or Officer of the Corporation or any other corporate representative to the maximum extent permitted by and in accordance with §2-418 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, in duplicate counterparts, this ___ day of January, 1986, and I acknowledge same to be my act.

WITNESS:

[Signature]

Terrie V. Reid
TERRIE V. REID

STATE OF West Virginia, Berkeley COUNTY, to-wit:

I HEREBY CERTIFY, that on this 6 day of JUNE, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared TERRIE V. REID and she acknowledged the foregoing Articles of Incorporation to be her act and deed.

WITNESS my Hand and Official Notarial Seal.

Sandra J. Davis
Notary Public

My commission expires: January 14, 1993

THESE ARTICLES OF INCORPORATION WERE PREPARED BY: Michael L. Scales, Attorney at Law, of the firm of Askin, Pill, Scales & Burke, 1190 Mt. Aetna Road West, Hagerstown, Maryland 21740, an attorney admitted to practice before the Court of Appeals of Maryland.

Michael L. Scales
Michael L. Scales



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

235

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
52	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
	_____	Rec. Fee (Dissolution)
	_____	Rec. Fee (Revival)
	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
---	_____	Other _____
---	_____	Other _____

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY: A

Documents on _____ checks

Mail to Address: MAILED 9/4/80

Askin, Pell et al
PO Box 1936
Martinsburg, W.V. 25401

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
TERGAR CONVENIENCE & VARIETIES LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 09, 1986 AT 09:59 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20
5.00?

SPECIAL
FEE PAID:

\$ _____

D2148443

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD



A 204674

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2820 2143

257 36

CORPORATIONS
LIBER 36 FOLIO 257
LAND 36
VACUUM J. EASTMAN PER

RECEIVED FOR RECORD ON AUGUST 29, 1986 at 11:04 A.M.
CORPORATION LIBER 36

APPROVED FOR RECORD

GERALD I. FALKE, D.P.M., P.A.
ARTICLES OF INCORPORATION

6/10/86

at 2:59 p.m.

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Gerald I. Falke, D.P.M., P.A.

5.00
5.00
01986 8-29A11:04

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

(1) To engage in the practice of podiatric 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 1610 Oak Hill Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent for the Corporation in this State are Gerald I. Falke, 1610 Oak Hill Avenue, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

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

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

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:

01628183

2025 2:17

1. The Board of Directors of the Corporation is hereby empowered to authorized 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 10th day of June, 1986, and I acknowledge same to be my act.

Barbara Ann Huff
Witness

Roger Schlossberg



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

239

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>30</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
	_____	Rec. Fee (Dissolution)
	_____	Rec. Fee (Revival)
	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
	_____	ship
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
	_____	Other _____
	_____	Other _____

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY: MSK

Documents on 1 checks

Mail to Address: Del, 9/4/86
Roger Schlossberg
134 W. Washington St
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
GERALD I. FALKE, D.P.M., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 10, 1986 AT 02:59 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2148492

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

CORPORATIONS

LAND
VAJCHN I QARE NEMK

LIBER _____ FOLIO _____

STATE OF MARYLAND
WASHINGTON COURT
RECEIVED FOR REC



A 204679

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2820 2159

262
34

APPROVED FOR RECORD

6-12-86 ~~8:57a~~ at 8:57a

ARTICLES OF INCORPORATION

OF

B & R DRYWALL, INC.

RECORD 5.00
5014CHCK 5.00
01986 8-29A11:00

fo

THIS IS TO CERTIFY:

FIRST: WE, WILLIAM RALPH NAVE, whose post office address is 322 Vale Street, Hagerstown, Maryland 21740, and RALPH WILLIAM STOTTLEMYER, JR., whose post office address is 523 Liberty Street, Hagerstown, Maryland 21740, 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 referred to as the "Corporation") is

B & R DRYWALL, INC.

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

- (1) To process, fabricate, manufacture, install, store, handle, transport, or otherwise work in or with building materials of all kinds, including dry wall, lumber, roofing, insulating materials, plaster, wall, tile, ornamental and other boards, brick, concrete, structural steel, re-enforcing steel, glass, stone, pottery, tile, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cements and plasters, stucco, stone and

POOLE & POOLE, P.A.
ATTORNEYS AT LAW
HAGERSTOWN TRUST BUILDING
81 WEST WASHINGTON STREET
HAGERSTOWN, MD 21740

61638050

2821 0437

gravel, resinous waxes, textiles, incinerators, cesspools and septic tanks, fencing, wire and staples, waterproofing materials, rubber, linoleums, carpets, builders' tools and machinery, and any and every other material, appurtenance, or process useful in, necessary for, or convenient in building, construction, engineering, and maintenance.

(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 523 Liberty Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Sharon Lee Stottlemeyer, 523 Liberty Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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: William Ralph Nave, Ralph William Stottlemeyer, Jr., and Sharon Lee Stottlemeyer.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 11 day of June, 1986, and we acknowledge the same to be our act.

WITNESS:

Judith A. Hunsicker

William Ralph Nave (SEAL)
William Ralph Nave

Judith A. Hunsicker

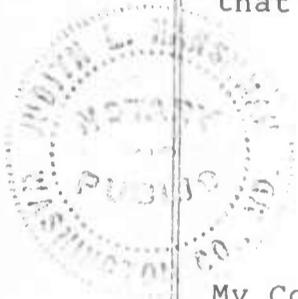
Ralph William Stottlemeyer, Jr. (SEAL)
Ralph William Stottlemeyer, Jr.

POOLE & POOLE, P.A.
ATTORNEYS AT LAW
HAGERSTOWN TRUST BUILDING
81 WEST WASHINGTON STREET
HAGERSTOWN, MD 21740

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 11th day of June, 1986, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared WILLIAM RALPH NAVE and RALPH WILLIAM STOTTLEMYER, JR., known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.



[Signature]
Notary Public

My Commission Expires:
July 1, 1990.

LE & POOLE, P.A.
ATTORNEYS AT LAW
TOWN TRUST BUILDING
ST WASHINGTON STREET
RSTOWN, MD 21740



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

245

DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
	_____	Rec. Fee (Transfer)
	_____	Rec. Fee (Dissolution)
	_____	Rec. Fee (Revival)
57	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
	_____	Other _____
	_____	Other _____

TOTAL FEES 40 Check Cash

APPROVED BY: [Signature]

Documents on _____ checks Del 9/4/80

Mail to Address: D. Bruce Poole
81 W. Wash. St
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
B & R DRYWALL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 12, 1986 AT 08:57 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ 20
RECORDING FEE PAID: \$ 20
SPECIAL FEE PAID: \$ 5.00

D2148724

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

CORPORATION'S
LAND
LIBER 36
VAUGHN J. DAVIS, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD



A 204729

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
2821 0494

36
36

me

RECEIVED FOR RECORD ON AUGUST 29, 1986 at
11:05 A.M. CORPORATION LIBER 36

APPROVED FOR RECORD

6/4/86 at 10:21 A.M.

MYERS BODY SHOP, INC.

ARTICLES OF INCORPORATION

FIRST: I, Lannie D. Myers, Sr., whose post office address is 350 Oak Ridge 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:

5.00
5.00
01986 5-29A11:05

MYERS BODY SHOP, INC.

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

1. To own and carry on the business of automobile body repair.
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 3, Box 176-M, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Lannie D. Myers, Sr., 350 Oak Ridge Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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



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8321 1271

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:

Lannie D. Myers, Sr.
Shirley K. Myers

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

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

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance

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

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

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 7th day of MAY, 1986, and I
acknowledge the same to be my act.

WITNESS:

[Handwritten signature]

Lannie Douglas Sr (SEAL)
Lannie D. Myers, Sr.



STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 021 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	<u>10</u>	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
---	_____	Other _____
---	_____	Other _____

TOTAL FEES \$ 50 ✓ Check _____ Cash _____

APPROVED BY: John

1 Documents on 1 checks Del, 9/1/80

Mail to Address: Michael G. Day, Esq.
Day and Schneider, P.A., Suite
300, 120 West Washington Street,
Hagerstown, Md 21740

Code _____
ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
MYERS BODY SHOP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 04, 1986 AT 10:21 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20</u>	\$ <u>20</u> <u>500</u>	\$ _____
	<u>D2149680</u>	

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

CORPORATE
LIBER 36 Folio 272
LAND VAUGHN J. BATES, CLERK

STATE OF MA
WASHINGTON
RECEIVED FOR



A 204807

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER FOLIO.

2821 1210

272 36

RECEIVED FOR RECORD ON AUGUST 29, 1986 at 11:05 A.M. CORPORATION LIBER 36

RECORD .50
RECORD .75
8 50160000 1.25
01986 8-29A11:05

Resolution

The Board of Directors of the Maryland Symphony Orchestra, Inc., a Corporation organized in Maryland on September 23, 1985, duly approve the following Resolution:

RESOLVED: That the Resident Agent of the Corporation is changed from Jane Peatling to Cassandra H. Wantz, 12 Rochester Place, Hagerstown, Maryland 21740-5505.

I, Joel L. Rosenthal, President, certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolutions are true in all material respects.

Joel L. Rosenthal

Joel L. Rosenthal
President

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
6/2/86 at 8:30 *A.M.*
61138948 *RMS*

NOTICE OF CHANGE OF RESIDENT AGENT
OF
THE MARYLAND SYMPHONY ORCHESTRA, INC.

received for record June 2, 1986, at 8:30 A.M.
and recorded on Film No. 2817 Frame No. 145- 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 71

AA No 24110

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

mkd, 9/4/86

Return to: Strite, Schildt & Varner
138 West Washington Street
Hagerstown, Maryland 21740

rc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 36
LAND 279
VA 279

2817 1545

279
36

ARTICLES OF AMENDMENT
OF THE DEPARTMENT OF ASSESSMENTS AND TAXATION

VINDIVICH ENTERPRISES, INC. APPROVED FOR RECORD

6-18-86 at 11:23a .m.

Vindivich Enterprises, Inc., a Maryland Corporation, having its principal offices at 109 South Potomac Street, Hagerstown, Maryland 21740, hereinafter called "Corporation," hereby certifies to the State Department of Assessments and Taxation of Maryland that:

RECORD 5.00
B SUB 12.00
04 9842 10-20 P1:26

FIRST: The Charter of the Corporation is hereby Amended to change the name of the Corporation to "STOCKWELL MAINTENANCE SYSTEMS, INC."

SECOND: By Informal Action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with §2-604 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors duly advised the foregoing Amendments and by Informal Action unanimously taken by the Stockholders of the Corporation in accordance with §2-604 of the aforesaid Annotated Code, the Stockholders of the Corporation duly and unanimously approved said Amendments.

IN WITNESS WHEREOF, Vindivich Enterprises, Inc. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary on June 16, 1986, and its President acknowledges that these Articles of Amendment are the act and deed of the Corporation, and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST: VINDIVICH ENTERPRISES, INC.

Donald Vindivich
Donald Vindivich, Secretary

By Nick G. Vindivich, Jr.
Nick G. Vindivich, Jr.,
President

B 15
RECORD 5.00
B SUB 5.00
04 0024 10-21 P2:29

0-656242



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

257

DOCUMENT CODE 9A Business Code _____ County _____

D1847938 _____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) Stockwell

Maintenance Systems, Inc.

- Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	_____	Rec. Fee (Arts. of Inc.)	75	_____	Special Fee
20	_____	Organ. & Capitalization	80	_____	For. Limited Partner-
52	<u>20</u>	Rec. Fee (Amendment)			ship
53	_____	Rec. Fee (Merger or Consolidation)	83	_____	Cert. Ltd. Partnership
64	_____	Rec. Fee (Transfer)	84	_____	Amend. to Limited Partnership
	_____	Rec. Fee (Dissolution)	85	_____	Term. of Limited Partnership
	_____	Rec. Fee (Revival)			Recordation Tax
57	_____	Foreign Qualification	21	_____	State Transfer Tax
51	_____	Foreign Name Registration	22	_____	Local Transfer Tax
50	_____	Cert. of Qualification or Registration	23	_____	Corp. Good Standing
13	<u>9</u>	Certified Copy <u>2 p</u>	31	_____	For. Corporation Registration
56	_____	Foreign Penalty	NA	_____	Other _____
54	_____	For. Supplemental Cert.			
73	_____	Cert. of Conveyance			
					Other _____

TOTAL FEES 29 _____ Check _____ Cash _____

APPROVED BY: [Signature]

Documents on _____ checks MADE

Mail to Address: William Barton
100 W. Washington St
Hagerstown Md 21740

Code _____

ATTENTION: _____

NOTE:

CERTIFIED COPY MADE

ARTICLES OF AMENDMENT
 OF
 VINDIVICH ENTERPRISES, INC.
 Changing its name to
 STOCKWELL MAINTENANCE SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 OF MARYLAND JUNE 18, 1986 AT 11:23 O'CLOCK A. M. AS IN CONFORMITY
 WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ 20.00 _____	\$ _____
	5.00 _____	

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
 BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 204525

RECORDED IN THE RECORDS OF THE
 STATE DEPARTMENT OF ASSESSMENTS
 AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2022 2024

EBERSOLE'S PLUMBING & HEATING, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

APPROVED FOR RECORD

7-14-86 at 10:15a .m.

Ebersole's Plumbing & Heating, Inc., a Maryland corporation, having its principal office at Route 1, Box 160, Clear Spring, 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 Route 1, Box 160, Clear Spring, Maryland 21722.

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 Gerald Lester Ebersole, Route 1, Box 160, Clear Spring, Maryland 21722.

RECORD 5.00
8 SUB 10.00
04 0025 10-21 P2:29

FOURTH: The name and address of each director of the Corporation are as follows: Gerald Lester Ebersole, Route 1, Box 160, Clear Spring, Maryland 21722; Mary Lorraine Ebersole, Route 1, Box 160, Clear Spring, Maryland 21722; and Roy Lester Ebersole, Route 1, Box 155, Clear Spring, Maryland 21722.

RECORD 5.00
8 SUB 75.00
04 9855 10-20 P1:31

FIFTH: The name, title and address of each office of the Corporation are as follows: Gerald Lester Ebersole, President, Route 1, Box 160, Clear Spring, Maryland 21722; Mary Lorraine Ebersole,

2830 0452
61958343

Vice-President/Secretary, Route 1, Box 160, Clear Spring, Maryland 21722; and Roy Lester Ebersole, Treasurer, Route 1, Box 155, Clear Spring, Maryland 21722.

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 Certificate 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 Certificate.

IN WITNESS WHEREOF, Ebersole's Plumbing & Heating, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 11 day of September, 1985, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Ebersole's Plumbing & Heating, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

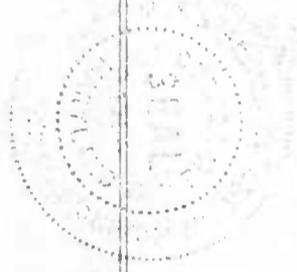
ATTEST:

EBERSOLE'S PLUMBING & HEATING, INC.

Mary Lorraine Ebersole
Mary Lorraine Ebersole
Secretary

BY: Gerald Lester Ebersole
Gerald Lester Ebersole
President

CORPORATE SEAL:





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

EBERSOLE'S PLUMBING & HEATING, INC.

have been paid.

WITNESS my hand and official seal this

20th day of FEBRUARY A.D. 1986.


 DEPUTY COMPTROLLER
 COMPTROLLER OF THE TREASURY

2830 0455

OFFICE OF
HARRY C. SNOOK
COUNTY TREASURER
 COURT HOUSE ANNEX
 HAGERSTOWN, MARYLAND 21740
 Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer
~~LEONARD HOLMES, Deputy Treasurer~~
~~HELEN S. LEWIS, Deputy Treasurer~~

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

October 14, 1985

RE: Ebersole's Plumbing & Heating, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all Personal Property 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

Ebersole's Plumbing & Heating, Inc.

have been paid to and including the fiscal year July 1, 1985 thru June 30, 1986.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 14th day of October, 1985.

Harry C. Snook,
 Treasurer for Washington County,
 Maryland

mt

2830 0456



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

19 P ✓

BUSINESS CODE

COUNTY

71

19,748847

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66	3	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

TOTAL FEES 50

Check Cash

Documents on checks

APPROVED BY:

[Signature]

MAIL TO ADDRESS:

George Snyder, 280 Jonathan St, Hagerstown, MD 21740

NOTE:

ARTICLES OF DISSOLUTION
OF
EBERSOLE'S PLUMBING & HEATING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 14, 1986 AT 10:15 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ 20.00	\$ 30.00
	5.00	

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 206309

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2830 0451

81 EQUIPMENT RENTAL, INC.

7/16/86

ARTICLES OF INCORPORATION

1515 p.m.

FIRST: I, M. William Dutton, Jr., whose post office address is 2210 Hickory Hill Road, 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.

RY

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

81 EQUIPMENT RENTAL, INC.

RECORD 5.00
2 SUB 19.00
04 0026 10-20 P1:33

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

1. To own and carry on the business of construction equipment rental.
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 2210 Hickory Hill Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is M. William Dutton, Jr., 2210 Hickory Hill Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

RECORD 5.00
2 SUB 15.00
04 0026 10-21 P2:29

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

2831 (P) 19

[REDACTED]

[REDACTED]

1986 JUL -9 A 10:17

1986 JUL 24 A 11:15

W

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 successors are duly chosen and qualified is:

M. William Dutton, 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 warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

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

3. With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former Director or Officer under the Indemnification Section unless and until it shall have been

determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of May, 1986, and I acknowledge the same to be my act.

WITNESS:

Cassius A. Markes M. William Dutton, Jr. (SEAL)
M. William Dutton, Jr.



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>40</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

TOTAL FEES \$50.00

_____ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: DK

MAIL TO ADDRESS: 4700
Ray J. Schneider 10/28/86
Suite 300
120 West Washington St.
Hagerstown, Md 21740

NOTE: _____

ARTICLES OF INCORPORATION
OF
81 EQUIPMENT RENTAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 16, 1986 AT 01:15 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2169118 5.00

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 207135

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2831 1918

7/16/84

ARTICLES OF INCORPORATION

1:15P

FIRST: I, Michael Glessner, whose post office address is 108 Overhill 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:

Glessner Tel-Plus Corporation

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

1. To own and carry on the business of engineering and sales of security, closed circuit TV, fire, door access, communication and intercom systems.

RECORDED
\$ 308
04 9862 10-20 P1:33

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 108 Overhill Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Michael Glessner, 108 Overhill Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

RECORDED
\$ 308
04 9862 10-20 P2:29

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased

2831 0937

01578391

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:

Michael Glessner

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

2831 0938

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.

2831 0939

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 16 day of July, 1986, and I acknowledge the same to be my act.

WITNESS:

Victoria L. Draper Michael Glessner (SEAL)
Michael Glessner 2831 0940



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>ff</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 4748
10/09/86

Doug Schneider
Suite 300
120 West Washington St.
Hagerstown, Md 21740

NOTE: _____

TOTAL FEES \$50.00
_____ Check _____ Cash

Documents on _____ checks

APPROVED BY: DK

ARTICLES OF INCORPORATION
OF
GLESSNER TEL-PLUS CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 16, 1986 AT 01:15 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$ _____

D2169084 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 207122

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2831 0936

DEPARTMENT OF ASSESSMENTS AND TAXATION

A CLOSE CORPORATION

ARTICLES OF INCORPORATION APPROVED FOR RECORD
OF 7-15-86 at 9:39a
BATTLEFIELD CONSTRUCTION CO.

CP

THIS IS TO CERTIFY:

FIRST: That I, Franklin D. Stillrich, whose post office address is 150 West Patrick Street, Frederick, Maryland 21701, the subscriber, being atleast eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate myself with the intention of forming a corporation.

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

BATTLEFIELD CONSTRUCTION CO.

RECORD 5.00
B SUB 100.00
04 9861 10-20 P133

THIRD: The Corporation shall be a close corporation as authorized by the Annotated Code of Maryland

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

To carry on, in all branches thereof, the business usually carried on by contractors; to make and perform contracts for all erection, construction, alterations and repairs of all kinds of buildings composed in whole or in part of natural stone, brick, cement, artificial stone, stucco or other materials; and for renovating, cleaning, repainting and repairing of stone and brick work; for tile laying of all kinds, plastering, painting, laying brick and concrete sidewalks, cellar floors, relining boilers and furnaces, building and repairing brick, stone and cement walls. To manufacture, buy and sell concrete products of whatsoever description, sand, cement, gravel, stone, brick, wood, steel, pre-cast concrete, concrete mixing, macadam and other products and materials necessary or convenient in connection with any of the business of the Corporation. To acquire and hold the necessary plants and equipment to carry out the above objects and to acquire, by purchase or otherwise, such items as may be necessary for the business of the Corporation.

RECORD 5.00
B SUB 25.00
04 0028 10-21 P2:

FIFTH: The post office address of the principal office at which the corporation in this State will be located is P.O. Box 36, Sharpsburg, Maryland 21782. The resident agent of the Corporation is James Wesley Albritton, P.O. Box 36, Sharpsburg, Maryland 21782. The resident agent is a citizen of the State of Maryland, actually residing therein.

2

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 500 shares without par value.

SEVENTH: After the completion of the organization of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have two Directors, James Wesley Albritton and Joan Darlene Albritton.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of July, 1986.

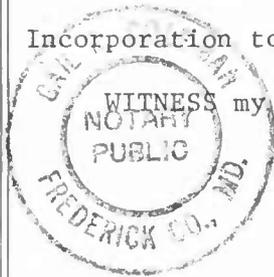
WITNESS:

Gail R. Coleman
Gail R. Coleman

Franklin D. Stillrich (SEAL)
Franklin D. Stillrich

STATE OF MARYLAND, FREDERICK COUNTY, TO-WIT:

I hereby certify that on this 11th day of July, 1986, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Franklin D. Stillrich and acknowledged the foregoing Articles of Incorporation to be his act and deed.



WITNESS my hand and Notarial Seal.

Gail R. Coleman
Gail R. Coleman - Notary Public



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02f BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>20</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Franklin Stillrich
150 W. Patrick St
Fredericks, Md 21701

TOTAL FEES 48

Check _____ Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
BATTLEFIELD CONSTRUCTION CO.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JULY 15, 1986 AT 09:39 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$ _____

02168565 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 207079

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2831 1290

282

Received for Record October 21, 1986 at 2:30 o'clock P.M. Liber 36

TALLEY STEEL CORPORATION
ARTICLES OF INCORPORATION

APPROVED FOR RECORD

7-15-86 BY 10:10a

THIS IS TO CERTIFY:

FIRST: I, THE SUBSCRIBER, CAROLYN C. TALLEY, WHOSE POST OFFICE ADDRESS IS 112 ARCHER LANE, WILLIAMSPORT, MD. 21795, BEING AT LEAST 21 YEARS OF AGE, DO HEREBY ASSOCIATE MYSELF AS INCORPORATOR WITH THE INTENTION OF FORMING A CORPORATION UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND.

SECOND: THE NAME OF THE CORPORATION (WHICH IS HEREAFTER CALLED THE CORPORATION) IS (THE) TALLEY STEEL CORPORATION.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

A. TO MANUFACTURE, BUY, SELL, LEASE AND DEAL IN BOAT TRAILERS, TRAILERS OF ALL TYPES AND KINDS INCLUDING HOUSE TRAILERS, AND BOATS, MOTORS, AUTOMOBILES, MOTOR TRUCKS, MOTOR BUSES, AIRPLANES, ROCKETS, AND ANY AND ALL APPLIANCES PERTAINING THERETO, TOOLS AND ACCESSORIES; AND TO DESIGN, ASSEMBLE, REPAIR, RENOVATE AND ALTER THE AFORESAID ITEMS, THEIR ACCESSORIES AND PARTS.

RECORDED 5.00
CERTAIN- 30.00
04 0079 10-21 P2:30

B. TO PURCHASE OR OTHERWISE ACQUIRE, AND TO HOLD, OWN, MAINTAIN, WORK, BUILD, CONSTRUCT, DEVELOP, SELL, LEASE, EXCHANGE, HIRE, CONVEY, MORTGAGE, OR OTHERWISE DISPOSE OF AND DEAL IN LANDS AND LEASEHOLDS AND ANY INTEREST, ESTATE, AND RIGHTS IN REAL PROPERTY, AND ANY PERSONAL OR MIXED PROPERTY, AND ANY FRANCHISES, RIGHTS, LICENSES, OR PRIVILEGES NECESSARY, CONVENIENT OR APPROPRIATE FOR ANY OF THE PURPOSES HEREIN EXPRESSED.

C. TO IMPROVE, BUILD, CONSTRUCT, MANAGE, DEVELOP, SELL, ASSIGN, TRANSFER, LEASE, MORTGAGE, PLEDGE OR OTHERWISE DISPOSE OF, OR TURN TO ACCOUNT OR DEAL WITH, ALL OR ANY PART OF THE PROPERTY OF THE COMPANY, AND FROM TIME TO TIME TO VARY ANY INVESTMENT OR EMPLOYMENT OF CAPITAL OF THE COMPANY AND TO LEND MONEY EITHER UPON OR WITHOUT SECURITY.

RECORDED 5.00
5 SUB 104-00
04 9860 10-20 P1:32

C1888236 1986 JUL 15 A 10 10

2831 0948

D. TO PURCHASE, EXCHANGE, HIRE, LEASE OR OTHERWISE ACQUIRE SUCH PERSONAL PROPERTY, CHATTELS, RIGHTS, EASEMENTS, PERMITS, PRIVILEGES AND FRANCHISES AS MAY LAWFULLY BE PURCHASED, EXCHANGED, HIRED, LEASED OR ACQUIRED UNDER THE GENERAL CORPORATION LAW OF MARYLAND.

E. TO PURCHASE, LEASE, RENT, SELL, EXCHANGE, CONVEY, HIRE, OR OTHERWISE ACQUIRE CARS, STATION WAGONS, TRUCKS, TRAILERS, TRACTORS OR ANY OTHER TYPE OF HEAVY EQUIPMENT NECESSARY, CONVENIENT, OR APPROPRIATE FOR ANY OF THE CORPORATE PURPOSES HEREIN EXPRESSED.

F. TO BORROW MONEY FOR ITS CORPORATE PURPOSE, AND TO MAKE, ACCEPT, ENDORSE, EXECUTE AND ISSUE PROMISSORY NOTES, BILLS OF EXCHANGE, BONDS, DEBENTURES OR OTHER OBLIGATIONS FROM TIME TO TIME FOR THE PURCHASE OF PROPERTY OR FOR ANY PURPOSE IN OR ABOUT THE BUSINESS OF THE CORPORATION, AND IF DEEMED PROPER, TO SECURE THE PAYMENT OF ANY SUCH OBLIGATION BY MORTGAGE, PLEDGE, DEED OF TRUST OR OTHERWISE.

G. TO CONDUCT BUSINESS IN THE STATE OF MARYLAND, OTHER STATES, TERRITORIES, DISTRICTS AND COLONIES OF THE UNITED STATES OF AMERICA AND IN FOREIGN COUNTRIES; TO HAVE ONE OR MORE OFFICES OUTSIDE THE STATE OF MARYLAND.

H. TO ENTER INTO, MAKE, PERFORM AND CARRY OUT OR CANCEL AND RESCIND CONTRACTS FOR ANY LEGAL PURPOSE PERTAINING TO ITS BUSINESS WITH ANY PERSON, FIRM, ASSOCIATION, TRUST, COMPANY, CORPORATION OR ENTITY OR GOVERNMENTAL, MUNICIPAL OR PUBLIC AUTHORITY, DOMESTIC OR FOREIGN, AND TO CARRY OUT ANY ONE OR MORE OF THE OBJECTS OR PURPOSES OF THE CORPORATION AS PRINCIPAL, FACTOR, AGENT, TRUSTEE, OR OTHERWISE AND EITHER ALONE OR WITH ASSOCIATIONS.

THE FOREGOING CLAUSES SHALL BE CONSTRUED AS POWERS AS WELL AS OBJECTS AND PURPOSES. THE ENUMERATION HEREIN OF SPECIFIC OBJECTS, PURPOSES AND POWERS SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY WAY THE GENERAL OBJECTS, PURPOSES AND POWERS OF THE CORPORATION. THE MATTERS SPECIFIED IN ANY CLAUSE SHALL, EXCEPT WHERE OTHERWISE EXPRESSED, BE IN NO WISE LIMITED OR RESTRICTED BY REFERENCE TO OR INFERENCE FROM THE TERMS OF ANY OTHER CLAUSE OF THIS OR ANY OTHER ARTICLE OF THIS ARTICLE OF INCORPORATION, BUT THE OBJECTS, PURPOSES AND POWERS SPECIFIED IN EACH OF THE CLAUSES OF ARTICLE SHALL BE REGARDED AS INDEPENDENT OBJECTS, PURPOSES AND POWERS.

FOURTH: THE POST OFFICE ADDRESS OF THE PLACE AT WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE WILL BE LOCATED IS AT ROUTE 3, LESLIE DR., HAGERSTOWN, MD. 21740. THE NAME AND ADDRESS OF THE RESIDENT AGENT OF THE CORPORATION IN THIS STATE IS CAROLYN C. TALLEY, 112 ARCHER LANE, WILLIAMSPORT, MD. 21795. SAID RESIDENT AGENT IS AN INDIVIDUAL ACTUALLY RESIDING IN THIS STATE.

FIFTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS FIVE THOUSAND (5,000) SHARES OF NO PAR VALUE STOCK. IF ANY OWNER OF ANY SHARES OF THE STOCK OF THIS CORPORATION DESIRES TO DISPOSE OF HIS STOCK OR ANY PART THEREOF, HE SHALL NOT TRANSFER OR OTHERWISE DISPOSE OF SAME TO ANY PERSON UNLESS HE SHALL FIRST OFFER THE STOCK TO THE OTHER STOCKHOLDERS OF THE CORPORATION AT THE SAME PRICE QUOTED THE SAID HOLDER BY A BONAFIDE AND WILLING PURCHASER, SUCH OFFER TO CONTINUE FOR A PERIOD OF THIRTY DAYS. IF THE OFFER IS NOT ACCEPTED BY ANY OF THE OTHER STOCKHOLDERS OF THE CORPORATION WITHIN THIRTY DAYS THE SELLER SHALL THEN BE FREE TO SELL HIS STOCK TO ANY OTHER PERSON HE MAY SO DESIRE.

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 JOHN E. TALLEY, SR., CAROLYN C. TALLEY, AND DEBORAH L. TALLEY.

EACH DIRECTOR OF THE CORPORATION SHALL BE REQUIRED TO BE A STOCKHOLDER TO THE EXTENT OF HOLDING AT LEAST ONE (1) SHARE OF NO PAR VALUE STOCK OF THE CORPORATION DURING HIS OR HER DIRECTORSHIP.

THE TERM OF OFFICE OF EACH DIRECTOR SHALL BE FROM THE TIME OF HIS ELECTION UNTIL THE NEXT ANNUAL MEETING AND UNTIL HIS SUCCESSOR IS DULY CHOSEN AND QUALIFIED. NOTHING HEREIN WILL BE CONSTRUED TO PREVENT A DIRECTOR'S RESIGNATION AT ANY TIME.

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWER OF THE CORPORATION AND OF THE DIRECTORS AND STOCKHOLDERS.

THE BOARD OF DIRECTORS OF THE CORPORATION IS HEREBY EMPOWERED TO AUTHORIZE ISSUANCE FROM TIME TO TIME OF SHARE OF ITS STOCK OF ANY CLASS, WHETHER NOW OR HEREAFTER AUTHORIZED, OR SECURITIES CONVERTIBLE INTO SHARES OF ITS STOCK OF ANY CLASS OR CLASSES, WHETHER NOW OR HEREAFTER AUTHORIZED, SUBJECT HOWEVER TO SUCH LIMITATIONS AND RESTRICTIONS, IF ANY, AS MAY BE SET FORTH IN THE BY-LAWS OF THE CORPORATION.

2831 0950

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 CLASSIFICATIONS, RECLASSIFICATION OR OTHERWISE, BUT NO SUCH AMENDMENT WHICH CHANGES THE TERMS OF ANY OF THE OUTSTANDING STOCK SHALL BE VALID UNLESS SUCH CHANGE OF TERMS SHALL HAVE BEEN AUTHORIZED BY THE HOLDERS OF TWO-THIRDS OF ALL 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 1st DAY OF JULY, 1986.

Carolyn C. Talley
CAROLYN C. TALLEY, PRESIDENT

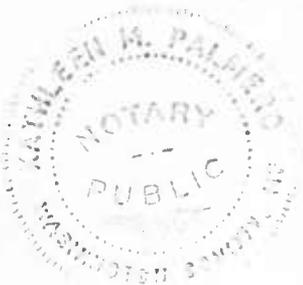
Carolyn C. Talley
CAROLYN C. TALLEY, SEC-TREAS

STATE OF MARYLAND, COUNTY OF WASHINGTON, SS:

THIS IS TO CERTIFY, THAT ON THE DAY, MONTH AND YEAR HEREINAFTER SET FORTH, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, COUNTY OF WASHINGTON, PERSONALLY APPEARED CAROLYN C. TALLEY AND SHE DID ACKNOWLEDGE THE FOREGOING ARTICLES OF INCORPORATION TO BE HER RESPECTIVE ACT.

DATED: JULY 1st, 1986

Kathleen M. Palmero
NOTARY PUBLIC





DOCUMENT CODE 02 15 BUSINESS CODE 03 COUNTY 21

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>36</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 10/28/56

Carolyn Talley
112 Archer Lane
Williamport, MD
21795

TOTAL FEES 50
 Check _____ Cash _____

Documents on _____ checks _____

NOTE: _____

APPROVED BY: [Signature]

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION
OF
TALLEY STEEL CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 15, 1986 AT 10:10 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$ _____

02167989 5.00

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 207036

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2831 0947

288

APPROVED FOR RECORD

M & L TRUCKING, INC.
ARTICLES OF INCORPORATION 7-10-86 at 9:12a .m.

FIRST: I, Edward N. Button, whose address is 635 Oak Hill 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 M & L Trucking, Inc.

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

(1) To engage in the busniess of general freight transportation by motor vehicle; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agents, salesmen, and dispatchers to purchase, or lease motor vehicles of any design or description, 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 address of the principal office of the Corporation in this State is 346 Lanafield Circle, Boonsboro, MD 21713. The name and post office address of the Resident Agent of the Corporation in this state is Gregory L. Coffman, 346 Lanafield Circle, Boonsboro, MD 21713. Said Resident Agent is an individual actually residing in this State.

RECORD 5.00
8 908 35.00
04 0030 10-21 P2:30

RECORD 5.00
8 908 99.00
04 9859 10-20 P1:32

105 JUL 10 1986

2830 2245

0-918224

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 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 (3) but not less than one (1); and

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Gregory L. Coffman and Bonny S. Coffman.

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

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

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

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

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

(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.

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 be 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 April, 1986, and I
acknowledge the same to be my act.

Sandra P. Frazer

Witness

Edward N. Button

Edward N. Button



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

293

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

MAIL TO ADDRESS: 47010 10/28/80

Edward Buttor
635 Oak Hill Ave
Hagerstown, Md 21740

NOTE: _____

APPROVED BY: [Signature]

MASON-DIXON CANOE CRUISERS, INC.

7-2-86

9/21

1986 JUL - 2 A 9:12

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Rich Bryson, 100 Kelso Drive, Hagerstown, Maryland; John Drummond, 1013 Fairview Road, Hagerstown, Maryland; and Doris Burdick, 111 Hickory Lane, Hagerstown, Maryland, all being over the age of 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, hereby form a non-stock corporation by the execution and filing of these Articles.

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

MASON-DIXON CANOE CRUISERS, INC.

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

(a) to provide an organization to foster, promote and encourage participation in responsible recreational canoeing and kayaking; to develop a water safety program and educate the members of the public therein; to develop a conservation program to educate the public in the responsible use and enjoyment of the natural resources of the State of Maryland and through the United States America; to seek the passage of legislation and/or administrative rulings which will provide broader opportunities to participate responsible recreational canoeing and kayaking including the opening

1986 JUN 18 A 11:00

RECORD 5.00
SUB 40.00
04 9831 10-21 P2:31

RECORD 5.00
SUB 38.00
04 9857 10-20 P1:31

61838309
61838303



2829 0582

to use for such purpose of various bodies of water as to which such use is presently forbidden; to affiliate with like or similar organizations to accomplish the purpose and goals of this Corporation; and

(b) to have and to exercise, to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes and to the extent that they are not inconsistent with the non-profit purposes of the Corporation, any and all powers not prohibited by the General Laws of the State of Maryland.

FOURTH: Anything herein contained to the contrary notwithstanding, the Corporation is organized and at all times hereafter shall be operated exclusively as a non-profit corporation, not organized for profit and no part of the net earnings of which shall inure to the benefit of any member, trustee, or officer of the Corporation or any private person (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

FIFTH: The post office address of the principal office of the Corporation in this State is 111 Hickory Lane, Hagerstown, Maryland. The name of the resident agent in this State is Doris Burdick, whose post office address is 111 Hickory Lane, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

2829 0583

SEVENTH: The affairs of the Corporation shall be managed by a Board of Directors, the number of which shall initially be nine (9). The names of the Directors who shall serve until the first annual meeting of the members of the Corporation or until their successors are duly chosen and qualified are Rich Bryson, John Drummond, Donna Pearson, Doris Burdick, Ron Shanholtz, Bob Lizer, Mike Dreisbach, David Collins and Warren Therien. The number of Directors may be increased or decreased by a vote of a majority of the Board of Trustees but shall never be less than three (3) nor more than thirteen (13).

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

IN WITNESS WHEREOF, we, the undersigned incorporators have signed these Articles of Incorporation on the 8 day of June, 1986, and severally acknowledge the same of be our act.

WITNESS:

Bonnie S. Lizer
Stanley M. Kochman
Catherine T. Collins

Richard F. Bryson
 Rich Bryson
John Drummond
 John Drummond
Doris Burdick
 Doris Burdick

2829 0584



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 15

BUSINESS CODE 04

COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 10/29/86

Susan Elgin
28 Jonathan St
Hagerstown Md
21740

TOTAL FEES 49

2 Checks Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
MASON-DIXON CANOE CRUISERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JULY 02, 1986 AT 09:12 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$ _____

D2163483 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 206499

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2829 0581

ARTICLES OF INCORPORATION

OF

SPARE ENGINE CORPORATION

7/9/86 at 3:33 P.M.

RECORDED
10-21-86
3:33 P.M.

FIRST: I, Philip Lerner, whose post office address is 666 Third Avenue, New York, New York 10017, 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 Spare Engine Corporation.

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

(a) To purchase, sell and lease airplane engines, propellers and miscellaneous parts including repairs, maintenance and buying and selling of all types and maintenance of airplane engine propellers and spare parts.

(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 Showalter Road, RR6 Box 232E, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is United States Corporation Company, 300 East Lombard Street, Baltimore, Maryland 21202.

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

RECORD 5.00
45.00
10-21 P2:31

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

RECORD 5.00
94.00
10-20 P1:32

2829 1749

61918003

first annual meeting or until their successors are duly chosen and qualified are:

Jerry L. Garner
James B. Leonard

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 or 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 7th day of July, 1986.

SPARE ENGINE CORPORATION

By Philip Leuer (SEAL)
Incorporator



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2P</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

~~Frank Benetton Agency~~
 → Gilman US Corporation Co
301 E. Lombard St.
Baltimore, Md. 21202

TOTAL FEES \$ 48.00
 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: AK

ARTICLES OF INCORPORATION
OF
SPARE ENGINE CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 09, 1986 AT 03:33 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

20

\$ _____

RECORDING
FEE PAID:

20

\$ _____

SPECIAL
FEE PAID:

\$ _____

D2164671 5.00

WASHINGTON

TO THE CLERK OF THE COURT OF

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 206698

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2829 1748

REceived for Record OCTober 21, 1986 at 2:31 o'clock P.M.

Liber 36

ARTICLES OF INCORPORATION

OF

AMATUCCI ENTERPRISES, INC.

STATE DEPARTMENT OF INCORPORATIONS
AND TAXATION
APPROVED FOR RECORD
at 9:08

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Patrick J. Amatucci, whose address is 9 Fairgreen Circle, Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Amatucci Enterprises, Inc.

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

Food service consisting of, heating, ventilation and air conditioning sales and service.

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

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed 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.

RECORDED
50.00
04 0033 10-21 P2:31

DER AND ELGIN, P.A.
ATTORNEYS AT LAW
AGERSTOWN MARYLAND

80 b d 1 - 706 9861

61828202

RECORD 5.00
B SUB 84.00
04 9836 10-20 P1:31
2828 0360

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.

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 address of the principal office of the Corporation in this State is 9 Fairgreen Circle, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is Patrick J. Amatucci, 9 Fairgreen Circle, 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 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 Bylaws 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 (1); and

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 names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Patrick J. Amatucci, Olga Suranna and John E. McKee.

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 30 day of Sept, 1986.

WITNESS:

Tammi Easterday

Patrick J. Amatucci
Patrick J. Amatucci

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

I HEREBY CERTIFY, that on this 30 day of Sept, 1988, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Patrick J. Amatucci, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Tammi Easterday
Notary Public

My Commission Expires:
July 1, 1990





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 ^{1B} BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

 _____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

MSD
10/28/86
Snyder & Elgin
28 Jonathan St.
Hagerstown, Md 21740

TOTAL FEES 49 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: pm

ARTICLES OF INCORPORATION
OF
AMATUCCI ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 01, 1986 AT 09:08 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

D2161073 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 206354

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2828 0359

6-30-84

10:29a

PIZZA AB CITY, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Antonio Natale whose post office address is 743 Ryan Lane, Greencastle, Pennsylvania 17225, and Rocco Natale whose post office address is 1400 Haven Road, Apartment E22, Hagerstown, Maryland 21740 are respectively, each being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

PIZZA AB CITY, INC.

THIRD: The purpose for which the Corporation is formed are as follows: The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: "The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland."

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1533 Potomac Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Rocco Natale, 1400 Haven Road, Apartment E22, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

1986 JUN 12 A 9:27

5.00
55.00
04 0034 10-21 P2:32

5.00
74.00
04 9854 10-20 P1:30

61818340

2827 0421

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 2000 shares without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Antonio Natale and Rocco Natale.

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

The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount upon the property and franchise of this Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have authority to dispose, in any manner, of the whole property of this Corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this Corporation or any of them, shall be open to the inspection of

the stockholders, and no stockholder shall have any right of inspecting any account, or book, or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation at such places as may be from time to time designated as otherwise required by the laws of the State of Maryland.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this Charter shall be regarded as independent objects, purposes and powers.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 18TH day of JUNE, 1986.

WITNESS:

Antonio Natale
(Antonio Natale)

Rocco Natale
(Rocco Natale)

State of Maryland, Washington County, to wit:

I hereby certify, that on this 18th day of June,
in the year 1986, before the subscriber, a Notary Public
of the State of Maryland, in and for Washington County,
personally appeared Antonio Natale and Rocco Natale, and
acknowledged the foregoing Articles of Incorporation to
be their respective act.



Gerald L. Shindle

Gerald L. Shindle

Notary Public

My commission expires July 1, 1986



DOCUMENT CODE 027 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
_____	_____	Rec. Fee (Dissolution)
_____	_____	Rec. Fee (Revival)
_____	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES 40 Check Cash

APPROVED BY: [Signature]

Documents on _____ checks

Mail to Address: Rocco Natale 10/28/80
1400 Haven Rd # E22
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE: _____

ARTICLES OF INCORPORATION
OF
PIZZA AB CITY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 30, 1986 AT 10:29 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2159804 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 206220

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2827 0420

MORNINGSTAR MINISTRIES, INC.

ARTICLES OF AMENDMENT

7-7-86

9:56a

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

FIRST: The charter of the Corporation is hereby amended by striking out the first article, paragraph 6 and 7 of the third article, and the fourth article, and inserting in lieu thereof the following:

FIRST: The undersigned:

<u>Rev. Joey Weeks</u>	<u>1826 B Abbey Lane</u>
	<u>Hagerstown, MD 21740</u>
<u>Fred Argilan</u>	<u>119 N. Cleveland Ave.</u>
	<u>Hagerstown, MD 21740</u>
<u>Mae A. Argilan</u>	<u>119 N. Cleveland Ave.</u>
	<u>Hagerstown, MD 21740</u>
<u>Lois L. Youngbar</u>	<u>Rt. 3 Box 312 A</u>
	<u>Boonsboro, MD 21713</u>
<u>Melvin Grim, Jr.</u>	<u>Rt. 3 Box 312 A</u>
	<u>Boonsboro, MD 21713</u>

6-888499

RECORD 2.50
8 SUB 57.50
04 0035 10-21 P2:32

THIRD: The plan of the church is as follows:

6. The original trustees shall continue in that position, until death or voluntary resignation, as long as their membership in the church is maintained. Whenever the office is vacated it shall fall to the Church Council to appoint a successor.

7. The voting body of the church shall consist of the Church Council. Pastors, elders, deacons, trustees, clerk, treasurer, and other officers of the corporation must be members of the corporation.

RECORD 2.50
8 SUB 69.00
04 1853 10-20 P1:30

2827 1734

FORTH: The post office address of the principal place of worship is: Morningstar Ministries, Inc., 11 South Potomac Street, Hagerstown, MD 21740. The name and post office address of the resident agent of the Corporation in Maryland is: Fred Argilan, 119 N. Cleveland Ave., Hagerstown, Washington Co., MD 21740.

SECOND: The foregoing amendments were duly advised by the trustees and approved by the Church Council of the religious 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.

Rev. Joey Weeks

Rev. Joey Weeks

Fred Argilan

Fred Argilan

Mae A. Argilan

Mae A. Argilan

Lois L. Youngbar

Lois L. Youngbar

Melvin Grim, Jr.

Melvin Grim, Jr.

THE UNDERSIGNED, clerk of the meeting of the Church Council, certify to the best of my knowledge, information and belief, the matters and facts set forth herein with respect to the approval thereof are in all material respect, under the penalties of perjury.

Mae Argilan

Mae Argilan, Clerk



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

317

DOCUMENT CODE

09

BUSINESS CODE

16

COUNTY

60

W-2128643 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>10</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 10/28/80

Fred Argilan
119 N. Cleveland Ave
Hagerstown, Md 21740

TOTAL FEES 10

Check Cash

Documents on _____ checks

NOTE:

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT
OF
MORNINGSTAR MINISTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND July 7, 1986 AT 9:56 O'CLOCK a. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10 _____

\$ _____

2.50

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 206011

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2827 1733

Received for Record October 21, 1986 at 2:33 o'clock P.M.
ACORD LINE, INC. Liber 36

6/24/86

11:16

ARTICLES OF INCORPORATION

FIRST: I, Judy Acord, whose post office address is 201 Queen Anne's Court, 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:

ACORD LINE, INC.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 201 Queen Anne's Court, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Judy Acord, 201 Queen Anne's Court, 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

1986 JUN 24 A 11:16

W

RECORD 5:00
SUB 47.50
10-21 12:33

RECORD 6:00
SUB 46.50
10-20 11:30

61756812

3335 0753

pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

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

2. If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of Stockholders.

The name of the Director who shall act until the first annual meeting or until her successors are duly chosen and qualified is:

Judy Acord

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.

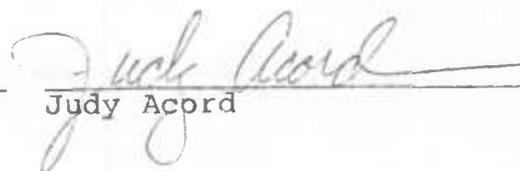
2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

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 23rd day of March, 1986, and I acknowledge the same to be my act.

WITNESS:



 (SEAL)
Judy Acord

3135 1735



DOCUMENT CODE 02⁷⁵ Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	75		Special Fee
20	<u>20</u>	Organ. & Capitalization	80		For. Limited Partnership
62		Rec. Fee (Amendment)			ship
63		Rec. Fee (Merger or Consolidation)	83		Cert. Ltd. Partnership
64		Rec. Fee (Transfer)	84		Amend. to Limited Partnership
		Rec. Fee (Dissolution)	85		Term. of Limited Partnership
		Rec. Fee (Revival)			Recordation Tax
		Foreign Qualification	21		State Transfer Tax
51		Foreign Name Registration	22		Local Transfer Tax
50		Cert. of Qualification or Registration	23		Corp. Good Standing
13	<u>10</u>	Certified Copy 1-CC4	31		For. Corporation Registration
56		Foreign Penalty	NA		Other
54		For. Supplemental Cert.			
73		Cert. of Conveyance			
					Other

TOTAL FEES 50 Check _____ Cash _____

APPROVED BY: A

Documents on _____ checks _____

Mail to Address: Day + Schneider
120 W. Washington St #300
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
ACORD LINE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 24, 1986 AT 11:16 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$ _____

02158103 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 205745

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

6/24/86

11:16 a.m.

ARTICLES OF INCORPORATION

FIRST: I, Robert F. Zeigler and Marianne H. Zeigler, whose post office address is 2220 Hickory Hill Road, 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:

Zeigler Technologies, Inc.

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

1. To own and carry on the business of the construction and design of "custom clean" rooms.
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 26 West Long Meadow Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Robert F. Zeigler, 2220 Hickory Hill Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be 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

1986 JUL 24 A 11:16

RECORD 5.00
SUB 7.50
04 9851 10-21 P2:33

RECORD 5.00
SUB 11.50
04 9851 10-20 P1:29

62758313

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:

Robert F. Zeigler
Marianne H. Zeigler

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 19th day of June, 1986, and I acknowledge the same to be our act.

WITNESS:

Robert F. Zeigler (SEAL)
Robert F. Zeigler

Marianne H. Zeigler (SEAL)
Marianne H. Zeigler



DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

Change of Name _____

Change of Principal Office _____

Change of Resident Agent _____

Change of Resident Agent Address _____

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
	_____	Rec. Fee (Dissolution)
	_____	Rec. Fee (Revival)
	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	<u>10</u>	Certified Copy <u>1-CC4</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
	_____	Other _____
	_____	Other _____

TOTAL FEES 50 Check _____ Cash _____

APPROVED BY: A

Documents on _____ checks _____

Mail to Address: MAN
10/28/80
Robert J. Jorgler
2220 Hickory Hill Rd
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
ZEIGLER TECHNOLOGIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 24, 1986 AT 11:16 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$ _____

D2158095 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 205744

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2335 0744

REceived for Record October 21, 1986 at 2:33 o'clock P.M.

Liber 36

KING'S CERAMICS, INC.

331

APPROVED FOR RECORD

ARTICLES OF REVIVAL

7/1/86

at 9:59 .m.

First: The name of the corporation at the time the charter was forfeited was King's Ceramics, Inc.

Second: The name which the corporation will use after revival is King's Ceramics, Inc.

Third: The name and address of the resident agent are Donald R. King, 226 Greenfield Avenue, Maugansville, Maryland 21760.

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 would 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 921 Avenue, Hagerstown, Maryland 21740.

RECORD 5.00
SUB 72.50
04 10-21 10-21 P1:33

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.

Maggielien King
Maggielien King, President

Donald R. King
Donald R. King, Treasurer

04 10-20 10-20 P1:20



61828286



1986 JUN 17 9 17

1986 JUN 17 9 17

I, Donald R. King, Treasurer of King's Ceramics, Inc., hereby declare that the previously mentioned corporation has 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.

Donald R King
DONALD R. KING, TREASURER

I hereby certify that on May 29, 1986 before me, the subscriber, a notary public of the State of Maryland, in and for Washington County, personally appeared Donald R. King and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.



As witness my hand and notarial seal Hilda L Stoner
Hilda L. Stoner, Notary Public
My Commission Expires July 1, 1986



DOCUMENT CODE 18 Business Code _____ County _____

D0926105 _____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
51	_____	Rec. Fee (Arts. of Inc.)
20	_____	Organ. & Capitalization
52	_____	Rec. Fee (Amendment)
53	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
	_____	Rec. Fee (Dissolution)
	<u>20</u>	Rec. Fee (Revival)
	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES 50 Check _____ Cash _____

APPROVED BY: A

Documents on _____ checks

Mail to Address: Donald King 226 Greenfield Ave Marysville, Ind 21760

Code _____

ATTENTION: _____

NOTE:

OK per E. H. Coulson

ARTICLES OF REVIVAL
OF
KING'S CERAMICS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND July 1, 1986 AT 9:59 O'CLOCK a. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ 30

5.00

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 205632

ZHJ

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

8825 2080

kinds and description, directly or indirectly related to the operation of a retail liquor store.

(5) To engage in any other lawful purpose and business.

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

✓
✓
FOURTH: The post office address of the principal office of the Corporation in this state is Suite 108, 100 West Franklin Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this state is John P. Strider, Jr., 14 Maple Avenue, Boonsboro, Maryland, 21713. Said Resident Agent is an individual actually residing in this state.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is TEN THOUSAND (10,000) shares of common stock, with a par value of TEN (\$10.00) DOLLARS per share.

SIXTH: The number of directors of the Corporation shall be TWO (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two, 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 three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified are:

John P. Strider, Jr.
Stuart L. Mullendore

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 stock by setting or changing in any one or more respects, from time to time, before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(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 demand and receive payment of the fact value of his stock.

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

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital 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.

(4) The duration of the Corporation shall be perpetual.

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 Association Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments. At this time there is no stock outstanding, nor is there any stock entitled to vote. The subscribers for the stock of the Corporation by written informal action unanimously duly approved the foregoing amendments pursuant to Section 2-505 in writing.

IN WITNESS WHEREOF, LYNNMARK, INC., has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 23rd day of June, 1986, and its President acknowledges that these Articles of Amendment are the act and deed of LYNNMARK, 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:

Linda M. Strider
Linda M. Strider,
Secretary

LYNNMARK, INC.

By: Stuart L. Mullendore
Stuart L. Mullendore,
President



JUN 23 1986

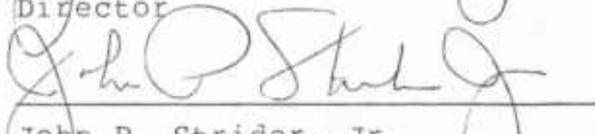
CONSENT AND RATIFICATION TO ACTION TAKEN BY
THE DIRECTORS AND SUBSCRIBERS TO STOCK
OF
LYNNMARK, INC.
a Maryland Corporation

The undersigned Directors, being all of the Directors of LYNNMARK, INC., a Maryland Corporation, as of the time of the making a determination to amend the Articles of Incorporation as indicated on the attached copy of said amendments, do hereby unanimously consent to and ratify the action of the Board of Directors in amending the Corporate Charter as set forth in said proposed amendments.

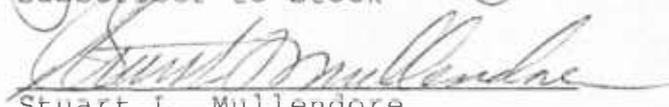
The undersigned, being all of the subscribers to stock in the Corporation, do also unaimously consent to and ratify the action of the Board of Directors in amending the Corporate Charter as set forth in the proposed amendments to the Corporate Charter.



John P. Strider, Jr.
Director



John P. Strider, Jr.
Subscriber to Stock


Stuart L. Mullendore
Director


Stuart L. Mullendore
Subscriber to Stock

6336 10-97



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 Business Code 15 County 03 21740

D 2088896 _____ Close

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	_____	Rec. Fee (Arts. of Inc.)
20	_____	Organ. & Capitalization
62	<u>22</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES 22 Check _____ Cash _____

APPROVED BY: [Signature]

Documents on 1 checks

Mail to Address: 7/22/86, 10/28/86
Robert Kuczynski
55 N. Jonathan St
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF AMENDMENT
OF
LYNNMARK INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 30, 1986 AT 9:52 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ 22.00 _____	\$ _____
	5.50 _____	

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 205625

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 1986 1780

STATE DEPARTMENT OF ASSOCIATIONS
AND CORPORATIONS

APPROVED FOR RECORD

6/25/86 at 9:09 a

40-WEST MARINE, INC.

ARTICLES OF INCORPORATION

FIRST: I, Randall E. Wagner, whose Post Office address is 117 South Artizan Street, Williamsport, Maryland, 21795, 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 40-WEST MARINE, INC.

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

(1) The sale and servicing of boats, boat trailers, motors and marine accessories.

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 160, Clear Spring, Maryland 21722. The name and post office address of the resident agent of the Corporation in Maryland is Randall E. Wagner, 117 South Artizan Street, Williamsport, MD 21795. Said resident agent is an individual actually residing in the State of Maryland.

RECORD 5.50
B SUB 83-50
04 1986 08-21 P2:3

RECORD 5.50
B SUB 40-00
04 1986 08-20 P1:28

61768087

100 JUN 25 A 9:09

08:00 12:00

15/11
Resew
344

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

SIXTH: The number of Directors of the Corporation shall be FOUR (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than THREE (3), provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and
- (2) If there is stock outstanding and so long as there is 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: Randall E. Wagner
Gregory L. Murray
Patricia A. Wagner
Maureen A. Murray

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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(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 or 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 redemability, 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.

(7) 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 demand and receive payment of the face value of his stock.

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

(8) Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

(i) the amendment of the Charter of the Corporation;

(ii) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(iii) the merger of the Corporation into another corporation or the merger of one or more other corporations.

into the Corporation;

(iv) 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;

(v) 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; and

(vi) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital 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 day of , 1986, and I acknowledge the same to be my act.



Randall E. Wagner

3125 1291



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 0215 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
52	_____	Rec. Fee (Amendment)
53	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES 42 Check _____ Cash _____

1 Documents on 1 checks

Mail to Address: MAD, 10/28/86
Randall E. Wagner
117 S. Artizan St
Williamsport, MD 21795

APPROVED BY: MSK

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
40-WEST MARINE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 25, 1986 AT 09:09 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 22

\$ _____

D2156610 5.50

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 205559

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2025 1225

ARTICLES OF INCORPORATION

PNEUMA-TUBE CARRIER PARTS AND REPAIR, INC.

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

6-24-86

9:23 A

FIRST: I, James W. Calhoun, whose post office address is 1017 Hamilton Boulevard, 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 Pneuma-Tube Carrier Parts and Repair, 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) Sales of equipment; 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 1323 Oak Hill Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is James W. Calhoun, 1017 Hamilton Boulevard, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 at \$100.00 par value per share.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is James W. Calhoun.

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 meaning as provided in the Indemnification Section.

1986
JUN 24 P 9:23

RECORDED 5.00
8 SUB 88.50
04 0041 10-21 P2:35

RECORDED 5.00
2 SUB 40.50
04 9847 10-20 P1:28

61758209

(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 _____ day of June, 1986, and I acknowledge the same to be my act.

WITNESS:

[Signature] James W. Calhoun
James W. Calhoun

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

I HEREBY CERTIFY, That on this 23rd day of June, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James W. Calhoun and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Stephen D. Seward
Notary Public

My Commission Expires:
July 1, 1986





STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 03 County 11

_____ Close

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES 40 Check _____ Cash

Documents on _____ checks

Mail to Address: Richard Lauricella
PO Box 1269
Hagerstown Md 21741-1269

APPROVED BY: [Signature]

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
PNEUMA-TUBE CARRIER PARTS AND REPAIR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 24, 1986 AT 09:23 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$ _____

D2156271 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 205525

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

8825 11 13

CRAIG BLACKTOP & SEALING, INC.

ARTICLES OF INCORPORATION

6-23-86

9:29 a.m.

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

CRAIG BLACKTOP & SEALING, INC.

THIRD: The purpose or purposes for which the Corporation is incorporated under the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time, are to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under said Article.

FOURTH: The address of the principal offices of the Corporation in this State is Route 6, Box 33, 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 Roy A. Craig, Dawn L. Craig and Evelyn Monnett.

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:

62 5 V 5Z MAR 9851

81748131

RECORDED 5.00
SUB 93.50
10-21 P2:35

RECORDED 5.00
B SUB 35.50
10-20 P1:27

(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 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 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 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 20 day of June, 1986 and I acknowledge the same to be my act.

WITNESS:

[Signature]

[Signature]
Dixie C. Newhouse



DOCUMENT CODE 02 Business Code 03 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
	_____	Rec. Fee (Dissolution)
	_____	Rec. Fee (Revival)
	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
	_____	ship
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
	_____	Other _____
	_____	Other _____

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY: [Signature]

Documents on _____ checks yes

Mail to Address: Dixie Newhouse 10/28/80

Code _____

Po Box 1417

ATTENTION: _____

Hagerstown Md 21741

NOTE:

Received for REcord October 21, 1986 at 2:35 o'clock P.M.
Liber 36

INDEXED FOR RECORD

ARTICLES OF INCORPORATION

6/16/86 at 2:28 .m.

FIRST: The undersigned, all being adult persons at least eighteen (18) years of age duly elected by the Board of Elders (as hereinafter defined) of the congregation of the Grace Presbyterian Church of Hancock, Md., Inc., a member of the Delmarva Presbytery of the Presbyterian Church in America (the "Religious Corporation") to serve as trustees (the "Trustees") in the name and on behalf of the Religious Corporation to manage its estate, property, interest and inheritance, pursuant to Title 5, Subchapter 3 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the provisions of the General Laws of the State of Maryland, and do hereby certify to the State Department of Assessments and Taxation of Maryland as follows:

SECOND: The name of the Religious Corporation and the church is the Grace Presbyterian Church of Hancock, Md., Inc.

THIRD: The plan for the Religious Corporation (the "Plan") is and shall be as follows:

(1) The purposes for which the Religious Corporation is formed are:

(a) The Religious Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under

RECORD 2.50
6578-124-00
RECORD 2.50
8 SUB 30/50
04 7845 10-20 P1:27

1986 JUN 16 2:28 PM '86

01078688

3034 2083

Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purposes; and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income

or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Section 1(d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Religious Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for religious, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Religious Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers or other private persons, except that the Religious Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD, Section (1) hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or

otherwise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate or public office. Notwithstanding any other provision of this Plan, the Religious Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the religious, educational and charitable purposes for which the Religious Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD, Section (1), are the following:

(i) to establish and maintain a church and to provide a place of worship and prayer in accordance with Presbyterian Church in America 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 the Plan:

(i) references to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening, (including the publishing or distributing of statements), in any political campaign on behalf of any candidates for public office; and,

(ii) the term "charitable purposes" shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954, and only such purposes as also shall 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 a quorum of the Board of Elders.

(b) A Member, once qualified as hereinabove provided, shall remain such as long as:

(i) all rules and regulations of the Religious Corporation, as determined by the Trustees, are substantially 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 a quorum of the Board of Elders.

FOURTH: The existence of the Religious Corporation shall be perpetual.

FIFTH: The address of the principal place of worship of the Religious Corporation is 131 North Pennsylvania Avenue, Hancock, Md. 21750. The name and address of the resident agent of the Religious Corporation is Paul Smith, Sr., Route 2, Orchard Ridge Road, Hancock, Md. 21750. 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 four (4), of which number may be increased pursuant to the By-Laws of the Religious Corporation but shall

never be less than four (4), nor more than nine (9). The names and addresses of those persons serving as initial Trustees are:

Earl Phillip Fletcher
Route 1, Box 104
Little Orleans, MD 21766
(301) 478-2866

Jack Einstein
HCl, Box 55
Cross Junction, VA 22625
(703) 888-3282

Earl James Fletcher
Route 1, Box 142
Little Orleans, MD 21766
(301) 478-2266

Paul Smith, Sr.
Route 2, Orchard Ridge Road
Hancock, MD 21750
(301) 678-6906

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 the liabilities of the Religious Corporation, dispose of all of the assets of the Religious Corporation exclusively for the purposes of the Religious Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine. Any such

assets not so disposed of shall be disposed of by the Circuit Court for the County where the principal place of worship of the Religious Corporation is located (if not then located in Baltimore City), or by the Superior Court of Baltimore City if such principal place of worship is then located in Baltimore City, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

NINTH: The Religious Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Religious Corporation, provided the same be not inconsistent with these Articles of Incorporation not 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 11th day of June, 1986, and we acknowledged the same to be our acts.

Earl Phillip Fletcher
Earl Phillip Fletcher

Earl James Fletcher
Earl James Fletcher

Jack W. Einstein
Jack Einstein

Paul J. Smith, Sr.
Paul Smith, Sr.



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 16 County 71

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>60</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
---	_____	Other _____
---	_____	Other _____

TOTAL FEES 30 Check _____ Cash _____

APPROVED BY: A

Documents on _____ checks

Mail to Address: MDAL 10/28/80
Umar, My Gray et al
100 W. Washington St
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
GRACE PRESBYTERIAN CHURCH OF HANCOCK, MARYLAND INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 16, 1986 AT 02:28 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

10

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 10

SPECIAL
FEE PAID:

\$ _____

D2154169 2.50

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 205374

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER FOLIO.

Received for Record October 21, 1986 at 2:38 o'clock P.M. Liber 36

SHEAR IMAGE, INC.
ARTICLES OF INCORPORATION

FIRST: The undersigned, T. Kevin Clopper whose post office address is Route 1, Box 14, Clear Spring, Maryland 21722, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

SHEAR IMAGE, INC.

THIRD: The purpose for which the Corporation is formed are as follows: The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: "The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland."

FOURTH: The post office address of the principal office of the Corporation in Maryland is 36 Washington Center, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is T. Kevin Clopper, Route 1, Box 14, Clear Spring, Maryland 21722. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 500 shares without par value, all of one class.

61698198

2923 1782

RECORDED & INDEXED
6/28/86 at 11:00 a.m.

RECORD 5.00
B SUB 28.00
04 9844 10-20 P1:26

APR 9 1986
JUN 18 11:00

RECORD 5.00
101.00
10 21 11:30

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders, and the name of the director who shall act until the first meeting or until his successor is duly chosen and qualified is T. Kevin Clopper.

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

The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount upon the property and franchise of this Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have authority to dispose, in any manner, of the whole property of this Corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right of inspecting any account, or book, or document of this Corporation, except as conferred

by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation at such places as may be from time to time designated as otherwise required by the laws of the State of Maryland.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph be nowise limited or restricted by reference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this Charter shall be regarded as independent objects, purposes and powers.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 16th day of June, '86.

WITNESS:

Robin D. Strubel

T. Kevin Clopper
(T. Kevin Clopper)



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

377

DOCUMENT CODE 02 Business Code 03 County 7

_____ Close _____

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	75	_____	Special Fee
20	<u>20</u>	Organ. & Capitalization	80	_____	For. Limited Partnership
62	_____	Rec. Fee (Amendment)	83	_____	ship
63	_____	Rec. Fee (Merger or Consolidation)	84	_____	Cert. Ltd. Partnership
64	_____	Rec. Fee (Transfer)	85	_____	Amend. to Limited Partnership
52	_____	Rec. Fee (Dissolution)	21	_____	Term. of Limited Partnership
51	_____	Rec. Fee (Revival)	22	_____	Recordation Tax
50	_____	Foreign Qualification	23	_____	State Transfer Tax
13	_____	Foreign Name Registration	31	_____	Local Transfer Tax
56	_____	Cert. of Qualification or Registration	NA	_____	Corp. Good Standing
54	_____	Certified Copy	_____	_____	For. Corporation Registration
73	_____	Foreign Penalty	_____	_____	Other _____
		For. Supplemental Cert.			
		Cert. of Conveyance			
					Other _____

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY: [Signature]

_____ Documents on _____ checks

Mail to Address: max 10/28/80
Shindler's Bookery & Tax
2532 Virginia Ave
Williamsport, Md 21795

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
SHEAR IMAGE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 18, 1986 AT 11:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2153104 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 205185

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2823 1782

APPROVED FOR RECORD

6-25-86 at 11:56a.m.

These Articles of Sale and Transfer entered into this 24th day of June, 1986 by and between THE FLEISHER COMPANY, a Maryland Corporation (hereinafter referred to as "Transferor", and PUBLIC SQUARE ASSOCIATES, a Maryland General Partnership (hereinafter referred to as "Transferee").

RECORD 5.50
04 9839 10-20 P1:25

THIS IS TO CERTIFY:

ARTICLE 1: 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.

ARTICLE 2: The name, post office address and principal place of business of Transferee is Public Square Associates, 50 Summit Avenue, Hagerstown, Maryland 21740.

ARTICLE 3: The name and state of incorporation of each party to these Articles of Sale and Transfer is as follows:

The Transferor is The Fleisher Company, a Corporation organized and existing under the laws of the State of Maryland.

The Transferee is Public Square Associates, a general partnership organized and existing under the laws of the State of Maryland.

ARTICLE 4: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article 9 herein is Two Hundred Seventy-Five Thousand Dollars (\$275,000.00).

ARTICLE 5: The principal office of the Transferor is in the City of Hagerstown, Washington County, State of Maryland.

ARTICLE 6: The location of the principal office of Transferee in the State of Maryland is Public Square Associates, 50 Summit Avenue, Hagerstown, Washington County, Maryland 21740.

RECORD 5.50
R SUB 104.50
04 0045 10-21 P1:36

61768336

ARTICLE 7: At a special meeting of the shareholders of Donkey Corporation, Transferor, held on June 18, 1986, at which a quorum of said stockholders was present, the content of these Articles of Sale and Transfer was approved by the unanimous vote of all stockholders present at said meeting and entitled to vote thereon. Minutes of the proceedings of the stockholders of the 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 the Transferor, are filed in the corporation's records. The stockholder vote was taken pursuant to a recommendation of the Board of Diectors, which recommendation was made by ratification of informal action of the Board of Directors, signed and ratified by all members of the said Board of Directors.

ARTICLE 8: As to transferee, the sale, assignment, and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in a manner and by the vote required by partnership agreement of the Transferee and by the laws of the State of Maryland where the Transferee was organized. The transfer was unanimously approved by all the general partners of the Transferee, and a copy of said approval, signed by all such partners, was filed in the partnership records of the Transferee.

ARTICLE 9: In consideration for the payment to Transferor of Two Hundred Seventy-Five Thousand Dollars (\$275,000.00), Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee its successors and assigns that parcel of improved real property located in Washington County, Maryland and further described as follows: All that property owned by the Transferors fronting on West Washington Street in Hagerstown, Maryland and The Public Square, containing 11,000 square feet of land more or less, and improved by a one and three story building commonly known as The Fleisher Building and further described in Exhibit A attached hereto and made a part hereof.

ARTICLE 10: 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 general partnership, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

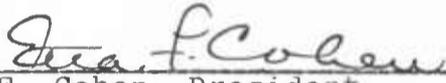
IN WITNESS WHEREOF, The Fleisher Company and Public Square Associates, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer by its President and attested by its Secretary on the date first above written.

ATTEST:

THE FLEISHER COMPANY,
a Maryland Corporation



Pamela J. Failing,
Assistant Secretary

By: 

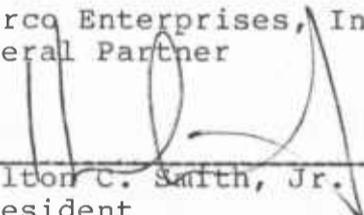
Etta F. Cohen, President

ATTEST:

PUBLIC SQUARE ASSOCIATES,
a Maryland General Partnership

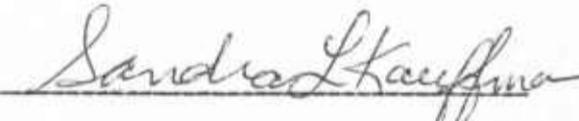


By: Wesmarco Enterprises, Inc.,
General Partner

By: 

Hilton C. Smith, Jr.
President

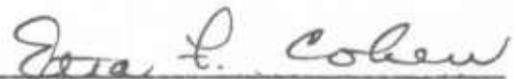
By: Perini Investment Properties,
Inc., General Partner



By: 

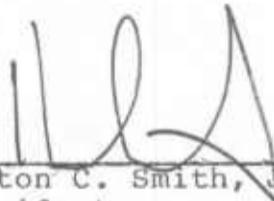
Dominick J. Perini,
President

The undersigned, President of THE FLEISHER COMPANY, has 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.



Etta F. Cohen, President

The undersigned, President of Westmarco Enterprises, Inc., a General Partner of PUBLIC SQUARE ASSOCIATES, A Maryland General Partnership, has executed on behalf of said Partnership the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Partnership, the foregoing Articles of Sale and Transfer to be the act of said Partnership and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Hilton C. Smith, Jr.
President

The undersigned, President of Perini Investment Properties, Inc., a General Partner of PUBLIC SQUARE ASSOCIATES, A Maryland General Partnership, has executed on behalf of said Partnership the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Partnership, the foregoing Articles of Sale and Transfer to be the act of said Partnership and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Dominick J. Perini, President

EXHIBIT A

All that lot or parcel of land, together with the improvements thereon, situate along the North marginal line of West Washington Street and along the West side of the Public Square in Hagerstown, Washington County, Maryland and being more particularly described as follows:

BEGINNING at a point in the North marginal line of West Washington Street, said point being North 58 degrees West 29.65 feet, more or less, from the intersection of the North marginal line of said West Washington Street with the West marginal line of the Public Square and running thence with said North marginal line North 58 degrees 00 minutes West 78.64 feet, thence leaving West Washington Street and running back therefrom North 32 degrees 34 minutes East 117.93 feet to the South margin of a public alley, thence along the South margin thereof South 58 degrees 08 minutes East 106.67 feet to a point, thence leaving said alley and running South 31 degrees 47 minutes West 98.18 feet to a point along the West margin of the Public Square, thence South 58 degrees 00 minutes West 29.58 feet to a point, thence South 31 degrees 58 minutes 30 seconds West 20 feet to the place of beginning.

BEING all and the same property conveyed unto The Fleisher Company by the following deeds:

(a) Deed from Floyd W. Ahalt and Agnes M. Ahalt unto The Fleisher Company, dated August 19, 1980, recorded in Liber 705, folio 391 in the Land Records of Washington County.

(b) Deed from Brenner and Fleishers Incorporated unto The Fleisher Company, dated September 3, 1920, recorded in Liber 158, folio 464 in the Land Records of Washington County.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 Business Code _____ County _____

_____ P _____ Close _____

Merging (Transferor) Q 1179829

The Fleisher Company

Surviving (Transferee) Q

Public Square Associates
(a Md general partnership)

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	_____	Rec. Fee (Arts. of Inc.)
20	_____	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	<u>22</u>	Rec. Fee (Transfer)
	_____	Rec. Fee (Dissolution)
	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	<u>4</u>	Cert. of Conveyance
		<u>land records, Wash Co.</u>

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	<u>907.50</u>	Recordation Tax
22	<u>1375</u>	State Transfer Tax
23	<u>NA</u>	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
	_____	Other _____
	_____	Other _____

TOTAL FEES 2308.50 Check _____ Cash

APPROVED BY: [Signature]

2 Documents on 2 checks total

Mail to Address: Rand Weinberg
10 W. College Terrace
Fredricks, Md 21701

Code _____

ATTENTION: _____

NOTE:

2824 0689

ARTICLES OF SALE AND TRANSFER

BETWEEN

THE FLEISHER COMPANY (A MD CORP.) TRANSFEREE

AND

PUBLIC SQUARE ASSOCIATES (A MD GENERAL PARTNERSHIP) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 25, 1986 AT 11:56 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____
Cert. of Conv.-Wash. Co.-Land Rcds.

\$ 22.00
4.00
26.00

\$ _____

5.50

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 205256

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2824 0578

STATE DEPARTMENT OF ASSESSMENTS
ARTICLES OF SALE AND TRANSFER AND LIQUIDATION

APPROVED FOR RECORD

REceived for Record October 21, 1986 at 2:37 o'clock P.M. 86 at 12:00 p.m.

Liber 36

These Articles of Sale and Transfer entered into this 24th day of June, 1986 by and between DONKEY CORPORATION, a Maryland Corporation (hereinafter referred to as "Transferor", and PUBLIC SQUARE ASSOCIATES, a Maryland General Partnership (hereinafter referred to as "Transferee").

RECORD 5.00
B SUB 111.50
04 9841 10-20 P1:25

THIS IS TO CERTIFY:

ARTICLE 1: 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.

ARTICLE 2: The name, post office address and principal place of business of Transferee is Public Square Associates, 50 Summit Avenue, Hagerstown, Maryland 21740.

ARTICLE 3: The name and state of incorporation of each party to these Articles of Sale and Transfer is as follows:

The Transferor is Donkey Corporation, a Corporation organized and existing under the laws of the State of Maryland.

The Transferee is Public Square Associates, a general partnership organized and existing under the laws of the State of Maryland.

ARTICLE 4: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article 9 herein is Ninety Thousand Dollars (\$90,000.00).

ARTICLE 5: The principal office of the Transferor is in the City of Hagerstown, Washington County, State of Maryland.

ARTICLE 6: The location of the principal office of Transferee in the State of Maryland is Public Square Associates, 50 Summit Avenue, Hagerstown, Washington County, Maryland 21740.

RECORD 5.00
B SUB 111.50
04 0046 10-21 P2:37

ARTICLE 7: At a special meeting of the shareholders of Donkey Corporation, Transferor, held on June 18, 1986, at which a quorum of said stockholders was present, the content of these Articles of Sale and Transfer was approved by the unanimous vote of all stockholders present at said meeting and entitled to vote thereon. Minutes of the proceedings of the stockholders of the 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 the Transferor, are filed in the corporation's records. The stockholder vote was taken pursuant to a recommendation of the Board of Directors, which recommendation was made by ratification of informal action of the Board of Directors, signed and ratified by all members of the said Board of Directors.

ARTICLE 8: As to transferee, the sale, assignment, and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in a manner and by the vote required by partnership agreement of the Transferee and by the laws of the State of Maryland where the Transferee was organized. The transfer was unanimously approved by all the general partners of the Transferee, and a copy of said approval, signed by all such partners, was filed in the partnership records of the Transferee.

ARTICLE 9: In consideration for the payment to Transferor of Ninety Thousand Dollars (\$90,000.00), Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee its successors and assigns that parcel of improved real property located in Washington County, Maryland and further described as follows: All that property owned by the Transferors fronting on West Washington Street in Hagerstown, Maryland and The Public Square, containing 11,000 square feet of land more or less, and improved by a one and three story building commonly known as The Fleisher Building and further described in Exhibit A attached hereto and made a part hereof.

ARTICLE 10: 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 general partnership, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, Donkey Corporation and Public Square Associates, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer by its President and attested by its Secretary on the date first above written.

ATTEST:

Pamela J. Failing
Pamela J. Failing
Assistant Secretary

DONKEY CORPORATION, a Maryland Corporation

By: *Etta F. Cohen*
Etta F. Cohen, President

ATTEST:

[Signature]

PUBLIC SQUARE ASSOCIATES, a Maryland General Partnership

By: Wesmarco Enterprises, Inc., General Partner

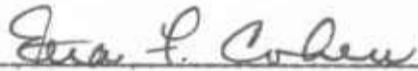
By: *[Signature]*
Hilton C. Smith, Jr.
President

Sandra J. Kaufman

By: Perini Investment Properties, Inc., General Partner

By: *[Signature]*
Dominick J. Perini,
President

The undersigned, President of DONKEY CORPORATION, has 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.



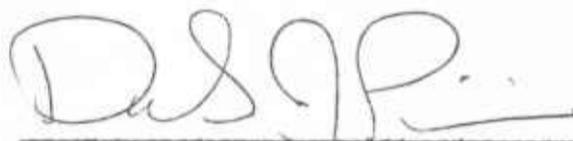
Etta F. Cohen, President

The undersigned, President of West^{11/15}marco Enterprises, Inc., a General Partner of PUBLIC SQUARE ASSOCIATES, A Maryland General Partnership, has executed on behalf of said Partnership the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Partnership, the foregoing Articles of Sale and Transfer to be the act of said Partnership and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Hilton C. Smith, Jr.,
President

The undersigned, President of Perini Investment Properties, Inc., a General Partner of PUBLIC SQUARE ASSOCIATES, A Maryland General Partnership, has executed on behalf of said Partnership the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Partnership, the foregoing Articles of Sale and Transfer to be the act of said Partnership and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Dominick J. Perini, President

EXHIBIT A

All that lot or parcel of land, together with the improvements thereon, situate along the North marginal line of West Washington Street and along the West side of the Public Square in Hagerstown, Washington County, Maryland and being more particularly described as follows:

BEGINNING at a point in the North marginal line of West Washington Street, said point being North 58 degrees West 29.65 feet, more or less, from the intersection of the North marginal line of said West Washington Street with the West marginal line of the Public Square and running thence with said North marginal line North 58 degrees 00 minutes West 78.64 feet, thence leaving West Washington Street and running back therefrom North 32 degrees 34 minutes East 117.93 feet to the South margin of a public alley, thence along the South margin thereof South 58 degrees 08 minutes East 106.67 feet to a point, thence leaving said alley and running South 31 degrees 47 minutes West 98.18 feet to a point along the West margin of the Public Square, thence South 58 degrees 00 minutes West 29.58 feet to a point, thence South 31 degrees 58 minutes 30 seconds West 20 feet to the place of beginning.

BEING all and the same property conveyed unto Donkey Corporation by Deed from Harry D. Bowman and Mary K. Bowman unto The Donkey Corp., dated March 20, 1967, recorded in Liber 455, folio 559 in the Land Records of Washington County.



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 Business Code _____ County _____

_____ Close _____

~~Merging~~
(Transferor) D1179803
Donkey Corporation

~~Surviving~~
(Transferee) _____
Public Squares Associates
(a MD general partnership)

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	_____	Rec. Fee (Arts. of Inc.)
20	_____	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
	<u>22</u>	Rec. Fee (Transfer)
	_____	Rec. Fee (Dissolution)
	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	<u>4</u>	Cert. of Conveyance
	_____	<u>land records, Wash Co</u>

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	<u>297</u>	Recordation Tax
22	<u>450</u>	State Transfer Tax
23	<u>NA</u>	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
	_____	Other _____
	_____	Other _____

TOTAL FEES 773 Check _____ Cash

APPROVED BY: AW

2 Documents on 2 checks MAAD

Mail to Address: Rand Weinberg
10 W. Collegi Terrace
Federicks, Md 21701

Code _____

ATTENTION: _____

NOTE:

ARTICLES OF SALE AND TRANSFER

BETWEEN

DONKEY CORPORATION (A MD CORP.) TRANSFEROR

AND

PUBLIC SQUARE ASSOCIATES, (A MD GENERAL PARTNERSHIP) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 25, 1986 AT 12:00 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

\$ _____

\$ 22.00

\$ _____

Cert. of Conv.-Washington Co.-Land Rcds.

4.00

26.00

5.00

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 205255

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record October 21, 1986

at 2:37 o'clock P.M. Liber 36

APPROVED FOR RECORD

6-1684 at 10:01 A.M.

**ARTICLES OF INCORPORATION
OF
PARAMOUNT OPTICAL, INC.**

THIS IS TO CERTIFY:

FIRST: That William S. Barton, the subscriber, as Incorporator, being at least Twenty-One (21) years of age, do, under and by virtue of the 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.

RECORD 5.00
8 SUB 25.00
84 9843 10-20 P1:26

SECOND: That the name of the corporation, hereinafter referred to as Corporation, is: PARAMOUNT OPTICAL, INC.

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

A. To provide a complete line of eye care products, eyeglasses, contact lenses, sunglasses and related optical products for resale to the general public. To prescribe and fill prescriptions for eyeglasses and contact lenses and to provide all other goods and services, including repair services, incidental to the sale of optical products.

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

1986 JUN 16 A 10:01

RECORD 5.00
8 SUB 116.50
84 0047 10-21 P2:37

65873413

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 1711 Potomac Avenue, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Janet C. Danziger, whose address is 6 Blossom Lane, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) shares of Common Stock with no par value.

SIXTH: The Corporation shall have no less than three (3), or more than nine (9), Directors and Janet C. Danziger, William S. Barton and David Oswald 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 the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

B. The Corporation reserves the right to make, from time to time, any amendments of its Charter which may now or hereafter be authorized by law, including any Amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such Amendment which changes the terms of any of the outstanding stock shall be valid

-3-

unless such change of terms shall have been authorized by the holders of Two-Thirds (2/3) 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, on ~~May~~ ^{June} 11th 1986, and acknowledge the same to be my act.



(SEAL)



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 Business Code 03 County 71
_____ Close

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
20	<u>20</u>	Organ. & Capitalization
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
51	_____	Foreign Name Registration
50	_____	Cert. of Qualification or Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES 40 Check _____ Cash _____

APPROVED BY [Signature]

Documents on 1 checks
Mail to Address: Maryland, 10/28/80

Code _____

William S. Barton
100 W. Washington St
Hagerstown, Md 21740

ATTENTION: _____

NOTE:

ARTICLES OF INCORPORATION
OF
PARAMOUNT OPTICAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 16, 1986 AT 10:01 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2151791 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 205010

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2822 2700

5 15
RECORD 6.00
B SUB 6.00
04 9838 10-20 P1:25

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

CLERK OF THE CIRCUIT COURT
Washington County
Hagerstown, MD 21740

RECORD .50
B SUB 118.50
04 0051 10-21 P2:38

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 SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____

THE FLEISHER COMPANY (A 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 PUBLIC SQUARE ASSOCIATES, (A MD GENERAL PARTNERSHIP) TRANSFEREE

3) The Articles were accepted for record on 6/25/86, at 11:56 AM



As Witness my hand and the Official seal of the said Department at Baltimore this 25TH day of JUNE, 1986.

Paul B. Anderson

PAUL B. ANDERSON
Charter Specialist

Received for Record October 21, 1986 Liber 36

At 2.38 P. M.

RECORD .50
B SUB 117.50
04 0049 10-21 P2:38

RECORD .50
B SUB 10.50
04 9840 10-20 P1:2

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

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 SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is DONKEY CORPORATION (A 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 PUBLIC SQUARE ASSOCIATES (A MD GENERAL PARTNERSHIP) TRANSFEREE

3) The Articles were accepted for record on 6/25/86, at 12:00 A.M.



As Witness my hand and the Official seal of the said Department at Baltimore this 27TH day of JUNE, 19 86.

Paul B. Anderson

PAUL B. ANDERSON
Charter Specialist

RECORD 5.00
SUBS. FEES 5.00
11-06 09:47

ARTICLES OF INCORPORATION
AND TAXATION

APPROVED FOR RECORD

GLESSNER COMMUNICATIONS, INC.

7-11-86 at 10:18a.m.

THIS IS TO CERTIFY:

FIRST: That William S. Barton, the subscriber, as Incorporator, being at least Twenty-One (21) years of age, do, under and by virtue of the 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, hereinafter referred to as Corporation, is: GLESSNER COMMUNICATIONS, INC.

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

A. To buy and/or sell telephones and all related communication equipment incidental thereto, and the repair, service and maintenance of same, providing such services to commercial, industrial, governmental and residential property owners.

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

61928319

2830 2458

-2-

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 1216 Sherman Avenue, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Robert L. Glessner, Jr. whose address is 2200 Fairfax Road, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) shares of Common Stock with no par value.

SIXTH: The Corporation shall have no less than three (3), or more than nine (9), Directors and Robert L. Glessner, Jr., Ronald Lipella, and William S. Barton 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 the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

B. The Corporation reserves the right to make, from time to time, any amendments of its Charter which may now or hereafter be authorized by law, including any Amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such Amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of Two-Thirds (2/3) of all of such stock at the time

2830 2459

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, on July 4, 1986, and acknowledge the same to be my act and deed.

 (SEAL)



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

405

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	<u>0</u>	<u>1</u> Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

47022 11/18/80
William Barton
100 W. Washington St.
Hagerstown, Md
21740

TOTAL FEES 46

Check Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: gcs

ARTICLES OF INCORPORATION
OF
GLESSNER COMMUNICATIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 11, 1986 AT 10:18 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2167070 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 206910

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2830 2457

RECORDED
10.01
11-06 1986

ARTICLES OF INCORPORATION

OF

GLESSNER TELECOMMUNICATIONS, INC.

APPROVED FOR RECORD
7-11-86 at 9:11a

THIS IS TO CERTIFY:

FIRST: That William S. Barton, the subscriber, as Incorporator, being at least Twenty-One (21) years of age, do, under and by virtue of the 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, hereinafter referred to as Corporation, is: GLESSNER TELECOMMUNICATIONS, INC.

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

A. To buy and/or sell telephones and all related communication equipment incidental thereto, and the repair service and maintenance of same, providing such services to commercial, industrial, governmental and residential property owners.

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

2830 2463

61928073

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 1216 Sherman Avenue, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Robert L. Glessner, Jr. whose address is 2200 Fairfax Road, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) shares of Common Stock with no par value.

SIXTH: The Corporation shall have no less than three (3), or more than nine (9), Directors and Robert L. Glessner, Jr., Ronald Lipella, and William S. Barton 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 the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

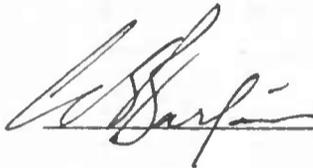
B. The Corporation reserves the right to make, from time to time, any amendments of its Charter which may now or hereafter be authorized by law, including any Amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such Amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of Two-Thirds (2/3) of all of such stock at the time

-3-

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, on July 30, 1986, and acknowledge the same to be my act and deed.



(SEAL)

2830 2465



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	<u>6</u>	<u>1</u> Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

11/18/80
William Barton
100 W. Washington St.
Hagerstown, Md 21740

TOTAL FEES 46

Check _____ Cash

_____ Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
GLESSNER TELECOMMUNICATIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 11, 1986 AT 09:11 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2167088 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 206911

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2830 2462

RECORD 5.00
STATE DEPARTMENT OF ASSESSMENTS 15.00
AND VALUATION 11-06 49147

ARTICLES OF INCORPORATION

OF

APPROVED FOR RECORD

7-11-86 10:18 A.M.

GLESSNER ALARM AND COMMUNICATIONS, INC.

THIS IS TO CERTIFY:

FIRST: That William S. Barton, the subscriber, as Incorporator, being at least Twenty-One (21) years of age, do, under and by virtue of the 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, hereinafter referred to as Corporation, is: GLESSNER ALARM AND COMMUNICATIONS, INC.

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

A. To buy and/or sell telephones and all related communication equipment incidental thereto, and the repair, service and maintenance of same, providing such services to commercial, industrial, governmental and residential property owners.

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

2830 2468

61928257

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 1216 Sherman Avenue, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Robert L. Glessner, Jr. whose address is 2200 Fairfax Road, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) shares of Common Stock with no par value.

SIXTH: The Corporation shall have no less than three (3), or more than nine (9), Directors and Robert L. Glessner, Jr., Ronald Lipella, and William S. Barton 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 the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

B. The Corporation reserves the right to make, from time to time, any amendments of its Charter which may now or hereafter be authorized by law, including any Amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such Amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of Two-Thirds (2/3) 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, on July 9, 1986, and acknowledge the same to be my act and deed.



(SEAL)



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____
13	_____	_____ Certified Copy _____	_____ Change of Resident Agent
56	_____	Foreign Penalty	_____
54	_____	For. Supplemental Cert.	_____ Change of Resident Agent Address
73	_____	Cert. of Conveyance	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	<u>6</u>	<u>1</u> Corp. Good Standing	_____
NA	_____	Foreign Corporation Registration	_____
_____	_____	Other _____	_____
_____	_____	Other _____	_____

TOTAL FEES 46
 Check Cash

Documents on _____ checks

MAIL TO ADDRESS: 71820 11/18/80
William Barton
100 W. Washington St
Hagerstown, Md 21740

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
GLESSNER ALARM AND COMMUNICATIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 11, 1986 AT 10:18 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

D2167096 500

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 206912

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2830 2467

Received for Record November 6, 1986 at 9:47 o'clock A.M. Liber 36

RECORDED 5.00
20.00
04 1986 11-06 1986

ARTICLES OF AMENDMENT

OF

7-21-86 10:45a TURNER'S TAXI, INC.

Turner's Taxi, Inc., a Maryland Corporation, having its principal office at 655 West Washington Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Articles of Incorporation are hereby amended by adding thereto the following new article NINTH:

NINTH: Notwithstanding any provision of law to the contrary, the affirmative vote of two-thirds (2/3) of all of the votes entitled to be cast on any matter requiring a Stockholder vote shall be necessary for any corporate action requiring a Stockholder vote, after due authorization, approval, and/or advice of such action by the Board of Directors, as required by law, to approve and authorize any such corporate action.

SECOND: The Board of Directors of the Corporation duly advised the foregoing amendment and the Stockholders unanimously approved said amendment at the Combined Annual Meeting of Stockholders and Directors of the Corporation held on February 28, 1986.

62028502



2832 1523

IN WITNESS WHEREOF, Turner's Taxi, Inc., has caused these presents to be signed in its name and on its part by its president and its corporate seal to be hereunder affixed and attested by its Secretary on this 8th day of July, 1986, and its President acknowledges that these Articles of Amendment are the act and deed of Turner's Taxi, 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.

TURNER'S TAXI, INC.

ATTEST:

By: *George F. Turner*
George F. Turner, President

Thomas L. Turner, Sr.
Thomas L. Turner, Sr., Secretary

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

I HEREBY CERTIFY That on this 8th day of July, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Thomas L. Turner, Sr., who acknowledged the foregoing Articles of Amendment to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Judith A. Feather
Notary Public

My Commission Expires:
7-1-90

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

I HEREBY CERTIFY That on this 8th day of July, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George F. Turner who acknowledged the foregoing Articles of Amendment to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Judith A. Feather
Notary Public



My Commission Expires: 7-1-90



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY _____

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

7/18/86
Scott Schubel
Wachs Boone
138 W. Wash. St.
Hagerstown Md

NOTE: 21740

TOTAL FEES 29

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT
OF
TURNER'S TAXI, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 21, 1986 AT 10:45 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00 _____

\$ _____

500

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 207028

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2832 1522

Received for Record November 6, 1986 at 9:48 o'clock A.M.

Liber 36

RECORD 5.50
B SUB 25.50
04 1524 11-06 A9:48

M

ARTICLES OF INCORPORATION
OF

WETZEL, INC.

STATE OF

Alaska

9:34

1986 JUL 18 A 9:48

THIS IS TO CERTIFY:

FIRST: I, ROBERT LEE WETZEL, whose post office address is 112 Della Lane, Boonsboro, Maryland 21713, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

WETZEL, INC.

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

(1) To engage in the business of selling and distributing beer, ale, whiskey, wine, liquors, cordials, and any other alcoholic drinks and mixes; and to engage in any other lawful purpose and/or business.

(2) To purchase, 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

POOLE & POOLE, P.A.
ATTORNEYS AT LAW
AGERSTOWN TRUST BUILDING
1 WEST WASHINGTON STREET
AGERSTOWN, MD 21740

2833 0021

01908187

of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgage, 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 all of the rights, powers,

2833 0022

privileges, and immunities of individual owners or holders thereof.

(3) 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.

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

(5) 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.

(6) 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 Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under

2833 0023

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.

(7) 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.

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 principal office of the Corporation in this State is 112 Della Lane, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State are Robert

2833 0024

✓ Lee Wetzel, 112 Della Lane, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

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

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 two (2).

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Robin Lee Wetzel, Robert Lee Wetzel, Toni L. Wetzel, and Barbara B. Wetzel.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of July, 1986, and I acknowledge the same to be my act.

WITNESS:

D. Bruce Pohl

Robert Lee Wetzel (SEAL)
Robert Lee Wetzel

2833 0025

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 17th day of July, 1986, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared ROBERT LEE WETZEL, 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.



[Signature]
Notary Public

My Commission Expires:
July 1, 1986.



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	22	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS:

7/18/80 11/18/80
O. Bruce Poole
81 W. Washington
Hagerstown, Md 21740

TOTAL FEES

42 Check Cash
1 Documents on 1 checks

NOTE:

APPROVED BY:

MSK

ARTICLES OF INCORPORATION
OF
WETZEL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 18, 1986 AT 09:34 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

8

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 22

\$ _____

D2171148

5.50

WASHINGTON COUNTY

TO THE CLERK OF THE COURT OF

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 207395

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2833 0020

REcieved for Record November 6, 1986 at 9:48 o'clock A.M.

Liber 36

ARTICLES OF INCORPORATION

OF

THE HANCOCK GRACE CHURCH OF THE NAZARENE

7-21-86 2:00p
THIS IS TO CERTIFY:

FIRST: That we the undersigned elected trustees, Lynn Willard Mellott, Route 1, Box 37S, Hancock, Maryland, 21750; Ronald E. Michael, Route 1, Box 39S, Hancock, Maryland, 21750; Elmo N. Michael, Route 1, Box 36S, Hancock, Maryland, 21750; and Joe D. Weller, H.C.R. 80, Box 24, Warfordsburg, Pennsylvania, 17267, do hereby form a non-stock religious corporation pursuant to Corporations and Associations Article 5-301 et seq.

SECOND: The name of the Corporation and the Church shall be The Hancock Grace Church of the Nazarene.

THIRD: The plan and purposes of the Corporation adopted at the meeting of the members of the congregation electing the Trustees are as follows:

1. To establish and maintain a local congregation of the Church of the Nazarene.
2. To spread the Gospel of Jesus Christ, promote holiness and the worship of God among its members and attendants, and the practice of Christian virtues inculcated in the Holy Scriptures.
3. To employ and discharge ordained ministers of the Gospel, and/or other, to conduct and carry on divine services at the place of worship, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of such Corporation and ecclesiastical body being the local congregation known as The Hancock Grace Church of the Nazarene.
4. To provide appropriate religious education and training for its members and those attending its church school and other educational meetings and classes.
5. The terms of admission to membership in this Corporation shall consist of membership in good standing in the ecclesiastical body known as The Hancock Grace Church of the Nazarene and each member in good standing in such ecclesiastical body shall by virtue thereof be a member of this Corporation.
6. The real estate of the Church shall be managed by the Trustees. The Trustees shall be elected for a one year term at the February meeting of the membership. The incorporators named herein shall serve as Trustees until February 1987. The Trustees shall be four (4) in number, plus the Minister who shall

62928545

2833 0365

1986
RECORDED
28-00
04 015 11-06 AM:48

A
9:51

also serve as a Trustee. The manner of election and the filling of vacancies shall be as provided in the By-laws.

7. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The Secretary and Treasurer may be the same person. The officers shall be elected by the church members, and the tenure of office, manner of election and filling of vacancies shall be as provided in the By-laws of the Corporation.

8. The Corporation shall be governed in its internal affairs by the Trustees. The Manual of the Church of the Nazarene, latest revision, shall be the By-laws of the Corporation.

FOURTH: The powers of the Corporation and its Trustees are as follows:

1. To acquire property whether real, personal or mixed, by purchase, gift, legacy, bequest or in any other manner and to sell and mortgage the same, borrow money, issue bonds or notes, and all other documents necessary or appropriate in carrying out the objects and purposes as set forth in these Articles of Incorporation.

2. To adopt a seal which shall be in circular form, with the name of the Corporation and "Maryland" inscribed around the outer edge, and in the center shall be inscribed the words "Incorporated" and the year of incorporation.

3. To do all and everything necessary, suitable or 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 named, or which shall at any times appear conducive or expedient for the promotion of its welfare, and the accomplishment of the objects herein enumerated, and the Corporation shall have all the powers granted to religious corporations by the Laws of Maryland, including, but not restricted to, the provisions of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, relating to religious corporations, and particularly the powers, among others, conferred upon its Trustees by Section 5.306 thereof, to purchase, take, or acquire by gift, bequest, or in any other manner and hold any interest in any assets in the manner that the Trustees consider most conducive to the interest of the Corporation; and generally manage any assets of the Corporation.

4. All of the objects, purposes and powers of the Corporation shall be subject to and in accordance with the government and discipline of the Church of the Nazarene as is from time to time set forth in the Official Manual of the Church published by the authority of the General Assembly of the Church

of the Nazarene which are not inconsistent with the Laws of Maryland and of the United States.

FIFTH: The principal office of the Corporation in this State will be at 265 West Main Street, Hancock, Maryland, 21750. The Resident Agent of the Corporation is Roy Williams, 265 West Main Street, Hancock, Maryland, 21750.

SIXTH: The duration of the Corporation shall be perpetual.

SEVENTH: The Corporation shall not engage in any activity that would disqualify the Church from exemption from any taxes. The property of the Corporation shall not be diverted from the use of the Church of the Nazarene.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 26th day of June, 1986.

WITNESS:

Gloria Mellott Lynn Willard Mellott (SEAL)
Lynn Willard Mellott

Gloria Mellott Ronald E. Michael (SEAL)
Ronald E. Michael

Gloria Mellott Elmo N. Michael (SEAL)
Elmo N. Michael

Gloria Mellott Joe D. Weller (SEAL)
Joe D. Weller

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:

I HEREBY CERTIFY that on this 26th day of June, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared LYNN WILLARD MELLOTT, RONALD E. MICHAEL, ELMO N. MICHAEL, and JOE D. WELLER, who did acknowledge that they executed the foregoing Articles of Incorporation as their voluntary acts.

WITNESS my hand and Notarial Seal.

Gloria Mellott
Notary Public

My Commission Expires:
July 1, 1986.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

433

DOCUMENT CODE 02 BUSINESS CODE 16 COUNTY 71

_____ P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>10</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change (New Name) _____

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 11/18/86

Russell Markes
35 E. Washington St.
Hagerstown, Md 21740

TOTAL FEES 39
 Check Cash

Documents on _____ checks

NOTE:

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
THE HANCOCK GRACE CHURCH OF THE NAZARENE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 21, 1986 AT 02:00 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 10

SPECIAL
FEE PAID:

\$ _____

D2171767 2.50

WASHINGTON

TO THE CLERK OF THE COURT OF

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 207438

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2833 0364

Received for Record November 6, 1986 at 9:49 o'clock A.M. Liber 36

APPROVED FOR RECORD

Downtown Enterprises, Inc.

7/23/86 at 11:32

ARTICLES OF INCORPORATION

RECORD 5.00
P. 508 33.00
11-06 09:49

FIRST: I, Roger Schlossberg, whose post office address is 1348 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 Downtown Enterprises, Inc.

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

(1) To engage in the business of the retail sale of alcoholic beverages and to engage in other related businesses; 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 101 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ronald C. Schwartz, 1818 Woodburn Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State. ✓

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

SIXTH: The number of Directors of the Corporation shall be 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 (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:

- Bertrand L. Iseminger, Jr.
- Ronald C. Schwartz
- Sherrill H. Koontz

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.

02003300

2833 1696

(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.

⁷15 IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of July, 1986, and I acknowledge the same to be my voluntary act and deed.

Frieda Anne Schlossberg
Witness

Roger Schlossberg (SEAL)
Roger Schlossberg



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

437

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

11/18/86
Roger Schlossberg
134 W. Washington St
Hagerstown, MD 21740

NOTE: _____

TOTAL FEES

40 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
DOWNTOWN ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 23, 1986 AT 11:32 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2173128 500

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 207630

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

The G.B.R. Foundation Corporation

RECORDED 5.00
\$ 3.00 38.00
NOV 11 1986 11-06 09:49

7-24-86 10:41W

Articles of Incorporation

The undersigned, both of whom are citizens of the U.S. and at least 18 years of age, desiring to form a Non-Profit Corporation under the Nonstock Corporation Law of Maryland do hereby certify:

- First: The name of the Corporation shall be The G.B.R. Foundation Corporation
- Second: The place in this state in Washington County where the principal office is to be located is 442 North Potomac Street, Hagerstown, Maryland 21740
- Third: Said Corporation is organized exclusively for charitable 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 corresponding section of any future federal tax code
- Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows: Charles J. Roggi, 442 North Potomac St., Hagerstown, Maryland 21740, Jean Hoffmeier Roggi, 442 North Potomac St., Hagerstown, Maryland 21740; and the resident agent is Charles J. Roggi of same address as above.
- Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services

02058202

2834 0447

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. Not with standing 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

Seventh: The corporation shall not be authorized to issue capital stock.

Eighth: The number of directors of the corporation shall be two (2), 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 meeting or until their successors are duly chosen and qualified are Charles J. Roggi and Jean Hoffmeier Roggi.

In witness where of, we have signed these articles of Incorporation on July 12, 1986, and severally acknowledge the same to be our act.

signature

Charles J. Roggi
Charles J. Roggi

signature

Jean Hoffmeier Roggi
Jean Hoffmeier Roggi



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

029

BUSINESS CODE

4

COUNTY

71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

total 11/18/86
 Charles Roggi
 442 N. Potomac St
 Hagerstown, Md 21740

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

APPROVED BY: AS

NOTE: _____

ARTICLES OF INCORPORATION
OF
THE G.B.R. FOUNDATION CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 24, 1986 AT 10:41 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

02173896 5.00

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

A 207699



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2834 0446

RECORDED 5.00
P. 505 45.00
04 1528 11-06 09:49

ELEVATOR INSPECTION SERVICE INC. 10:00
7-28-86

ARTICLES OF INCORPORATION

FIRST: I, Claude Burns, whose post office address is 15924 Livingston Road Accokeek, Maryland 20607, and being at least 18 years of age, hereby forms 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 "ELEVATOR INSPECTION SERVICE INC."

THIRD: The purposes for which the Corporation is formed are; to install, inspect, repair, maintain, and service elevators, escalators and all other similar mechanical devices and equipment used to raise and lower or to deliver from one level to another level passengers, merchandise and equipment. The Corporation shall also engage in the purchasing and sales of such equipment and all componenet parts and shall issue such certificates of compliance or certificates of inspection which may be required by any governmental body or agency; and to engage in any other lawful purpose and/or business.

The Corporation shall also 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 Corporation in this State shall be; 15924 Livingston Road, Accokeek, Md. 20607 and the Resident Agent shall be Claude Burns, who actually resides at: 15924 Livingston Road, Accokeek, Maryland 20607.

02030867

2835 0120

FIFTH: The total number of shares of capital stock which the Corporation has the authority to issue is One Hundred (100) shares, which are common stock without par value

SIXTH: The number of the 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 not be less than one, provided that:

- a) If there is no stock outstanding, the number of Directors may be less than two but not less than one; and
- b) If there is stock outstanding and so long as there are less than two stock holders, the number of Directors may be less than two, but not less than the number of stock holders.
- c) The name of the Director who shall act until the first annual meeting or until their successors are chosen shall be: Claude Burns

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

- a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes whether now or hereafter authorized.
- b) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or respects, from time to time before issuance of such shares, the preference rights voting powers, restrictions, 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 be otherwise 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 11th day of July 1986, and I acknowledge same to be my act.

Claude Burns
Claude Burns



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

447

DOCUMENT CODE 02 *John* BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

11/18/80
Leonard Burner
 P.O. Box 55119
 Ft. Washington, Md
 20744

TOTAL FEES 40
 Check _____ Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: *JP*

ARTICLES OF INCORPORATION
OF
ELEVATOR INSPECTION SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 28, 1986 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$ _____

02175388 5.00

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 207862

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record November 6, 1986 at 9:49 o'clock A.M. Liber 36

ARTICLES OF INCORPORATION

of

THEATRE EFFECTS, INC. 7-28-86 10:39a

WE, THE UNDERSIGNED, natural persons of legal age, acting as incorporators of a corporation under the General laws of the State of Maryland, adopt the following articles of incorporation for such corporation:

FIRST: The name of the corporation is Theatre Effects, Inc.

RECORD 5.00
SUB 48.00
04 1519 11-06 49149

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are to operate a magic trick manufacturing shop, to distribute the manufactured products to wholesale dealers, and to transact any other lawful business activity for which this corporation may be incorporated.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is two hundred (200) shares of par value of \$10.00 per share, common stock, one class, no series, for a total authorized capital of \$2,000.00.

FIFTH: The corporation will not commence business until at least one thousand dollars (\$1,000.00) have been received by it as consideration for the issuance of shares.

SIXTH: Cumulative voting of shares of stock is not authorized.

SEVENTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are approval by the Board of Directors.

EIGHTH: Provisions for the regulation of the internal affairs of the corporation are governed by the bylaws which shall be adopted by the majority of the directors.

NINTH: The address of the initial registered office of the corporation is 160 W. Washington St., Hagerstown, MD 21740, and the name of its initial registered agent at such address is Nathan Kahn.

TENTH: Address of the principal place of business is 160 W. Washington St., Hagerstown, MD 21740.

ELEVENTH: The number of directors constituting the initial board of directors is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Nathan Kahn, 3385 Old Route 30, Orrtanna, PA 17353, and Michael L. Seibert, Sr., 912 Dewey Ave., Hagerstown, MD 21740

0110-06823

2835 1033

The name and address of each incorporator is:

Nathan Kahn, 3385 Old Route 30, Orrtanna, PA 17353, and
Michael L. Seibert, Sr., 912 Dewey Ave., Hagerstown, MD 21740

In witness whereof, the incorporators hereunto set their hands this 25th day of July, 1986, and acknowledge the same to be our act.

Michael R. Seibert Sr.

Nathan Kahn



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

451

DOCUMENT CODE

0210

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>ap</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Nov 11/18/90
Nathan Kahn
3385 Old Route 30
Orranna, PA
17353

TOTAL FEES 48

Check _____ Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: AK

ARTICLES OF INCORPORATION
OF
THEATRE EFFECTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 23 1986 AT 10:39 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

02175719 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 207891

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for REcord November 6, 1986 at 9:50 o'clock A.M. Liber 36

APPROVED FOR RECORD

8/1/86

9:00 a

K & M SELF SERVICE LAUNDRY, INC.

ARTICLES OF DISSOLUTION

SEARCHED
SERIALIZED
INDEXED
FILED
NOV 11 1986
FBI - BALTIMORE

K & M Self Service Laundry, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is K & M Self Service Laundry, Inc., and the post office address of the principal office of the Corporation in the State of Maryland is 616 Frederick Street, Hagerstown, Maryland 21740.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, are: Theodore H. Earley, 616 Frederick St., Hagerstown, MD 21740. Said resident agent is an individual who actually resides in the State of Maryland.

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

Theodore H. Earley, 616 Frederick St., Hagerstown, Maryland 21740

Virginia E. Earley, 616 Frederick St., Hagerstown, Maryland 21740

David A. Earley, Rt. 1, Box 276A, Sharpsburg, Maryland 21782

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

Theodore H. Earley, President and Treasure,
616 Frederick St., Hagerstown, Maryland 21740

62138090

Virginia E. Earley, Vice-President and Secretary,
 616 Frederick St., Hagerstown, Maryland 21740
 David A. Earley, Assistant Secretary, Rt. 1, Box
 276A, Sharpsburg, Maryland 21782

SIXTH: A majority of the entire Board of Directors of the Corporation, at a meeting duly convened and held on May 1, 1986, all of the directors being present thereat, adopted a resolution declaring that dissolution of the Corporation was advisable.

SEVENTH: A consent in writing, setting forth approval of the dissolution of the Corporation as proposed by the Board of Directors as aforesaid, was signed by all of the stockholders of the Corporation entitled to vote thereon, and such consent, together with a waiver of a duly called meeting thereon, are filed with the records of the Corporation.

EIGHTH: The dissolution of the Corporation as above set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation as required by Law and the Charter of the Corporation.

NINTH: The Corporation has no known creditors.

TENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all of the collectors of taxes on the list thereof heretofore supplied to the Corporation by the Department of Assessments and Taxation of the State of Maryland) stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid, including taxes billed for the year in which the dissolution of the Corporation is to be effected, i. e. 1986-1987:

Washington County, Maryland, Court House,
 Hagerstown, MD 21740

City of Hagerstown, Maryland
 City Hall, Hagerstown, MD 21740



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

K & M SELF SERVICE LAUNDRY, INC.

have been paid.

WITNESS my hand and official seal this

25th day of July A.D. 1986.



Catherine A. M. B. L.

 DEPUTY COMPTROLLER
 COMPTROLLER OF THE TREASURY



CITY OF HAGERSTOWN
MARYLAND

21740

July 22, 1986

Warren Stultz
2 Public Square
Hagerstown, MD 21740

RE: K & M Self Service Laundry, Inc.

This is to certify that the books and records of the City of Hagerstown show that all Personal Property Taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the City of Hagerstown by

K & M Self Service Laundry, Inc.

have been paid to and including fiscal year July 1, 1986 through June 30, 1987.

Stephen L. Wolfensberger
Stephen Wolfensberger, Treasurer/Tax
Collector

Hagerstown, Maryland

OFFICE OF
HARRY C. SNOOK
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone: (301) 791-3173



~~HARRY C. SNOOK, Treasurer~~
~~LEONA H. HOLMES, Deputy Treasurer~~
~~ELEN B. LEWIS, Deputy Treasurer~~

The County Seal
SPRING WASHINGTON COUNTY, MARYLAND

July 17, 1986

RE: K & M Self Service Laundry, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all Personal Property Taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

K & M Self Service Laundry, Inc.

have been paid to and including the fiscal year July 1, 1986 thru June 30, 1987.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 17th day of July, 1986.

Harry C. Snook,
Treasurer for Washington County,
Maryland

mt

IN WITNESS WHEREOF, K & M Self Service Laundry, Inc., has caused these presents to be signed in its name and on its behalf and its corporate seal to be hereunto affixed by its Secretary this 30th day of June, 1986.

K & M Self Service Laundry, Inc.

By Theodore H. Early
President

WITNESS as to signature
ATTEST as to seal

Virginia E. Early
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that, on this 30th day of June, 1986, before me the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Theodore H. Early, who acknowledged himself to be President of K & M Self Service Laundry, Inc., and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Dissolution are true and correct to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

My Commission Expires: 7/1/90

Dwight L. ...
Notary Public



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

459

DOCUMENT CODE 919 BUSINESS CODE 63 COUNTY _____

201264/6 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	<u>20</u>	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 11/18/80

W. Waveren Stultz
2 Public Square
Hagerstown Md 21740

TOTAL FEES _____
50 Check _____ Cash

Documents on 1 checks

NOTE:

APPROVED BY: MSK

ARTICLES OF DISSOLUTION
OF
K & M SELF SERVICE LAUNDRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 1, 1986 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

_____ 5.00 _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 208043

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2875 1613

ARTICLES OF INCORPORATION

THE SUNNY COMPANY 7-29-86 9:39a

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

RECORD 5.00
8 308 58.00
04 1531 11-06 29:51

FIRST: I, Franklin D. Rhinehart, whose post office address is Route #4, Box 13, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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) Sale and service of garments; 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 55 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Franklin D. Rhinehart, Route #4, Box 13, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

NOV 29 A 9:39

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000.00 shares at \$100.00 par value per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Franklin D. Rhinehart.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

62108093

1985 1984

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 _____ day of July, 1986, and I acknowledge the same to be my act.

WITNESS:

Bonnie S. Naughton

Franklin D. Rhinehart

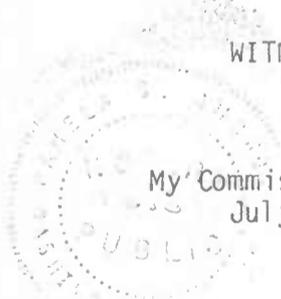
STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 24th day of July, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Franklin D. Rhinehart and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Amela S. Ambrose
Notary Public

My Commission Expires:
July 1, 1990





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

463

DOCUMENT CODE 0215 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

MSD 11/18/80

Richard Lawicella
PO BOX 1269
Hagerstown Md 21741-
1269

TOTAL FEES 40
 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
THE SUNNY COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 29, 1986 AT 09:39 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

D2176394 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 208064

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2835 1986

OFFICE MACHINES, INC.

ARTICLES OF INCORPORATION

PRBL	58.00
RECORD	5.00
B SUB	63.00
04 1532	11-06 A9:50A.M.

7/30/86

8:59

FIRST: I, W. Kennedy Boone, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is OFFICE MACHINES, INC.

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

(1) To distribute, purchase, sell, lease, service and inventory all lines of business machines and office products manufactured by Xerox Corporation. To that end, the Corporation shall have all the powers of corporations as set forth in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 1823-1/2 Pennsylvania, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Susan D. DeShong, 1823-1/2 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said resident agent is

NOV 30 A 9:59

02118085

2837 0075

an individual actually residing in this State.

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

(1) The holders of shares of the Class A Common Stock shall be entitled to vote as a separate class on any matter which properly comes before a meeting of the stockholders of the Corporation; and, a majority of all the

votes cast by the holders of Class A Common Stock at a meeting of the stockholders at which a quorum of the holders of shares of Class A Common Stock shall be present shall be sufficient to approve any matter which properly comes before the meeting for approval by the holders of shares of the Class A Common Stock.

(2) With respect to the election of Directors of the Corporation, the holders of the Class A Common Stock shall have the exclusive right to nominate and elect three (3) Directors, who shall be known as the Common Stock Directors, and in the event of the death, disability, removal, resignation or refusal to act of any Common Stock Director the holders of the Class A Common Stock shall nominate and elect one or more Directors to fill the vacancy so created by such death, disability, removal, resignation or refusal to act.

SIXTH: The number of Directors of the Corporation

-2-

2837 0077

shall be three (3) as provided for hereinabove, which number may be increased or decreased in accordance with 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.

SEVENTH: The names of the Common Stock Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Susan D. DeShong
W. Kennedy Boone, Esquire
Scott L. Schubel, Esquire

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:

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.

-3-

2937 0078

(2) The Board of Directors of the Corporation (Common Stock Directors) may classify or re-classify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(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 demand and receive payment of the value of his stock.

NINTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital 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.

TENTH: In the event of any liquidation, dissolution, or winding up of the Corporation, the holders of shares of the Class A Common Stock shall not be entitled to

-4-

2937 0079

any liquidation preferences.

IN WITNESS WHEREOF, I have set my hand this 16th day of April, 1986.

Judith A. Feather
Witness

[Signature]
W. Kennedy Boone, III

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this ^{20th} ~~16th~~ day of ^{July} ~~April~~, 1986, before me, the subscriber, a notary public for the County and State aforesaid, personally appeared W. Kennedy Boone, to the foregoing Articles of Incorporation, and he acknowledged the same to be his act; and he also made oath in due form of law that the matters and facts set forth therein with respect to the Articles of Incorporation.

AS WITNESS my hand and Notarial Seal.

Judith A. Feather
Notary Public



My Commission Expires:
7-1-88



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

469

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>5</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

11/15/84
Wachs, Boone + Bonner
138 W. Washington St
Hagerstown, Md 21740

NOTE: _____

TOTAL FEES

51 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
OFFICE MACHINES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 30, 1986 AT 08:59 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2177061 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 208128

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO: 2837 0075

M
M

8/12/86

10-45-a

LEWIS' MARKET, INC.

ARTICLES OF DISSOLUTION

PRBL	63.00
RECORD	5.00
B SUB	68.00
04 1533 11-06	
A9:51	

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

FIRST: 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 Lewis' Market, Inc., 931 Pennsylvania Ave., Hagerstown, Maryland 21740.

SECOND: The name and post office address of the Resident Agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereinafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up is J. Gordon Lewis, Apartment 15-H, Milestone Garden, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this state.

THIRD: The name and post office address of each of the Directors of the Corporation are as follows:

- | | |
|-----------------|--|
| J. Gordon Lewis | Apartment 15-H, Milestone Garden
Williamsport, Maryland 21795 |
| Robert Lehnert | Hagerstown, Maryland 21740 |
| Barbara Lehnert | Hagerstown, Maryland 21740 |

NOV 11 11 01 AM '86

02248215

3333 0133

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

President	J. Gordon Lewis	15-H Apt., Milestone Gardens Williamsport, Maryland 21795
V-Pres.	Robert Lehnert	Hagerstown, Maryland 21740
Sec./Treasr.	Barbara Lehnert	Hagerstown, Maryland 21740

FIFTH: The entire Board of Directors of the Corporation at a meeting of the Board of Directors duly convened and held on July 19, 1985, 9:30 a.m., adopted resolutions declaring a Plan of Complete Liquidation and Dissolution and directing that the proposed dissolution of the Corporation and plan of Liquidation be referred to the stockholders for action thereon.

SIXTH: The dissolution of the Corporation as proposed and advised by the Board of Directors was authorized by the stockholders of the Corporation at a meeting duly convened and held on July 19, 1985, by the affirmative vote of all of the stock entitled to vote thereon.

SEVENTH: The dissolution of the Corporation has been duly advised by the Board of Directors and authorized by the stockholders in the manner and by the vote required by the provisions of Article 23 of the Annotated Code of Maryland.

EIGHTH: The Corporation has no known creditors.

NINTH: The Corporation is hereby dissolved.

TENTH: These Articles of Dissolution are accompanied by Certificates of the Comptroller of the Treasury of the State of Maryland and of the Treasurer of Washington County, Maryland, stating in effect that all taxes levied on assessments made by the State Department of Assessments and Taxation and billed by and payable to such collecting authorities by

the Corporation have been paid or provided for in a manner satisfactory to the Comptroller of the Treasury and such authorities except taxes barred by Section 212 of Article 81 and the Annotated Code of Maryland or otherwise but including taxes billed for the year in which the dissolution of the Corporation is to be effected.

IN WITNESS WHEREOF, Lewis' Market, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed duly attested by its Secretary on this 23rd day of June, 1986.



LEWIS' MARKET, INC.

By J. Gordon Lewis
J. Gordon Lewis, President

(CORPORATE SEAL)

ATTEST: Barbara Lehnert
Barbara Lehnert, Secretary/Treasurer

Alternate to Acknowledgment and Verification under Section 127B:

THE UNDERSIGNED, Secretary of Lewis' Market, Inc., who executed on behalf of said corporation the foregoing Articles of Dissolution, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Dissolution to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth herein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Barbara Lehnert
Barbara Lehnert, Secretary/Treas.

OFFICE OF
HARRY C. SNOOK
COUNTY TREASURER
 COURT HOUSE ANNEX
 HAGERSTOWN, MARYLAND 21740
 Telephone: (301) 791-3173



The Court House
 SERVING WASHINGTON COUNTY SINCE 1821

HARRY C. SNOOK, Treasurer
~~NEONIA H. HOLMES, Deputy Treasurer~~
~~HELEN B. LEWIS, Deputy Treasurer~~

June 3, 1986

RE: Lewis' Market, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all Personal Property 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

Lewis' Market, Inc.

have been paid to and including the fiscal year July 1, 1985 thru June 30, 1986.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 3rd day of June, 1986.

Harry C. Snook

Harry C. Snook,
 Treasurer for Washington County,
 Maryland



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

LEWIS' MARKET, INC.

have been paid.

WITNESS my hand and official seal this

7th day of August A.D. 1986.

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY



CITY OF HAGERSTOWN
MARYLAND
21740

FINANCE & ACCOUNTING DEPT.

August 12, 1986

Lewis' Market Inc.
931 Pennsylvania Ave.
Hagerstown, Md. 21740

Gentlemen:

I, Alfred E. Martin, Director of Finance, for the City of Hagerstown, Maryland, do certify that the corporation, Lewis' Market Inc., has no unpaid municipal taxes, interest on taxes, or penalties on taxes showing on the records of this office as of August 12, 1986.

Sincerely yours,

Alfred E. Martin
Director of Finance

AEM:ms

1986 0810



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

477

DOCUMENT CODE

19 ✓

BUSINESS CODE

03

COUNTY _____

00434761

P.A.

Religious

Close

Stock

Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	<u>20</u>	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

Change of Resident Agent Address

75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

YMAN 11/18/80
J. Gordon Lewis
Apt 1544 Milesiones Garden
Wilmington, MD 21205

TOTAL FEES

30 Check

Cash

Documents on 1 checks

APPROVED BY: MSK

NOTE:

filed 1986
returns (as PP)
today

478

ARTICLES OF DISSOLUTION
OF
LEWIS' MARKET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 12, 1986 AT 10:45 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00 _____

\$ 30.00 _____

_____ 500 _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 208250

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2839 0124

Received for Record November 6, 1986 at 9:51 o'clock A.M.

APPROVED FOR RECORD

479

Liber 36

8/12/86 at 9:10 .m.

ARTICLES OF AMENDMENT

Independent Bible Brethren Church of Washington County, a Maryland corporation having its principal place of worship in Washington County, Maryland, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

RECORD 2.50
8 918 70.50
04 1984 11-06 09:51

FIRST: The charter of the Corporation is hereby amended by striking out Paragraph SECOND, and inserting in lieu thereof the following:

The name of the Religious Corporation and its church is Maugansville Bible Brethren Church.

SECOND: The foregoing amendment was duly advised by the trustees and approved by the members of the religious corporation.

We, the undersigned trustees who approved the resolution advising the foregoing amendment, acknowledge, in the name and on behalf of said Corporation, the foregoing amendment to be the corporate act of said Corporation, this 11th day of August, 1986.

Jerry Rowe (SEAL)
Jerry Rowe

William Price (SEAL)
William Price

Lehman E. Diller (SEAL)
Lehman E. Diller

Warren M. Hendershot (SEAL)
Warren M. Hendershot

Perry L. Hendershot (SEAL)
Perry L. Hendershot

Dale E. Martin (SEAL)
Dale E. Martin

John C. Hoffman (SEAL)
John C. Hoffman

THE UNDERSIGNED, Secretary of the meeting of the members, certify to the best of my knowledge, information and belief, the matters and facts set

3340 1227

5325000

forth herein with respect to the approval thereof are in all material respect,
under the penalties of perjury.

Lehman E. Diller (SEAL)

Lehman E. Diller, Secretary



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

431

DOCUMENT CODE

09A ¹⁵

BUSINESS CODE _____

COUNTY _____

D1509397

P.A

Religious

Close

Stock

Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>10</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change

(New Name) ~~Maugansville~~
Bible Brethren Church

Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

MAY 11/18/84

~~Maugansville Bible~~
Stone + Mc Dowell
635 Oak Hill Ave
Hagerstown, Md 21740

NOTE: _____

TOTAL FEES

10 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

ARTICLES OF AMENDMENT
OF
INDEPENDENT BIBLE BRETHERN CHURCH OF WASHINGTON COUNTY
Changing its name to
MAUGANSVILLE BIBLE BRETHERN CHURCH

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 12, 1986 AT 9:10 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00 _____

\$ _____

_____ 2.50 _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 208300

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO: 2940 1986

RECORD 5.00
SUB 75.50
04 1535 11-06 A9:5

ARTICLES OF INCORPORATION

GORMAN GROUP, INC.

8/5/86

10,20 A

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

pk

FIRST: I, Larry Gorman, whose post office address is 780 Frederick Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Gorman Group, 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 limited to the following:

(1) To engage in the operation of one or more 7-Eleven Convenience stores under one ore more Store Franchise Agreements;

(2) To do anything permitted by Section 2-103, excluding Section 2-103(12), 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 780 Frederick Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Larry Gorman, 780 Frederick Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Larry Gorman.

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 Sec-

62178251

2838 2049

tion"), 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 _____ day of May, 1986, and I acknowledge the same to be my act.

WITNESS:

[Signature]

[Signature]
Larry Gorman

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

I HEREBY CERTIFY, That on this _____ day of May, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Larry Gorman and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



My Commission Expires:
July 1, 1986

[Signature]
Notary Public



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

485

DOCUMENT CODE 0218 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED 11/18/80

MAIL TO, ADDRESS: Miller, Oliver Samuel
Beahler
P.O. Box 269
Hagerstown, Md 21741

TOTAL FEES \$40.00

Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature]

NOTE:

ARTICLES OF INCORPORATION
OF
GORMAN GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 05, 1986 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2180156 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 208326

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ARTICLES OF INCORPORATION

OF

COURTEOUS SERVICES, INC.

11-06 1986

8-1-86

10:19a

FIRST: The undersigned, Sandra L. Ridenour, whose post office address is 12 Della Lane, Boonsboro, Maryland, 21713, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Courteous Services, Inc.

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

(a) To buy, lease, hold and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the Corporation, or incidental thereto.

(b) To lease, purchase, sell and otherwise deal in all equipment, furniture, supplies, implements, apparatus, tools, and appliances of every kind and nature whatsoever.

(c) To sublease individual offices or a suite of offices.

(d) To conduct an office support business, including, but not limited to, secretarial services, word processing, data processing, telephone answering service, and general services.

(e) To borrow money without limitation, give a lien on any of its property as security therefor in any manner permitted by law.

1986 JUL 32 A 10:19

62138083

2938 1437

(f) To draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, certificates and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which the Corporation is formed, and to give a lien on any of its property as security therefor.

(g) To acquire, own and develop any interest in patents, trade marks and copyrights connected with or incidental to the business of the Corporation.

(h) To sue and be sued, complain and defend.

(i) To do each and everything necessary, suitable or profitable for the accomplishment of any one of the purposes or the attainment of any one or more of the objects herein enumerated and to contract accordingly; as well as to exercise and possess all powers, rights and privileges necessary or incidental to the purpose for which the Corporation is organized or to the activity in which it is engaged; and, in addition, any other rights, powers and privileges, granted by the laws of this State to ordinary corporations except such that are inconsistent with the express provisions of the aforesaid general laws, and to do any such thing anywhere.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 12 Della Lane, Boonsboro, Maryland, 21713. The name and post office address of the resident agent of the Corporation in Maryland are Sandra L. Ridenour, 12 Della Lane, Boonsboro, Washington County, Maryland 21713.

FIFTH: The total amount of the authorized capital stock of the Corporation is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00). The number of share of which the capital stock of the Corporation shall consist is TEN THOUSAND (10,000) of the par value of TEN DOLLARS (\$10.00) each.

All of said capital stock shall be common stock and all voting powers shall therein be vested.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Sandra L. Ridenour, Edward O. Ridenour, and James C. Bryan.

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:

(a) This Corporation may purchase shares of its own stock consistent with law.

(b) The directors of the Corporation need not be stockholders.

(c) No transaction entered into by the Corporation shall be affected by the fact that the Directors of the Corporation were personally interested in it; and every Director is hereby relieved from any disability that might otherwise prevent his contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

2038 0400

(d) The Board of Directors may make Bylaws and provide therein for the appointment of an executive committee from its own members, to exercise any or all powers of the Board which may lawfully be delegated when not in session. The Bylaws may be amended or repealed at any time by the directors.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, Sandra L. Ridenour, have signed these Articles of Incorporation on July 31, 1986, and severally acknowledge the same to be my act.

Sandra L. Ridenour
Sandra L. Ridenour
12 Della Lane, Boonsboro, MD 21713

Witness:

Edward O. Ridenour

2538 0490



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

491

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>40</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

MD 11/18/80

Andrea Pidenour
12 Della Lane
Bronshoro, MD
21713

TOTAL FEES 50

Check _____ Cash _____

Documents on _____ checks _____

NOTE: _____

APPROVED BY: *[Signature]*

ARTICLES OF INCORPORATION
OF
COURTEOUS SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 01, 1986 AT 10:19 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2179224 5.00

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 208460

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO: 2338 0485

Received for Record November 6, 1986 at 9:52 o'clock A.M. Liber 36.

ARTICLES OF INCORPORATION

OF

P & W EXCAVATING, INC.

NOV 04 1986 11:06 AM

g

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Frank Plessinger, whose post office address is Route 40 West, R.D. 2, Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

8-4-86 10:01a

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is P & W Excavating, Inc.

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

Heavy construction, paving, and related earth work businesses.

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.

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.

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

2758596

0838 0348

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 40 West, R.D. 2, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is George E. Snyder, Jr., 28 Jonathan Street, Hagerstown, Maryland 21740. Said resident agent is corporation of the State of Maryland.

FIFTH: The total number of shares of 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 two (2), which number may be increased or decreased pursuant to the Bylaws 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 (1); and

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 names of the directors who shall at until the first annual meeting or until their successors are duly chosen and qualified are: Frank Plessinger and Rita Plessinger.

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

1968 0749

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, I have signed these Articles of Incorporation this 1st day of August, 1985.

WITNESS:

Judy Brady

Frank Plessinger Pres
Frank Plessinger

STATE OF PENNSYLVANIA, COUNTY OF FULTON, to-wit:

I HEREBY CERTIFY, that on this 1st day of August, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Frank Plessinger, and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Judy M. Brady
Notary Public

My Commission Expires:
May 9, 1988



JUDY M. BRADY, NOTARY PUBLIC
AYR TOWNSHIP, FULTON COUNTY
MY COMMISSION EXPIRES MAY 9, 1988
Member - Pennsylvania Association of Notaries



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02

BUSINESS CODE 03

COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

mail 11/18/86

George Snyder
 28 Jonathan St
 Hagerstown, MD
 21740

TOTAL FEES

49

Check _____ Cash

Documents on _____ checks

APPROVED BY: *[Signature]*

NOTE:

File after for term.

ARTICLES OF INCORPORATION
OF
P & W EXCAVATING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 04, 1986 AT 10:01 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$ _____

D2179331 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 208471

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2333 0547

498

ARTICLES OF INCORPORATION

A & A AMUSEMENT MACHINES, INC.

8/5/86

10.20.86

FIRST: I, Bradley L. Gsell, whose post office address is 39 North Mulberry 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.

5.00
90.50
11-06 AP150

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

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

(1) To engage in coin operated amusement machine 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 39 North Mulberry Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Diane M. Harbaugh, 39 North Mulberry 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 1,000 shares of common stock, with a par value of \$100.00 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: Robert C. Harbaugh, Herbert R. Gsell, and Bradley L. Gsell.

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:

68178250

2038 0916

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

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

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

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former

director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of July, 1986, and I acknowledge the same to be my act.

WITNESS:




Bradley L. Gsell

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

I HEREBY CERTIFY, That on this 25th day of July, 1986, before me, the subscriber, a Notary Public in and for the State and County afore-said, personally appeared Bradley L. Gsell and acknowledged the afore-going Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.




Notary Public



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

501

DOCUMENT CODE 17

BUSINESS CODE 03

COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

MAN 11/18/86
Miller Office Supplies
& Business
P.O. Box 11219
Hagerstown, Md 21740

TOTAL FEES

40.00

Check _____ Cash _____

Documents on _____ checks

NOTE:

APPROVED BY: DK

502

ARTICLES OF INCORPORATION
OF
A & A AMUSEMENT MACHINES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 05, 1984 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20

\$ _____

D2179729 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 208491

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO: 2338 0915

8/7/86

9/18

DEVORE'S PARTY TIME POTPOURRI, LTD

1986 JUL 29 A 10:19

ARTICLES OF INCORPORATION

FIRST: I, RALPH E. DEVORE, JR., whose post office address is 117 Hickory Lane, Hagerstown, Maryland, ²¹⁷⁴⁰ and I, LUANNE K.

DEVORE, whose post office address is 117 Hickory Lane, Hagerstown, Maryland, ²¹⁷⁴⁰ 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 referred to as the "Corporation") is Devore's Party Time Potpourri, Ltd.

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

- (1) To conduct a general retail business.
- (2) To conduct a general rental and leasing business of equipment, furnishings, decors and motifs necessary to stage or produce business demonstrations, parties, shows or for other related activities.
- (3) To provide expert services in the production of business demonstrations, parties, shows or other related activities.
- (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.

819 A 9 18

62198013



1986 JUL 29

✓
 ✓
 FOURTH: The post office address of the principal office of the Corporation in this State is 117 Hickory Lane, Hagerstown, Maryland. ²¹⁷⁴⁰ The name and post office address of the Resident Agent of the Corporation in this State are Ralph E. Devore, Jr., 117 Hickory 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 (1000) shares of common stock, without par value.

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Ralph E. Devore, Jr., 117 Hickory Lane, Hagerstown, Maryland, ²¹⁷⁴⁰ Luanne K. Devore, 117 Hickory Lane, Hagerstown, Maryland, ²¹⁷⁴⁰ and John C. Miles, St. Paul Road, 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 stock by setting or changing in any one or more respects, from time to time before issuances of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(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 demand and receive payment of the face value of his stock.

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

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital 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 subscriber for, purchase or otherwise acquire such shares.

WITNESS our hands and seals this 5th day of August, A. D., 1986.

Witness as to both:

Jean R. Working

Ralph E. Devore, Jr. (SEAL)
Ralph E. Devore, Jr.
117 Hickory Lane
Hagerstown, Maryland 21740

Luanne K. Devore (SEAL)
Luanne K. Devore
117 Hickory Lane
Hagerstown, Maryland 21740



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 00 BUSINESS CODE 03 COUNTY 71

D 1955988 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4 pg</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: MEMO 11/18/86
Elwood E. Hauser
100 W. Franklin St Ste 102
Hagerstown, Md 21740

TOTAL FEES 50
 Check _____ Cash _____

Documents on 1 checks

NOTE:

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
DEVORE'S PARTY TIME POTPOURRI, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 07, 1986 AT 09:18 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$ _____

D2181790 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

A 208636



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2839 0699

1986 AUG 11 A 10:46

ARTICLES OF INCORPORATION

8/11/86

OF

10:46 AM

KEYSTONE COUNTRY STORE, INC.

THIS IS TO CERTIFY:

5.00
100.00
11-06-86

FIRST: That Timothy A. Nelling, the subscriber, as Incorporator, being at least Twenty-One (21) years of age, do, under and by virtue of the 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, hereinafter referred to as Corporation, is: KEYSTONE COUNTRY STORE, INC.

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

A. To establish, purchase, lease as lessee, or otherwise acquire, own, operate, and maintain, sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in and with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

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

03233499

2840 0011

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 2314 Pennsylvania Avenue, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Timothy A. Nelling, whose address is 934 Mulberry Avenue, 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 One Thousand (1,000) shares of Common Stock with no par value.

SIXTH: The Corporation shall have no less than three (3), or more than five (5), Directors and Timothy A. Nelling, Billy G. Dinsmore and Douglas G. Moul 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 the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

B. The Corporation reserves the right to make, from time to time, any amendments of its Charter which may now or hereafter be authorized by law, including any Amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such Amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of Two-Thirds (2/3) 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, on August 8, 1986, and acknowledge the same to be my act and deed.

Edgar A. Williams (SEAL)



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

7/18/86

MAIL TO ADDRESS: _____

TOTAL FEES 40.00
 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: PK

ARTICLES OF INCORPORATION
OF
KEYSTONE COUNTRY STORE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 11, 1986 AT 10:46 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$ _____

D2189432 5.00

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 208799

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

EB40 0010

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ANTIETAM PAPER COMPANY, INCORPORATED

5.00
105.50
04 1541 11-06 09:53

8-20-86 10:53a

Antietam Paper Company, Incorporated, a Maryland corporation (the "Corporation"), certifies that:

FIRST: The Corporation desires to amend and restate its charter as currently in effect;

SECOND: The following are the provisions of the charter of the Corporation currently in effect as amended:

FIRST: The name of the Corporation is Antietam Paper Company, Incorporated (the "Corporation").

SECOND: The purposes for which the Corporation is formed are to engage in the business of selling and distributing paper, paper products and supplies, and to engage in any other lawful business. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

THIRD: The address of the principal office of the Corporation is 106 Oakmont Drive, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation is Hugh H. Schindel, 106 Oakmont Drive, Hagerstown, Maryland 21740.

11-06 09:53

FOURTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 700, all of one class called Common Stock, without par value.

FIFTH: The number of Directors of the Corporation shall be three, until changed as provided by the By-Laws of the Corporation. The names of those Directors currently in office and who will serve as Directors until the next annual meeting of the stockholders and until their successors are elected and qualify are Hugh H. Schindel, Rayetta J. Schindel and Hugh H. Scindel, II.

SIXTH: The Corporation shall indemnify, to the fullest extent permitted by the Maryland General Corporation Law, all persons who at any time were or are directors or officers of the Corporation. The Corporation shall pay or reimburse all reasonable expenses incurred by a present or former director or officer of the Corporation in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) in which the present or former director or officer is a party, in advance of the final disposition of the proceeding, to the fullest extent permitted by, and in accordance with the applicable requirements

of, the Maryland General Corporation Law. The Corporation may indemnify any other persons permitted but not required to be indemnified by the Maryland General Corporation Law, if and to the extent indemnification is authorized and determined to be appropriate in each case in accordance with applicable law by the Board of Directors, the stockholders or special legal counsel appointed by the Board. The Corporation shall not be required to purchase or maintain insurance on behalf of any present or former directors or officers or other persons required or permitted to be indemnified.

THIRD: This amendment and restatement of the charter of the Corporation was advised by the Board of Directors and approved by the Stockholders of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf on this 13 day of August, 1986 by its President who acknowledges that these Articles are the act of the Corporation and that to the best of his knowledge, information and belief and under penalties for perjury, all matters and facts contained in these Articles are true in all material respects.

ATTEST:

ANTIETAM PAPER COMPANY, INCORPORATED

Rayetta J. Schindel
Rayetta J. Schindel, Secretary

By: Hugh H. Schindel (SEAL)
Hugh H. Schindel, President

2841 0587



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

517

DOCUMENT CODE 13 BUSINESS CODE 03 COUNTY 71

0047282 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3P</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code _____

ATTENTION: _____

M. Jones mail 11/18/80
 MAIL TO ADDRESS: _____
Miles & Stockbridge
10 Light St
Balt, Md 21002

TOTAL FEES 29

Check Cash

Documents on _____ checks

NOTE:

APPROVED BY: [Signature]

X 518

ARTICLES OF AMENDMENT
OF
ANTIETAM PAPER COMPANY, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 20, 1986 AT 10:53 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

5.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 208904

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2841 0394

M

M. S. K. MOTEL MANAGEMENT, INC.

ARTICLES OF CORPORATION

STATE DEPARTMENT OF ASSESSMENTS
 AND TAXATION

SEARCH	5.00
INDEX	110.50
ASSESSMENTS	11-05 4713

APPROVED FOR RECORD
 8/15/86 at 1:41 p.m.

THIS IS TO CERTIFY:

FIRST: The undersigned, William Tan, whose post office address is Suite 202, 5602 Baltimore National Pike, Baltimore, Maryland 21228, being at least 18 years of age, do under and by virtur of the General Laws of the State of Maryland authorizing the formation of corporations, manifest the intention of forming a corporation by the execution and filing of these Articles.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is M. S. K. MOTEL MANAGEMENT, INC.

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

- (a) To engage in the business of operating and managing a motel, and to perform all necessary and proper related services and activities in connection therewith.
- (b) To lease and manage for others real property of all types and kinds.
- (c) To engage in any and all other lawful businesses. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise implements, and other personal property or equipment of every kind.
- (d) To carry on and transact, for itself or for the account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- (e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in full or in part any activities that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, businesses, contracts, goodwill, franchises or other assets in any manner under the laws of the State of Maryland.
- (f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade marks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of,

11-15-86

62308005

2841 1069

sell and otherwise turn to account the same.

(g) To purchase or otherwise acquire, hold, exchange or sell, any shares of stock, or voting trust certificates for any shares of stock, or any bonds or other securities or evidences of indebtedness issued or created by, corporations, or associations having the power to issue the same, organized under the laws of the State of Maryland or any other state territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote 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 other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment 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.

(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 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 corporation which are contained in the general laws of this State.

✓ FOURTH: The post office address of the principal office of the Corporation is 1716 Dual Highway, Hagerstown, Maryland 21740. The resident agent of the Corporation is Myung Suk Kim, 8404 Comanche Court, Bethesda, Maryland 20817. Said resident agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par value of \$1.00 each, all of which shares are of one class and are designated common stock. The aggregate value of all shares having par value is \$10,000.00.

SIXTH: The Corporation shall have not less than three and not more than seven directors. The initial directors shall be as follows: Edward Kitok Kim, Soon Duk Kim and Myung Suk Kim.

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

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

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

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business

shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

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

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

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

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

IN WITNESS WHEREOF, I have hereby signed these Articles of Corporation this 14th day of August, 1986.

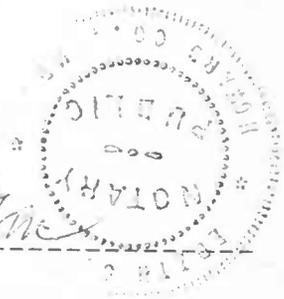


William Tan (SEAL)

STATE OF MARYLAND,
COUNTY OF HOWARD, TO WIT:

This is to certify, that on this 14th day of August, 1986, before me the subscriber, a Notary Public of the State, in and for the County aforesaid, personally appeared William Tan and he acknowledged the foregoing Articles of Corporation to be his act.

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



Edith C. Jones
Notary Public

My Commission Expired: *July 1, 1990*

Return to:
William Tan
Suite 202, Suburbia Building
5602 Baltimore National Pike
Baltimore, Maryland 21228



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
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52	_____	Foreign Qualification
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51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>SPG</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
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23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

YARD 11/18/84
William T...
St. 202 5602 Baltimore
National Pike
Baltimore MD 21228

TOTAL FEES 51 _____ Check _____ Cash

Documents on 1 checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
N. S. K. MOTEL MANAGEMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 15, 1986 AT 01:41 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2186310 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 209193

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO

0841 1088

APPROVED THIS DATE
9/17/86 8:37

DAHLSTROM ASSOCIATES, INC.
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

RECORD 5.00
A 7374-CHAK 5.00
01907 1-06A10:11

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Dahlstrom Associates, Inc.

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

- (1) To engage in the business of development of real and personal property; 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 8, Box 154, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is C.W. Wayne Dahlstrom, Route 8, Box 154, 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, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one, 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 name of the Director who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

C.W. Wayne Dahlstrom

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

2854 2727

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.

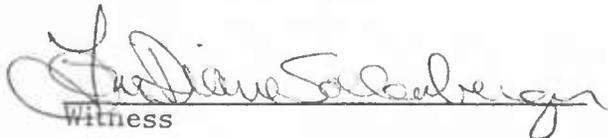
EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, 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.

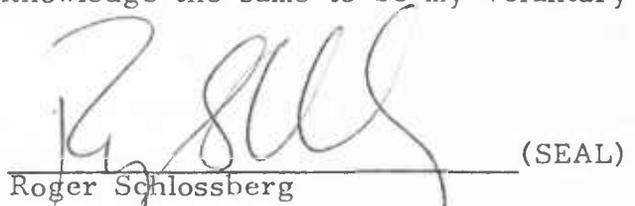
NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(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.

16 IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16 day of September, 1986, and I acknowledge the same to be my voluntary act and deed.


Witness


Roger Schlossberg (SEAL)

2548 2100
2804 2728



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

71020
1/9/87
Roger Schlosberg
134 W Washington St
Hagerstown, Md 21240

NOTE:

TOTAL FEES

40 Check _____ Cash

Documents on _____ checks

APPROVED BY:

A

ARTICLES OF INCORPORATION
OF
DAHLSTROM ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 17, 1986 AT 09:17 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20 5.00 \$

D2201929

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 211148

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 3854 2726

530

W

MARYLAND RAIL, INC.

9-15-86

10:11a

ARTICLES OF INCORPORATION

RECORD 5.50
A ZEPHYRUS 5.50
01987 1-06A10:11

FIRST: I, Scott L. Schubel, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To purchase, acquire, own and operate railroad systems and "short lines" located in Maryland, Pennsylvania, Virginia, and West Virginia, when said "short lines" become available for purchase either through private sale or bids. Acquisition of said railroad lines shall include all property of whatever kind, real, personal or mixed wherever situate, including related siding, equipment, rights of way, switches, signals, rolling stock, locomotives, and all other appurtenances.

(2) After purchase and acquisition of the said railroad, the Corporation shall operate railroad for profit-making purposes.

02588170

2848 0244

(3) Except such limitations as imposed by law, the Corporation may, as it is necessary to operate its rail lines to sell, convey, and dispose of its property, and invest and/or reinvest the principal thereof, as well as any interest thereon, or capital gain thereon, in other property, goods, wares or choices in action for the benefit of the Corporation.

(4) The Corporation may as it is necessary engage in the business of freight forwarding, brokering, transportation by rail, truck, or water as business dictates.

FOURTH: The post office address of the principal office of the Corporation in this State is 138 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Scott L. Schubel, 138 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

(1) If there is no stock outstanding, the number of directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Erwin A. Young, Jr., John G. Luntz, and Watson C. Stoner, 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 of 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 proceedings referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these
Articles of Incorporation, this 12th day of September,
1986, and I acknowledge the same to be my act.

Scott L. Schubel
Scott L. Schubel

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY That on this 12th day of September,
1986, before me, the subscriber, a Notary Public in and for
the State and County aforesaid, personally appeared Scott L.
Schubel, and acknowledged the foregoing Articles of
Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Judith A. Feather
Notary Public



My Commission Expires:
7-1-86



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>bp</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 11/9/87
Scott Schubel ↓
138 W. Washington St
Hagerstown, MD 21740

TOTAL FEES 53
 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
MARYLAND RAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 15, 1986 AT 10:11 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 22 *S. 50* \$

D2200905

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 210918

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2848 0243

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

APPROVED FOR RECORD

9/15/86 at 9:00 a.m.

THE POTOMAC EDISON COMPANY

Articles Supplementary (Maryland)
Articles of Amendment (Virginia)

RECORDS 5.00
7396000 5.00
01987 1-06A10:12

1. The name of the Corporation is THE POTOMAC EDISON COMPANY.

2. Pursuant to the provisions of subdivision (1) of Article VI of the Articles of Incorporation of the Corporation included as Part SIXTH of the Agreement and Articles of Merger, dated as of May 31, 1974, as amended, the Board of Directors of the Corporation, on September 9, 1986, duly adopted the following resolution:

RESOLVED that, in accordance with the provisions of subdivision (1) of Article VI of the Articles of Incorporation of the Corporation included as Part SIXTH of the Agreement and Articles of Merger, dated as of May 31, 1974, as amended, there is hereby established a new series of the Cumulative Preferred Stock as follows:

(a) The designation of such series is the \$7.16 Cumulative Preferred Stock, Series J, and the number of shares which shall constitute such series is 300,000;

(b) The annual rate of dividends payable on shares of such series is \$7.16 per share, and the date from which dividends on all shares of such series issued prior to the record date for the first dividend on shares of such series shall be cumulative is September 16, 1986;

(c) The shares of such series shall be subject to redemption by the Corporation, as a whole or in part, at any time or from time to time; provided, however, that before September 1, 1991, no shares of such series may be redeemed directly or indirectly with or in anticipation of (i) moneys borrowed at an interest cost to the Corporation of less than 7.20% a year or (ii) the proceeds of preferred stock sold by the Corporation where the division of the annual dollar dividend rate per share of such stock by the price received by the Corporation per share of such stock (exclusive of accrued dividends and after deducting from such price the amount per share of any compensation paid by the Corporation for the sale, underwriting or purchase of such shares by underwriters or dealers or others performing similar services)

20 6 15 51 253 981

62588040

2848 0879

produces a quotient of less than 7.20%. The redemption price of shares of such series, other than shares redeemed pursuant to subparagraph (d) hereof, shall be: \$107.16 per share, if redeemed on or before September 1, 1991; \$105.37 per share, if redeemed thereafter and on or before September 1, 1996; \$103.58 per share, if redeemed thereafter and on or before September 1, 2001; \$101.79 per share, if redeemed thereafter and on or before September 1, 2006; and \$100.00 per share, if redeemed after September 1, 2006 (together, in each case, as provided in the Articles of Incorporation, with an amount, in the case of each share, computed at the rate of \$7.16 per annum from the date on which dividends on such share became cumulative to and including the date of redemption, less the aggregate of all dividends theretofore paid thereon);

(d) Shares of such series shall be entitled to the benefits of a sinking fund as follows:

(i) So long as any shares of such series are outstanding, the Corporation shall, as a sinking fund for the retirement of shares of such series, redeem, out of funds legally available therefor, 12,000 shares of such series on September 1 in each year, commencing with 1992, in each case at \$100.00 per share (together, in each case, as provided in the Articles of Incorporation, with an amount, in the case of each share, computed at the rate of \$7.16 per annum from the date on which dividends on such share became cumulative to and including the date of redemption, less the aggregate of all dividends theretofore paid thereon). The Corporation shall have the option also on September 1 in each year, commencing with 1992, to redeem up to an additional 12,000 shares of such series in each case at \$100.00 per share (together, in each case, as provided in the Articles of Incorporation, with an amount, in the case of each share, computed at the rate of \$7.16 per annum from the date on which dividends on such share became cumulative to and including the date of redemption, less the aggregate of all dividends theretofore paid thereon); the right to redeem such additional shares in each year shall be noncumulative;

(ii) All redemptions pursuant to this subparagraph (d) shall be made in accordance with subdivision (12) of Article VI of the Articles of Incorporation. Shares of such series theretofore redeemed or otherwise acquired by the Corporation which have not been previously credited against the mandatory sinking fund requirement set forth in this subparagraph (d) may, at the election of the Corporation, be credited against, and shall to the extent thereof relieve the Corporation from, the mandatory sinking fund requirement set forth in this subparagraph (d); and

(iii) If the Corporation should for any reason fail to meet the mandatory sinking fund requirement set forth in this subparagraph (d), the mandatory sinking fund requirement for the next year shall be increased by the amount of the deficiency, and, so long as any shares of such series shall remain outstanding, in no event shall any dividends, whether in cash or property, be paid or declared, or any distribution made, on any stock (in this subdivision called "junior stock") of the Corporation ranking junior to the Cumulative Preferred Stock as to dividends or assets nor shall any shares of any junior stock be purchased, redeemed or otherwise acquired for value by the Corporation or any subsidiary of the Corporation unless the Corporation shall have redeemed, pursuant to this subparagraph (d), the number of shares of such series required to have been theretofore redeemed pursuant to subparagraph (d) (i) hereof (after adjustment for any credit pursuant to subparagraph (d) (ii) hereof but without reference to any provisions of subparagraph (d) (i) hereof which limits the requirement to make such redemption), but a deficiency in meeting the sinking fund requirements shall have no other consequences. The provisions of this subparagraph (d) (iii) shall not, however, apply to any dividend or distribution payable or made in any junior stock, or to any acquisition of shares of any junior stock in exchange for shares of any other junior stock;

(e) The amount payable on shares of such series in the event of a voluntary liquidation, dissolution or winding up of

the affairs of the Corporation is an amount per share equal to the then current redemption price thereof set forth in subparagraph (c) hereof, and in the case of an involuntary liquidation, dissolution or winding up of the affairs of the Corporation is \$100.00 per share (together, in each case, as provided in the Articles of Incorporation, with an amount, in the case of each share, computed at the rate of \$ 7.16 per annum from the date on which dividends on such share became cumulative to and including the date fixed for such payment, less the aggregate of all dividends theretofore paid thereon); and

(f) The holders of the shares of Cumulative Preferred Stock of such series shall not have any right to convert such shares into shares of stock of the Corporation of any class or of any series of any class.

Dated; September 7 , 1986

THE POTOMAC EDISON COMPANY

By ... *John Alden*

Vice President

And by

... *Edward J. Seceman*

Assistant Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK

} ss.:

I HEREBY CERTIFY, that on September 9, 1986, before me, the subscriber, a notary public of the State of New York, in and for the County of New York aforesaid, personally appeared JOHN ADAMS, a Vice President of THE POTOMAC EDISON COMPANY, a Maryland and Virginia corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles Supplementary/Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared CARROLL E. SUMMERS and made oath in due form of law that he was secretary of the meeting of the Board of Directors of said Corporation at which the charter of the Corporation was supplemented as set forth in said Articles Supplementary/Articles of Amendment, and that the matters and facts set forth in said Articles Supplementary/Articles of Amendment are true to the best of his knowledge, information and belief.

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

Stanley I. Garnett, II
Notary Public

STANLEY I. GARNETT, II
Notary Public, State of New York
No. 31-4646020
Qualified in New York County
Commission Expires March 30, 1987



(SEAL)

2848 0883



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 16 BUSINESS CODE 03 COUNTY _____

D 0515080 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>95</u>	<u>15</u> Certified Copy <u>75</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

 _____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 7/19/87
Wm. H. Mac Mullen
The Potomac Edison Co
Downsville P.O., Hagerst.
Md

TOTAL FEES _____
115 Check _____ Cash

Documents on 1 checks

NOTE: 21740

APPROVED BY: [Signature]

ARTICLES SUPPLEMENTARY
OF
THE POTOMAC EDISON COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 15, 1986 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00 *5.00*

\$ _____

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 210708

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2848 0878

ARTICLES OF INCORPORATION 9-10-86 at 10:35 a.m.

First: The undersigned Thomas E Person and Reginald R Thackeray whose post office addresses are 207 Heth Rd., Williamsport Maryland 21795 and 16681 S.W. 5 CT. Fort Lauderdale Florida 33326, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland:

RECORD 5.00
7397CHCK 5.00
01987 1-06A10:1

Second: The name of the corporation (which is hereinafter called the Corporation) is Condor Industries Corporation.

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

1. To engage in the purchase, sale and export of products made in the Americas to the Corporation's clients.

Fourth: The post office address of the principal office of the Corporation in Maryland is 207 Heth Rd. Williamsport Maryland, Washington, 21975. The name and post office address of the resident agent of the Corporation in Maryland are Thomas E. Person 207 Heth Rd. Williamsport Maryland 21795.

Fifth: The Corporation shall not be authorized to issue Capital Stock.

Sixth: The number of directors of the Corporation shall be two which number may be increased or decreased pursuant to the by-laws of the Corporation, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Reginald R. Thackeray and Thomas E. Person.

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 members:

1. The directors are equal owners of the Corporation and they may make any lawful provision regulating the operation of the Corporation that they agree upon.

Eighth: The Duration of the Corporation shall be perpetual.

In Witness Whereof, We have signed these Articles of Incorporation on September fifth 1986, and severally acknowledge the same to be our act.

Reginald R. Thackeray

Thomas E. Person

0353320

1986 SEP 10 A 10:35



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

John

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 4/19/87
Thomas Person
207 Heth Rd
WilliamSPORT, Md
21795

TOTAL FEES 40
 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JPS

NOTE: _____

ARTICLES OF INCORPORATION
OF
CONDOR INDUSTRIES CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 10, 1986 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

2

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ 20
RECORDING FEE PAID: \$ 20 5.00
SPECIAL FEE PAID: \$ _____

D2198562

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 210650

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2846 1033

548

ARTICLES OF INCORPORATION

OF

CHESAPEAKE HIGH LIFT, INC.

RECORDED 5.00
A JIRGCHOK 5.00
1987 1-06A10:13

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

THIS IS TO CERTIFY: 9/10/86 at 10:07 a.m.

FIRST: That, I, G. Jeffery Kerns, whose post office address is 2501 Tropicana Drive, 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 CHESAPEAKE HIGH LIFT, INC.

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

(a) To carry on all or any of the business of rental and sales of construction equipment, aerial platform machines, cranes and other type equipment used by the construction industry and any other lawful business.

FOURTH: The post office address of the principal office of the Corporation in this State is 449 North Potomac Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is G. Jeffery Kerns, whose post office address is 2501 Tropicana Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

2846 0923

62553133

100070103

FIFTH: The aggregate number of shares which the Corporation shall have the authority to issue is Two Hundred Thousand (200,000) Shares, divided into two (2) classes. The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, are:

Number of Shares	Class	Par Value Per Share
100,000	Non-Voting Common	\$ 1.00 Par Value
100,000	Common	\$ 1.00 Par Value

The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders.

SIXTH: The number of Directors of the Corporation shall be one (1), whose name is G. Jeffery Kerns, who shall act until the organizational meeting, at which time the number of Directors of the Corporation shall be three (3), but never less than two (2).

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of September, 1986.

WITNESS:





G. Jeffery Kerns

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 8th day of September, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared G. Jeffery Kerns, who did acknowledge the foregoing to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Karen L. Kretzschmar

Notary Public



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

551

DOCUMENT CODE

02 ^B

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>40</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

TOTAL FEES

60 Check _____ Cash

Documents on _____ checks

APPROVED BY: _____

A

MAIL TO ADDRESS: 1/19/87
HERB Equipment
449 N. Calomee St
Hagerston, IL 21746

NOTE: _____

ARTICLES OF INCORPORATION
OF
CHESAPEAKE HIGH LIFT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 10, 1986 AT 10:07 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 40

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

5.00 \$ _____

D2198380

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 210641

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 846 0922

553

ARTICLES OF INCORPORATION

1986 SEP -8 A 9:59

OF

EUGENE'S, INC.

RECORD 5.00
A 7399000X 5.00
01987 1-05A10:13

9-8-86

9:59a

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Edward Volcjak, whose post office address is Route 10, Box 106-A, Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Eugene's, Inc.

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

The operation of a full service restaurant.

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.

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.

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN MARYLAND

62818070

2845 2760

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 626 Potomac Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward Volcjak, Route 10, Box 106-A, 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 no par value.

SIXTH: 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, 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 (1); and

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 names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Edward Volcjak and Carolyn Volcjak.

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 29 day of August, 1986.

WITNESS:

Tammi Easterday

Edward Volcjak
Edward Volcjak

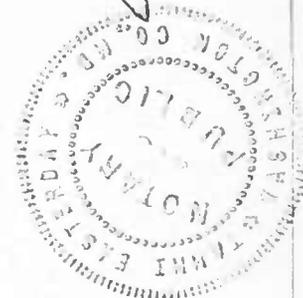
STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 29 day of August, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward Volcjak, and severally acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Tammi Easterday
Notary Public

My Commission Expires:
July 1, 1990





STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>09</u>	<u>1</u> Certified Copy <u>3p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 1/19/87
George Snyder
28 Jonathan St
Hagerstown, Md 21740

TOTAL FEES 49
 Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature]

NOTE:

ARTICLES OF INCORPORATION
OF
EUGENE'S, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 08, 1986 AT 09:59 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

5.00 \$

D2197143

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 210524

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2845 2759

558

ARTICLES OF INCORPORATION

OF

R-SQUARED ENGINEERING, INC.
(A Close Corporation)

RECORDS 5.00
A 7400CHCK 5.00
01987 1-06A10:14

9/5/80

10:40

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 R-SQUARED ENGINEERING, INC.

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 offer engineering consultation services.

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 122B Nottingham Road, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Harry C. Rudolph, 122B Nottingham Road, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

1980 SEP 5 A 10:40

62483251

2845 2537

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares of no par value stock.

SEVENTH: The Corporation elects to have no board of directors. Russell R. Marks will serve as director until the election to have no board of directors becomes effective.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 3rd day of September, 1986.

WITNESS:

Susan E. Becker Russell R. Marks (SEAL)
Russell R. Marks

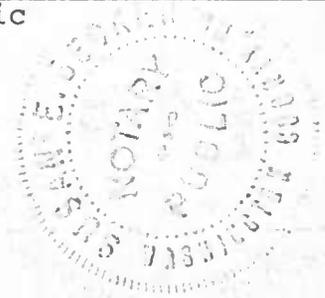
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 3rd day of September, 1986, 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.

Susan E. Becker
Notary Public

My Commission Expires:
July 1, 1990





STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 029 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 11/9/87
Russell Marks
35 E. Washington St
Hagerstown, Md
21740

TOTAL FEES 48 Check _____ Cash _____

Documents on _____ checks

APPROVED BY: PCM

NOTE:

ARTICLES OF INCORPORATION
OF
R-SQUARED ENGINEERING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 05, 1986 AT 10:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

SPECIAL
FEE PAID:

5.00 \$ _____

D2196764

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 210490

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2845 2536

ARTICLES OF INCORPORATION

TEDDY BEAR TOWNE, INC.

RECORD 5.00
A 7401CHCK 5.00
01987 1-06A10:14

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

9:24 of

9/5/86

FIRST: I, Juanita Maloney, whose post office address is 1920 Meadowood Drive, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Teddy Bear Towne, 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) Sale of merchandise at retail and/or wholesale; 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 1920 Meadowood Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Juanita Maloney, 1920 Meadowood Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares at \$100.00 par value per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Juanita Maloney.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

03438064

2845 2210

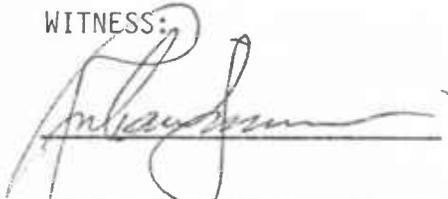
Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(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 29th day of August, 1986, and I acknowledge the same to be my act.

WITNESS:



Juanita Maloney
Juanita Maloney

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

I HEREBY CERTIFY, That on this 29th day of August, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Juanita Maloney and acknowledged the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Stephen D. Howard
Notary Public

My Commission Expires:
July 1, 1990



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 11/9/87
Richard Lauricella
PO Box 1269
Hagerstown, Md 21741-
1269

TOTAL FEES _____

40 Check _____ Cash

Documents on _____ checks

NOTE:

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
TEDDY BEAR TOWNE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 05, 1986 AT 09:24 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

5.00 \$ _____

D2196244

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 210444

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2845 2209

ARTICLES OF INCORPORATION

OF

Dream Come True, Inc.

RECORD 5.50
74020000 5.50
01987 1-06A10:15

9-4-86

10:30 a.

CP

FIRST: I, Kostas Kalogeropoulos, whose post office address is 1910 Dual Highway, 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 Dream Come True, Inc.

THIRD: The purpose 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

2845 1647

010210

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 afterward amended; to receive, take title to, hold, and use the proceeds and income of stock, 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, contribution to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(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:

Special gifts and benefits for children that are terminally ill.

✓
FOURTH: The post office address of the principal office of the Corporation in this State is 1910 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are George E. Snyder, Jr., 28 Jonathan 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 set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be twenty-five (25), 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: Kostas Kalogeropoulous, Joy Snyder and John Newby.

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 is 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, trust, 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 with in 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 day of August, 1986, and I acknowledge same to be my act.

WITNESS:

Tammie Easterday Kostas Kalogeropoulos
Kostas Kalogeropoulos

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

I HEREBY CERTIFY, that on this 18 day of August, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kostas Kalogeropoulos, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal

Tammie Easterday
Notary Public



My Commission Expires: July 1, 1990



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 11/9/87
George Snyder
28 Jonathan St
Hagerstown, Md 21740

TOTAL FEES 42
 Check _____ Cash

Documents on _____ checks

NOTE:

APPROVED BY: gs

ARTICLES OF INCORPORATION
OF
DREAM COME TRUE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 04, 1986 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 22 5.00

SPECIAL
FEE PAID:

\$ _____

D2195774

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 210299

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2845 1646

574

STATE

ARTICLES OF INCORPORATION

RECORDED 5.50
A 7403000 5.50
01987 1-05A10:15

OF

9-4-86 10:30a Evening with Nick, Inc.

FIRST: I, Nick A. Giannaris, whose post office address is 405 Meadowbrook Drive, 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 Evening with Nick, Inc..

THIRD: The purpose 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



2845 1639

DER AND ELGIN, P.A.
ATTORNEYS AT LAW
AGERSTOWN, MARYLAND

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 afterward amended; to receive, take title to, hold, and use the proceeds and income of stock, 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, contribution to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(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:

Fund raising for contributions to charitable causes and organizations in need of additional financial assistance that are non-profit in nature.

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 1910 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are George E. Snyder, Jr., 28 Jonathan 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 set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be seven (7), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Nick Giannaris, George E. Snyder, Jr. and Ramsay Farah.

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 is 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, trust, 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 with in 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 15 day of August, 1986, and I acknowledge same to be my act.

WITNESS:

Tammi Easterday

Nick Giannaris
Nick Giannaris

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

I HEREBY CERTIFY, that on this 15 day of August, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Nick Giannaris, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal

Tammi Easterday
Notary Public



My Commission Expires: July 1, 1990



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 04 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 11/9/87

George Snyder
28 Jonathan St.
Hagerstown, Md

21740

TOTAL FEES 42
 Check _____ Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: gso

ARTICLES OF INCORPORATION
OF
EVENING WITH NICK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 04, 1986 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 22 50

\$ _____

D2195766

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 210298

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2545 1638

582

RECORD 5.00
A 7484CHK 5.00
01927 1-05A10:16

10:40
ARTICLES OF CORPORATION
OF
S P G CONTROLS, INC.

8/28/86

1986 AUG 28 10:40

FIRST: I, the undersigned, William Scott, post office address of Rt. 3 Box 73 A Boonsboro, Md. 21713 being over twenty-one (21) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter called "the corporation") is: S P G CONTROLS, INC.

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

To own and operate computer company(s) and do all things necessary or appropriate thereto.

To provide consultant services of all kinds and to do all things necessary or appropriate thereto.

To purchase or otherwise acquire all or any part of the good will, rights, property, business or securities of any person, firm, association, or corporation heretofore or hereafter engaging in 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 parts of the rights, property, business or securities acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

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 to secure the payment thereof by mortgaging, pledging, or assigning in trust the whole or any part of the property of the Corporation real or personal.

To buy, own, hold, lease, mortgage, or otherwise pledge, and to sell, for its own account or others, real estate and personal property of every kind and description, and any and all manner of interest and right therein.

To provide accounting services of every kind and description, and do all things necessary or appropriate thereto.

The foregoing enumeration of the purposes 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 mention of any particular purpose, in any manner 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 Rt. 3 Box 73 A Boonsboro, Md. 21713. The name and address of the resident agent of the Corporation in this State is William Scott. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

02400165

FIFTH: The total number of share of stock which the Corporation has authority to issue is 1,000, of all of one class, with a par value of \$1.00 per share. Stockholders shall have preemptive rights to said stock.

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

SEVENTH: The number of Directors shall be as set forth in the bylaws which shall not be less than the minimum presently allowed pursuant to Section 2-402(a)(ii) of the Corporation and Associations Volume of the Annotated Code of Maryland (1975), nor more than five (5). The following persons shall act as directors until the first annual meeting of shareholders or until their successors are chosen and/or qualified: William Scott
Donna Scott

No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation: any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested shall be disclosed or shall have been known to the Board of Directors jointly and severally; and further provided that any director of this corporation who is also a director or officer of such other corporation or who is so interested may not vote to authorize any such contract or transaction; and further provided that a majority of the votes cast by the directors who are not so interested shall be necessary to ratify such contract or transaction at any meeting of the Board of Directors of this Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF I have signed these Articles of Incorporation on the 27th day of AUG. 1986

Witness:

Allen H. Turner William Scott

STATE OF MARYLAND, COUNTY OF WASHINGTON

I HEREBY CERTIFY that on this 27th day of August, 1986 before me, a Notary Public of the State and County aforesaid, personally appeared William Scott, and he acknowledged the foregoing Articles of Incorporation to be his respective act.

AS WITNESS my hand and Notarial Seal.



Allen H. Turner
NOTARY PUBLIC

My Commission Expires: .

July 1, 1990



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 11/9/87
S.M. Hoyman Jr.
Box 1040
Gayland, Md
21736

TOTAL FEES 40 Check _____ Cash _____

Documents on _____ checks

APPROVED BY: PCM

NOTE: RAT art first

ARTICLES OF INCORPORATION
OF
S P G CONTROLS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 28, 1986 AT 10:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20 5.00

\$ _____

02193357

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 210052

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2844 1225

1986 AUG 15 A 9:28

ARTICLES OF INCORPORATION

OF

THE DUTCH KITCHEN, INC.

RECORD 5.50
A 7405CHCK 5.50
01987 1-06&10:17

THIS IS TO CERTIFY:

P-28-86 9:56a
FIRST: That I, the subscriber, Charlotte L. House, whose Post Office address is 420 Spring Creek Road, Hagerstown, Washington County, Maryland 21740, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, by the execution, acknowledgment and filing of these Articles intend to form a Corporation.

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

THE DUTCH KITCHEN, INC.

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

A. To engage in, conduct and carry on the commercial, retail restaurant/tavern business of buying, selling, bartering and trading food, groceries and beverages for that purpose. The Corporation shall prepare, serve and sell food and beverages to the general public which shall include private parties, meetings and other individuals and/or groups at the Corporation's business site. At the sole option of the Corporation, it may supply all services, goods, equipment, parts and merchandise in connection with the same.

B. To purchase, lease or otherwise acquire real property, machinery, equipment, tools, motor vehicles and other personal property and to own, hold, lease, sell and convey, exchange, encumber by Mortgage or Deed of Trust, or otherwise deal in, utilize or dispose of such property, real and personal, as well as any rights, interests, leases, equities, mortgages and options in, upon or affecting any such property, and also to acquire, improve, construct, build, own, operate and maintain, lease and sell structures and improvements that may or will be used to assist, aid and benefit the aforementioned restaurant/tavern business.

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62403023



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-2-

C. To purchase, lease or otherwise acquire, all or any part of the property, real or personal, rights, businesses, contracts, goodwill, franchises, licenses and assets of every kind, of any corporation, 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, liabilities thereof, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stocks, 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 the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the Stockholders of this Corporation.

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

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

2844 1190

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.

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

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

✓ FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is 12 East Washington Street, Hagerstown, Washington County, Maryland 21740. The Resident Agent of the Corporation is Charlotte L. House, whose Post Office address is 420 Spring Creek Road, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) Directors. They shall act as such until the first Annual Meeting or until their successors are duly chosen and qualified. The number of Directors may be changed in such lawful manner as the By-Laws may, from time to time, provide, but shall never be less than three (3).

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of Common Stock with a par value of One Hundred Dollars (\$100) each, having an aggregate par value of One Hundred

Thousand Dollars (\$100,000). Each share of Common Stock shall be entitled to one (1) vote.

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

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

B. The Corporation reserves the right to make, from time to time, any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds (2/3) of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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

D. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of its bonds or net profits in purchasing or acquiring any of its bonds or other evidences of indebtedness, to such extent and in

such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

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

3. With respect to any Corporate Representative other than a present or former Director or Officer, the Corporation may indemnify such Corporate Representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that, to the extent a Corporate Representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in Subsection (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.

NINTH: No contract or other transaction between the Corporation and any other corporation or corporations, and no act of this Corporation, shall be deemed to be affected or invalidated by the fact that any one or more or all of the Directors or Officers of this Corporation is or are interested in or is or are Directors or Officers of such other corporation or corporations; and any Director or Officer, or Directors or Officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any Director or Officer, or Directors or Officers, of this Corporation is or are a party or parties to or

interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on August 8th 1986.

WITNESS:

[Signature]
[Signature]
Charlotte L. House

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

I HEREBY CERTIFY that on August 8th 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charlotte L. House, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and who acknowledged that she executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

[Signature]
Notary Public



My Commission Expires
July 1, 1990



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 *Uhm* BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: *mail* 1/19/87
Richard McBrary
100 West Washington St
Hagerstown, Md 21740

TOTAL FEES 42
 Checks _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: gls

ARTICLES OF INCORPORATION
OF
THE DUTCH KITCHEN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 28, 1986 AT 09:56 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 22 5.50

\$ _____

D2193290

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 210046

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2844 1188

ARTICLES OF INCORPORATION

of

8/25/86

10:04 a

GREENWALD ENTERTAINMENT SOFTWARE, INC.

RECORD 5.00
8 7408304 5.00
01987 1-06410:17

ARTICLE ONE: I, Matthew A. Mace, whose post office address is 900 World Trade Center, Baltimore, Maryland 21202, being above the age of eighteen (18) years, do hereby form a corporation under and in accordance with the general laws of the State of Maryland.

ARTICLE TWO: The name of the Corporation (hereafter the "Corporation") is "Greenwald Entertainment Software, Inc."

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

10:04 AUG 25 1986

- A. To engage in the business of holding the stock and securities of other companies.
- B. To purchase or otherwise acquire, hold, own, convey, maintain, improve, operate, mortgage, sell, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever and wheresoever located in furtherance of the present or future business of the Corporation.
- C. To do or perform any lawful act or pursue any lawful purpose in general and as specifically authorized by Section 2-103 of the Corporations and Associations Article of the ANNOTATED CODE OF MARYLAND, as amended. Any specifically enumerated purpose or purposes herein are by way of illustration only and are not limitations or restrictions on the Corporation's power to adopt or pursue other or further lawful ends.

✓ ARTICLE FOUR: The post office address of the principal office of the Corporation in the State of Maryland is 29 North Prospect Street, Hagerstown, Maryland 21740.

✓ ARTICLE FIVE: The name and post office address of the Corporation's resident agent, who is both a citizen and resident of the State of Maryland, is Richard M. Greenwald, 29 North Prospect Street, Hagerstown, Maryland 21740.

ARTICLE SIX: The total number of shares of all classes of capital stock which the Corporation is authorized to issue is One Hundred Thousand (100,000) shares, par value \$0.01 per share, consisting of Forty Thousand (40,000) shares of Voting Common Stock, par value \$0.01 per share, and Sixty Thousand (60,000) shares of Non-Voting Common Stock, par value \$0.01 per share. Except as hereinafter provided with respect to voting powers, the Voting Common Stock and the Non-Voting Common Stock of the Corporation shall be identical in all respects. With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the ANNOTATED CODE OF MARYLAND, the holders of Voting Common Stock shall possess all voting powers for all purposes, and the holders of Non-Voting Common Stock shall have no voting power whatsoever, and no holder of Non-Voting Common Stock shall vote on or otherwise

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participate in any proceedings in which action shall be taken by the Corporation or the Stockholders thereof or be entitled to notice of any meeting of the Stockholders of the Corporation.

ARTICLE SEVEN: The Corporation shall have a Board of two (2) Directors. The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall never be less than the number of Stockholders nor less than the minimum number required by the provisions of the Corporations and Associations Article of the ANNOTATED CODE OF MARYLAND, as amended. The names of the Directors who shall act as such until the first annual meeting of the Stockholders and until their successors are duly elected and qualified are:

Melvin C. Greenwald
Richard M. Greenwald

ARTICLE EIGHT: 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, 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 these Articles of Incorporation, 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.

ARTICLE NINE: 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.

ARTICLE TEN: The Corporation shall indemnify a former or present director or officer of the Corporation or any predecessor entity, and may indemnify any other representative or agent of the Corporation or any predecessor entity, in accordance with the provisions of the Corporation's Bylaws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of August, 1986, and I acknowledge the same to be my act.

Matthew A. Mace

Matthew A. Mace

5683
G-00.72



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

597

DOCUMENT CODE 02B BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
20	<u>23</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____
13	_____	_____ Certified Copy _____	_____ Change of Resident Agent
56	_____	Foreign Penalty	_____
54	_____	For. Supplemental Cert.	_____ Change of Resident Agent Address
73	_____	Cert. of Conveyance	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	<u>Matthew A. Mace</u>
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corporation Registration	_____
_____	_____	Other _____	MAIL TO ADDRESS: <u>11/9/87</u>
_____	_____	Other _____	<u>Gebhardt + Smith</u>
_____	_____	_____	<u>gov fl - The World Trade</u>
_____	_____	_____	<u>Belt, Md 21202</u>

TOTAL FEES 40 Check _____ Cash _____

Documents on 1 checks

APPROVED BY: [Signature]

NOTE:

ARTICLES OF INCORPORATION
OF
GREENWALD ENTERTAINMENT SOFTWARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 25, 1986 AT 10:04 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ 20
RECORDING FEE PAID: \$ 20 5.00
SPECIAL FEE PAID: \$

D2190361

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 209666

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ARTICLES OF INCORPORATION

OF

RECORD 5.00
A 7407CHCK 5.00
01987 1-06A10:1

8-22-84

9:15a

PETE'S TRANSFER & STORAGE, INC.

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 PETE'S TRANSFER & STORAGE, INC.

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

To carry on the trade or business of warehousemen, removers, storers, packers and carriers of personal property of every description; to issue warrants to persons warehousing goods with the company.

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 1062 Florida Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Henrietta H. Burger, Route #6, Box 96-B, 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 ten thousand (10,000)

62 348240

2343 0435

shares of the par value of Ten Dollars (\$10.00) per share, all of single class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than two; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Henrietta H. Burger and Floyd E. Burger.

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

The directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, 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 this 21st day of August, 1986.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21st day of August, 1986, 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, 1990



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

601

DOCUMENT CODE 02 *Jmm* BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2P</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change (New Name) _____

_____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 71020
K.J. Mackley ↓ 11/9/87
35 E. Washington St
Hagerstown, Md 21740

TOTAL FEES 48

Check _____ Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: JLD

ARTICLES OF INCORPORATION
OF
PETE'S TRANSFER & STORAGE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 22, 1986 AT 09:15 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

20

\$ _____

RECORDING
FEE PAID:

20

\$ _____

SPECIAL
FEE PAID:

5.00

\$ _____

D2189637

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

A 209612



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2843 0435

ARTICLES OF INCORPORATION

DEPARTMENT OF ASSESSMENTS AND TAXATION

CREEKSIDE INN, INC.

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

APPROVED FOR RECORD

8-17-86

9:58a

RECORD 5.00
A 7412008 5.00
1-66A10:24

FIRST: I, Paul M. Henicle, whose post office address is 12066 North Avenue, Waynesboro, Pennsylvania 17268, 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 Creekside Inn, 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 sale of food and beverage; 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 200 Creek Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is George W. Bushey, 780 Briarcliff Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares at \$100.00 par value per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Paul M. Henicle.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

02310207

2342 1257

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 _____ day of _____, 1986, and I acknowledge the same to be my act.

WITNESS:

[Signature]

Paul M. Henicle
Paul M. Henicle

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

I HEREBY CERTIFY, That on this 18th day of August 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul M. Henicle and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.



WITNESS my hand and Official Notarial Seal.

[Signature]
Notary Public

My Commission Expires:
July 1, 1990

2042 1256



STATE OF MARYLAND
State Department of Assessments and Taxation
 Gene L. Burner, Director

605

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 11/9/87
Miller, Oliver
Po Box 1269
Hagerstown, Md
21741

TOTAL FEES 40
 Check _____ Cash

Documents on _____ checks

NOTE:

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
CREEKSIDE INN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 19, 1986 AT 09:58 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20 5.00

\$ _____

D2188167

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 209459

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF REVENUE
RECORDED AND INDEXED
8/15/80
9:42

ARTICLES OF INCORPORATION

FIRST: I, Stephen E. Metzner, 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 Dr. Stephen Metzner, M.D., P.C.

RECORDED 5.00
A 7413CHCK 5.00
01987 1-06A10:25

THIRD: The purposes for which the Corporation is formed are practice of medicine.

(1) The purpose is medicine and to engage in any other lawful purpose and 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 1825 Howell Road, Hagerstown, Maryland 21741. The name and post office address of the Resident Agent of the Corporation in this State is Lewis C. Metzner, P.A. 49 N. Potomac St. 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 5,000 shares of common stock, without par value.

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 1 provided that:

(1) If there is no stock outstanding, the numbers of directors may be less than three but not less than one; and

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

The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Stephen E. Metzner.

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:

62373085

1988 AUG 15 4 31 PM

hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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

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

EIGHT: Except as may otherwise be provided by the Board of Directors no holder of any shares of the capital 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 _____ day of _____, 1986, and we acknowledge the same to be my act.



Stephen E. Metzger



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

609

DOCUMENT CODE 02 BUSINESS CODE 06 COUNTY 71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 11/9/87

Lewis C. Metzger Pk
49 N. Potomac St
Thurgood, Md 2178

TOTAL FEES 40 Check _____ Cash _____

Documents on _____ checks

NOTE:

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
DR. STEPHEN METZNER, M.D., P.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 15, 1986 AT 09:42 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20 5.00 \$

D2187862

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 209429

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 287-1079

2842 1079

611

STATE DEPARTMENT OF ASSESSMENTS

THE ROTARY CLUB OF HANCOCK FOUNDATION, INC.

APPROVED FOR RECORD ARTICLES OF INCORPORATION

RECORDS 5.00
A 7014CH09 5.00
01927 1-06A10:25

8-26-86 9:34W

FIRST: I, Michael Greenspoon, whose post office address is Box 444, 248 West Main Street, Hancock, Maryland, 21750, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is THE ROTARY CLUB OF HANCOCK FOUNDATION, 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

1986 AUG 20 A 9:34

62328050

2341 1587

law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend to 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 persons 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 provision 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, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The Post Office address of the principal office of the Corporation in this State is W. Lee Fleming, c/o Fleming Oil Co., Inc., P.O. Box 400, 244 E. Main Street, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is W. Lee Fleming, c/o Fleming Oil Co., Inc., P.O. Box 400, 244 E. Main Street, Hancock, Maryland 21750. 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 nine (9), which number may be increased or decreased pursuant to the By-Laws of the corporation, but shall never be less than five (5). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Keith A. Kirk, John Mahoney, Timothy Close, Leo S. Shives, Gary Silver, H. Stephen Douglass, Kenneth Johnson, Terry W. Hepburn, Daniel A. Murphy.

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 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 candidate for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

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

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal

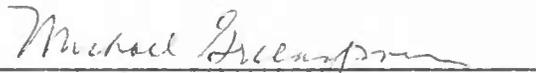
Revenue code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) in 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 5th day of August, 1986, and I acknowledged same to be my act.


Michael Greenspoon

618



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>SP</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 11/9/87

W. Kennedy Boone
138 W. Washington St.
Hagerstown, Md 21740

TOTAL FEES 51
 Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

NOTE: _____

ARTICLES OF INCORPORATION
OF
THE ROTARY CLUB OF HANCOCK FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 20, 1986 AT 09:34 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

[Signature]

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20 5.00

\$ _____

_____ D2186500 _____

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 209211

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2841 1525

RECORD 5.00
A 7415CHOK 5.00
01987 1-06A10:26

ARTICLES OF INCORPORATION

OF

WILLIAMSPORT STORAGE BINS, INC.

STATE DEPT. OF COMMERCE
CORPORATION DIVISION
APPROVED FOR RECORD
10/07/87

THIS IS TO CERTIFY:

FIRST: I, TODD M. SNOOK, whose post office address is 117 Coffman 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

WILLIAMSPORT STORAGE BINS, INC.

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

(1) To engage in the business of leasing, constructing, purchasing, acquiring, owning, and servicing all types of warehouses and other structures for the storage of property and to buy, sell, use and deal generally in packing materials necessary or appropriate for such service; 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 Rt. 1, Box 71A, Williamsport, Maryland, 21795-9732.

The name and post office address of the Resident Agent of the Corporation in this State are Todd M. Snook, 117 Coffman Avenue, Hagerstown, Maryland, 21740.

Said Resident Agent is an individual actually residing in this State.

3538140

2841 1553

FILE & POOLE, P.A.
ATTORNEYS AT LAW
HAGERSTOWN TRUST BUILDING
EAST WASHINGTON STREET
HAGERSTOWN, MD 21740

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

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).

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Todd M. Snook, Martin L. Snook, and Mary F. Snook.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of July, 1986, and I acknowledge the same to be my act.

WITNESS:

Todd M. Snook (SEAL)

Todd M. Snook

Julie E. Hausman

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 23rd day of July, 1986, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared TODD M. SNOOK, 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.

Julie E. Hausman

Notary Public

POOLE & POOLE, P.A.
ATTORNEYS AT LAW
HAGERSTOWN TRUST BUILDING
81 WEST WASHINGTON STREET
HAGERSTOWN, MD 21740

My Commission Expires:
July 1, 1990.

2841 1554



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 7/19/87
Paule & Paule P.A.
81 W. Washington St
Hagerstown Md 21740

TOTAL FEES 40.00
 Check _____ Cash _____

Documents on _____ checks

APPROVED BY: DK

NOTE:

ARTICLES OF INCORPORATION
OF
WILLIAMSPORT STORAGE BINS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 21, 1986 AT 10:04 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20 5.00 \$ _____

D2186542

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 209215

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2841 1552

634
17

M/L ENTERPRISES, INCORPORATED

ARTICLES OF SALE AND TRANSFER

8/27/86 9.53 a

THESE ARTICLES OF SALE AND TRANSFER, are entered into this 8th day of August, 1986, by and between M/L Enterprises, Incorporated, a Maryland Corporation, herein referred to as "Transferor", and Michael Hall and Carol M. Hall, his wife, herein referred to as "Transferees".

RECORD 5.0
A 7416CHCK 5.0
01987 1-06A10:26

THIS IS TO CERTIFY:

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

SECOND: The mailing address of the Transferees is : 14312 Mercersburg Road, Greencastle, Pennsylvania.

THIRD: The Transferor corporation is organized and duly existing under the laws of the State of Maryland.

FOURTH: The nature and the amount of the consideration to be paid by the Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein, is One Hundred Seventy-Six Thousand Ninety-Eight and 97/100 (176,098.97) Dollars in accordance with the terms and conditions as set forth in an Agreement of Sale between the Transferor and Transferees dated May 8, 1986.

FIFTH: The principal office of the Transferor is in the City of Hagerstown, State of Maryland. The only county in

62333044

2144 2572

which the Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records is Washington County, Maryland.

SIXTH: The location of the principal office of Transferees is Maryland Avenue and Memorial Boulevard in Hagerstown, Maryland 21740.

SEVENTH: The Board of Directors of the Transferor by unanimous written informal action signed by all of the members thereof filed with the minutes of the proceedings of the Board of Directors, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all of the assets of the Transferor as set forth herein 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 Annotated Code of Maryland, Corporations and Associations, and the charter of the Transferor.

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

EIGHTH: The name and post office address of the Resident Agent of the individual Transferees in Maryland is Richard E.

Basehoar, 81 West Washington Street, Hagerstown, Maryland.
Said Resident Agent is an individual actually residing in
Maryland.

NINTH: In consideration of the payment to the Transferor
of One Hundred Seventy-Six Thousand Ninety-Eight and 97/100
(\$176,098.97) Dollars in accordance with the terms and
conditions of the Agreement, Transferor does hereby bargain,
sell, grant, convey, transfer, set over and assign unto the
Transferees, their successors and assigns: all inventory,
equipment, accounts receivable, cash on hand, prepaid credits
and all other assets of the Transferor corporation. No real
property is being transferred from Transferor to Transferee
hereunder. *

TENTH: These Articles of Sale and Transfer are executed,
acknowledged, sealed and delivered in the State of Maryland by
the Transferor and Transferees in accordance with the laws of
the State of Maryland.

IN WITNESS WHEREOF, M/L Enterprises, Incorporated and
Michael Hall and Carol M. Hall, his wife, have caused these
Articles of Sale and Transfer to be signed and acknowledged
this 8th day of August, 1986.

Attest as to Seal:

M/L ENTERPRISES, INCORPORATED

Jeannie Horst
Secretary

By: Walter Parr (SEAL)
President

Witness:

Michael Hall

Michael Hall

Michael Hall



Carol M. Hall

Carol M. Hall

Carol M. Hall

Carol M. Hall



ACKNOWLEDGMENT

The undersigned President of M/L Enterprises, 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.

M/L ENTERPRISES, INCORPORATED

By: *Paul E. Barr* (SEAL)

President

The undersigned, who executed on behalf of themselves the foregoing 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 to be their act and further certify 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.

Michael Hall

Michael Hall

Carol M. Hall

Carol M. Hall



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

629

DOCUMENT CODE

12 B

BUSINESS CODE

03

COUNTY

#D 0786913

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

Enterprises Incorporated

Michael Hall

Carol M. Hall

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	20	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS:

M.L.H. 1/9/87
Diane L. Rowe
P.O. Box 1267
Hagerstown, Md 2741-1267

TOTAL FEES

20

Check

Cash

Documents on checks

APPROVED BY:

[Signature]

NOTE:

Amended article
3rd per
atly.

no land being transferred

ARTICLES OF SALE AND TRANSFER

BETWEEN

M/L ENTERPRISES, INCORPORATED (A MD CORP.) TRANSFEROR

AND

MICHAEL HALL and CAROL M. HALL, his wife (INDIVIDUALS) TRANSFEREES

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 27, 1986 AT 9:53 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00 *5.00*

\$ _____

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 209339

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Aug. 23, 1986 631

Received For Record Jan. 6, 1987 at
10:10 a.m. Liber 36

RECORD 1.25
A 78930WCK 1.25
01987 1-06A10-10

Sir,

I am no longer associated with the
Samples Manor Cemetery. This is a free
Cemetery, free to the people connected to
the area. none of the lots can be sold..
none of the members of the Corporation
receive any pay. (non profit organization)
I resigned april 19th 1984 and sent
letter of notice at that time.

Please send correspondence to
Dean R Grim Rt 7 Box 276 Sharpsburg Md.
21782.

Thank you
Albert A Butts
Rt 7 Box 282
Sharpsburg, Md. 21782

62388103

1986 AUG 26 P 12:50

2841 1794

Aug. 3, 1986

632

Dear Sir,

I am no longer associated
with the Samples Manor Cemetery.
I resigned April 19, 1984 and
sent letter of notice at that time.

Please send correspondence to
Dean R. Grim Rt 2, Box 286 -
Sharpsburg, Maryland 21782.

Sincerely

Albert A. Butts

Rt 2 Box 282

Sharpsburg, Md. 21782

62888103

1986 AUG -5 A 10: 33

2841-1795

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

SAMPLES MANOR CEMETERY, INC.

received for record August 26, 1986

, at 12:50 P.M.

and recorded on Film No. 284/

Frame No. 1293 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 71

AA N^o 24565

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

50
 1.75
 1.25

4102 ↓ 1/9/87

Return to: Albert A. Butts
Route 2, Box 282
Sharpsburg, Maryland 21782

rc

634

1986 OCT -7 P 9:32

ULTIMATE ACHIEVEMENTS, INC.
ARTICLES OF INCORPORATION

10-7-86

9:32a

FIRST: I, Mark Feiser, whose post office address is 30 Chestnut Street, Funkstown, Maryland, being at least eighteen (18) years of age, hereby forms 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 ULTIMATE ACHIEVEMENTS, INC.

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

(1) To enter into the entertainment business and to do any thing connected with the entertainment business including but not limited to being agents for individuals or groups in the entertainment field, booking, dates, for entertainers, contracting with individuals in the entertainment business, contracting with individuals related to the entertainment business, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the entertainment business and to the furtherance and carrying out of the powers or purposes herein mentioned.

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

FOURTH: The post office address of the principal office of the Corporation 30 Chestnut Street, Funkstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Lewis C. Metzner, Esquire, Lewis C. Metzner, P.A., 49 North Potomac Street, 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 (5000) 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, 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 no less than the number of stockholders.

62803070

2854 2779

The name of the director and sole stockholder of the Corporation who shall act as the director of the Corporation until the first annual meeting or until his successor is duly chosen and qualified is: Mark Feiser, 30 Chestnut Street, Funkstown, Maryland.

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, 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.

EIGHT: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any 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 subsection (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the 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 proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of October, 1986, and I acknowledge the same to be my act.


MARK FEISER



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

637

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>00</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 5 1987

MAIL TO ADDRESS: _____
Lewis Metzner
49 N. Potomac St
Hagerstown, Md 21740

TOTAL FEES 40
 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: AS

ARTICLES OF INCORPORATION
OF
ULTIMATE ACHIEVEMENTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 7, 1986 AT 9:32 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

3500

RECORDING
FEE PAID:

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

D2213197

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



072C3000010
A 213038

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2854 2778

Received for record February 24, 1987 at 12:13PM LIBER 36

DEPARTMENT OF ASSESSMENT AND TAXATION
APPROVED FOR RECORD
10/9/86 at 9:51

ARTICLES OF INCORPORATION

OF

BULL MOOSE KENNEL, INC.

1986 OCT - 120 986
RECORD 5.00
B 1739CHCK 5.00
01987 2-24P12:13

THIS IS TO CERTIFY:

That we, the subscribers: Daniel W. Moeller, whose post office address is Box 69, Rohrersville, Maryland, June M. Moeller, whose post office address is Box 69, Rohrersville, Maryland, and David D. Moeller, whose post office address is Box 69, Rohrersville, Maryland, all being of full legal age, do under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

BULL MOOSE KENNEL, INC.

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

- (a) To buy, sell, breed, train, board, groom, and show dogs.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

THIRD: The principal office of the Corporation in this State will be maintained at Box 69, Rohrersville, Maryland. The resident agent of the Corporation is June M. Moeller, whose post office address is Box 69, Rohrersville, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

62828065

2854 1885

FOURTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100) 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) Dollars.

The incorporators are the sole owners of a business operating under the trade name of Kennelwood and they will transfer, on incorporation, all of the assets of this business, in consideration of which the Corporation will issue Ten (10) shares of stock to Daniel W. Moeller, Ten (10) shares to June M. Moeller, and One (1) share to David D. Moeller.

FIFTH: The Corporation shall have Three (3) directors and Daniel W. Moeller, June M. Moeller and David D. Moeller shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

(b) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths (4/5) of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

SEVENTH: The Corporation upon unanimous approval of the stockholders reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 30th day of September, 1986.

Witness:

Debra D. McClellan

Daniel W. Moeller
Daniel W. Moeller

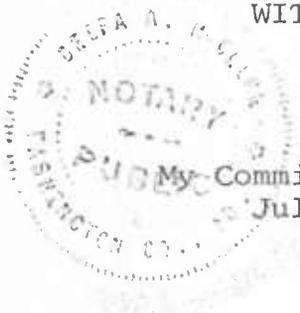
June M. Moeller
June M. Moeller

David D. Moeller
David D. Moeller

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That, on this 30th day of September, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Daniel W. Moeller, June M. Moeller and David D. Moeller and each acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.



My Commission Expires:
July 1, 1990

Debra A. McCure
Notary Public



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 15 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Paul Ottinger
21 Summit Ave
Hagerstown, Md 21740

TOTAL FEES 49 Check _____ Cash _____

_____ Documents on _____ checks

NOTE:
PO + RAA -
21779

APPROVED BY: pcn

ARTICLES OF INCORPORATION
OF
BULL MOOSE KENNEL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 9, 1986 AT 9:51 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

\$5.00

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2215333

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



073C3000224

A 213224

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2854 1884

ARTICLES OF INCORPORATION OF SKYLANE, INC.

RECORD 5.00 B 1740CHCK 5.00 01927 2-24P12:13

1986 OCT -6 A 9:48

THIS IS TO CERTIFY:

10-10-84

9:47a

FIRST: That J. Douglas Stine, the subscriber, as Incorporator, being at least Twenty-One (21) years of age, does, under and by virtue of the 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, hereinafter referred to as Corporation, is: SKYLANE, INC.

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

A. To own and maintain one or more aircraft for the education, transportation, and general use of persons, their families, or such individuals as the Board of Directors may designate pursuant to any By-Laws which may hereafter be adopted.

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, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise. 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 1606 Cathedral Avenue, Hagerstown, Maryland 21740. The resident agent of the

0203141

2854 2054

Corporation is J. Douglas Stine whose address is 1606 Cathedral Avenue, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

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 Corporation shall have Five (5) Directors Richard Greenwald, J. Douglas Stine, R. Paul Hoffman, B.N. DeStafeno and Ronald L. Showalter shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: 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 not be inconsistent with these Articles of Incorporation or contrary to the laws of the State of Maryland or of the United States.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, J. Douglas Stine, have signed these Articles of Incorporation, this 2nd day of October, 1986.

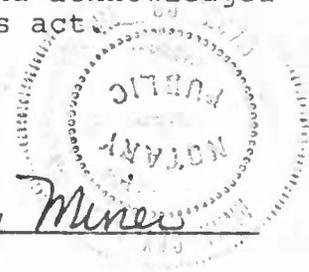
J. Douglas Stine (SEAL)

STATE OF MARYLAND; WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on October 2nd, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. Douglas Stine and acknowledged the aforesaid Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Anna Gay Miner
Notary Public



My Commission Expires:
July 1, 1990



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 120 BUSINESS CODE 04 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 5 1987

MAIL TO ADDRESS: _____
J. Douglas Stone
1606 Cathedral Ave
Hagerstown, Md 21740

TOTAL FEES 40
 Check _____ Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
SKYLANE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 10, 1986 AT 9:47 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

65.00

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2215606

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



073C3000251

A 213247

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2854 2053

648

RECORD
B 1741000K 2-24-87
01937

10-10-86

9:47a

AM TRANS EXPRESS, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

gno

FIRST: I, Edwin B. Glesner, Jr., whose post office address is 13 East Potomac Street, Williamsport, Washington County, Maryland 21795, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is AM TRANS EXPRESS, INC.

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(1) To acquire, own, lease and operate vehicles for the transportation of cargo/commodities.

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is Route 3, Box 95, Williamsport, Washington County, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in Maryland is Edwin B. Glesner, Jr., 13 East Potomac Street, Williamsport,

✓

0338182

2854 2342

Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of a par value of One Dollar (\$1.00), all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

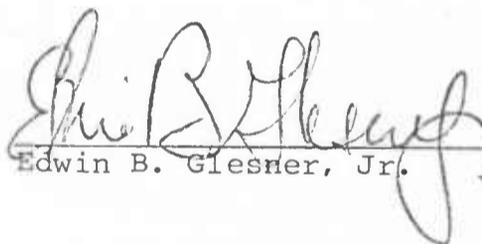
SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have three (3) directors, whose names are Edwin B. Glesner, Jr., Julie A. Boyer and Helen L. Glesner.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of September, 1986, and I acknowledge the same to be my act.

WITNESS:




Edwin B. Glesner, Jr.



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 6 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 5 1987

MAIL TO ADDRESS: _____

William Wantz
123 W. Washington St
Hagerstown, Md
21740

TOTAL FEES 40
 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
AM TRANS EXPRESS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **OCTOBER 10, 1986** AT **9:47** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

↓ 5.00

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2215804

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



074C3000271
A 213271

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2854 2341

652

ARTICLES OF INCORPORATION

OF

DE LAUTER ENTERPRISES, INC.

RECORD 5.00
B 1742CHK 5.00
01987 2-24P12:16

1986 OCT 10 A 9:55

90

THIS IS TO CERTIFY:

10-10-86

9:55W

FIRST: I, the undersigned, Gregory B. De Lauter, whose post office address is P.O. Box 1127, Cascade, Maryland 21719, being at least twenty-one (21) years of age, does hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is De Lauter Enterprises, Inc.

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

The operation of a retail food 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.

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.

2838146



2854 2380

130
A
9-10-86

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 Military Road, Cascade, Maryland 21719. The name and post office address of the Resident Agent of the Corporation in this State is Gregory B. De Lauter, Military Road, Cascade, Maryland 21719. 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 no par value.

SIXTH: 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, 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 (1); and

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 names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Gregory B. De Lauter and LeTricia De Lauter.

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 3 day of October, 1986.

WITNESS:

Tammi Easterday

Gregory B. De Lauter
Gregory B. De Lauter

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

I HEREBY CERTIFY, that on this 3 day of October, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gregory B. De Lauter, and severally acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Tammi Easterday
Notary Public

My Commission Expires:
July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

655

DOCUMENT CODE

020

BUSINESS CODE 03

COUNTY 71

_____ P.A. _____ Religious _____ Close Stock Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>30</u>
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Name Change (New Name) _____

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 5 1987

MAIL TO ADDRESS: _____

Snyder and Elgin, PA
28 Jonathan St.
Hagerstown, Md 21740

TOTAL FEES

49

Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
DE LAUTER ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 10, 1986 AT 9:55 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ 20
RECORDING FEE PAID: \$ 20
SPECIAL FEE PAID: \$ _____

25.00

D2215879

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



074C3000278
A 213276

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2854 2379

SEA PIPER, INC.
ARTICLES OF INCORPORATION

RECORD 5.00
B 1743CHCK 5.00
01987 2-24P12:16

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:

SEA PIPER, INC.

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

1. To own and carry on the business of a sailboat.
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, 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 three thousand (3000) 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

63878211

2856 0574

10/14/86 10:44 a

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:

Richard W. Phoebus
Michael G. Day
Patrick R. Grunberg

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.

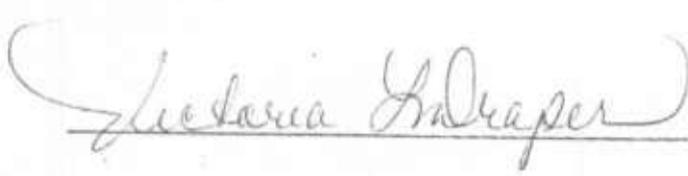
2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

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 8th day of October, 1986, and I acknowledge the same to be my act.

WITNESS:



 (SEAL)
 Richard W. Phoebus



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

661

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 21

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 5 1987

MAIL TO ADDRESS: _____

Michael Day

Stc 300 120 W. Washington St

Hagerstown, Md 21740

TOTAL FEES 50 Check _____ Cash _____

Documents on 1 checks

NOTE:

APPROVED BY: [Signature]

662

ARTICLES OF INCORPORATION
OF
SEA PIPER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 14, 1986 AT 10 44 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

45.00

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2217354

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



076C3000426

A 213429

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2856 0573

10-20-86

10.09A

ARTICLES OF INCORPORATION
OF
MOUNTAINSIDE FARMS, INC.

RECORD 5.00
B 1744CHCK 5.00
01987 2-24P12:17

20 A 10:09

FIRST:

That we, the undersigned, Susan Vanderburg, Sam Fentie, and Barbara Prolo, whose post office addresses are Box 545, Rt. 1, Smithsburg, Maryland, and 1101 Westchester Drive, Oklahoma City, Oklahoma, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND:

The name of the corporation is Mountainside Farms, Inc.. (which is hereinafter called the Corporation).

THIRD:

The purposes for which the Corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Corporations and Associations Articles of the Annotated Code of Maryland.

FOURTH:

The post office address of the principal office of the Corporation in Maryland is Box 545, Rt. 1, Smithsburg, Maryland, 21783. The name and post office address of the registered agent of the corporation in Maryland is Sam Fentie, Box 545, Rt. 1, Smithsburg, Maryland.

FIFTH:

The amount of capital stock authorized is 50,000 Shares of \$.001 Par value Common Capital Stock. The consideration for the issuance of shares may be paid in whole or in part, in money, labor, property, or other thing of value. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable. In the absence of fraud in the transaction, the judgment of the board of directors as to the value of the consideration for shares shall be conclusive.

SIXTH:

The business and the affairs of the corporation shall be conducted by a Board of Directors of such number as the bylaws may from time to time provide; but the directors shall not be less than three. Directors need not be stockholders of the corporation. The following named persons shall constitute the Board of Directors until their successors are elected: Eva Johnson and Sam Fentie.

SEVENTH:

The directors may, at any time prior to the first annual meeting, elect or appoint additional directors not exceeding the number set forth in the bylaws to serve until the first annual meeting or until their successors are elected and qualified. Thereafter, vacancies on the Board of Directors, however arising,

62938103

1987 1692

may be filled at any time and from time to time by the remaining directors.

The successors of the first Board of Directors shall be elected at the annual meeting of the stockholders, to be held, commencing with the year 1986, on the date and at the time as provided in the bylaws. The directors shall hold office for one year, or until their successors shall have been duly elected and qualified as provided for in the bylaws, provided, however, that any one or more of the directors may be removed with or without cause at any time by vote or written consent of the stockholders representing not less at any time by vote or written consent of the stockholders representing not less than two-thirds of the issued and outstanding capital stock entitled to voting power.

The Board of Directors shall elect or appoint a president, a secretary, a treasurer, a resident agent, and such other officers or agents for the administration of the business of the corporation as it shall from time to time determine. Officers of the corporation need not be members of the Board of Directors.

EIGHTH:

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on _____, and severally acknowledge the same to be our act.


Susan Vanderburg


Sam Fentie


Barbara Prolo



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

665

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71

P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE REMITTED. Rows include fees for Organ. & Capitalization, Rec. Fee (Arts. of Inc.), Rec. Fee (Amendment), Rec. Fee (Merger or Consolidation), Rec. Fee (Transfer), Rec. Fee (Dissolution), Rec. Fee (Revival), Foreign Qualification, Cert. of Qual. or Reg., Foreign Name Registration, Certified Copy, Foreign Penalty, For. Supplemental Cert., Cert. of Conveyance, Special Fee, For. Limited Partnership, Cert. Limited Partnership, Amendment to Limited Partnership, Termination of Limited Partnership, Recordation Tax, State Transfer Tax, Local Transfer Tax, Corp. Good Standing, Foreign Corporation Registration, Other.

Name Change (New Name) Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent Address

TOTAL FEES 40 Check Cash

Documents on checks

APPROVED BY: [Signature]

Code ATTENTION:

MAILED MAR 5 1987 MAIL TO ADDRESS: Sam Fentie, Box 545, Rt 1, Smithsburg, Md 21783

NOTE: 3 pages

ARTICLES OF INCORPORATION
OF
MOUNTAINSIDE FARMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 20, 1986 AT 10 09 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20 _____

6500

RECORDING
FEE PAID:

\$ _____ 20 _____

SPECIAL
FEE PAID:

\$ _____

D2219343

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



079C3000625

A 213618

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2857 1691

667

RECORD 5.00
E 1745CHCK 5.00
01987 2-24P12:18

ARTICLES OF INCORPORATION 10-17-86
H.A. BUILDING PRODUCTS OF MARYLAND, INC.

11.02a

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 H.A. Building Products of Maryland, Inc.

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

- (1) To engage in the business of sales of building materials, equipment 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 R.D. 2, Box 398A, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Roger Schlossberg, 134 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

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

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

Michael S. Kundrat, 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.

83308296

3807 1905

(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.

16 IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of October, 1986, and I acknowledge the same to be my voluntary act and deed.

Barbara Ann Miller
Witness

Roger Schlossberg (SEAL)
2857 1906



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

669

DOCUMENT CODE 02 0 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: **MAR 5 1987**

Roger Schlossberg
134 W. Wash. St.
Hagerstown, Md 20740

TOTAL FEES 40

Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

670

ARTICLES OF INCORPORATION
OF
H.A. BUILDING PRODUCTS OF MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 17, 1986 AT 11 02 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20 _____

\$ _____ 20 _____

\$ _____

D2219699

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



079C3000660
A 213653

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2857 1904

X
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF INCORPORATION

RECORD 5.00
B 1747CHCK 5.00
01987 2-24P12:18
20 A 11:19

LOGSDON PROPERTIES, INC.

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

APPROVED FOR RECORD
10/20/86 at 11:19

FIRST: I, Robert L. Logsdon, whose post office address is 1227 Wabash 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 Logsdon Properties, 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) Ownership of real property; 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 1227 Wabash Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert L. Logsdon, 1227 Wabash 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 1,000 shares at \$100.00 par value per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Robert L. Logsdon.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

62588-111

2958 0718

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 17th day of October, 1986, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose Robert L. Logsdon
Robert L. Logsdon

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

I HEREBY CERTIFY, That on this 17th day of October, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert L. Logsdon 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, 1990





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

673

DOCUMENT CODE 02-15 BUSINESS CODE 03 COUNTY 11

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy _____	
56	_____	Foreign Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	Code _____
21	_____	Recordation Tax	ATTENTION: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corporation Registration	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 40 Check _____ Cash _____

Documents on _____ checks

MAILED MAR 5 1987
MAIL TO ADDRESS:
Richard Lauricella
P.O. Box 1269
Hagerstown Md
21741-1269

NOTE:

APPROVED BY: PCM

388

674

ARTICLES OF INCORPORATION
OF
LOGSDON PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 20, 1986 AT 11 19 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$5.00

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

D2221141

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
RICHARD LAURICELLA
P.O. BOX 1269
HAGERSTOWN

MD 21741 1269

081C3000805

A 213762



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2858 0717

ARTICLES OF INCORPORATION

OF

VILLAGE SPIRITS AND THINGS, INC.
(A Close Corporation)

RECORD 5.00
B 1748CHCK 5.00
01987 2-24P12:15

22

THIS IS TO CERTIFY:

10-20-86 9:50a

FIRST: That I, the undersigned, Howard W. Gilbert, 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 VILLAGE SPIRITS AND THINGS, INC.

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 operate and maintain a wholesale and retail sales facility for liquors, wines, beer, liquors, sundries, produce, hardware and general merchandise.

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 54, Smithsburg,

1986 OCT 14 P 11:45

1986 OCT 20 A 9:50
62938037

2858 1327

Maryland, 21783. The name and post office address of the resident agent of the Corporation in this State are Monroe J. Taranto Route # 1, Box 54, Smithsburg, Maryland, 21783. 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 ten thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The Corporation elects to have no board of directors. Monroe J. Taranto and Sulee Taranto will serve as directors until the election to have no board of directors becomes effective.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 10 day of October, 1986.

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 10 day of October, 1986, 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, 1990





STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

677

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>ap</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 5 1987

MAIL TO ADDRESS: _____

H W Gilbert
35 E Wash St
Hagerstown Md 21740

TOTAL FEES 48
 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

3 pages

ARTICLES OF INCORPORATION
OF
VILLAGE SPIRITS AND THINGS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 20, 1986 AT 9:50 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ 20
RECORDING FEE PAID: \$ 20
SPECIAL FEE PAID: \$

D2221497

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
H. W. GILBERT
35 E. WASHINGTON ST.
HAGERSTOWN MD 21740

082C3000840

A 213828



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2858 1326

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
10/21/86 at 10:14

ARTICLES OF INCORPORATION

WAYNE'S CLEAR SPRING LIQUORS, INC.

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

RECORD 5.00
B 1749CHCK 5.00
01987 2-24P12:19

FIRST: I, Wayne B. Morris, whose post office address is 214 Oak Valley Drive, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Wayne's Clear Spring 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) Retail liquor sales; 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 214 Oak Valley Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Wayne B. Morris, 214 Oak Valley Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State. ✓

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares at \$100.00 per share par value.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Wayne B. Morris.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

10:14

62948089

2860 1001

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 16th day of October, 1986, and I acknowledge the same to be my act.

WITNESS:

[Signature]

Wayne B. Morris
Wayne B. Morris

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

I HEREBY CERTIFY, That on this 16th day of October, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Wayne B. Morris 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, 1990





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

681

DOCUMENT CODE

02 B

BUSINESS CODE

03

COUNTY

71

#

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
7		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change (New Name)

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code

ATTENTION:

MAILED MAR 5 1981

MAIL TO ADDRESS:
 Miller Oliver Lauricella
 P.O. Box 1269
 Hagerstown, Md
 21741-1269

TOTAL FEES

40

Check

Cash

Documents on checks

APPROVED BY:

PCN

NOTE: B page 45

ARTICLES OF INCORPORATION
OF
WAYNE'S CLEAR SPRING LIQUORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 21, 1986 AT 10 14 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20

\$ _____

02222826

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
MILLER, OLIVER, LAURICELLA ET.AL
P.O. BOX 1269
HAGERSTOWN

MD 21741 1269

08303000973

A 214070



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2860 1000

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

D & H TRANSPORTATION CO., INC.

(A Close Corporation)

ARTICLES OF INCORPORATION 10-24-86

9:36
RECORD 5.00
B 1750CHCK 5.00
01987 2-24F12:20

1. Incorporator. The undersigned Dixie C. Newhouse, whose post office address is 1329 Pennsylvania Avenue, P. O. Box 1417, Hagerstown, Maryland 21741, being at least eighteen (18) 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

D & H Transportation Co., Inc.

3. Close Corporation. The corporation shall be a close corporation as authorized by the Corporation and Associations Article (Section 4-101 et. seq.) of the Maryland Code.

4. Purposes. The purposes for which the Corporation is incorporated under the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time, are to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under said Article.

5. Registered office and agent. The post office address of the principal office of the Corporation in Maryland is 775 Frederick Street, 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.

6. Capital stock. The total number of shares of stock which the Corporation has authority to issue is 200 shares without par value, all of one class.

7. Election to have no Board of Directors. After completion of the organization 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 Elmer Hull.

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

In Witness Whereof, I have signed these Articles of Incorporation this 20 day of October 1986 and I acknowledge the same to be my act.

WITNESS:

62378160

Judith A. Burt

Dixie C. Newhouse
Dixie C. Newhouse 2860 1508



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

 _____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address

TOTAL FEES 40
 Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature]

Code _____
ATTENTION: _____

MAILED MAR 5 1987
 MAIL TO ADDRESS: _____
Oreger + Newhaus, PA
1329 Penn Av
Hagerstown, Md 21740

NOTE: _____

ARTICLES OF INCORPORATION
OF
D & H TRANSPORTATION CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 24, 1986 AT 9 36 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

2

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20

\$ _____

D2223667

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
CREAGER & NEWHOUSE, P.A.
1329 PENNSYLVANIA AVE.
HAGERSTOWN MD 21740

083C3001057

A 214145



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2880 1607

686

B & B TRAVEL CLUB, INC.

(A Close Corporation)

ARTICLES OF INCORPORATION

10-24-86

RECORD 5.00
E 1751CHCK 5.00
01987 2-24P12:20
10.00a

1. Incorporator. The undersigned Dixie C. Newhouse, whose post office address is 1329 Pennsylvania Avenue, P. O. Box 1417, Hagerstown, Maryland 21741, being at least eighteen (18) 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

B & B Travel Club, Inc.

3. Close Corporation. The corporation shall be a close corporation as authorized by the Corporations and Associations Article (Section 4-101 et. seq.) of the Maryland Code.

4. Purposes. The purposes for which the Corporation is incorporated under the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time, are to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under said Article.

5. Registered office and agent. The post office address of the principal office of the Corporation in Maryland is Rt. 2, Box 64G, Doub Road, Williamsport, Maryland 21795. 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.

6. Capital stock. The total number of shares of stock which the Corporation has authority to issue is 200 shares without par value, all of one class.

7. Election to have no Board of Directors. After completion of the organization 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 Helen Burkett.

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

In Witness Whereof, I have signed these Articles of Incorporation this 22 day of October, 1986 and I acknowledge the same to be my act.

WITNESS:

Judith A. Butte

Dixie C. Newhouse
Dixie C. Newhouse 60 1810



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

687

DOCUMENT CODE 02 15 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 5 1981

MAIL TO ADDRESS: _____

Alicia Newhouse
PO Box 1417
Hagerstown Md 21740

NOTE: _____

TOTAL FEES

40 Check _____ Cash _____

Documents on _____ checks

APPROVED BY: AS

JPP

688

ARTICLES OF INCORPORATION
OF
B & B TRAVEL CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 24, 1986 AT 10 00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

2

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20

\$ _____

02224046

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO
DIXIE NEWHOUSE
P.O. BOX 1417
HAGERSTOWN

MD 21740

08303001095

A 214182



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2860 1809

ARTICLES OF INCORPORATION

OF

HAGER HOSPITALITY CONCEPTS, INC.

RECORD 5.00
B 1752CHCK 5.00
01987 2-24P12:20

10/29/86

10:56a

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Robert L. Weinberg, 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:

HAGER HOSPITALITY CONCEPTS, INC.

THIRD: The Corporation is formed for the purpose of carrying on any lawful business, which may include consulting and advising services for the buying of furniture for hotels, restaurants or any other hospitality facility.

FOURTH: The address of the principal office of the Corporation in this State is 1910 Dual Highway, Hagerstown, Maryland 21740.

FIFTH: The Resident Agent of the Corporation is Robert L. Weinberg, whose address is 100 South Charles Street, Baltimore, Maryland 21201. The Resident Agent is a citizen of and resides in the State of Maryland.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred thousand (100,000) shares, \$1.00 par value per share, all of one class. The aggregate par value of all authorized shares having a par value is one hundred thousand dollars (\$100,000.00).

SEVENTH: The Corporation shall have a Board of three (3) directors unless the number is changed in accordance with the Bylaws of the Corporation. 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 Maryland General Corporation Law. The initial Directors are:

Nicholas A. Giannaris
Kostas Kalogeropoulos
Fotini N. Giannaris

63028283

2859 0609

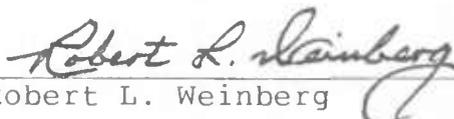
EIGHTH: (a) The Corporation reserves the right to make any amendment of the Charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in the Charter, of any outstanding stock.

(b) The Board of Directors of the Corporation may 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.

(c) The Board of Directors of the Corporation may, by articles supplementary, 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act, on this 28th day of October, 1986.


Robert L. Weinberg

2989 0610



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

691

DOCUMENT CODE 02 B BUSINESS CODE C3 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

 _____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address

Code _____

ATTENTION: Robert L. Weinberg

MAIL TO ADDRESS: _____

65

TOTAL FEES 40
60 Check 1 Cash

Documents on 3 checks

APPROVED BY: [Signature]

NOTE:

ARTICLES OF INCORPORATION
OF
HAGER HOSPITALITY CONCEPTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 29, 1986 AT 10 56 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20 _____

\$ _____ 20 _____

\$ _____

D2224921

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 5 1987

RETURN TO
WEINBERG & GREEN
ROBERT L. WEINBERG
100 SOUTH CHARLESSTREET
BALTIMORE MD 21201

084C3001174

A 213924



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2859 0608

1986 AUG 11 A 9:07

9-15-84
HYDRO GLASS, INC.

10.000

RECORD 5.00
B 1753CHCK 5.00
01987 2-24P12:2

ARTICLES OF INCORPORATION

FIRST: The undersigned, Richard E. Kretzer, Jr. whose post office address is 134 Hartle Drive, Hagerstown, Maryland 21740, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

HYDRO GLASS, INC.

THRID: The purpose for which the Corporation is formed are as follows: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: "The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland."

FOURTH: The post office address of the principal office of the Corporation in Maryland is 851 Park Lane, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is RICHARD E. KRETZER, JR., 134 HARTLE DRIVE, 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 5000 shares with a par value of \$10.00 each, being all of one class.

SEP 15 10:00 AM '86

02588100

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders, and the name of the director who shall act until the first meeting or until his successor is duly chosen and qualified is Richard E. Kretzer, 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:

The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount upon the property and franchise of this Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have authority to dispose, in any manner, of the whole property of this Corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right of inspecting any account, or book, or document of this Corporation, except as conferred

by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation at such places as may be from time to time designated as otherwise required by the laws of the State of Maryland.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph be nowise limited or restricted by reference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this Charter shall be regarded as independent objects, purposes and powers.

Eighth: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 7TH day of AUGUST, 1986, and acknowledge same to be my act.

WITNESS:

Gerald L. Shindle

Richard E. Kretzer, Jr.
(Richard E. Kretzer, Jr.)



STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 11

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>21</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 5 1987

MAIL TO ADDRESS: _____

Richard Kretzer
134 Hartle Drive
Hagerstown, Md 21740

TOTAL FEES 40
 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
HYDRO GLASS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 15, 1986 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20

\$ _____

D2199933

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 210838

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2847 2515

AIRPORT INN, INC.ARTICLES OF AMENDMENT

RECORD
B 1754CHCK 5.00
01987 2-24P12:21

THIS IS TO CERTIFY THAT:

9-23-86

10:26a

FIRST: The Articles of Incorporation of Airport Inn, Inc., a Maryland corporation (the "Corporation"), are hereby amended by deleting existing Article SIXTH in its entirety and adding a new article to read as follows:

"SIXTH: 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 name of the Director who shall act as such until the next Annual Meeting of the Stockholders and until his successor is duly elected and qualifies is:

William G. Psillas, Sr."

and by adding a new Article NINTH to read as follows:

"NINTH: 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."

SECOND: The Board of Directors of the Corporation, by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the Board, adopted a resolution declaring that an amendment to the Articles of Incorporation of the Corporation was advisable and directing that the proposed amendment be submitted for consideration by the Stockholders of the Corporation.

THIRD: A consent in writing, setting forth approval of the amendment to 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.

FOURTH: The amendment to 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.

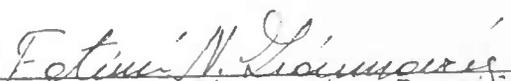
FIFTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of said corporation and with respect to all matters and facts otherwise required to be verified under oath, the undersigned acknowledges that to the best of his knowledge, information and belief, such matters and 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 15th day of November, 1982.

ATTEST:

AIRPORT INN, INC.


 Myron Karofilakis, Secretary

By: 
 Fotini N. Giannaris, President



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 23 COUNTY _____

065.3048 P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 5 1987

MAIL TO ADDRESS: _____

Weinberg + Green
100 S. Charles St
Balt, Md 21201

TOTAL FEES 28

_____ Check Cash

_____ Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

CERTIFIED COPY MADE

ARTICLES OF AMENDMENT
OF
AIRPORT INN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 23, 1986 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 211093

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2850 0088

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ARTICLES OF INCORPORATION

TEDDY BEAR DAY CARE, INC.

9-2286

10:35a

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

RECORD 5.00
B 1755CHCK 5.00
01987 2-24P12:22

FIRST: I, Julia M. Harrison, whose post office address is 3 Chestnut Avenue, Boonsboro, Maryland, 21713, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

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

(1) To provide day care services; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 3 Chestnut Avenue, Boonsboro, Maryland, 21713. The name and post office address of the Resident Agent of the Corporation in this State is Julia M. Harrison, 3 Chestnut Avenue, Boonsboro, Maryland, 21713. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Julia M. Harrison.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

6255314
3880 1107

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 19th day of September, 1986, and I acknowledge the same to be my act.

WITNESS:

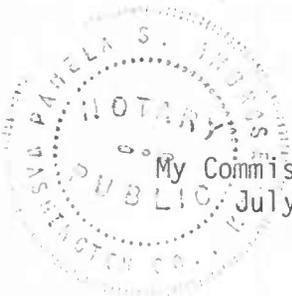
Pamela S. Ambrose

Julia M. Harrison
Julia M. Harrison

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

I HEREBY CERTIFY, That on this 19th day of September, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Julia M. Harrison and acknowledged the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Pamela S. Ambrose

Notary Public

2850 1108



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 071

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address

Code _____
ATTENTION: _____

MAR 5 1987

MAIL TO ADDRESS: _____
Richard Lauricella
P.O. Box 1269
Hagerstown Md 21741-
1269

TOTAL FEES 40
 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
TEDDY BEAR DAY CARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 22, 1986 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$ _____

D2205052

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 211472

RECORDED IN THE RECORDS OF THE

2850 1106

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ARTICLES OF INCORPORATION

OF 9/25/86

RECORD 5.00
B 1756CHK 5.00
11:00 01986 02-24-87 12:22
29 A

1986 SEP 17 A 10:11

THE GLORY BOUND SINGERS, INC.

FIRST: The undersigned, Steven L. Johnson, Rt. 2 Box 294-D, Hagerstown, Maryland 21740; and Terri G. Johnson, Rt. 2 Box 294-D, Hagerstown, Maryland, 21740; and Robert T. Smith, 904 Spruce Street, Hagerstown, Maryland 21740; and Angela A. Smith, 904 Spruce Street, Hagerstown, Maryland 21740; and Franklin A. Perrell, 511 Western Avenue, Martinsburg, West Virginia 25401; each being at least eighteen(18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation is: The Glory Bound Singers, Inc.

THIRD: The purpose for which the corporation is formed is as follows: To provide musical concerts to churches and/or church related functions.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 904 Spruce Street, Hagerstown, Maryland 21740. The name and address of the resident agent in Maryland is Steven L. Johnson, Rt. 2 Box 294-D, Hagerstown, Maryland 21740.

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

SIXTH: The number of the 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: Steven L. Johnson, Terri G. Johnson, Robert T. Smith, Angela A. Smith, and Franklin A. Perrell.

SEVENTH: The Corporation, by its By-Laws, may make any other provisions or requirements for the arrangement or conduct of the business of the corporation, provided the same be no inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or the United States.

02526380



2850 1857

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 21st day of August, 1986, and severally acknowledge the same to be our act.

WITNESS:

Kathy A. Schleich

Steven L. Johnson
Steven L. Johnson

Terri G. Johnson
Terri G. Johnson

Robert T. Smith
Robert T. Smith

Angela A. Smith
Angela A. Smith

Franklin A. Perrell
Franklin A. Perrell



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02

BUSINESS CODE 04

COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: **MAILED MAR 5 1987**

Mr. William P. Nairn, Esq.
110 West Washington St.
Hagerstown, Md 21740

TOTAL FEES 40.00
 Check Cash

Documents on _____ checks

APPROVED BY: AK

NOTE: _____

ARTICLES OF INCORPORATION
OF
THE GLORY BOUND SINGERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 25, 1986 AT 11:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20

\$ _____

D2207041

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 211622

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2950 1856

710

10-1-86

11:2a

RECORD 5.00
B 1757CHCK 5.00
01987 2-24P12:23

ARTICLES OF AMENDMENT

J. EDWARD COCHRAN & CO., INC.

J. Edward Cochran & Co., Inc., a Maryland corporation, having its principal offices at 140 West Washington Street, Hagerstown, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

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

SIXTH: The total number of shares of capital stock which the Corporation is authorized to issue is Six Thousand (6,000) shares, of which One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) per share are Common Stock (the "Common Stock") and Five Thousand (5,000) shares of the par value of One Hundred Dollars (\$100.00) per share are Preferred Stock (the "Preferred Stock"). The aggregate par value of all classes of capital stock which the Corporation is authorized to issue is Six Hundred Thousand Dollars (\$600,000.00).

A description of each class of stock of the Corporation with its preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption is as follows:

(1) Except as otherwise provided in this Article Sixth, the Preferred Stock and Common Stock of the Corporation shall be identical in all respects and for all purposes.

(2) Except and as otherwise required by the law of Maryland, the holders of the Preferred Stock shall not be entitled to vote in any proceedings in which actions shall be taken by stockholders of the Corporation. The holders of Common Stock shall be entitled to one vote per share in all proceedings in which actions shall be taken by the stockholders of the Corporation.

(3) In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, the holders of the issued and outstanding Preferred Stock shall be

62748310

2853 0553

entitled to receive for each share of Preferred Stock, before any distribution of the assets of the Corporation shall be made to the holders of the Common Stock, an amount equal to the amount of the consideration paid to the Corporation by the original purchasers for the issuance of each share of Preferred Stock, plus all accrued and unpaid dividends declared thereon, without interest. After such payment shall have been made in full to the holders of the issued and outstanding Preferred Stock, or funds necessary for such payment shall have been set aside in trust for the account of the holders of the issued and outstanding Preferred Stock so as to be and continue to be available therefor, then, the remaining assets of the Corporation shall be divided and distributed ratably among the holders of the Common Stock according to the proportion by which their respective record ownership of shares of the Common Stock bears to the total number of shares of Common Stock then issued and outstanding. If, upon such liquidation, dissolution, or winding up, the assets of the Corporation distributable, as aforesaid, among the holders of the Preferred Stock shall be insufficient to permit the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the Preferred Stock. A consolidation or merger of the Corporation, a share exchange, a sale, lease, exchange or transfer of all or substantially all of its assets as an entirety, or any purchase or redemption of stock of the Corporation of any class shall not be regarded as a "liquidation, dissolution, or winding up of the affairs of the Corporation" within the meaning of this paragraph.

(4) The holders of the Preferred Stock shall be entitled to receive, when and as authorized by the Board of Directors of the Corporation, out of the assets of the Corporation legally available for payment of dividends, a non-cumulative dividend at the rate of Eight Dollars (\$8.00) per share for each fiscal year of the Corporation payable quarterly in equal installments, payable on the tenth day of January, April, July, and October in each year before any sum or sums shall be set aside for or applied to the purchase or redemption of the Preferred Stock or the purchase, redemption, or other acquisition for value of the Common Stock and

2853 0554

before any dividend shall be paid or declared, or any other distribution shall be ordered or made, upon the Common Stock; provided, however, that the declaration and payment of dividends on the Preferred Stock shall be subject to and in accordance with the following:

(a) If any dividends payable on the Preferred Stock with respect to any fiscal year of the Corporation are not paid for any reason, the right of the holders of the Preferred Stock to receive payment of such dividend shall terminate and said unpaid dividend or dividends shall not accumulate.

(b) No dividends shall be paid on the Preferred Stock at such time as such payment would violate the law of Maryland.

SECOND: By written unanimous consent, the Board of Directors of the Corporation duly advised the foregoing amendment and by written unanimous consent the stockholders of the Corporation duly approved said amendment.

THIRD: Immediately before the foregoing amendment, the total number of shares of capital stock of all classes which the Corporation had authority to issue was One Thousand (1,000) shares of par value of One Hundred Dollars (\$100.00) each, consisting of one class of capital stock, and the aggregate par value of all the shares of all classes was One Hundred Thousand Dollars (\$100,000.00).

IN WITNESS WHEREOF, J. Edward Cochran & Co., Inc. has caused these presents to be executed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 29th day of September, 1986, and its President affirms and swears, under penalties of perjury, that these Articles of Amendment are the act and deed of J. Edward Cochran & Co., Inc. and that the matters and facts set forth herein with respect to authorization and approval are true

2853 0555

in all material respects to the best of his knowledge, information and belief.

ATTEST:

J. EDWARD COCHRAN & CO, INC.

By Edward W. Cochran
Edward W. Cochran
President

Jane S. Cochran
Secretary



2853 0556



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 B BUSINESS CODE 03 COUNTY _____

00224824 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>100</u>	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>40</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 5 1987

MAIL TO ADDRESS: _____

William Schildt
138 W. Washington St
Hagerstown Md 21740

TOTAL FEES 130
 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT
OF
J. EDWARD COCHRAN & CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 1, 1986 AT 11:21 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ 100.00
RECORDING FEE PAID: \$ 5.00 20.00
SPECIAL FEE PAID: \$

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 211693

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2853 0552

of record
Mills
716

ARTICLES OF INCORPORATION

OF: STATE DEPARTMENT

RECORD 5.00
B 1758CHCK 5.00
01987 2-24P12:23

MICO ENTERPRISES, INC.

THIS IS TO CERTIFY:

9/25/86 at 9:00 a.m.

FIRST: That I, Colette R. Mills, whose address is Main Street, P.O. Box 51, Chewsville, Maryland 21721, being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate myself with the intention of forming a Subchapter S corporation.

SECOND: The name of this Corporation, which is hereinafter referred to as the "Corporation", is MICO Enterprises, Inc.

THIRD: The period of existence shall be perpetual.

FOURTH: The purpose for which the Corporation is formed and the business and objects to be carried on and promoted by it are, all to the extent permitted business corporations under the General Corporation Laws of Maryland, as follows:

a. To conduct a business for the design, development, manufacture, and sale of parts, equipment, and related components for the purpose of making a profit.

b. To conduct business in the State of Maryland, other states, territories, districts and colonies of the United States of America and in foreign countries; to have one or more offices outside of the State of Maryland.

c. To do everything necessary or proper for the accomplishment of the purposes or the furtherance of the powers

61888193

2851 2577

herein expressed, or incidental thereto, and to have and exercise all the powers now or hereafter conferred upon corporations by the laws of the State of Maryland. The foregoing clauses shall be construed as powers as well as objects and purposes. The enumeration herein of specific objects, purposes and powers shall not be held to limit or restrict in any way the general objects, purposes and powers of the Corporation. The matters specified in any clause shall, except where otherwise expressed, be in no way limited to or restricted by reference to or inference from the terms of any other clause of this or any other Article in these Articles of Incorporation, but the objects, purposes and powers specified in each of the clauses of this Article shall be regarded as independent objects, purposes and powers.

FIFTH: The Resident Agent of the Corporation shall be:

✓
Douglas M. Mills
2314 Indian Cottage Road
Hagerstown, Maryland 21740

SIXTH: The Post Office address of the principal office of the Corporation in this State is: 2314 Indian Cottage Road,
✓ Hagerstown, Maryland 21740.

SEVENTH: The maximum amount of capital stock of this Corporation is to be 1,000 shares ^{at (\$1.00) par value} preferred stock, 5,000 shares of common voting stock, bearing (\$1.00)^{par} value, and 5,000 shares of common non-voting stock, bearing (\$1.00)^{par} value.

EIGHTH: The Corporation shall have two (2) director(s). The

names and addresses of the initial directors are as follows:

Douglas M. Mills
2314 Indian Cottage Road
Hagerstown, Maryland 21740

Colette R. Mills
Main Street
P.O. Box 51
Chewsville, Maryland 21721

The number of directors may be increased or decreased in the manner provided for in the By-Laws of the Corporation, except that the number of directors shall never be less than one (1).

The term of office of each director shall be perpetual. Nothing herein will be construed to prevent a director's voluntary resignation at any time.

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:

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

2851 2579

time, any amendments of this Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classifications, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of all of such stock at the time outstanding, by vote at a meeting or in writing, with or without a meeting.

TENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on the 23rd day of September, 1986.

Colette R. Mills
Colette R. Mills, Incorporator

DISTRICT OF COLUMBIA) ss:

THIS IS TO CERTIFY that on the 23rd day of September, 1986, before the subscriber, a Notary Public in and for the District of Columbia, personally appeared Colette R. Mills, Incorporator, and did acknowledge the foregoing Articles of Incorporation to be her act and deed.

Witness my hand and seal this 23rd day of September, 1986.

Manssa V. Akari
Notary Public
My Commission Expires: *June 14, 1988*

3851 2880



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

020

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Code _____

ATTENTION: _____

MAILED MAR 5 1987

MAIL TO ADDRESS: _____

Angela Mills
2314 Indian College
R20

Hagerstown, MD 21740

NOTE: _____

TOTAL FEES

50 Check _____ Cash

Documents on 1 checks

APPROVED BY: WA

ARTICLES OF INCORPORATION
OF
MICO ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 25, 1986 AT 09:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20

\$ _____

02209013

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 211868

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 51 OF 52

722

VICTOR CUSHWA & SONS, INCORPORATED

Articles of Amendment

STATE DEPT

APPROV

10/2/86

3.00 RECORD 5.00
B. 1759CHCK 5.00
01987 2-24P12:23

Victor Cushwa & Sons, Incorporated, a Maryland corporation, having its principal office in Williamsport, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is amended by deleting Article Fifth and substituting in lieu thereof the following:

"FIFTH: The number of directors of the Corporation shall be no less than three (3) nor more than ten (10), 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 next annual meeting, or until their successors are duly chosen and qualified are:

- David K. Cushwa, III
- Paul F. Obrecht, Jr.
- David K. Cushwa, IV
- Thomas F. Obrecht
- Steve Martinelli
- George G. Litz
- Richard F. Obrecht"

SECOND: The amendment to the Charter of the Corporation set forth in these Articles of Amendment has been duly advised by the Board of Directors, by unanimous written consent in accordance with Section 2-408 of the Maryland General Corporation Law, and approved by the

62768008

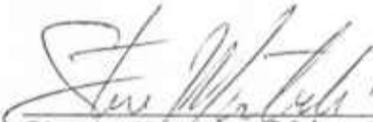
2853 2500

Stockholders of the Corporation, by unanimous written consent pursuant to Section 2-505 of the Maryland General Corporation Law.

IN WITNESS WHEREOF, these Articles of Amendment were signed and acknowledged this 30th day of September, 1986 in the name and on behalf of the Corporation by its President and attested by its Secretary and its President acknowledges this document to be the corporate act of the Corporation and states 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:

VICTOR CUSHWA & SONS,
INCORPORATED



Steve Martinelli, Secretary

BY  (SEAL)

David K. Cushwa, IV
President

0430i



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 07 BUSINESS CODE _____ COUNTY _____

150771220 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>7p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: **MAR 5 1987**

Gene L. Burner

Frank B. Burner

John A. Burner

John A. Burner

TOTAL FEES 285.00

Check Cash

Documents on _____ checks

NOTE:

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT
OF
VICTOR CUSHWA & SONS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 2, 1986 AT 3:20 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

45.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 211963

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2853 2499

THE POTOMAC EDISON COMPANY

Articles Supplementary (Maryland)
Articles of Amendment (Virginia)

10-6-86
CP

11:18W

1. The name of the Corporation is THE POTOMAC EDISON COMPANY.

RECORD 5.00
B 1760CHCK 5.00
01927 2-24P12:24

2. Pursuant to the provisions of Article I of the Articles of Incorporation of the Corporation included as Part SIXTH of the Agreement and Articles of Merger, dated as of May 31, 1974, as amended, the Board of Directors of the Corporation has the power to redeem and reclassify shares of its Cumulative Preferred Stock.

3. Pursuant to said authority, the Board of Directors on June 26, 1986 approved the redemption of all the Corporations's outstanding \$15.64 Cumulative Preferred Stock, Series I, on July 11, 1986.

4. All rights pertaining to the \$15.64 Cumulative Preferred Stock, Series I, are cancelled effective July 11, 1986.

5. The 250,000 shares redeemed constitute authorized but unissued shares of the same class, but undesignated as to series.

Dated: September 30, 1986

The Potomac Edison Company

By Paul M. Herzig
Vice President

William H. ...
Secretary

0278074

N4

01-07 9-13-86

2853 0769

STATE OF MARYLAND]
COUNTY OF WASHINGTON] SS.:
]

I HEREBY CERTIFY, that on September 30, 1986, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Washington aforesaid, personally appeared PAUL M. HORST, JR., a Vice President of THE POTOMAC EDISON COMPANY, a Maryland and Virginia corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles Supplementary/Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared WILLIAM H. MacMULLEN and made oath in due form of law that he is Secretary of said Corporation and that the charter of the Corporation was supplemented as set forth in said Articles Supplementary/Articles of Amendment, and that the matters and facts set forth in said Articles Supplementary/Articles of Amendment are true to the best of his knowledge, information and belief.

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

Patricia S. McKee
Notary Public

My commission expires July 1, 1990



N4/ARTICLES

2853 0770



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 16 BUSINESS CODE 03 COUNTY _____

0515080 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>20</u>	<u>5</u> Certified Copy <u>10P</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 5 1987

MAIL TO ADDRESS: _____

William Mac Mullen
The Patomac Edison Company
Gaunesville Pike,
Hagerstown, Md 21740

TOTAL FEES 40
 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF SUPPLEMENTARY
OF
THE POTOMAC EDISON COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND October 6, 1986 AT 11:18 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

45.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20 _____

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 212028

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2853 0768

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

1987 SEP 24 A 9:43

MLX, INC.
ARTICLES OF INCORPORATION

APPROVED FOR RECORD

9-24-87 10:20a

JP

FIRST: I, Edward N. Button, whose address is 635 Oak Hill 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 MLX, Inc.

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

(1) To engage in the business of general freight transportation by motor vehicle; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agents, salesmen, and dispatchers to purchase, or lease motor vehicles of any design or description, and to engage in any other lawful purpose and/or business; and

RECORD 5.00
B 1761CHCK 5.00
01987 2-24P12:24

(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 635 Oak Hill Avenue, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this state is Edward N. Button, 635 Oak Hill Avenue, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

1987 SEP 29 A 10:27

EDWARD N. BUTTON
ATTORNEY AT LAW
635 OAK HILL AVENUE
HAGERSTOWN, MD 21740
(301) 739-4860

52733392

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 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 (3) but not less than one (1); and

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

The name(s) of the director(s) who shall act until the first annual meeting or until their successors are duly chosen and qualified are (is): Tammy Lee Heyman.

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

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

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

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

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

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

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

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a

proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall be 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 27th day of JUNE, 1986, and I acknowledge the same to be my act.

Sandra P. Frazer [Signature]

Witness

EDWARD N. BUTTON
ATTORNEY AT LAW
635 OAK HILL AVENUE
HAGERSTOWN, MD 21740
(301) 739-4860



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 B

BUSINESS CODE

63

COUNTY

71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 5 1987

MAIL TO ADDRESS: _____

Edward Button
635 Oak Hill Ave
Hyattsville, MD
20740

TOTAL FEES

40

Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: _____

90

ARTICLES OF INCORPORATION
OF
MLX, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 29, 1986 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

45.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$ _____

D2210581

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 212194

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2852 1439

736

ARTICLES OF INCORPORATION

1986 OCT -2 A 10: 36 JDR ENTERPRISES, INC.

10/2/86

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

RECORD 5.00
B 1762CHCK 5.00
D1987 2-24P12:25

10:36

FIRST: I, James M. Thatcher, whose post office address is Route #4, Box 162 A-1, 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 JDR ENTERPRISES, 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 ownership and management of real estate; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is Route #4, Box 162 A-1, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is David L. Horn, Route #4, Box 162 A-1, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State. ✓

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be two (2) directors, whose names are James M. Thatcher and David L. Horn.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

03760126

2852 1066

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 30th day of September, 1986, and I acknowledge the same to be my act.

WITNESS:

Harold D. Steward

James M. Thatcher
James M. Thatcher

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

I HEREBY CERTIFY, That on this 30th day of September, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James M. Thatcher and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Harold D. Steward
Notary Public

My Commission Expires:
July 1, 1990

2882 1067



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 21

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 5 1987

MAIL TO ADDRESS:
Richard Lauricella
P.O. Box 1269
Hagerstown, Md 21741-
1269

TOTAL FEES 40 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
JDR ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 02, 1986 AT 10:36 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

45.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20

\$ 20

\$ _____

D2210854

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 212215

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2852 1055

740

ARTICLES OF INCORPORATION

POTOMAC AVENUE SERVICE CENTER, INC.

RECORDED
01987 2-24P12:25

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

FIRST: I, Edward E. Lushbaugh, whose ¹⁰⁻⁶⁻⁸⁷ post office address is ^{9:48W} Route #1, Box 206, Sharpsburg, Maryland, 21782, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is POTOMAC AVENUE SERVICE CENTER, 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 repair of vehicles; 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 735 Potomac Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is David A. Lushbaugh, Route #2, Box 93, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is David A. Lushbaugh.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

118
A
P
100

62798050

2382 1181

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 3rd day of October, 1986, and I acknowledge the same to be my act.

WITNESS:

David A. Lushbaugh

Edward E. Lushbaugh, Jr.
Edward E. Lushbaugh

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

I HEREBY CERTIFY, That on this _____ day of October, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward E. Lushbaugh and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



My Commission Expires:
July 1, 1990

[Signature]
Notary Public

2802 1162



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 5 1987

MAIL TO ADDRESS: _____

Richard Lauricella
PO BOX 1269
Hagerstown, Md
21741-1269

TOTAL FEES 40
 Check _____ Cash _____

_____ Documents on _____ checks

NOTE: _____

APPROVED BY: RS

ARTICLES OF INCORPORATION
OF
POTOMAC AVENUE SERVICE CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 06, 1986 AT 09:48 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID.

\$ 5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20 _____

\$ _____ 20 _____

\$ _____

02210995

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 212229

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2852 1150

744

1986 OCT -6 A 10:35

NOMAR CORP. 10-6-86

RECORD 5.00
B. 1784CHCK 5.00
10:35 1987 2-24P 12:26

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: We, Robert E. Wasik, whose post office address is 15 South Franklin Street, Chambersburg, Pennsylvania 17201, and Brian Lester, whose post office address is Route 1, Box 114, Fairplay, Washington County, Maryland 21733, both being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(1) To acquire and operate one or more restaurants, night clubs and/or retail establishments for the sale of alcoholic beverages.

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 114, Fairplay, Washington County, Maryland 21733. The name and post office address of the Resident Agent of the Corporation in Maryland is

62793143

Brian Lester, Route 1, Box 114, Fairplay, Washington County, Maryland 21733. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of a par value of One Dollar (\$1.00), all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until completion of the organizational meeting, the number of directors shall be three (3), provided that if there is no outstanding stock, the number of directors may be less than three (3) but not less than one (1); and further provided that 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 completion of the organizational meeting of directors are Robert E. Wasik and Brian Lester.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 1st day of October, 1986, and we acknowledge the same to be our acts.

WITNESS:

Vicky L. Stauffer Robert E. Wasik
Robert E. Wasik

Vicky L. Stauffer Brian Lester
Brian Lester



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

747

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE	AMOUNT	FEE REMITTED
------	--------	--------------

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED MAR 5 1987

MAIL TO ADDRESS:

William Wanta
123 W. Washington St
Hagerstown, Md 21740

TOTAL FEES

40

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

ARTICLES OF INCORPORATION
OF
NOMAR CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 06, 1986 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20

\$ _____

D2211100

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 212240

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

985 a 1215

HARNISH HAUS, INC.

Certificate of Correction 10-5-86 10:04a

HARNISH HAUS, 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: This Certificate of Correction corrects the Articles of Incorporation of the Corporation (hereinafter referred to as the "Articles").

SECOND: The name of the sole party to the Articles is Roy Harnish for and on behalf of Harnish Haus, Inc.

THIRD: The Articles were filed for record with the State Department of Assessments and Taxation of Maryland on April 16, 1986.

FOURTH: As previously filed, Article FIFTH of the Articles stated:

FIFTH: The post office address of the principal office of the Corporation in this State is 317 Woodhaven Drive, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is the same as for the principal office of the Corporation. Said Resident Agent is an individual actually residing in this State.

FIFTH: Article FIFTH of the Articles, is hereby corrected to state:

RECORD 1.50
B 1765CHCK 1.50
01987 2-24P12:28

FIFTH: The post office address of the principal office of the Corporation in this State is 317 Woodhaven Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Roy Harnish, 317 Woodhaven Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: This Certificate of Correction does not:

(1) Alter the wording of any resolution which was adopted by the Board of Directors or the stockholders of any party to the Articles; or

(2) Make any other change or amendment which would not have complied in all respects with the requirements of the Corporations and Associations Article of the Annotated Code of Maryland at the time the Articles were filed; or;



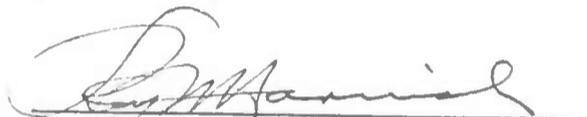
62818088

2854 0705

(3) Change the effective date of the Articles; or

(4) Affect any right or liability accrued prior to the filing hereof, except that any right or liability accrued or incurred by reason of the error or defect being corrected shall be extinguished by the filing of this Certificate of Correction if the person having the right has not detrimentally relied on the Articles before said correction.

IN WITNESS WHEREOF, I, the incorporator and President of Harnish Haus, Inc., have signed this Certificate of Correction this 18th day of September, 1986, and I acknowledge the same to be my act.



Roy W. Harnish



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

751

DOCUMENT CODE 17 BUSINESS CODE _____ COUNTY _____

10 211 7109 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change
61	_____	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	<u>6</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	_____	Certified Copy _____	<input checked="" type="checkbox"/> <u>Correction</u> Change of Resident Agent
56	_____	Foreign Penalty	_____
54	_____	For. Supplemental Cert.	_____ Change of Resident Agent
73	_____	Cert. of Conveyance	Address _____
75	<u>5</u>	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corporation Registration	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 11 Check Cash _____

Documents on _____ checks

APPROVED BY: gws

MAILED MAR 5 1987
MAIL TO ADDRESS: William Wain
100 W. Washington St
Hagerstown Md 21740

NOTE: _____

752

CERTIFICATE OF CORRECTION OF ARTICLES OF INCORPORATION
OF
HARNISH HAUS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 8, 1986 AT 10:04 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

4 1.50

RECORDING
FEE PAID:

\$ 6 _____

SPECIAL
FEE PAID:

\$ 5.00 _____

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 212310

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2854 0704

P

STATE DEPARTMENT OF ASSESSMENT AND TAXATION
RECORD B 1786CHCK 01987 2-24F1
10/2/86 10:11
5.5
5
5
12:2

ARTICLES OF INCORPORATION

OF

LOCOMOTIVE 202 FOUNDATION, INC.

FIRST: I, John E. Long, whose address is 1750 Garden Lane, Apartment 2, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by the virtue of the General Laws of the State of Maryland.

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

Locomotive 202 Foundation, Inc.

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

(a) The Corporation is organized exclusively for educational, scientific 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, scientific 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

2853 0881

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.

(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 service 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

2853 0882

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).

755

(c) Included among the educational, scientific and charitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following;

To own and operate a Locomotive and Railroad Museum with its principal concern the preservation of Locomotive 202 as a historical site for the benefit of the citizens of the City of Hagerstown and the population at large. To work with any health, welfare, education or other local organization having similar purposes, or whose activities would further the purposes of the Corporation, in Western Maryland; to further the objectives and purposes of the Corporation; to solicit and receive funds for the above purposes.

FOURTH: The address of the principal office of the Corporation is 1750 Garden Lane, Apartment 2, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John E. Long, 1750 Garden Lane, Apartment 2, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State. ✓

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

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than four (4). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

John E. Long

Steven K. Spalding

Thomas H. Boyd

Donavon N. Branch

2853 0883

SEVENTH: Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for 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.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious,

2853 0884

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, 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 4942 (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

2853 0885

representative inconnection with a proceeding to the fullest extent permitted by and in accordance with the Indemnificatioin Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully depends on the merits or otherwise any proceeding referred to in 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 specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were no 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 19th day of September, 1986, and I acknowledge same to be my act.

WITNESS:
Carol J. Miller

John E. Long
John E. Long

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, that on the 19th day of September 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John E. Long, known to me, who made oath in due form of law that the matters and facts set forth in the foregoing Articles of Incorporation are true and correct and who acknowledged said Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Carol J. Miller
Notary Public



My Commission Expires:
July 1, 1990

2853 0886



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

759

DOCUMENT CODE

020

BUSINESS CODE

0304

COUNTY

71

#

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 22 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 12 1 Certified Copy 6
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Code

ATTENTION:

MAILED MAR 5 1987

MAIL TO ADDRESS:

John Long
1750 Garden Lane #32
Hagerstown, MD
21740

TOTAL FEES

54

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

PCM

ARTICLES OF INCORPORATION
OF
LOCOMOTIVE 202 FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 02, 1986 AT 10:11 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

5.50

RECORDING
FEE PAID

\$ 22

SPECIAL
FEE PAID:

\$ _____

02211985

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 212340

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2853 0880

STATE DEL

ARTICLES OF INCORPORATION

JURNEY CONSTRUCTION CO., INC.

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

RECORD 5.00
B 1767CHCK 5.00
01987 2-24P12:28

FIRST: We, DOROTHY JURNEY and ROBERT RICHARDSON, 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 addresses of the incorporators are:

Dorothy Journey, 9405 Wilder St., Clinton, MD 20735

Robert Richardson, 1603 Boarman Ct., Waldorf, MD 20601

THIRD: The name of the corporation (which is hereinafter called the "Corporation") is JURNEY CONSTRUCTION CO., INC.

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

A.) To engage in the construction of edifices; and to engage in any other lawful purpose and/or business;

B.) To do anything permitted by §2-103 of the Corporations & 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: 9405 Wilder St., Clinton, MD 20735.

The name and address of the resident agent of the Corporation in this State are: Dorothy Journey, 9405 Wilder St., Clinton, MD 20735.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1000) shares of common stock, as \$1244 stock, at \$1.00/share par value.

SEVENTH: The number of directors shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Dorothy Journey and Robert Richardson.

EIGHTH: 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 §2-418 of the Corporations & Associations Article of the Annotated Code of Maryland, as amended from time to time.

NINTH: The Corporation elects to be treated as a "Subchapter 'S'" Corporation.

IN WITNESS WHEREOF, we have signed these Articles and severally acknowledge the same to be our act.

Dorothy Journey
DOROTHY JURNEY

Robert Richardson
ROBERT RICHARDSON

1987 SEP 29 4 10:56
03738169



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 13 COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>70</u>	Organ. & Capitalization
61	<u>70</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAR 5 1987

MAIL TO ADDRESS: Quincy Construction Co
67405 Middle Rd.
Clinton, Md 20735

TOTAL FEES 40.00
 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
JURNEY CONSTRUCTION CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 06, 1986 AT 02:00 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

2

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20

\$ _____

D2212181

TO THE CLERK OF THE COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 212357

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER FOLIO.

2853 1457

764

Received for record February 24, 1987 at 12:30
Liber 36

1986 OCT -5 A 9:28

ARTICLES OF INCORPORATION
OF
SizWashCo, Inc.

10-6-86 9,28a

FIRST: I, Linda C. Carter, whose post office address is 6801 Kenilworth Avenue, Riverdale, MD 20737, 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:
SizWashCo, Inc.

RECORD 5.00
B 1768CHCK 5.00
01987 2-24P 12:30

THIRD: The purposes for which the corporation (hereinafter referred to as the "Corporation") is formed are:

To hold a license for the retail sale of alcoholic beverages and to conduct, operate, maintain and carry on the business of a restaurant in Washington County, and to sell and dispense foods, alcoholic and other beverages for profit and to do any and all things necessary and pertinent to said business.

In general, to possess and exercise all the powers, rights and privileges granted to, or conferred upon corporations by the General Laws of the State of Maryland now or hereafter in force, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the purposes herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such purposes.

The foregoing purposes shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any

810 W 920000



62798011

2853 1911

LAW OFFICES
MEYERS, BILLINGSLEY, SHIPLEY,
CURRY, RODBELL
& ROSENBAUM, P.A.
SUITE 400 BERKSHIRE BUILDING
6801 KENILWORTH AVENUE
RIVERDALE, MARYLAND 20737-1385
(301) 699-5800

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 purposes.

FOURTH: The post office address of the principal and registered office of the Corporation in this State is Halfway Blvd. and Massey Road, Valley Plaza, Hagerstown, MD 21740. The name of the resident agent of the Corporation is Linda C. Carter, and the post office address of the resident agent is 6801 Kenilworth Ave., Riverdale, MD 20737. Said resident agent is a resident of the State of Maryland.

FIFTH: The total number of shares which the Corporation has the authority to issue is one thousand (1,000), which shares shall be voting common stock without 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, and shall never be less than the number of corporate shareholders. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Greg Hanna, Walter Fitzgerald, and Gary McCorkel.

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 authorized the issuance from time to time of shares

of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, required by law or as may be set forth in the by-laws of the Corporation.

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

This Corporation may, in its by-laws, make any provisions or requirements for the management or conduct of the business of this Corporation, provided the same be not inconsistent with the provisions of these Articles or contrary to the Laws of the State of Maryland or of the United States.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporator of SizWashCo, Inc., 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 3 day of October, 1986.

Linda C. Carter
Linda C. Carter



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

769

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

Table with columns CODE, AMOUNT, and FEE REMITTED. Rows include Organ. & Capitalization, Rec. Fee (Arts. of Inc.), Rec. Fee (Amendment), Rec. Fee (Merger or Consolidation), Rec. Fee (Transfer), Rec. Fee (Dissolution), Rec. Fee (Revival), Foreign Qualification, Cert. of Qual. or Reg., Foreign Name Registration, Certified Copy, Foreign Penalty, For. Supplemental Cert., Cert. of Conveyance, Special Fee, For. Limited Partnership, Cert. Limited Partnership, Amendment to Limited Partnership, Termination of Limited Partnership, Recordation Tax, State Transfer Tax, Local Transfer Tax, Corp. Good Standing, Foreign Corporation Registration, Other.

Name Change (New Name)

- Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

Code

ATTENTION:

MAILED MAR 5 1987

MAIL TO ADDRESS:

Linda Carter
6801 Kentworth Dr
Riverdale, Md 20737

TOTAL FEES 40

Check Cash

Documents on checks

NOTE:

APPROVED BY: [Signature]

770

ARTICLES OF INCORPORATION
OF
SIZWASHCO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 06, 1986 AT 09:28 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

\$5.00

RECORDING
FEE PAID:

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

02212934

TO THE CLERK OF THE COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 212426

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2853 1910

HAFER MANAGEMENT SYSTEMS, INC.

ARTICLES OF INCORPORATION

mel

10/10/86 11:16

FIRST: I, Karl W. Hafer, whose post office address is 107 West Franklin Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

HAFER MANAGEMENT SYSTEMS, INC.

RECORD 5.00
B 1769CHCK 5.00
01987 2-24P12:30

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

1. To own and carry on the business of developing marketing computer software.
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 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Karl W. Hafer, 1324 Hamilton 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 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

11:16-6 A 11:16

01987 2-24P12:30

2853 2156

2. If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of Stockholders.

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

Mr. Karl W. Hafer
1324 Hamilton Boulevard
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.

2853 2157

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 1st day of October 1986, and I acknowledge the same to be my act.

WITNESS:

Victoria G. Draper Karl W. Hafer (SEAL)



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

775

DOCUMENT CODE 020

BUSINESS CODE 03

COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

MAILED MAR 5 1987

Michael G. Day
St 300 120 W. Washington St
Hagerstown, Md 21740

TOTAL FEES

50 Check _____ Cash

Documents on 1 checks

NOTE:

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
HAFER MANAGEMENT SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 06, 1986 AT 11:16 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20

\$ _____

02213031

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 212445

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2853 2155

ARTICLES OF MERGER

10-15-84 1:56p

These Articles of Merger (the "Articles of Merger") are made and entered into this 15th day of October, 1986 by and among the Corporations named in Article Second below (such corporations are referred to herein collectively as the "Constituent Corporations"), pursuant to Section 13-101, et seq., of the Annotated Code of Maryland.

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said merger (the "Merger"), the mode of carrying the same into effect and the manner and basis of cancelling without exchange the shares of common stock of each of the Constituent Corporations except the Successor Corporation, as hereinafter defined, are and shall be set forth herein.

SECOND: The parties to these Articles of Merger are as follows:

RECORD 8.00
B 1771CHCK 8.00
01987 2-24P12:31

A. Metro Building Supply Co. ("MBS"), a corporation duly organized and existing under the general laws of the District of Columbia, having been incorporated on December 7, 1984, which corporation was registered or qualified to do business in Maryland and Virginia on October 30, 1972 and September 9, 1972, respectively.

B. National Applicators, Inc. ("National Applicators"), a corporation organized under the general laws of the District of Columbia, duly incorporated on September 30, 1961, under the name of National Drywall Applicators, Inc. and registered or qualified to do business in Maryland and Virginia on March 28, 1961 and March 5, 1962, respectively.

C. Metro Building Supply Co., Inc. of D.C. ("MBS of D.C."), a corporation organized under the general laws of the District of Columbia, duly incorporated on February 19, 1980, under the name Fairfax Building Supply Co., Inc. of D.C.

D. Metro Building Supply Co., Inc. of Vienna ("MBS of Vienna"), a corporation organized under the general laws of the Commonwealth of Virginia, duly incorporated on June 10, 1966 under the name Fairfax Building Supply Co., Inc. of Vienna, and registered or qualified to do business in Maryland and the District of Columbia on November 30, 1976 and November 29, 1976, respectively.

E. Fairfax Building Supply Co., Incorporated of Hagerstown ("Fairfax of Hagerstown") is a corporation organized under the general laws of the State of Maryland, duly incorporated on April 12, 1981, under the name Fairfax Building Supply Co. Incorporated of Hagerstown.

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F. Fairfax Investment Corp. ("FIC") is a corporation organized under the general laws of the Commonwealth of Virginia, duly incorporated on April 16, 1980, and registered or qualified to do business in Maryland and the District of Columbia on April 23, 1980 and April 22, 1980 respectively.

THIRD: The laws of the State of Maryland, Commonwealth of Virginia and District of Columbia, the jurisdictions in which the Constituent Corporations are organized, permit such merger.

FOURTH: FIC shall be the successor corporation (hereinafter sometimes referred to as the "Successor Corporation"). Its principal office is located at 431 Mill Street, N.E., Vienna, VA 22180. The name and address of its resident agent in the State of Maryland is as follows:

Prentice-Hall Corporation System, Maryland
929 North Howard Street
Baltimore, Maryland 21201

The name and address of its resident agent in the District of Columbia is as follows:

The Prentice-Hall Corporation
1625 I Street, N.W.
Washington, D.C. 20006.

The name and address of its resident agent in the Commonwealth of Virginia is as follows:

Charles Thunell
431 Mill Street, N.E.
Vienna, VA 22180.

FIFTH: Fairfax of Hagerstown is the only Constituent Corporation having a principal place of business in the State of Maryland and its principal office is located in Washington County, at 437 East Baltimore Street, Hagerstown, MD 21740.

SIXTH: The following Constituent Corporations own real property in the counties indicated in the State of Maryland:

See Exhibit A attached hereto and incorporated herein by reference.

SEVENTH: The Board of Directors of MBS, by Informal Action dated *October 15, 1986* duly adopted a Resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved, and directing their submission to the shareholders for their

approval. The Articles of Merger were unanimously approved by the stockholders by Informal Action, dated *October 15, 1986*, as required by the Articles of Incorporation of MBS and by the laws of the District of Columbia.

EIGHTH: The Board of Directors of National Applicators by Informal Action dated *October 15, 1986*, duly adopted a Resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved, and directing their submission to the shareholders for their approval. The Articles of Merger were duly submitted to and unanimously approved by the shareholders by Informal Action dated *October 15, 1986*, as required by the Articles of Incorporation of the National Applicators and the laws of the District of Columbia.

NINTH: The Board of Directors of MBS of Vienna by Informal Action dated *October 15, 1986*, duly adopted a Resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles was advised, authorized and approved. Approval of the shareholders was not required by the Articles of Incorporation of MBS of Vienna. The Successor Corporation owns one hundred percent (100%) of the stock of MBS of Vienna. Therefore, approval of the shareholders was not required by the laws of the Commonwealth of Virginia.

TENTH: The Board of Directors of MBS of D.C. by Informal Action dated *October 15, 1986*, duly adopted a Resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved, and directing their submission to the shareholders. The Articles of Merger were duly submitted to and unanimously approved, by the shareholders by Informal Action dated *October 15, 1986*, as required by the Articles of Incorporation of MBS of D.C. and the laws of the District of Columbia.

ELEVENTH: The Board of Directors of Fairfax of Hagerstown by Informal Action dated *October 15, 1986*, duly adopted a Resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved. Approval of the shareholders was not required by the Articles of Incorporation of Fairfax of Hagerstown. The Successor Corporation owns one hundred percent (100%) of the stock of Fairfax of Hagerstown. Therefore, the approval of the shareholders was not required by the laws of the state of Maryland.

TWELFTH: The Board of Directors of FIC, by Informal Action, dated *October 15, 1986*, duly adopted a Resolution declaring that a merger substantially upon the terms and conditions set forth

in these Articles of Merger was advised, authorized and approved, and directing their submission to the shareholders. The Articles of Merger were duly submitted to and unanimously approved by the shareholders by Informal Action dated October 15 1986, as required by the Articles of Incorporation of FIC and the laws of the Commonwealth of Virginia.

THIRTEENTH: The Articles of Incorporation of the Successor Corporation shall remain in full force as of the effective date of the Merger and all of the terms and provisions thereof are hereby incorporated in these Articles and made a part hereof with the same force and effect as if herein set forth in full.

FOURTEENTH: MBS has authority to issue shares of one class of stock, namely ten thousand (10,000) shares of common stock, with a par value of \$1.00 per share (the "MBS Stock"), one thousand (1,000) of which shares are currently issued and outstanding with a total par value of \$1,000.00.

FIFTEENTH: National Applicators has authority to issue shares of three classes of stock, namely (i) seventy-five thousand (75,000) shares of Class A common stock with a par value of \$1.00 per share, three hundred sixty (360) of which are currently issued and outstanding, with a total par value of \$360.00, (ii) twenty-five thousand (25,000) shares of Class B common stock, with a par value of \$1.00 per share, four (4) shares of which are currently issued and outstanding, with a total par value of \$4.00, and (iii) ten (10) shares of Class C common stock with a par value of \$1.00 per share, four (4) shares of which are currently issued and outstanding, with a total par value of \$4.00 (the "National Applicators Stock"). The total par value of all issued and outstanding National Applicators Stock is \$368.00.

SIXTEENTH: MBS of Vienna has authority to issue shares of one class of stock, namely one thousand (1,000) shares of common stock with a par value of \$10.00 per share (the "MBS of Vienna Stock"), one hundred (100) of which shares are currently issued and outstanding, with a total par value of \$1,000.00.

SEVENTEENTH: MBS of D.C. has authority to issue one class of stock, namely two hundred (200) shares of common stock, with no par value per share (the "CBS of D.C. Stock"), seventy-five (75) of which shares are currently issued and outstanding.

EIGHTEENTH: Fairfax of Hagerstown has authority to issue one class of stock, namely two hundred (200) shares of common stock, with no par value per share (the "Fairfax of Hagerstown Stock"), one hundred (100) of which shares are currently issued and outstanding.

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2856 1986

NINETEENTH: FIC has authority to issue one class of stock, namely two hundred (200) shares of common stock, with no par value per share (the "FIC Stock"), eighty-nine (89) of which are currently issued and outstanding.

TWENTIETH: Each share of FIC Stock issued at the effective time of the Merger, including shares held in the treasury, shall remain issued shares of common stock of the Successor Corporation. Each share of the MBS Stock, National Applicators Stock, MBS of Vienna Stock, MBS of D.C. Stock, and Fairfax of Hagerstown Stock, whether issued and outstanding or held in treasury, shall be cancelled without exchange as of the effective date of the Merger.

TWENTY-FIRST: Upon the effective date of the Merger:

A. The assets and liabilities of MBS, National Applicators, MBS of Vienna, MBS of D.C. and Fairfax of Hagerstown shall be taken up on the books of the Successor Corporation at the amount at which they shall at that time be carried on the books of such corporations, subject to such adjustments, if any, as may be necessary to conform to the Successor Corporation's accounting procedures; and

B. All of the rights, privileges, immunities, powers, purposes and franchises of MBS, National Applicators, MBS of Vienna, MBS of D.C., and Fairfax of Hagerstown and all property, real, personal and mixed, and all debts due to such corporation on whichever account shall be vested in the Successor Corporation and all property rights, privileges, immunities, powers, purposes and franchises and all and every other interest shall be thereafter as effectually the property of the Successor Corporation as they were of the merging corporations, and all debts, liabilities, obligations and duties of the merging corporations shall thenceforth attach to the Successor and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

TWENTY-SECOND: After the effective date of the Merger, the Successor Corporation may be served with process in the State of Maryland and the District of Columbia in any proceeding for the enforcement of any obligation of any of the Constituent Corporations.

The Constituent Corporations, by mutual consent of their respective Boards of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after the approval or adoption thereof by the stockholders of any of the Constituent

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2856 1949

Corporations, as necessary, provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Boards of Directors.

The Merger provided for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of the merging corporations, except in so far as continued by statute, shall cease on the last to occur of (i) the date that a Certificate of Merger is issued by the Corporation Commission of the Commonwealth of Virginia, (ii) the date a Certificate of Merger is issued by the Mayor of the District of Columbia, (iii) the date these Articles of Merger are filed with the State Department of Assessments and Taxation of the State of Maryland; or (iv) October 31, 1986.

IN WITNESS WHEREOF, METRO BUILDING SUPPLY CO. has caused its corporate seal to be hereto affixed and these presents to be signed by Mark C. Elmore, its President, attested by Gary N. Sas its Assistant Secretary, and has appointed Mark C. Elmore its attorney-in-fact, the same to acknowledge and deliver according to law, the day and year first hereinbefore written.

IN WITNESS WHEREOF, NATIONAL APPLICATORS, INC., has caused its corporate seal to be hereto affixed and these presents to be signed by Dellburt A. Kidwell, Jr., its President, attested by Harry Cox, its Secretary, and has appointed Dellburt A. Kidwell, Jr., its attorney-in-fact, the same to acknowledge and deliver according to law, the day and year first hereinbefore written.

IN WITNESS WHEREOF, METRO BUILDING SUPPLY CO., INC., OF VIENNA has caused its corporate seal to be hereto affixed and these presents to be signed by Mark C. Elmore, its President, attested by Gary N. Sas its Assistant Secretary, and has appointed Mark C. Elmore its attorney-in-fact, the same to acknowledge and deliver according to law, the day and year first hereinbefore written.

IN WITNESS WHEREOF, METRO BUILDING SUPPLY CO. INC. OF D.C. has caused its corporate seal to be hereto affixed and these presents to be signed by Mark C. Elmore, its President, attested by Gary N. Sas its Assistant Secretary, and has appointed Mark C. Elmore its attorney-in-fact, the same to acknowledge and deliver according to law, the day and year first hereinbefore written.

IN WITNESS WHEREOF, FAIRFAX BUILDING SUPPLY CO., INCORPORATED, OF HAGERSTOWN has caused its corporate seal to be hereto affixed and these presents to be signed by Mark C. Elmore, its President, attested by Gary N. Sas its Assistant

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2856 1950

Secretary, and has appointed Mark C. Elmore its attorney-in-fact, the same to acknowledge and deliver according to law, the day and year first hereinbefore written.

IN WITNESS WHEREOF, FAIRFAX INVESTMENT CORP. has caused its corporate seal to be hereto affixed and these presents to be signed by Charles R. Thunell, its President, attested by Mark C. Elmore, its Secretary, and has appointed Mark C. Elmore its attorney-in-fact, the same to acknowledge and deliver according to law, the day and year first hereinbefore written.

ATTEST:

METRO BUILDING SUPPLY CO.

Gary N. Sas
Gary N. Sas, Assistant Secretary

By: Mark C. Elmore
Mark C. Elmore, President

ATTEST:

NATIONAL APPLICATORS, INC.

Harry Cox
Harry Cox, Secretary

By: Dellburt A. Kidwell, Jr.
Dellburt A. Kidwell, Jr., President

ATTEST:

METRO BUILDING SUPPLY CO., INC. OF VIENNA

Gary N. Sas
Gary N. Sas, Assistant Secretary

By: Mark C. Elmore
Mark C. Elmore, President

ATTEST:

METRO BUILDING SUPPLY CO., INC. OF D.C.

Gary N. Sas
Gary N. Sas, Assistant Secretary

By: Mark C. Elmore
Mark C. Elmore, President

~~2057 1951~~

2056 1951

ATTEST:

FAIRFAX BUILDING SUPPLY CO.,
INCORPORATED OF HAGERSTOWN



Gary N. Sas
Gary N. Sas, Assistant
Secretary

By: Mark C. Elmore
Mark C. Elmore, President

ATTEST

FAIRFAX INVESTMENT CORP.

Mark C. Elmore
Mark C. Elmore, Secretary

By: Charles R. Thunell
Charles R. Thunell, President

State of Virginia ss:
County of Fairfax

I, Lucille A. Payne a Notary Public in and for the said jurisdiction, do hereby certify that MARK C. ELMORE, President, who is personally well known to me as the person named as attorney-in-fact in the foregoing Articles of Merger, bearing date on the 15 day of Oct., 1986, personally appeared before me in said jurisdiction and as attorney in fact as aforesaid and by virtue of the power vested in him by said Articles of Merger, acknowledges the same to be the act and deed of Metro Building Supply Co.

Lucille A. Payne
Notary Public

My Commission expires: June 10, 1990

State of Virginia ss:
County of Fairfax

I, Lucille A. Payne a Notary Public in and for the said jurisdiction, do hereby certify that DELLBURT A. KIDWELL, JR., President, who is personally well known to me as the person named as attorney-in-fact in the foregoing Articles of Merger, bearing date on the 15 day of Oct., 1986, personally appeared before me in said jurisdiction and as attorney in fact as aforesaid and by virtue of the power vested in him by said Articles of Merger, acknowledges the same to be the act and deed of National Applicators, Inc.

Lucille A. Payne
Notary Public

My Commission expires: June 10, 1990

State of Virginia
County of Fairfax ss:

I, Suzelle A. Payne, a Notary Public in and for the said jurisdiction, do hereby certify that MARK C. ELMORE, President, who is personally well known to me as the person named as attorney-in-fact in the foregoing Articles of Merger, bearing date on the 15 day of Oct, 1986, personally appeared before me in said jurisdiction and as attorney-in-fact as aforesaid and by virtue of the power vested in him by said Articles of Merger, acknowledges the same to be the act and deed of Metro Building Supply Co., Inc. of Vienna.

Suzelle A. Payne
Notary Public

My Commission expires: June 10, 1990

State of Virginia
County of Fairfax ss:

I, Suzelle A. Payne, a Notary Public in and for the said jurisdiction, do hereby certify that MARK C. ELMORE, President, who is personally well known to me as the person named as attorney-in-fact in the foregoing Articles of Merger, bearing date on the 15 day of Oct, 1986, personally appeared before me in said jurisdiction and as attorney-in-fact as aforesaid and by virtue of the power vested in him by said Articles of Merger, acknowledges the same to be the act and deed of Metro Building Supply Co., Inc. of D.C.

Suzelle A. Payne
Notary Public

My Commission expires: June 10, 1990

State of Virginia
County of Fairfax ss:

I, Suzelle A. Payne, a Notary Public in and for the said jurisdiction, do hereby certify that MARK C. ELMORE, President, who is personally well known to me as the person named as attorney-in-fact in the foregoing Articles of Merger, bearing date on the 15 day of Oct, 1986, personally appeared before me in said jurisdiction and as attorney-in-fact as aforesaid and by virtue of the power vested in him by said Articles of Merger, acknowledges the same to be the act and deed of Fairfax Building Supply Co., Incorporated of Hagerstown.

Suzelle A. Payne
Notary Public

My Commission expires: June 10, 1990

State of Virginia
County of Fairfax ss:

I, Sucille A. Payne, a Notary Public in and for the said jurisdiction, do hereby certify that CHARLES R. THUNELL, President, who is personally well known to me as the person named as attorney-in-fact in the foregoing Articles of Merger, bearing date on the 15 day of Oct., 1986, personally appeared before me in said jurisdiction and as attorney-in-fact as aforesaid and by virtue of the power vested in him by said Articles of Merger, acknowledges the same to be the act and deed of Fairfax Investment Corp.

Sucille A. Payne
Notary Public

My Commission expires:

June 10, 1990



~~2856 1954~~

2856 1954

EXHIBIT A

PROPERTY OF CONSTITUENT CORPORATIONS

1. National Applicators, Inc.

a. Parcel J in the Subdivision known as Hampton Park, as per plat thereof, recorded in Plat Book CEC 91, at Plat 47 among the Land Records of Prince George's County, Maryland.

b. Lot 1, Block A, in the Subdivision known as Hampton Park, as per plat thereof, recorded in Plat Book WWW 73, at Plat 33 among the Land Records of Prince George's County, Maryland.

c. Lot 2, Block A, in the Subdivision known as Hampton Park, as per plat thereof, recorded in Plat Book WWW 73, at Plat 33 among the Land Records of Prince George's County, Maryland.

~~2856 1955~~

2856 1955



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 11 BUSINESS CODE 03 COUNTY _____

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) Metro Building Supply Co. (DC) (R) #0859413 Surviving (Transferee) Fairfax Investment Corp. (VA) (R) 71150648
National Applicators, Inc. (DC) (R)
Metro Building Supply Co. Inc of DC (DC) (Not R/R)
Metro Building Supply Co. Inc of Virginia (VA) #0697193 (R)
Fairfax Building Supply Co. Incorporated of Hagerstown (Md) #1260710

CODE	AMOUNT	FEE REMITTED		
20			Organ. & Capitalization	Name Change
61			Rec. Fee (Arts. of Inc.)	(New Name) _____
62			Rec. Fee (Amendment)	
63	<u>.32</u>		Rec. Fee (Merger or Consolidation)	
64			Rec. Fee (Transfer)	
65			Rec. Fee (Dissolution)	
66			Rec. Fee (Revival)	_____ Change of Name
52			Foreign Qualification	_____ Change of Principal Office
50			Cert. of Qual. or Reg.	_____ Change of Resident Agent
51			Foreign Name Registration	_____ Change of Resident Agent Address
13			Certified Copy	
56			Foreign Penalty	
54			For. Supplemental Cert.	
73	<u>#</u>		Cert. of Conveyance	
			<u>land records, Prince Georges Co</u>	
75			Special Fee	
80			For. Limited Partnership	
83			Cert. Limited Partnership	
84			Amendment to Limited Partnership	Code _____
85			Termination of Limited Partnership	ATTENTION: _____
21			Recordation Tax	
22			State Transfer Tax	
23			Local Transfer Tax	
31			Corp. Good Standing	
NA			Foreign Corporation Registration	
			Other _____	
			Other _____	

TOTAL FEES 36
 Check Cash

Documents on _____ checks

MAILED MAR 5 1987
MAIL TO ADDRESS: Eric Core
Lorch Early
7101 Wisconsin Av #1300
Bethesda, Md 20814-4892

NOTE: _____

APPROVED BY: gs

2056 1986

ARTICLES OF MERGER

MERGING

METRO BUILDING SUPPLY CO. (A DC CORP.)
 NATIONAL APPLICATORS, INC. (A DC CORP.)
 METRO BUILDING SUPPLY CO., INC. OF D.C. (A DC CORP.)
 METRO BUILDING SUPPLY CO., INC. OF VIENNA (A VA CORP.)
 AND
 FAIRFAX BUILDING SUPPLY CO., INCORPORATED OF HAGERSTOWN (A MD CORP.)
 INTO

FAIRFAX INVESTMENT CORP. (A VA CORP.)

SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND OCTOBER 15, 1986 AT 1:56 O'CLOCK P. M. AS IN CONFORMITY
 WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

9.00

RECORDING FEE PAID:

SPECIAL FEE PAID:

\$ _____

\$ 32.00

\$ _____

Cert. of Conv.-P. G. CO.-Land Rcds.

4.00

36.00

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
 BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 212588

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

~~2856~~ 550

2856 1940

790

10-16-86 10:21a

RECORD 5.00
B 1772CHCK 5.00
01987 2-24P12:32

16 P 10:21

ARTICLES OF AMENDMENT

THE SPORTS INJURIES CLINIC, INC.

The Sports Injuries Clinic, Inc., a Maryland corporation, having its principal offices at 480 North Potomac Street, Hagerstown, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

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

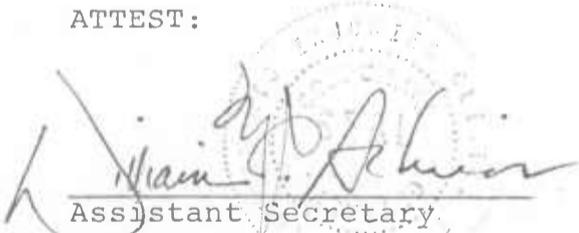
SECOND: The name of the Corporation is Mid-Atlantic Physical Therapy Center, Inc.

SECOND: By written unanimous consent, the Board of Directors of the Corporation duly advised the foregoing amendment and by written unanimous consent the stockholder of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, The Sports Injuries Clinic, Inc. has caused these presents to be executed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Assistant Secretary on this 28th day of September, 1986, and its President affirms and swears, under penalties of perjury, that these Articles of Amendment are the act and deed of The Sports Injuries Clinic, Inc. and that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information, and belief.

SPORTS INJURIES CLINIC, INC.

ATTEST:


Assistant Secretary

By 
Janice T. Cirincione
President

62898117

2857 0839



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

791

DOCUMENT CODE 9A D BUSINESS CODE _____ COUNTY _____

RC 1725423 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>1</u>	<u>1</u> Certified Copy <u>IP</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) Mid-Atlantic Physical Therapy Center, Inc

- Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____
ATTENTION: _____

MAILED MAR 5 1981

MAIL TO ADDRESS: William Schildt
138 W. Washington St
Nagersheim, Ind
21740

TOTAL FEES 27
 Check _____ Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: gs

CERTIFIED MADE

ARTICLES OF AMENDMENT
OF
THE SPORTS INJURIES CLINIC, INC.
Changing its name to
MID-ATLANTIC PHYSICAL THERAPY CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 16, 1986 AT 10:21 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

\$ 5.00

RECORDING
FEE PAID:

\$ 20.00 _____

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 212613

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2857 0838

793

MEYERS & YOUNG, P. A.

ATTORNEYS AT LAW
POST OFFICE BOX 1267

HAGERSTOWN, MARYLAND 21741-1267

LYNN F. MEYERS
WILLIAM P. YOUNG, JR.
E. KENNETH GROVE, JR.
RICHARD W. DOUGLAS
RICHARD E. BASEHOAR (MD & PA BAR)

81 WEST WASHINGTON STREET
HAGERSTOWN TRUST BUILDING
TELEPHONE (301) 739-6450

OFFICES ALSO LOCATED AT:
136 EAST GERMAN STREET
SHEPHERDSTOWN, WV 25443
(304) 876-2125

D. FRANK HILL, III (MD & WV BAR)

September 29, 1986

Charter
State Dept. of Assess. & Taxation
301 West Preston Street
Baltimore, Maryland 21201

Gentlemen:

Enclosed is a Resolution from

Litton's Rental Co., Inc.

a Maryland corporation approved February 24, 1959, which changes the address of the principal office and the name and address of the resident agent.

We have also enclosed our check in the amount of Eight (\$8.00) Dollars.

Please forward to us your approval notice.

Thank you for your assistance.

Nancy C. Boyer
Nancy C. Boyer
Corporate Paralegal

NB
Encl.

Special filing fee: \$5.00
Per page charge: 3.00

RECORD 1.25
B 1773CHCK 1.25
01987 2-24P12:33

02718300

1986 OCT -1 A 10: 29

2853 0246

RESOLUTION
FROM SPECIAL MEETING OF THE BOARD OF DIRECTORS
LITTON'S RENTAL CO., INC.

A Special Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at Maugans Avenue and Interstate I-81, Hagerstown, Maryland at 12:00 Noon on August 1, 1986, with the following Directors present:

Margaret M. Litton
Nancy Gerberich
Rev. Terry E. Litton
Lynn F. Meyers

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 and that the State Department of Assessments and Taxation be notified that the resident agent and the address of resident agent has been changed as follows:

The corporation office shall be Maugans Avenue and Interstate I-81, Hagerstown, Washington County, Maryland and the new resident agent is Margaret M. Litton, whose address is 2213 Club Road, Hagerstown, Maryland 21740.

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a Special Meeting duly called and held as above stated.

Nancy R. Gerberich
Nancy Gerberich
Secretary

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

OF

LITTON'S RENTAL CO., INC.

received for record October 1, 1986 , at 10:29 A. M.
and recorded on Film No. *0245* Frame No. *2853* one of
the charter records of the State Department of Assessments and Taxation of Maryland.
To the clerk of the Circuit court of Washington County 71

AA N^o 24789

\$1.25

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

MAILED MAR 5 1987

Return to: Meyers & Young
P. O. Box 1267
Hagerstown, Maryland 21741

rc

796

Law Offices

CREAGER & NEWHOUSE, P. A.

CREAGER BUILDING
1329 PENNSYLVANIA AVENUE
POST OFFICE BOX 1417

HAGERSTOWN, MARYLAND 21741

CHARLES E. CREAGER •
DIXIE C. NEWHOUSE

•ADMITTED TO PRACTICE
MD, PA & DC

TELEPHONE
AREA CODE 301
797-6060

IN REPLY REFER TO
FILE NO.:

September 25, 1986

Department of Assessments & Taxation
301 West Preston Street
Baltimore, Maryland 21201

Re: Lesco, Inc.

Gentlemen:

RECORD 1.25
B 1774CHCK 1.25
01987 2-24P12:33

Please be advised that effective immediately Creager & Newhouse, P.A. resigns as Resident Agent for the corporation referenced above.

Enclosed please find our check for \$8.00, in satisfaction of the requisite fee.

Very truly yours,

CREAGER & NEWHOUSE, P.A.


Dixie C. Newhouse

DCN/ss

028332
1986 SEP 26 A 10 22

2853 0281

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

LESCO, INC.

received for record September 26, 1986

, at 10:22 A.M.

and recorded on Film No. 2853

Frame No. 0220 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 71

AA N^o 24804

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

\$1.25

MAR 5 1987

Return to; CREAGER & H EWHOUSE
1329 Pennsylvania Avenue
Hagerstown, Md. 21741

rc

798

MEYERS & YOUNG, P. A.

ATTORNEYS AT LAW
POST OFFICE BOX 1267
HAGERSTOWN, MARYLAND 21741-1267

LYNN F. MEYERS
WILLIAM P. YOUNG, JR.
E. KENNETH GROVE, JR.
RICHARD W. DOUGLAS
RICHARD E. BASEHOAR (MD & PA BAR)

81 WEST WASHINGTON STREET
HAGERSTOWN TRUST BU'LDING
TELEPHONE (301) 739-6450

OFFICES ALSO LOCATED AT:
136 EAST GERMAN STREET
SHEPHERDSTOWN, WV 25443
(304) 876-2125

D. FRANK HILL, III (MD & WV BAR)

October 15, 1986

Charter
State Dept. of Assess. & Taxation
301 West Preston Street
Baltimore, Maryland 21201

Gentlemen:

Enclosed is our check in the amount of Eight (\$8.00) Dollars and a Resolution changing the principal office, the resident agent and the address of resident agent for our client:

RECORD 1.25
B 1775CHCK 1.25
01987 2-24P12:33

Younger Toyota, Inc.

Please forward to us your customary approval notice of this change at your earliest convenience.

Thank you for your assistance.

Nancy C. Boyer
Nancy C. Boyer
Corporate Paralegal

NB
Encl.

62938180



0089

RESOLUTION

FROM SPECIAL MEETING OF THE BOARD OF DIRECTORS

YOUNGER TOYOTA, INC.

A Special Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at 782 Preston Road, Hagerstown, Maryland at 12:00 Noon on October 1, 1986, with the following Directors present:

- R. Ted Younger
- Billie R. Younger
- Gregory Evans

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 and that the State Department of Assessments and Taxation be notified that the resident agent and the address of resident agent has been changed as follows:

The corporation's principal office shall be 782 Preston Road, Hagerstown, Washington County, Maryland and the new resident agent is R. Ted Younger, whose address is 782 Preston Road, Hagerstown, Maryland 21740.

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a Special Meeting duly called and held as above stated.

Billie R. Younger

 Billie R. Younger
 Secretary

1986 OCT 20 A 10:23

2856 0090

800

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

OF

YOUNGER TOYOTA, INC.

received for record October 20, 1986

, at 10:23 A.M.

and recorded on Film No. 2856

Frame No. 0088 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 71

AA N^o 24914

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

1.25

MAILED MAR 5 1987

Return to: MEYERS & YOUNG
P. O. Box 1267
Hagerstown, Maryland 21741

rc

2856 0088

801

STOCK CORPORATION

10/20/86

9:32

B & W MANUFACTURING ENGINEERING CORPORATION

Articles of Incorporation

First:

RECORD ID 55.00
B 1746CHCK 55.00
01987 2-24 P2:0

The undersigned Benjamin Chlebnikow whose post office address is 146 Pangborn Blvd., Hagerstown, Maryland, 21740, being at least eighteen years of age, does hereby form a corporation under the General Laws of the State of Maryland.

Second:

RECORD 5.50
1809CHCK 5.50
01987 2-24 P2:0

The name of the corporation (which is hereinafter called the Corporation) is: B & W MANUFACTURING ENGINEERING CORPORATION.

Third:

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

"Manufacturing Engineering Consultant"

Manufacturing engineering is that specialty of professional engineering which requires such education and experience as is necessary to understand, apply and control engineering procedures in the manufacturing process and methods of production of industrial commodities and products; requires the ability to plan the practices of manufacturing: to research and develop the tools, process, machines and equipment, and to integrate the facilities and systems for producing quality products with optimal expenditure.

6293302S

1986 OCT 20 A 9 32
2857 1959

Third:

To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds debentures or other obligations from time to time, for the purchase of property, or for any purpose relating to the business of the company, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, guarantee, deed of trust or otherwise.

To lend its uninvested funds from time to time to such extent, on such terms, and on such security, if any, as the Board of Directors of the corporation may determine.

Subject to the limitations prescribed by statute and in furtherance of its corporate business, to pay pensions, establish, and carry out pension, profit sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees.

Fourth:

The post office address of the principal office of the Corporation in Maryland is Pangborn Blvd. 146, Hagerstown, Washington County, 21740. The name and post office address of the resident agent of the Corporation in Maryland are Benjamin Chlebnikow, Pangborn Blvd. 146, Hagerstown, Washington, 21740. ✓

Fifth:

The number of shares of stock which the Corporation has authority to issue is (100) shares of the par value of (\$5.00) a share, all of one class, and having an aggregate par value of (\$ 500.00).

Sixth:

The number of directors of the Corporation shall be (1) which number may be increased or decreased pursuant to the bylaws 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, and the names of the director who shall act until the first meeting or until their successors are duly chosen and qualified is Benjamin Chlebnikow.

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:

2857 1961

Provision No 1

The Corporation shall provide to all its employees at no cost a retirement Plan providing funds are available.

Provision No 2

The Corporation shall provide to all its employees at no cost a Health and Accident Plan providing funds are available.

Provision No 3

The Corporation shall provide to all its employees at no cost a cash bonus Plan providing funds are available at end of each fiscal year.

Provision No 4

The corporation shall provide to each officer at no cost an All Medical Reimbursement Plan providing funds are available. This includes the officers' spouse and families.

Provision No 5

The corporation shall reimburse all the officers for any ordinary and necessary expense directly related to the business, function or being of the Corporation, which includes travel, meals entertainment and accomodations.

Provision No 6

The Corporation shall provide to all the employes at no cost Term Life Insurance providing funds are available.

2837 1962

Provision No 7

The Corporation shall reimburse all the officers for any expenses incurred while attending the Board of Directors meetings which includes: Travel, meals and motel accomodations.

Provision No 8

The Corporation shall reimburse all the officers a day's pay for attending the Board of Directors meeting.

Provision No 9

The corporation shall provide all the officers at no cost a company car of their choice providing the funds are available.

Provision No 10

The Corporation shall pay a \$5000.00 Death Benefit to the so stated Beneficiary of the President and Vice-President providing the funds are available.

Eighth:

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the
17 Day of October, 1986, and severally acknowledge
the same to be my act.

Benjamin Chlebnikov
Benjamin Chlebnikov

2887 1984



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

807

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 91

P.A Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE REMITTED. Includes rows for Organ. & Capitalization, Rec. Fee (Arts. of Inc.), Rec. Fee (Amendment), etc.

TOTAL FEES 45 Check Cash

Documents on checks

APPROVED BY: A

Name Change (New Name) Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent Address

Code ATTENTION:

MAILED MAR 5 1987 MAIL TO, ADDRESS: Benjamin Chlebnikow 146 Goughorn Bld. Hagerstown, Md 21740

NOTE:

ARTICLES OF INCORPORATION
OF
B & W MANUFACTURING ENGINEERING CORPORAT
ION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 20, 1986 AT 9 32 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ 20
RECORDING FEE PAID: \$ 22
SPECIAL FEE PAID: \$

D2219780

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



079C3000669
A 213662

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO ~~2557~~

2857 1958

VICTORY BAPTIST CHURCH
of Boonsboro, Maryland

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

RECORD 2.50
B 3445CHK 2.50
3-13 8.46

APPROVED FOR RECORD

10-27-86 BY 11.00a

ARTICLES OF INCORPORATION

FIRST: The undersigned, whose post office addresses are elected by the members of the congregation of VICTORY BAPTIST CHURCH to act as trustees in the name and on behalf of said congregation do hereby associate ourselves as incorporators with the intention of forming a religious corporation under the general laws of Maryland.

1. Edward J. Wade 333B North Main St. Boonsboro, MD 21713
2. James M. Mertz Rt.1 Box 157C Keedysville, MD 21756
3. Harlan E. Renner 618 North Main St. Boonsboro, MD 21713
4. Charles E. Wade 26 North Main St. Boonsboro, MD 21713

Second: The name of the corporation (which is hereafter called the Corporation) is VICTORY BAPTIST CHURCH of BOONSBORO, MARYLAND.

Third: The plan of the church is as follows:

1. The purpose for which the corporation is formed is to glorify God by conducting a Baptist church in accordance with the Word of God, to carry out the great commission of Christ, as given in Matthew 28:19,20 and Mark 16:15 to administer the ordinances of the New Testament (baptism and the Lord's Supper), to edify the saints of God through the preaching and teaching of the Word of God, and to establish other Baptist churches of like faith and practice.
2. The time and manner for election and succession of trustees is to be on the third Wednesday of January of each year with the voting members present using a simple majority to elect trustees. This is in agreement with Article VII of the Church Constitution.
3. The exact qualifications of individuals eligible to vote at elections and to be elected to office are as follows: Those eligible to vote are members over 18 years in age and have not been absent for four consecutive Sundays unless absence is due to illness or injury. Those eligible to be elected as trustees must meet the Biblical qualifications for Deacons as set forth in Article VI Section 5 and be in agreement with the Church Constitution of VICTORY BAPTIST CHURCH.

1986 OCT 27 A 11:17

3300849C

2859 2054

Fourth: The post office address of the principal place of worship
is: 7 South Main Street
Boonsboro, Maryland 21713

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

Edward J. Wade
333B North Main Street
Boonsboro, Maryland 21713

IN WITNESS WHEREOF, we the trustees have signed these Articles
of Incorporation on October 22, 1986, and severally acknowledge
the same to be our act.

Edward J. Wade
Edward J. Wade

James M. Mertz
James M. Mertz

Harlan E. Renner
Harlan E. Renner

Charles E. Wade
Charles E. Wade

CONSTITUTION
of the
VICTORY BAPTIST CHURCH
Boonsboro, Maryland

PREAMBLE

We, the members of VICTORY BAPTIST CHURCH, in orderly manner do hereby establish the following principles by which we mutually agree to be governed in the affairs of our church.

ARTICLE I - NAME

The name of this organization as incorporated under the laws of Maryland, shall be VICTORY BAPTIST CHURCH of Boonsboro, Maryland.

ARTICLE II - PURPOSE

Our purpose is to glorify God by conducting a Baptist church in accordance with the Word of God, to carry out the great commission of Christ, as given in Matthew 28: 19,20 and Mark 16:15, to administer the ordinances of the New Testament (baptism and the Lord's Supper), to edify the saints of God through the preaching and teaching of the Word of God, and to establish other Baptist churches of like faith and practice.

In order to fulfill these purposes, this church shall engage in activities and conduct ministries which may include, but are not limited to, worship services, evangelistic services, prayer meetings, youth activities, radio and television programs, a day school, a Sunday school, a bus ministry, missionary activities, nursing home ministries, literature distribution, a Bible institute, college, and seminary.

ARTICLE III - ARTICLES OF FAITH

Section 1 The Holy Scriptures

We believe that the Bible (66 books of Old and New Testaments) is the Word of God; that it was written by men who were moved by the Holy Spirit so that their writings, in the original, were supernaturally and verbally inspired and free from error and contradictions. They are the complete and final revelation of the will of God to man, and so are the supreme final authority in all matters of faith and conduct.

Section 2 The True God

We believe in one God, eternally existing in three persons, Father, Son, and Holy Spirit, who are coequal and coeternal.

- A. God the Father - We believe in God the Father, perfect in holiness, boundless in love, infinite in wisdom, measureless in power. We believe that He concerns Himself mercifully in the affairs of men, that He hears and answers prayers, that He is the object of our worship and praise, and that He saves from sin and death all who come to Him through Jesus Christ, His son.
- B. God the Son - We believe in Jesus Christ, the Son of God, Creator and Sustainer of all creation, pre-existent with the Father, begotten by the Holy Spirit and born of the Virgin Mary: sinless in His nature and life, infallible in His teaching, making atonement for the sins of the world by His substitutionary death on the cross. We believe in His bodily resurrection, His ascension into Heaven, His perpetual intercession for His people and His glorious second advent according to promise. We believe that the promise of His second coming includes: first, "The Blessed Hope" of the believer, namely the imminent personal, premillennial, and pretribulation return of our Lord and Savior, Jesus Christ, to rapture His church; second, His return with His saints to set up His millennial reign on earth.
- C. God the Holy Spirit - We believe in the deity and personality of the Holy Spirit. We believe that He came from God to convince and convict the world of sin, of righteousness, and of judgment: and to regenerate, sanctify, indwell, comfort, and empower those who are believers in Jesus Christ. We believe that the Holy Spirit is the Divine Teacher who guides and directs all believers into truth.

Section 3 Man

We believe that man was created in the image of God; that he sinned and thereby incurred not only physical death, but also spiritual death, which is separation from God. We believe that all human beings are born with a sinful nature, and in the case of those who reach moral responsibility become sinners in thought and deed by choice. We believe man is totally depraved and of himself, is utterly unable to remedy his lost condition.

Section 4 Satan

We believe in the reality and personality of Satan who is the declared enemy of God and man.

2859 2057

Section 5 Sin

We believe that sin is the transgression of the law of God. We believe in the universality of sin; that it separates man from God; that there is no remission of sin apart from the shed blood of Jesus Christ.

Section 6 Salvation

We believe that the salvation of sinners is wholly of grace, a free gift of God in the Person of Jesus Christ; that salvation is received individually by a person's repentance and a personal faith in the Lord Jesus Christ as the only means of salvation. Jesus Christ through the mediatorial offices of the Son of God, who by the appointment of the Father, freely took upon Him our nature, yet without sin, He honored the divine law by His personal obedience, and by the shedding of His blood in death made a full and vicarious atonement for our sins. All those who receive salvation are justified and born again, and thereby become the children of God and have eternal life with Him.

Section 7 The Church

- A. We believe that the Church, which is the body and the espoused bride of Christ, is a spiritual organism made up of all born-again persons of this present age.
- B. We believe in the visible local church as clearly taught in the New Testament. We believe that the local church is an assembly of believers in Jesus Christ, baptized on a credible confession of faith, and associated for worship, fellowship, and service. We believe that to these local churches was committed for observance two ordinances: the baptism of believers by immersion and the observation of the Lord's Supper. We believe that God has laid upon these churches the task of presenting the Gospel to all men and the edification of the individual members of the Body of Christ.

Section 8 Last Things

We believe in the bodily resurrection of all the dead, the saved to eternal life and blessedness in Heaven and the unsaved to eternal, conscious suffering and woe in the Lake of Fire.

Section 9 Security of the Believer

We believe that all the redeemed, once saved, are kept by God's power and are thus secure in Christ forever.

Section 10 Church and State

We believe that every human being has direct relations with God, and is responsible to God alone in all matters of all faith; that each church is independent and autonomous, and must be free from any interference by any ecclesiastical or political authority.

Section 11 Christian Living

We believe that every saved person should manifest a Christ-like life; fully and constantly yielding his members to the indwelling Christ, so that he may always be by life and word showing forth the praises of Him who has called him out of darkness into His marvelous light. We believe in a separated life for all believers as set forth in the Scriptures, including, but not limited to, separation from worldly alliances and pleasures, sinful methods of work, worldly and secret societies, and religious apostasy.

Section 12 Finances

We believe that the finances necessary to conduct the affairs of this church shall be provided by voluntary tithes and offerings of the members and friends. We believe the Scriptural teaching on giving is the tithe, as the minimum. We believe the Lord's people should totally support the Lord's work.

ARTICLE IV - CHURCH COVENANT

Having been led, as we believe, by the Spirit of God to receive the Lord Jesus Christ as our Savior, and on the profession of our faith, having been baptized in the name of the Father, and of the Son, and of the Holy Spirit, we do now in the presence of God, and this assembly most solemnly and joyfully enter into covenant with one another, as one body in Christ.

We engage, therefore, as the Holy Spirit directs us, to walk together in brotherly love; to exercise Christian care and watchfulness over one another; to participate in one another's joys; to be slow to take offense, but always ready for reconciliation; to consider one another to provoke unto love and good works; and to forsake not the assembling of ourselves together.

We also engage to strive for the advancement of Victory Baptist Church in grace, knowledge, and holiness; to promote its prosperity and spirituality; to maintain the unity of the Spirit in the bond of peace; to sustain its worship, ordinances, and doctrines (articles of faith); to give it a sacred pre-eminence over all institutions of human origin; to contribute cheerfully and regularly to the support of the ministries and expenses of the church, the care of the needy, and the spread of the Gospel to all nations.

We also engage to obey the Word of God in all of its teachings and exhortations.

We further engage to maintain personal and family devotions; and to educate our children in the Word of God bringing them up in the nurture and admonition of the Lord; and to seek the salvation of our kindred and acquaintances; and to avail ourselves of the great privilege of prayer for one another and all men.

And we further engage to walk circumspectly and watchfully in the world, denying ungodliness and worldly lusts; to be just in our dealings, faithful in our engagements and exemplary in our deportment, to refrain from gossip, backbiting, and excessive anger; to abstain from the sale/or use of intoxicating drink and from the abuse of drugs, and from every appearance of evil; to maintain a clear line of separation from all religious apostasy, all worldly and sinful pleasures, practices, and associations; endeavoring, by example and effort to win souls to Jesus Christ and to live to the glory of Him who loved us and shed His blood in death for us; whose resurrection now assures us of a like one, whom He hath called out of darkness into His marvelous light.

We further engage that church discipline be applied to members who manifest gross inconsistency or flagrant sin in their Christian lives, a wrong attitude toward the Church's doctrinal standards, or show indifference toward the life and work of the Church. Guidelines for discipline are the Scriptural procedures as set forth in Matthew 18:15-17 and Galatians 6:1.

ARTICLE V - MEMBERSHIP

Section 1 Reception of Members

- A. By Baptism, upon profession of their faith in Jesus Christ as Savior and by accepting the Articles of Faith and the Church Covenant, upon baptism by immersion, be received into the membership.
- B. By letter, from another Baptist church of like faith and practice.
- C. By statement, having already professed Jesus as Savior and having been scripturally baptized(immersed), by another church of like faith and practice.
- D. By restoration, Excluded members may be restored to membership on confession of their error and giving evidence of repentance.

Section 2 Procedure for Membership

Every candidate for admission to the church shall relate his or her Christian experience to the membership of the church. Every candidate must accept the Articles of Faith of the Church and agree to abide by the Church Covenant prior to membership. A vote is taken by the members present with a majority needed for approval of the candidate into the membership of Victory Baptist Church.

Section 3 Dismissal From Membership

- A. Death
- B. Transfer - A member leaving this church for good and proper reasons may be granted, by vote of the church, a letter of transfer to unite with another church of like faith and practice.
- C. Discipline(Exclusion) - Discipline is that procedure including Christian teaching, training, admonition, and rebuke both private and public, with the view to helping the individual grow in grace, and mature in the individual faith, in order that the individual break off from worldliness, public sin, or flagrant violations of the Church Covenant. At such time that a member shall refuse to receive such help, it will be necessary for the church to exclude him from the membership. Scriptural guidelines are to be followed in all matters of discipline.

ARTICLE VI - ORGANIZATION

Section 1 Supreme Authority

Jesus Christ is the "Head of the Church" and has supreme authority over this church.

Section 2 Government

The government of this church is vested in the membership.

Section 3 Officers

The officers of this church shall be pastors and deacons.

Section 4 Pastor

- A. A pastor shall be a male, called to the ministry, and believe the Articles of Faith of this church.
- B. The duties of the pastor shall be the spiritual oversight of the church.
- C. The qualifications of the pastor are those given in I Timothy 3:1-7, Titus 1:5-9, and I Timothy 4:12.
- D. The pastor shall have ex-officio representation in all organizations and committees. The pastor shall act as the Moderator in all meetings of the church unless the church is without a pastor, at which time the deacons will elect a Chairman that shall preside.
- E. The pastor shall be called for an indefinite term which shall terminate upon thirty days written notice by either the pastor or the church.

Section 5 Deacons

- A. Deacons shall be males and believe the Articles of Faith of this church.
- B. Deacons are to be servants to the pastor and the church. Deacons have no authority over the pastor other than that vested in each one as an individual member.
- C. The qualifications of the deacons are those found in Acts 6:1-7 and I Timothy 3:8-13.
- D. The term of office for a deacon shall be three years at which time they may be re-elected, if qualified, at the annual business meeting. Deacons are nominated by the pastor and any existing deacons. Election into office is by the membership.
- E. The number of deacons needed in the church is decided upon by the membership.
- F. The deacons shall be the trustees of the corporation.
- G. In the event the church is without a pastor the deacons shall act as a Pulpit Committee.

Section 6 Church Positions

- A. The following positions shall be filled from among the membership by vote of the membership at the annual business meeting. The term of office for these positions shall be one year.

- 1. Church clerk
- 2. Church treasurer
- 3. Head usher

These positions shall be filled by Spirit-filled members who are gifted in the task they are to perform.

- B. Other positions in the church can be created and filled at the pastor's request and subsequent approval, by vote, by the membership at any business meeting.

Section 7

All deacons, employees, and leaders (any position) shall be firstly responsible to the pastor and then ultimately to the membership.

Section 8

All officers, employees, and leaders (any position) shall be required to sign a statement giving evidence of their acceptance and allegiance to the Constitution, Church Covenant, and Leadership Agreement of the Victory Baptist Church.

ARTICLE VII - MEETINGS AND ELECTIONS

Section 1

The church shall hold its regular monthly business meeting the third Wednesday of each month.

Section 2

The annual business meeting and annual election shall be held the third Wednesday in January of each year.

Section 3

Special meetings may be called by the pastor, the deacons (only if the church is without a pastor), or at the written request of ten per cent (10%) of the members. Notice of the special meeting must be given from the pulpit for three consecutive services prior to the meeting.

Section 4

Those members 18 years old and over may vote. Any member who has been absent for 4 consecutive Sundays is not eligible to vote. (Absence due to an illness is an exception)

Section 5

The voting members present shall constitute a quorum at any business meeting. A simple majority of the voting members voting at a meeting shall be necessary to carry action, except in the case of calling or dismissing a pastor, buying, selling, or encumbering property, then 50% of the voting members shall constitute a quorum with 66% majority vote necessary to carry the action.

Section 6

Except where it is contrary to this Constitution, the latest edition of Roberts Rule of Order shall govern the conduct of any business meeting or election.

ARTICLE VIII - AUXILIARY ORGANIZATIONS

No auxiliary group or committee shall organize without receiving authority from the church.

ARTICLE IX - AMENDMENTS

This Constitution may be amended at any regular business meeting, providing notice has been given of the anticipated amendment at 6 regular services of the church and also that the proposed changes have been conspicuously posted in the church 2 weeks in advance.

ARTICLE X - DISSOLUTION

In the event of the dissolution of Victory Baptist Church as a non-profit corporation, the assets of the corporation shall be given and paid over to a non-profit corporation of like faith and practice which would satisfy the remaining membership and qualify under the provisions of Section 501 (c) 1943 of the Internal Revenue Code and its regulations.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

819

DOCUMENT CODE

02

BUSINESS CODE

16

COUNTY

71

_____ P.A. Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	10	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Edward J. Wade
333 B North Main St
Baltimore, Md 21713

TOTAL FEES

30

Check _____ Cash

Documents on _____ checks

APPROVED BY: jo

NOTE: 12 pp

ARTICLES OF INCORPORATION
OF
VICTORY BAPTIST CHURCH OF BOONSBORO, MARYLAND

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 27, 1986 AT 11 00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20 _____

RECORDING
FEE PAID:

\$25

\$ _____ 10 _____

SPECIAL
FEE PAID:

\$ _____

02225290

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

RETURN TO
EDWARD J. WADE
333-B NORTH MAIN STREET
BOONSBORO MD 21713

085C3001211

A 214233



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2859 2053

Book 86 Page 1138 Article A

BOOK 41 PAGE 782

821

ARTICLES OF INCORPORATION

OF STATE DEPARTMENT OF RECORDS AND EVIDENCE

HAGERSTOWN COLT & PALOMINO LEAGUE, INC.

01987 3-13

APPROVED FOR RECORD

THIS IS TO CERTIFY:

7-10-86 at 9:32a .m.

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 HAGERSTOWN COLT & PALOMINO LEAGUE, INC.

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

To organize and manage youth baseball opportunities in the Tristate area.

To buy sell, mortgage, and receive any property, real, personal or mixed; to execute contracts, deeds, mortgages, leases, agreements, and other instruments; to receive, to take title to, hold and use the proceeds of stocks, bonds, obligations, and other funds in any form whatsoever.

The Corporation is organized exclusively for charitable purposes within the contemplation of Section 501(c)(3) of the Internal Revenue Code of 1954 and its corresponding statute in the State of Maryland. The Corporation is organized for non-profit purposes. No part of the assets or 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 to pay reasonable compensation for services rendered.

These descriptions of the purposes of the Corporation are intended to be descriptive of its functions, and are not intended to limit the functions of the Corporation. The Corporation is authorized to carry out any lawful function.

FOURTH: The post office of the principal office of the Corporation in this State is Hellane Park, P. O. Box 1002, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Robert I. Showe, 24 Winter Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen 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

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capital stock. The number of Directors and qualifications therefor, 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 six (6), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than six (6); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Robert I. Showe, Dottie Hoffman, Ronnie Renner, Edward R. Renn, Beverly Jones and Wink Suder.

SEVENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as at the time shall qualify as an exempt organization 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 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 organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 9th day of July, 1986.

WITNESS:

Patricia L. Wintner

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 9th day of July, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley ,

2830 1953
2868 2022

who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Wetner
Notary Public



My Commission Expires:
July 1, 1990

2830 1954
2868 2000



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

021

BUSINESS CODE

04

COUNTY 60

#

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
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63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
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52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy 3p o/c
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Code

ATTENTION:

MAILED MAR 23 1987

MAIL TO ADDRESS:

K. J. Mackley
35 E. Wash. St.
Hagerstown, Md
21740

TOTAL FEES 48

Check

Cash

Documents on checks

APPROVED BY:

90

NOTE:

BOOK 41 PAGE 786

ARTICLES OF INCORPORATION
OF
HAGERSTOWN COLT & PALOMINO LEAGUE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 10, 1986 AT 09:32 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$5.00

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20

\$ _____

D2166379

TO THE CLERK OF THE COURT OF

Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 206864

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2888 2020

~~2830 1951~~

Fac'd for Record July 19 86 At 11⁰¹ O'clk A. M Some Day Recorded & Ex'd per Charles C. Keller, CLP

FULL GOSPEL CHAPEL

ARTICLES OF INCORPORATION

RECORD 2.50
B 3647CHCK 2.50
01987 3-13 8:47

FIRST: The undersigned, all being adult persons at least eighteen (18) years of age duly elected by the Members (as hereafter defined) of the congregation of the Full Gospel Chapel (the "Religious Corporation") to serve as trustees (the "Trustees") in the name and on behalf of the Religious Corporation to manage its estate, property, interest and inheritance, pursuant to Title 5, Subchapter 3 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the provisions of the General Laws of the State of Maryland, and do hereby certify to the State Department of Assessments and Taxation of Maryland as follows:

SECOND: The name of the Religious Corporation and the church is the Full Gospel Chapel.

THIRD: The plan for the Religious Corporation (the "Plan") is and shall be as follows:

(1) The purposes for which the Religious Corporation is formed are:

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

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which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Section 1(d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Religious Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for religious, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Religious Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers or other private persons, except that the Religious Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD, Section (1) hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Religious Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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

(i) to establish and maintain a church and to provide a place of worship and prayer;

(ii) to establish, maintain and conduct a school for religious instruction of children and adults;

2839 1233

2805 1595

(iii) to further all religious and charitable work;
and,

(iv) for such purposes to adopt and establish Articles of Incorporation, By-Laws, rules and regulations in accordance with applicable law.

(d) In this Plan:

(i) references to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening, (including the publishing or distributing of statements), in any political campaign on behalf of any candidates for public office; and,

(ii) the term "charitable purposes" shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954, and only such purposes as also shall 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 any 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

2839 1234

2805 1596

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 met the requirements of membership by confession of faith and membership has been duly conferred by the Trustees.

(b) A Member, once qualified as hereinabove provided, shall remain such as long as:

(i) all rules and regulations of the Religious Corporation, as determined by the Trustees, are substantially 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 Full Gospel Chapel, Indian Springs Road, Indian Springs, Maryland. The name and address of the resident agent of the Religious Corporation are Carl Vernon Harper, Sr., Box 101, Myersville, Maryland 21773. 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 four (4), which number may be increased pursuant to the By-Laws of the Religious Corporation but shall never be less than four (4), nor more than seven (7). The names and addresses of those persons serving as initial Trustees are:

Carl Vernon Harper, Sr.
Box 101
Myersville, MD 21773

Gay Ann Harper
Box 101
Myersville, MD 21773

2839 1235

2805 1597

Ray Orndorff, Jr.
Route 2
Williamsport, MD 21795

Roy Thomas Watts
184 Londontowne Drive
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 purpose 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 of 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.

TENTH: (1) 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.

(2) 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.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue

2839 1236

2805 1598

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

(4) 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.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 10 day of April, 1986, and we acknowledged the same to be our acts.

WITNESS:

Roy Thomas Watts

Carl Vernon Harper Sr
Carl Vernon Harper, Sr.

Roy Thomas Watts

Gay Ann Harper
Gay Ann Harper

Roy Thomas Watts

Ray Orndorff Jr
Ray Orndorff, Jr.

Watts

Roy Thomas Watts
Roy Thomas Watts

2839 1237

2805 1599

ARTICLES OF INCORPORATION
OF
FULL GOSPEL CHAPEL

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 15, 1986 AT 01:34 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

2.50
\$ _____ 10

SPECIAL
FEE PAID:

\$ _____

D2114213

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

*Kaylor & Wanta
123 W. Wash St
Hag. Md 21740*



A 200515

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

~~2839 1231~~
2839 1231

NOVA DESIGN ASSOCIATES, INC.

Articles of Amendment

11-6-86
October 20, 1986

RECORD 5.00
3442CHCK 5.00
01987 3-13 A8:47

Nova Design Associates, Inc., a Maryland Corporation, having its principal office at 2315 Pennsylvania Avenue, Hagerstown, Washington County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation in hereby amended by deleting the first paragraph of Article FIFTH in its entirety and by substituting in lieu thereof the following new first paragraph to Article FIFTH:

"FIFTH: The total number of shares of all classes which the Corporation has authority to issue is One Thousand Five Hundred Fifty (1,550) of which One Thousand Five Hundred (1,500) shares shall be Common Stock, without par value, and Fifty (50) shares shall be Seventeen and one half percent (17.5%) cumulative Preferred Stock, with a par value of Four Thousand Dollars (\$4,000.00) per share."

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the corporation entitled to vote thereon, pursuant to and in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

THIRD: Prior to said amendment, the total number of shares of capital stock which the Corporation had authority to issue was One Hundred Fifty (150) shares of which One Hundred (100) shares were common stock with no par value, and Fifty (50) shares were Seventeen and one half percent (17.5%) cumulative Preferred Stock, with a par value of Four Thousand Dollars (\$4,000.00) per share.

FORTH: Immediately following the date on which these Articles of Amendment shall be filed and approved by the State Department of Assessments and Taxation of Maryland, the total number of shares of capital stock which the Corporation shall have authority to issue shall be One Thousand Five Hundred and Fifty (1,550) of which One Thousand Five Hundred (1,500) shares shall be common stock, with no par value, and Fifty (50) shares

11-6-86 A 957

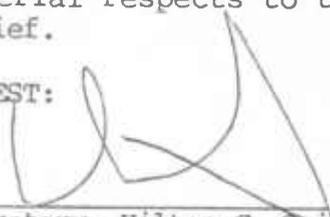
68108259

3862 2735

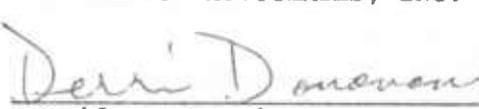
shall be Seventeen and one half (17.5%) cumulative Preferred Stock with a par value of Four Thousand Dollars (\$4,000.00) per share. Accordingly, the authorized capital stock of the Corporation has been increased to the extent of One Thousand Four Hundred (1,400) of common stock, with no par value.

IN WITNESS WHEREOF, Nova Design Associates, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 20th day of October, 1986 and its President acknowledges that these Articles of Amendment are the act and deed of Nova Design Associates, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:


Secretary, Hilton C. Smith, Jr.

NOVA DESIGN ASSOCIATES, INC.


President, Derri Donovan



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

835

DOCUMENT CODE

09

BUSINESS CODE

03

COUNTY

#

A1693837

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change (New Name)

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code

ATTENTION:

MAILED MAR 23 1987

MAIL TO ADDRESS:

Edward Button
 635 oak Hill Ave
 Hagerstown, Md
 21740

TOTAL FEES

40

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

[Signature]

ARTICLES OF AMENDMENT
OF
NOVA DESIGN ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 6, 1986 AT 9:57 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

5.00

\$ 20.00

SPECIAL
FEE PAID:

\$

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 215052

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2862 2735

RECORD 2.50
B 3649CHCK 2.50
01987 3-13 AB:4

THE FIRST BAPTIST CHURCH OF HAGERSTOWN, MARYLAND

ARTICLES OF AMENDMENT

The First Baptist Church of Hagerstown, Maryland, a Maryland corporation located in Washington County, Maryland, certifies to the State Department of Assessments and Taxation, that

FIRST: The Charter of the church dated March 26, 1890, is hereby amended by striking out Articles 1 through 11 of said Articles of Incorporation and substituting and inserting in lieu thereof the following Articles which include all of the matters formerly covered by the eleven paragraphs in the original Certificate of Incorporation recorded March 26, 1890.

Article I: We, the Undersigned, Raymond E. Wilson, Rt. 4, Box 23, Smithsburg, Maryland 21783; Richard W. Souders, 137 Patrick Road, Hagerstown, Maryland 21740; Clark F. Fogle, Rt. 3, Box 294, Hagerstown, Maryland 21740; Vernon S. Wilson, 1115 Oxford Circle, Hagerstown, Maryland 21740; Don L. Bohorques, 11 Emerald Drive, Hagerstown, Maryland 21740; Clarence J. Loughery, 112 Greenberry Road, Hagerstown, Maryland 21740; Frederick K. Hill, Rt. 4, Box 212 Smithsburg, Maryland 21783, Charles R. Crawford, Jr., 1228 Ravenwood Heights, Hagerstown, Maryland 21740; William E. Wright, 202 Woodhaven Drive, Hagerstown, Maryland 21740; and Preston W. Shafer, 1042 Carroll Heights Boulevard, Hagerstown, Maryland 21740, elected by the members of the congregation of the First Baptist Church of Hagerstown, Maryland to act as Trustees in the name and on behalf of said congregation to manage the estate, property, interest and inheritance of same, and each being at least eighteen (18) years of age, and all being discreet and sober persons, do hereby associate ourselves as incorporators with the intent of forming a religious Corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.

Article II: The name of the Congregation and of the Corporation shall be:
THE FIRST BAPTIST CHURCH OF HAGERSTOWN, MARYLAND

Article III: The plan and purpose of the Corporation adopted at the meeting of the members of the Congregation electing the Trustees are as

82958065

10/22/86 10:06A

2860 0287

follows, to wit:

1. To adopt a seal which shall be in circular form with the following inscription on the circumference, "The First Baptist Church of Hagerstown, Maryland" and "Incorporated, 1890" in the center of the circle.
2. To conduct a church for religious worship in the Christian religion after the form, regulations and doctrines of Baptist churches affiliated with the Baptist Convention of Maryland/Delaware, Inc.
3. There shall be an annual business meeting of the members of the Congregation on the Wednesday preceding the last Sunday in October of each year, of which notice shall be given to the members in accordance with the By-Laws of said Corporation.
4. At the annual business meeting of the Congregation, there shall be elected by the members of the Congregation ^(who are baptized believers) not less than four (4) nor more than twenty-five (25) members of the Congregation above the age of eighteen (18) years to act as Trustees of the Corporation for a term of three (3) years and until their successors are duly elected and qualify. The number of Trustees may be increased or decreased from time to time within the limits prescribed above, and the terms of office of said Trustees may be changed in accordance with the By-Laws.
5. The Corporation shall have and the Trustees may exercise all the powers granted to religious Corporations by the laws of Maryland, including the powers provided in Section 5-301 to 5-313, Title 5 of the Corporations and Associations Volume of the Annotated Code of Maryland, as amended from time to time.
6. The members of the Congregation may from time to time

adopt, amend and repeal By-Laws for the regulation and management of the affairs of the Corporation.

Article IV: The Church shall be located in Washington County, and the mailing address of the Corporation is 15 High Street, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Reverend Wendell G. Gross., at 201 Oak Valley Drive, Hagerstown, Md. 21740.

Article V: The Corporation shall not have the power to issue stock, and no part of the net assets shall inure to the benefit of any member or other individual, with the exception that said Corporation may pay to any member, officer or director reasonable compensation for work done or services rendered for said Corporation. Upon any ultimate dissolution of the Corporation known as The First Baptist Church of Hagerstown, Maryland, the Trustees shall distribute the remaining assets, if any, after all just debts and expenses have been paid, to the Baptist Convention of Maryland/Delaware, Inc., a body corporate of the State of Maryland.

SECOND: The Board of Trustees of the Corporation, at a meeting duly convened and held on June 16 , 1986 adopted a resolution in which was set forth the foregoing Amendments to the Charter, declaring that the said Amendments of the Charter were advisable, and directing that they be submitted for action thereon at a business meeting held on June 25 , 1986.

THIRD: Notice setting forth the Amendments of the Charter and a summary of the changes to be effected by said Amendments of the Charter and stating that a purpose of the meeting of the members would be to take action thereon, was given as required by law to all members entitled to vote thereon.

FOURTH: The Amendments of the Charter of the Corporation as herein-after set forth were approved by the members of the Corporation at said meeting by the affirmative vote of two-thirds of the members.

FIFTH: The Amendments of the Charter of the Corporation as herein-after set forth have been duly advised by the Board of Trustees and approved by the members of the Corporation.

IN WITNESS WHEREOF, The First Baptist Church of Hagerstown, Maryland presents to be signed in its name and on its behalf by its Board of Trustees.

WITNESS:

THE FIRST BAPTIST CHURCH OF HAGERSTOWN,
MARYLAND

George A. Limburg
George A. Limburg

Raymond E. Wilson
Raymond E. Wilson

Richard W. Souders
Richard W. Souders

Clark F. Fogle
Clark F. Fogle

Vernon S. Wilson
Vernon S. Wilson

Don L. Bohorques
Don L. Bohorques

Clarence J. Loughery
Clarence J. Loughery

Frederick K. Hill
Frederick K. Hill

Charles R. Crawford, Jr.
Charles R. Crawford, Jr.

William E. Wright
William E. Wright

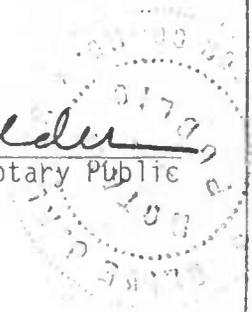
Preston W. Shafer
Preston W. Shafer

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, That on this 30th day of June, 1986, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Raymond E. Wilson, Richard W. Souders, Clark F. Fogle, Vernon S. Wilson, Don L. Bohorques, Clarence J. Loughery, Frederick K. Hill, Charles R. Crawford, Jr., William E. Wright, and Preston W. Shafer, Trustees of the First Baptist Church of Hagerstown, Maryland, and in the name and on behalf of said Church acknowledged the foregoing Articles of Amendment to be the act of said Church.

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

Olive J. Alder
Olive J. Alder Notary Public



My Commission Expires:

July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY _____

_____ P.A. Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>10</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Alan Stockdale
6721 Harford Rd
Balt, Md 21234

TOTAL FEES

10 Check _____ Cash

1 Documents on 1 checks

NOTE: _____

APPROVED BY: [Signature]



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

843

DOCUMENT CODE 02 BUSINESS CODE 16 COUNTY 91

_____ P.A. Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____
ATTENTION: _____

MAILED MAR 23 1981

MAIL TO ADDRESS: _____
Alyn H. Stocksdale
6717 Haysford Rd
Belt, Md 21234

TOTAL FEES no fee
_____ Check _____ Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: MSK

ARTICLES OF AMENDMENT
OF
FIRST BAPTIST CHURCH OF HAGERSTOWN, MARYLAND

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 22, 1986 AT 10:06 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

2.50

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 212805

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER FOLIO 2860 0286

WARREN ELECTRIC CONSTRUCTION CO., INC.

RECORD
B 3650CHCK
01987 3-13 AB: 5.1
5.0

JS

10-2186

10:07A

ARTICLES OF AMENDMENT

Warren Electric Construction Co., Inc., a Maryland corporation, having its principal office at 1401 Dual Highway, 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 "SECOND" paragraph of the Articles of Amendment approved and received for record by the State Department of Assessment and Taxation of Maryland on September 21, 1965 and recorded in Liber 7499, folio 19, one of the Charter Records of the State Department of Assessments and Taxation of Maryland, and inserting in lieu thereof the following:

"SECOND: The name of the corporation (which is hereafter called the "Corporation") is: WARREN COMPANY, INC.

SECOND: By written informal action on September 30, 1986, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associates Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments on September 30, 1986.

IN WITNESS WHEREOF, Warren Electric Construction Co., Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary

10:07 12/15/86

510 78004

2858 0188

on the 30th day of September, 1986, and its President acknowledges that these Articles of Amendments are the act and deed of Warren Electric Construction Co., Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to be best of his knowledge, information and belief.

ATTEST:

WARREN ELECTRIC CONSTRUCTION CO., INC.

M. Eleanor Little
Secretary

BY: [Signature]
President



3858 0189



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

847

DOCUMENT CODE 9A BUSINESS CODE _____ COUNTY _____

10-0221184 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
	_____	Other _____
	_____	Other _____

Name Change (New Name) Warren Company, Inc

- Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED MAR 23 1981

MAIL TO ADDRESS: _____

Pat Fitzpatrick
CT Corp. Sys.
123 S. Broad St
Phila PA 19109

NOTE: _____

(file first)

TOTAL FEES

20

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT
OF
WARREN ELECTRIC CONSTRUCTION CO., INC.
Changing its name to
WARREN COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 21, 1986 AT 10:07 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

5.00

\$ 20.00 _____

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 212703

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2858 0187

1 HISTORIC HAGERSTOWN, INC.

11/20/86

RECORDED 5.00
B 3651CHCK 5.00
1987 3-13 8:49

ARTICLES OF INCORPORATION

FIRST: I, Karl R. Sanford, whose post office address in 1304 Hamilton Blvd., Hagerstown, Maryland 21740, being at least eighteen years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (hereafter called the "Corporation") is Historic Hagerstown, 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 the 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,

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

(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 preserve the distinctive quality of Hagerstown, Maryland derived from the buildings, structures, objects and spaces that possess integrity of locality, design, setting, materials and workmanship that contribute to the historic character of this locale.
2. To promote research and to publish findings regarding local property of historic value.
3. To extend appreciation of the fine buildings representing the many periods of architecture whose harmonious height, scale, proportion, texture, material and color are responsible for the enduring beauty of Hagerstown.
4. To devise plans for the preservation of these historical resources with the quality of life and the economic stability of Hagerstown.

FOURTH: The post office address of the principal office of the Corporation in this State is: 1304 Hamilton Blvd., Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is: Karl R. Sanford, 1304 Hamilton Blvd., Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be seven (7) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first meeting or until their successors are duly chosen and qualified, are:

Karl R. Sanford
Diane F. Sanford
Libby Earley
Sarah Zenge

Richard Cramblitt
Michael Wicklein
Virginia Hendrickson

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

2887 2890

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 with in 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 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 10th day of July, 1986, and I acknowledge same to be my act.

Karl R. Sanford
Karl R. Sanford

Witness: Ronald J. Pike



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02-6 BUSINESS CODE 04 COUNTY 11

_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

William H. Schmidt
138 W. Washington St
New York, NY 10038

TOTAL FEES 40 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
HISTORIC HAGERSTOWN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 20, 1986 AT 11:19 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20 _____

RECORDING
FEE PAID:

45.00

\$ _____ 20 _____

SPECIAL
FEE PAID:

\$ _____

D2238848

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

RETURN TO:
WILLIAM MCSCHILDT
138 W. WASHINGTON STREET
HAGERSTON MD 21740

100C3001074

A 216667



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO *0687 0687*

1987 OCT - 9
b-120 908

KADOTOM DEVCO, INC.

ARTICLES OF SALE AND TRANSFER

11-3-86

10:430

RECORD 14.50
B 3652CHCK 14.50
01987 3-13 8:50

ARTICLES OF SALE AND TRANSFER entered into this 11th day of September, 1986, by and between KADOTOM DEVCO, INC., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor") and Tom Moore Davis (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

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

SECOND: The name, post office address and principal place of business of Transferee are: Tom Moore Davis, 2275 Rolling Road, Hagerstown, Maryland.

THIRD: The Transferor, Kadotom Devco, Inc. is a corporation organized under the Laws of the State of Maryland. The Transferee is an unincorporated individual.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it is the assignment by the Transferee of one hundred per cent of the outstanding shares of capital stock of the Transferor corporation, Kadotom Devco, Inc.

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

the recording of an instrument among the land records, is
✓ Washington County.

SIXTH: The Transferee is an individual and is a citizen of the State of Maryland.

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

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

EIGHTH: In consideration of the assignment by the Transferee to the Transferor of One Hundred Per cent of the outstanding shares of stock of Kadotom Devco, Inc., the Transferor Corporation, the Transferor does hereby bargain, sell, deed,

2860 0497

grant, convey, transfer, set over and assign to Transferee its successors and assigns:

All the following tracts or parcels of land located along Maryland State Route No. 63 (Williamsport-Greencastle Highway), approximately one-half mile southwest from its intersection with U. S. Route 40 (Hagerstown- Clear Spring Highway) in District No. 24, Washington County, Maryland, and being more particularly described as follows:

PARCEL NO. 1: Being all that part of the whole tract known as the John E. Needy Farm and is that unimproved part lying west of the aforementioned highway; beginning at an iron pin now set in the western S. R. C. right of way line as shown on the aforementioned S. R. C. Plat Nos. 18432 and 18433, said iron pin also being in the third or North 81 degrees West 155 1/2 perch line of the whole tract and is located at the end of 116.00 feet on a radial line drawn from centerline of survey and baseline of right of way station 169+87.17 thence leaving the said S. R. C. right of way line and running along a fence line and the aforesaid third line North 82 degrees 36 minutes 49 seconds West 980.75 feet to an original stone at the end of the third line thereof, thence running along a fence and with the fourth or North 67 degrees West 31 1/2 perch line of the whole tract North 68 degrees 39 minutes 25 seconds West 493.73 feet to an iron pin driven in top of corner fence post, thence running still along a fence line and with the fifth or South 20 degrees West 114 1/4 perch line of the whole tract now bounded by two courses and

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distances to wit: South 20 degrees 35 minutes 44 seconds West 888.61 feet to an iron pin now set, South 20 degrees 21 minutes 18 seconds West 979.31 feet to an original stone at a corner fence post, thence running still with a fence line and a portion of the sixth line of the whole tract, South 67 degrees 55 minutes 19 seconds East 940.84 feet to an iron pin now set in the aforementioned western S. R. C. right of way line, thence running and binding on the said western S. R. C. right of way line by a curve line to the right having a radius of 2,366.83 feet for a distance of 644.36 feet, subtended by a chord North 29 degrees 30 minutes 39 seconds East 642.37 feet to an iron pin now set, said iron pin located at the end of 116.00 feet on a line drawn perpendicular from centerline of survey and baseline of right of way station 154+38.23 , thence running still with said S. R. C. right of way line North 37 degrees 18 minutes 36 seconds East 1,046.69 feet to an iron pin now set, said iron pin located at the end of 116.00 feet on a line drawn perpendicular from centerline of survey and baseline of right of way P. C. Station 164+84.92, thence running still with said right of way line with a curve line to the left having a radius of 3,158.05 feet for a distance of 484.47 feet, subtended by a chord North 32 degrees 54 minutes 56 seconds East 483.99 feet to the place of beginning, containing 51.73 acres of land, more or less.

PARCEL NO. 2: And the Grantor does hereby further grant and convey unto the Grantee the following six easements which shall be binding upon the Grantor, his heirs and assigns and inure to

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the benefit of the Grantee, its successors and assigns for fifteen years from the date of this conveyance. The six easements hereinafter conveyed are conveyed subject to the provision that if the Grantee, its successors and assigns, do not actually make use of said easements within a period of fifteen years from March 18, 1977, the date of the original grant, that the easements shall terminate and the title to the applicable easements shall revert to the owner of the fee title to the parcel or parcels over which said easements run or which are subject to said easements. If the Grantee makes use of said easements within the fifteen year period, then there shall be no reverter of easements. The six easements are described as follows:

(1) A 20 foot wide sewer easement measuring 10 feet wide on either side of the following described centerline. Beginning at a point in the southern right-of-way line of Maryland State Route # 63 and being north 37 degrees 18 minutes 36 seconds East 30.00 feet, more or less, from the corner of the lands of Harold Smith as recorded in Liber 514, folio 534, one of the land records of Washington County, Maryland, and running thence South 74 degrees 30 minutes 00 seconds East 32.00 feet to a point, thence South 48 degrees 41 minutes 24 seconds East 105.00 feet to a point intersecting the western marginal line of a 30 foot wide road and utility easement as described below.

(2) A 20 foot wide roadway easement measuring 10 feet wide on either side of the following described centerline. Beginning at a point in the southern right-of-way line of Maryland State Route # 63 and being North 37 degrees 18 minutes 36 seconds East 180.00 feet, more or less, from the corner of the

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lands of Harold Smith and running thence South 52 degrees 41 minutes 24 seconds East 53.00 feet to a point, thence South 02 degrees 18 minutes 36 seconds West 160.00 feet to a point intersecting the northern marginal line of a 30 foot wide road and utility easement as described below.

(3) A 30 foot wide road and utility easement measuring 15.0 feet wide on either side of the following described centerline. Beginning at a point South 41 degrees 18 minutes 36 seconds West 5.00 feet from the end of the last line of the above forementioned 20 foot wide sewer easement and running thence South 48 degrees 41 minutes 24 seconds East 280.00 feet, thence North 88 degrees 18 minutes 36 seconds East 305.00 feet, thence North 46 degrees 18 minutes 36 seconds East 200.00 feet to a point intersecting the first marginal line of a 10 foot wide easement around the sewage treatment plant.

(4) An easement for the sewage treatment plant. Beginning at a point at the end of the last or North 46 degrees 18 minute 36 second East 200.00 foot line of the above mentioned 30 foot wide road and utility easement and running thence South 43 degrees 41 minutes 24 seconds East 24.00 feet to a point, thence North 55 degrees 03 minutes 36 seconds East 82.00 feet to a point, thence North 47 degrees 03 minutes 36 seconds East 62.00 feet to a point, thence North 42 degrees 56 minutes 24 seconds West 77.00 feet to a point, thence South 47 degrees 03 minutes 36 seconds West 49.00 feet to a point, thence South 42 degrees 29 minutes 19 seconds West 95.26 feet to a point, thence South 43

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degrees 41 minutes 24 seconds East 34.00 feet to the point of beginning.

(5) A 20 foot wide out fall sewer easement measuring 10 feet wide on either side of the following described centerline. Beginning at a point at or near the end of the aforementioned (3) or North 47 degrees 03 minutes 36 seconds East 62.00 foot line of the easement around said sewage treatment plant and running thence South 86 degrees 26 minutes 00 seconds East 82.00 feet.

(6) A 20 foot wide electric service easement measuring 10 feet wide on either side of the following described centerline. Beginning at a point at or near the end of the (5) or South 47 degree 03 minutes 36 seconds West 49.00 foot line of the above formentioned easement around said sewage treatment plant and running thence North 7 degrees 32 minutes 13 seconds West 584.00 feet to an existing Potomac Edison Power Pole # 10708 . The above realty is to be conveyed together with development approvals by the Washington County Planning and Zoning Commission, County Commissioners of Washington County and together with all engineering data secured in furtherance of said approvals.

The above parcels being all of the same property which was conveyed to Kadotom Devco, Inc. by Tom Moore Davis by deed dated March 18, 1977 and recorded in Liber No. 632, folio 658 among the Land Records of Washington County, Maryland, the easement portion of which was reconveyed to Kadotom Devco, Inc. by Tom Moore Davis by deed dated January 9, 1985 and recorded in the Land Records of

2860 0498

Washington County, Maryland, at Liber 777, folio 810.

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 Transferee, an individual who is the owner of one hundred per cent of the outstanding shares of stock in the Transferor Corporation and it is 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.

This transaction is an instrument of writing that transfers real property from a corporation upon its liquidation and is not subject to recordation tax because the Transferee is an original stockholder of the corporation and owns all one hundred per cent of the outstanding shares of stock of the transferor corporation as contemplated by the Code of Maryland Tax Property Article, Section 12-108(q)(1).

IN WITNESS WHEREOF Kadotom Devco, Inc. has caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of said corporation by its president and attested by the secretary as of this 11 day of September, 1986, and witness the hand and seal of Tom Moore Davis, Transferee, this 11 day of September, 1986.

ATTEST:

KADOTOM DEVCO, INC.

BY: Tom Moore Davis

Frances King Davis

2860 0499

Francis King Davis

Patrick A. Coleman

THE UNDERSIGNED, President of Kadotom Devco, 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.

KADOTOM DEVCO, INC.

BY: Tom Moore Davis

THE UNDERSIGNED, Tom Moore Davis further certifies that to the best of his knowledge, information and belief, the matters and facts set forth therein are true in all material respects, under the penalties of perjury.

Tom Moore Davis

2860 0500

AMENDED PURCHASE OPTION AGREEMENT

THIS IS NOT A CONTRACT OF SALE. THIS IS AN OPTION AGREEMENT WHICH MUST BE EXERCISED IN ACCORDANCE WITH ITS TERMS BEFORE THE CONTRACT OF SALE, EXHIBIT B, BECOMES EFFECTIVE.

THIS AGREEMENT ENTIRELY SUPERSEDES A PRIOR AGREEMENT OF THE SAME TITLE DATED September 18, 1986, BETWEEN THE PARTIES.

THIS PURCHASE OPTION dated 3rd day of October, 1986, is given by Tom Moore Davis (the Seller) to Antietam Development Limited, a Maryland Corporation, and Donald M. Bowman, Jr. and Howard B. Bowen and Stephen B. Sagi (the Buyer).

The Seller is the Transferee pursuant to Articles of Sale and Transfer between Kadotom Devco, Inc. and the Seller dated September 11, 1986 of certain real property located in Washington County, Maryland, and more particularly described in a deed dated March 18, 1977 and recorded in the Land Records of Washington County, Maryland, at Liber 632, folio 658 from the Seller to Kadotom Devco, Inc. a copy of which is annexed hereto as Exhibit A.

The Buyer desires to obtain an option to purchase the Property on the terms set forth below.

In consideration of the sum of Ten Thousand Dollars (\$10,000.00) paid by Buyer to Seller which sum shall be part of the purchase price for the property in the event this purchase

2860 0501

option is exercised the parties agree as follows:

1. The seller offers to sell and convey to the Buyer and hereby grants to the Buyer the exclusive and irrevocable option to purchase the Property, together with the improvements thereon, and all the rights, ways, alleys, privileges and appurtenances belonging or in anywise appertaining thereto, more particularly described on Exhibit A subject to the terms and conditions set forth below and in the form of contract of sale which is attached as a part of this Agreement and is designated as Exhibit B (the "Contract of Sale"). The rights-of-way as set forth in Parcel 2 of Exhibit B are to be conveyed as modified by the deed of confirmation dated January 9, 1985 from Tom Moore Davis to Kadotom Devco, Inc. recorded in the Land Records of Washington County, Maryland at Liber 777, folio 810. Said confirmatory deed is annexed hereto as Exhibit C. Said rights-of-way are warranted by Seller to include all areas needed for the installation and operation of the sewage treatment plant that has been approved for providing sewer service to the lands described in Parcel 1 of Exhibit B hereto, including but not limited to, utilities, vehicular access, the treatment plant site, itself, sewer lines and out fall lines.

2. The Buyer's option to purchase the Property must be exercised by the Buyer on or before November 30, 1986. If the option to purchase is not exercised on or before that date, this option to purchase shall automatically cease and terminate, neither party shall have any further rights hereunder, at law or

2860 0502

in equity, and this Agreement shall be null and void, all without further action or documentation by either party.

3. The Buyer's option to purchase shall be exercised by the timely delivery to the Seller at the Seller's address set forth below of two copies of the Contract of Sale duly executed by the Buyer, together with a check payable to the order of the Seller for the amount of the earnest money deposit specified in the Contract of Sale. Promptly upon receiving the same the Seller shall execute both copies of the Contract of Sale and return one fully executed copy to the Buyer. The failure of the Seller to execute and return a fully executed copy of the Contract to the Buyer shall not affect its enforceability and the Contract of Sale shall be binding upon and enforceable against the Seller in the same manner as if it had been executed by the Seller and returned to the Buyer.

4. In the event that Buyer exercises the option to purchase within the time and in the manner hereinbefore provided, then thereafter their rights and obligations with respect to the Property shall be governed by the terms and conditions contained in the Contract of Sale.

5. The address of the Seller is as follows:

2275 Rolling Road

Hagerstown, Maryland, 21740

6. Time shall be of the essence of this Option Agreement.

7. Seller warrants that all prerequisite approvals for

2860 0503

a mobile home park on the subject property including those for the installation of a waste water treatment plant in the easement areas to be included with said realty now exist and become the property of the Buyer. The sole exception to this is that the actual construction has not been obtained because no application has been made for it. In the event that said approvals do not in fact exist with the exception of the construction permit, this option may be terminated within its period of exercise by Buyers and the \$10,000.00 option price is to be returned to them without penalty.

8. The parties agree that the provisions of this option and the contract of sale, Exhibit B annexed hereto, shall survive the exercise of the option and the settlement for realty which is the subject of the contract of sale and shall not be merged therein.

THIS IS NOT A CONTRACT OF SALE. THIS IS AN OPTION AGREEMENT WHICH MUST BE EXERCISED IN ACCORDANCE WITH ITS TERMS BEFORE THE CONTRACT OF SALE, EXHIBIT B, BECOMES EFFECTIVE.

IN WITNESS WHEREOF the parties have duly executed this Agreement and affixed their seals as of the date set forth above.

WITNESS:

Robert S Casens Jon Marc Davis (SEAL)

ANTIETAM DEVELOPMENT LIMITED

BY: [Signature] (SEAL)

2860 0504

Wm A. Carter [Signature] (SEAL)

Wm A. Carter [Signature] (SEAL)

Phil G. Moore [Signature] (SEAL)

Received for Record _____
 at _____ o'clock _____

THIS DEED made this 15 day of June, 1977,
 by Tom Moore Davis of Washington County, Maryland.

WITNESSETH: That for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, I, the said Tom Moore Davis do hereby grant and convey unto KADOTOM DEVCO, INC., a Maryland Corporation, all the following tracts or parcels of land located along Maryland State Route No. 63 (Williamsport-Greencastle Highway), approximately one-half mile southwest from its intersection with U. S. Route 40 (Hagerstown-Clear Spring Highway) in District No. 24, Washington County, Maryland, and being more particularly described as follows:

PARCEL NO. 1 : Being all that part of the whole tract known as the John E. Needy Farm and is that unimproved part lying west of the aforementioned highway; beginning at an iron pin now set in the western S. R. C. right of way line as shown on the aforementioned S. R. C. Plat Nos. 18432 and 18433, said iron pin also being in the third or North 81 degrees West 155 1/2 perch line of the whole tract and is located at the end of 116.00 feet on a radial line drawn from centerline of survey and baseline of right of way station 169+87.17, thence leaving the said S. R. C. right of way line and running along a fence line and the aforesaid third line North 82 degrees 36 minutes 49 seconds West 980.75 feet to an original stone at the end of the third line thereof, thence running along a fence and with the fourth or North 67 degrees West 31 1/2 perch line of the whole tract North 68 degrees 39 minutes 25 seconds West 493.73 feet to an iron pin driven in top of corner fence post, thence running still along a fence line and with the fifth or South 20 degrees West 114 1/4 perch line of the whole tract now bounded by two courses and distances to wit: South 20 degrees 35 minutes 44 seconds West 888.61 feet to an iron pin now set, South 20 degrees 21 minutes 18 seconds West 979.31 feet to an original stone at a corner fence post, thence running still with a fence line and a portion of the sixth line of the whole tract, South 67 degrees 55 minutes 19 seconds East 940.84 feet to an iron pin now set in the aforementioned western S. R. C. right of way line, thence running and binding on the said western S. R. C. right of way line by a curve line to the right having a radius of 2,366.83 feet for a distance of 644.36 feet, subtended by a chord North 29 degrees 30 minutes 39 seconds East 642.37 feet to an iron pin now set, said iron pin located at the end of 116.00 feet on a line drawn perpendicular from centerline of survey and baseline of right of way station 154+38.25, thence running still with said S. R. C. right of way line North 57 degrees 18 minutes 36 seconds East 1,046.09 feet to an iron pin now set, said iron pin located at the end of 116.00 feet on a line drawn perpendicular from centerline of survey and baseline of right of way P. C. Station 164+34.81, thence running still with said right of way line with a curve line to the left having a radius of 3,126.12 feet for a distance of 864.57 feet, subtended by a chord North 22 degrees 34 minutes 24 seconds East 413.95 feet to the point of beginning, containing 21.73 acres of land, more or less, being part of the same property which was conveyed to the Grantor herein by Mary Margaret Needy by deed dated November 1, 1975, and recorded among the Land Records of Washington County, Maryland, at Liber No. 509, folio 438.

PARCEL NO. 1: And the Grantor does further grant and convey unto the Grantee the following six easements which shall be binding upon the grantor, his heirs and assigns and inure to the benefit of the Grantee, its successors and assigns for fifteen years from the date of this conveyance provided that for any or all of the six easements hereinafter conveyed, the respective easement or easements shall automatically terminate in the event that the Grantee, its successors or assigns are not actually occupying and/or making use of said easements in favor of Parcel No. 1 hereinabove conveyed. In the event of such termination, title to the applicable easements shall revert to the owner of fee title to the parcel or parcels over which said easements run or which are subject to said easements. The six easements are described as follows:

(1) A 20' wide sewer easement measuring 10' wide on either side of the following described centerline. Beginning at a point in the southern right-of-way line of Maryland State Route # 63 and being North $57^{\circ} 18' 36''$ East 30.00 feet more or less from the corner of the lands of Harold Smith as recorded in Liber 514, folio 534, one of the land records of Washington County, Maryland, and running thence South $74^{\circ} 30' 00''$ East 52.00 feet to a point, thence South $48^{\circ} 41' 24''$ East 105.00 feet to a point intersecting the western marginal line of a 30' wide road and utility easement as described below.

(2) A 20' wide roadway easement measuring 10' wide on either side of the following described centerline. Beginning at a point in the southern right-of-way line of Maryland State Route # 63 and being North $57^{\circ} 18' 36''$ East 130.00 feet more or less from the corner of the lands of Harold Smith and running thence, South $52^{\circ} 41' 24''$ East 53.00 feet to a point, thence South $52^{\circ} 18' 36''$ West 100.00 feet to a point intersecting the northern marginal line of a 30' wide road and utility easement as described below.

(3) A 30' wide road and utility easement measuring 15.0 feet wide on either side of the following described centerline. Beginning at a point South $41^{\circ} 18' 36''$ West 5.00 feet from the end of the last line of the above forementioned 20' wide sewer easement and running thence, South $48^{\circ} 41' 24''$ East 280.00 feet, thence North $88^{\circ} 18' 36''$ East 305.00 feet, thence North $46^{\circ} 18' 36''$ East 200.00 feet to a point intersecting the first marginal line of a 10' wide easement around the sewage treatment plant.

(4) An easement for the sewage treatment plant. Beginning at a point at the end of the last or North $46^{\circ} 18' 36''$ East 200.00 foot line of the above forementioned 30 foot wide road and utility easement and running thence: South $45^{\circ} 41' 24''$ East 24.00 feet to a point, thence North $55^{\circ} 05' 36''$ East 82.00 feet to a point, thence North $47^{\circ} 05' 36''$ East 82.00 feet to a point, thence North $42^{\circ} 30' 24''$ West 77.00 feet to a point, thence South $47^{\circ} 05' 36''$ West 49.00 feet to a point, thence South $42^{\circ} 29' 19''$ West 85.00 feet to a point, thence South $45^{\circ} 41' 24''$ East 34.00 feet to the point of beginning.

(5) A 20 feet wide outfall sewer easement measuring 10 feet wide on either side of the following described centerline. Beginning at a point at or near the end of the above forementioned (3) or North $47^{\circ} 05' 36''$ East 82.00 feet line of the easement around said sewage treatment plant and running thence South $45^{\circ} 41' 24''$ East 24.00 feet.

(6) A 20' wide electric service easement measuring 10' wide on either side of the following described centerline.

CONTRACT OF SALE

THIS AGREEMENT made this _____ day of _____, 1981
between Tom Moore Davis, hereinafter called Seller, and Antie-
Development Limited, a Maryland Corporation, and Donald M.
Bowman, Jr. and Howard B. Bowen and Stephen B. Sagi, hereinafter
called Buyer.

The Seller does hereby sell to the Buyer and the latter does
hereby purchase from the former, all of the real estate which is
more particularly described in the Option Agreement to which this
contract is Exhibit B.

The total selling price is Four Hundred Thousand Dollars
(\$400,000.00) of which the option price is a part, payable as
follows: Ten Thousand Dollars (\$10,000.00) payable upon the
execution of the option to which this contract is Exhibit B, and
a \$300,000.00 note to be secured by a purchase money mortgage, to
be given by Buyer containing the terms as outlined hereinafter,
and the balance in cash at settlement which will be held in the
Office of Mackley, Gilbert & Marks, 35 East Washington Street,
Hagerstown, Maryland within fifteen days from the date of the
exercise of the option of which this Contract is an Exhibit A by
Buyer.

The note and mortgage referred to above will have the format
followed in notes and mortgages secured by real estate used by
the Farmers and Merchants Bank of Hagerstown and shall contain
the following special provisions:

Beginning at a point at or near the end of the S) or South 47° 03' 30" West 49.00 foot line of the above forementioned easement around said sewage treatment plant and running thence North 07° 52' 15" West 584.00 feet to an existing Potomac Edison Power Pole # 10708.

The above easements are over and part of the lands owned by the Grantor and conveyed to him as Parcel No. 1 of the deed from Mary Margaret Needy dated November 1, 1973, and recorded among the Land Records of Washington County, Maryland, at Liber No. 569, folio 438. Said easements are particularly delineated on the drawing prepared by Oliver Cump Associates, Inc. dated March 1, 1977 known as Job No. 579 of said Oliver-Cump & Associates, Inc., a copy of the plat for which is attached and made a part hereof.

And I, the said Tom Moore Davis, do hereby covenant that I will warrant generally the property hereby conveyed, and that I will execute such other and further assurances as may be requisite.

WITNESS my hand and seal.

WITNESS: _____ (SEAL)
Tom Moore Davis

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this _____ day of _____, 1977, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Tom Moore Davis and acknowledged the execution of the foregoing Deed to be his voluntary act.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: July 1, 1978

1. A condition of the mortgage will be that Buyer must proceed in the most expeditious manner as possible with the conclusion of Phase One Highland Manor Mobile Home Park, as approved by the Washington County Planning Commission and the Board of County Commissioners for Washington County during the year _____ on the 51.73 acre parcel which is to be the subject of the mortgage.

2. Buyer will operate a mobile home sales organization directed toward filling of rental spaces in the park.

3. The note secured by the mortgage will be paid as follows:

(a) \$1,500.00 will be paid to the Seller for each new or used mobile home sold by Buyer's mobile home sale organization subject to the minima as set forth in paragraph b below.

(b) Annual minimum installments of not less than \$15,000.00 to be applied against the outstanding principal balance on the mortgage loan or in the event that Buyer elects to accept mobile homes into the mobile homes park which have been sold "off-site" the minimum annual payment will be increased to \$25,000.00 for the balance of the term of the mortgage. The minimum payments set forth in this paragraph and the minimum amount will be paid toward reduction of the balance due on said mortgage in any given year notwithstanding the fact that in a preceding year or years Buyer may have by virtue of mobile home sale paid amounts in excess of \$15,000.00 or \$25,000.00, paid more

than said minimum payments toward reduction

(c) The entire loan will be payable ten years from the date of the note and mortgage.

4. The mortgage note will be non-interest bearing.

5. Seller will upon request of Buyer subordinate his lien interest in the land which is the subject of the mortgage to a bona fide construction loan for improvements on said mortgage land, provided that all the proceeds of said construction loan are used solely for the erection of improvements rather than other expenses of operating Buyers' mobile home park or any other type expenses which Buyer may have.

6. Buyers must maintain all approvals and permits for the construction and maintenance of a mobile home park as required by Washington County, the State of Maryland, or the Federal Government and must comply with the terms of said permits at all times.

7. For each year that there is an outstanding principal balance due on the note secured by the mortgage described herein \$10,000.00 will be added to the principal balance due on the note secured by the mortgage. Thus, for example, if the mortgage is paid in full between its fifth and sixth anniversary a total of \$50,000.00 will be added to the principal balance, and if for example it is paid at the tenth anniversary, a total of \$100,000.00 will be added to the principal balance due on said note secured by the mortgage.

8. Buyer and its principals Donald M. Bowman, Jr. and

Howard B. Bowen and Stephen B. Sagi will be jointly and severally liable for the outstanding balance due on the note secured by the mortgage described herein.

In exchange for the use of other lands owned by Seller lying on the East side of Maryland Route # 63, for the installation of the waste water treatment plant to be operated by Buyers in conjunction with the development of their mobile home park, Seller, his heirs and assigns will have free use of the access road to the treatment plant.

Possession will be given to Buyer at settlement. Taxes will be pro-rated to the date of settlement. Documentary stamps and transfer taxes will be divided equally between the Buyer and Seller. This transaction may or may not result in the application of the Agricultural Transfer Tax pursuant to Article 81 of the Code of Maryland, as set forth in Chapter 808 of the Laws of Maryland, 1981 Session of the Maryland Legislature, effective, July, 1981. In the event that this transaction does result in the application of the said Agricultural Transfer Tax, said tax will be paid by Buyer.

Upon payment of the full purchase price, the Seller will execute and deliver to the Buyer a deed with covenants of general warranty and further assurances, conveying good and merchantable title, free of liens and encumbrances except those, if any, hereinbefore mentioned and such easements, conditions and restrictions to which the premises may now be subject. If the

title should be found defective and cannot be perfected within sixty days from settlement date, this agreement shall be null and void, and the deposit shall be returned to the Buyer without right to interest, damage or cost. If Buyers fail to perform their obligations hereunder, in addition to their other remedies at law or in equity, Seller may cancel this contract and retain the down payment as liquidated damages.

The provisions of this contract and option agreement will survive and not be merged into the settlement for the realty described herein.

WITNESS the hands and seals of the parties.

WITNESS:

ANTIETAM DEVELOPMENT LIMITED

BY: _____ (SEAL)

_____ (SEAL)

_____ (SEAL)

_____ (SEAL)

_____ (SEAL)

RECORD
A 9330CHOK
01985 1-10 19:3

Received for Record: January 10, 1985
at 9:36 o'clock A..M.
Liber 777, folio _____

THIS CONFIRMATORY DEED OF EASEMENT, Made this 9th day of January, 1985, by Tom Moore Davis, of Washington County, Maryland, hereinafter referred to as Grantor.

WHEREAS, the Grantor herein conveyed unto the Grantee herein the hereinafter described six easements by deed dated March 18, 1977, and recorded as Liber 632, folio 658, among the Land Records of Washington County, Maryland, and

WHEREAS, because of the ambiguity in the language of said easements the parties hereto desire to clarify and confirm the conveyance of the six easements.

WITNESSETH: That for and in consideration of the premises and other good and valuable considerations, the receipt of which is hereby acknowledged, the said Grantor does hereby grant, convey unto Kadotom Devco, Inc., a Maryland corporation, the following six easements which shall be binding upon the Grantor, his heirs and assigns and inure to the benefit of the Grantee, its successors and assigns. The six easements are described as follows:

- (1) A twenty (20') foot wide sewer easement measuring ten (10') feet wide on either side of the following described centerline. Beginning at a point in the Southern right-of-way line of Maryland State Route No. 63 and being North 37 degrees 18 minutes 36 seconds East 30.00 feet more or less from the corner of the lands of Harold Smith as recorded in Liber 514, folio 534, one of the Land Records of Washington County, Maryland, and running thence South 74 degrees 30 minutes 00 seconds East 32.00 feet to a point, thence South 48 degrees 41 minutes 24 seconds East 105.00 feet to a point intersecting the Western marginal line of a thirty (30') foot wide road and utility easement as described below.
- (2) A twenty (20') foot wide roadway easement measuring ten (10') feet wide on either side of the following described centerline. Beginning at a point in the Southern right-of-way line of Maryland State Route No. 63 and being North 37 degrees 18 minutes 36 seconds East 180.00 feet more or less from the corner of the lands of Harold Smith and running thence, South 52 degrees 41 minutes 24 seconds East 53.00 feet to a point, thence South 02 degrees 18 minutes 36 seconds West 160.00 feet to a point intersecting the Northern marginal line of a thirty (30') foot wide road and utility easement as described below.
- (3) A thirty (30') foot wide road and utility easement measuring fifteen (15.0') feet wide on either side of the following described centerline. Beginning at a point South 41 degrees 18 minutes 36 seconds West 5.00 feet from the end of the last line of the above forementioned twenty (20') foot wide sewer easement and running thence, South 48 degrees 41 minutes 24 seconds East 280.00 feet, thence North 88 degrees 18 minutes 36 seconds East 305.00 feet, thence North 46 degrees 18 minutes 36 seconds East 200.00 feet to a point intersecting the first marginal line of a ten (10') foot wide easement around the sewage treatment plant.
- (4) An easement for the sewage treatment plant. Beginning at a point at the end of the last or North 46 degrees 18 minutes 36 seconds East 200.00 foot line of the above forementioned thirty (30') foot wide road and utility easement and running thence: South 43 degrees 41 minutes 24 seconds East 24.00 feet to a point, thence North 55 degrees 03 minutes 36 seconds East 82.00 feet to a point, thence North 47 degrees 03 minutes 36 seconds East 62.00 feet to a point, thence North 42 degrees 56 minutes 24 seconds West 77.00 feet to a point, thence South 47 degrees 03 minutes 36 seconds West 49.00 feet to a point, thence South 42 degrees 29 minutes 19 seconds West

INDEXED TO GRANTOR JAN 23 1985
2860 0514
410 21710

95.26 feet to a point, thence South 43 degrees 41 minutes 24 seconds East 34.00 feet to the point of beginning.

(5) A twenty (20') foot wide outfall sewer easement measuring ten (10') feet wide on either side of the following described centerline. Beginning at a point at or near the end of the above forementioned 3) or North 47 degrees 03 minutes 36 seconds East 62.00 foot line of the easement around said sewage treatment plant and running thence South 86 degrees 26 minutes 00 seconds East 82.00 feet.

(6) A twenty (20') foot wide electric service easement measuring ten (10') feet wide on either side of the following described centerline. Beginning at a point at or near the end of the 5) or South 47 degrees 03 minutes 36 seconds West 49.00 foot line of the above forementioned easement around said sewage treatment plant and running thence North 67 degrees 32 minutes 13 seconds West 584.00 feet to an existing Potomac Edison Power Pole No. 10708.

PROVIDED, however, that if the Grantee, its successors and assigns, do not actually make use of said easements within a period of fifteen (15) years from March 18, 1977, the date of the original grant, that the easements shall terminate and the title to the applicable easements shall revert to the owner of the fee title to the parcel or parcels over which said easements run or which are subject to said easements. If the Grantee makes use of said easements within the fifteen (15) year period, then there shall be no reverter of easements.

The above easements are over and part of the lands owned by the Grantor and conveyed to him as Parcel No. 1 of the deed from Mary Margaret Needy, dated November 1, 1973, and recorded among the Land Records of Washington County, Maryland, at Liber No. 569, folio 438. Said easements are particularly delineated on the drawing prepared by Oliver Cump & Associates, Inc., dated March 1, 1977, known as Job No. 579 of said Oliver-Cump & Associates, Inc., a copy of the plat of which is attached to the deed conveyed by the Grantor herein to the Grantee herein, dated March 18, 1977, and recorded in Liber 632, folio 658, among the Land Records of Washington County, Maryland.

The above easements are the same easements which were conveyed to the Grantee herein by deed from the Grantor herein by deed dated March 18, 1977, and recorded in Liber 632, folio 658, among the Land Records of Washington County, Maryland.

And the said Grantor does hereby covenant that he will warrant generally the property hereby conveyed, except as to the aforementioned conditions and restrictions, and that he will execute such other and further assurances as may be requisite and necessary.

WITNESS the hand and seal of the said Grantor.

WITNESS:

Eunice C. Harnett Tom Moore Davis (SEAL)
Tom Moore Davis

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

I HEREBY CERTIFY, That on this 9th day of January, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Tom Moore Davis, and did acknowledge the foregoing deed to be his voluntary act and deed, and that there was no monetary consideration for the execution of this deed.

WITNESS my hand and Official Notarial Seal.

Eunice C. Harnett
Notary Public

My Commission Expires:
July 1, 1986



STATE OF MARYLAND
State Department of Assessments and Taxation
 Gene L. Burner, Director

879

DOCUMENT CODE 12 PD BUSINESS CODE _____ COUNTY _____

R 0736579 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging
 (Transferor) Kadotom Devco, Inc.

Surviving
 (Transferee) Tom Moore
Kanis

CODE	AMOUNT	FEE REMITTED
20	<u>58</u>	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>30</u>	<u>1</u> Certified Copy <u>24P</u>
56		Foreign Penalty
54		For. Supplemental Cert.
73	<u>4</u>	Cert. of Conveyance <u>Wash Co land records</u>
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Name Change
 (New Name) _____

 _____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address

Code _____
 ATTENTION: _____

MAILED MAR 23 1987
 MAIL TO ADDRESS: _____
H W Gilbert
35 E Wash. St.
Hagerstown, Md
21740

TOTAL FEES 92
 Check Cash
 Documents on _____ checks

NOTE: No ag tax
Statement provided

APPROVED BY: gs

ARTICLES OF SALE AND TRANSFER

BETWEEN

KADOTOM DEVCO, INC. (A MD CORP.) TRANSFEROR

AND

TOM MOORE DAVIS (AN INDIVIDUAL) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND NOVEMBER 3, 1986 AT 10:43 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

\$ _____
Cert. of Conv.-Wash. Co.-Land Rcds.

14.50

\$ 58.00
4.00
62.00

\$ _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 215022

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2860 0487

881

APPROVED FOR RECORD

11246 at 11:29 a.m.

1986 NOV 24
RECORD 5.00
EX 53CHCK 5.00
01987 3-13 AB:5
11:32

CAVETOWN LIQUORS, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: I, David B. Riser, whose post office address is 3 Granada Lane, Hagerstown, Washington County, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is CAVETOWN LIQUORS, INC.

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(1) To operate one or more retail establishments for the sale of beer, wine, liquor and other alcoholic beverages and related merchandise.

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is Intersection of Maryland Route 64 and Maryland Route 66, Cavetown, Washington County, Maryland 21720. The name and post office address of the Resident Agent of the Corporation in Maryland is David B. Riser, 3 Granada Lane,

63288199

2007 0329

Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is two hundred sixty thousand (260,000) shares of a par value of One Dollar (\$1.00), all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$260,000.00).

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two (2) directors, whose names are David B. Riser and Sondra M. Riser.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21 day of November, 1986, and I acknowledge the same to be my act.

WITNESS:

Wah.

David B. Riser

David B. Riser



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

833

DOCUMENT CODE

0210

BUSINESS CODE

03

COUNTY

21

_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	52	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

William CiWanta
123 W. Washington St
Hagerstown, Md 21740

TOTAL FEES

72 Check _____ Cash

Documents on _____ checks

NOTE:

APPROVED BY: _____

ARTICLES OF INCORPORATION
OF
CAVETOWN LIQUORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 24, 1986 AT 11:32 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 52

RECORDING
FEE PAID:

\$ 5.00

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

D2238228

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

RETURN TO:
WILLIAM C. WANTZ
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

100C3001012

A 216619



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2867 0688

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

NOV 18 A 10:13

11/18/86 at 10:13

ARTICLES OF INCORPORATION

RECORD 5.00
B 3654CHCK 5.00
01987 3-13 A8:51

OF

WESTTREE, INC.

(A close corporation under Title 4)

THIS IS TO CERTIFY:

FIRST: That I, John Jay Crum, whose post office address is 2703 Youngstown Drive, Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, associate ourselves with the intention of forming a coporation by the execution and filing of these Articles.

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

WESTTREE, INC.

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

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

- a. Purchase, operation and development of group homes. Investment in Real Estate.
- b. To carry on any other business which may seem to the Corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly

63228097

3864 3758

to enhance the value or render profitable any of the Corporation's property rights.

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

d. In general, to carry on any lawful business and to exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder, and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumerations of certain powers as herein specified not being intended to exclude any such powers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; and that said Corporation is formed under the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations pertaining to corporations which are contained in the General Laws of this State.

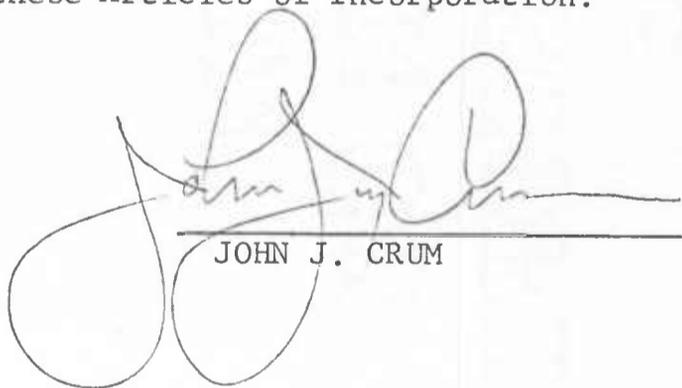
FIFTH: The post office address of the principal office of the Corporation in this State is 2703 Youngstown Drive, Hagerstown, Md. 21740. The Resident Agent of the Corporation is John Jay Crum, whose post office address is 2703 Youngtown Drive, Hagerstown, Md. 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Three Hundred shares of stock without par value, all of which shares are of one (1) class and are designated Common Stock.

SEVENTH: After either the time of completion of the organization meeting of the directors and the issue of one (1) or more shares of stock of the Corporation, or December 15, 1986, whichever is later, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one (1) directors whose name is John Jay Crum.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have this 17th day of November, 1986, signed these Articles of Incorporation.



JOHN J. CRUM

STATE OF MARYLAND, BALTIMORE COUNTY, to wit:

I HEREBY CERTIFY, That on this 17th day of November, 1986, before me, the subscriber, a Notary Public of the State of Maryland, in and for the county aforesaid, personally appeared JOHN JAY CRUM and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Fred S. London
NOTARY PUBLIC

My commission expires: July 1990





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

889

DOCUMENT CODE

02 B

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other
		Other

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Fred London
1313 Court Square Bldg
Balto Md 211202

TOTAL FEES

40

Check _____ Cash

Documents on _____ checks

NOTE:

APPROVED BY: PCM

890

ARTICLES OF INCORPORATION
OF
WESTTREE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **NOVEMBER 18, 1986** AT **10 13** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ **20** _____

RECORDING
FEE PAID:

↓ 5 00

\$ _____ **20** _____

SPECIAL
FEE PAID:

\$ _____

02235190

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

RETURN TO
FRED LONDON
1313 COURT SQUARE BLDG.
BALTIMORE MD 21202

097C3000771

A 216365



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER FOLIO.

2864 2765

DELTA VENTURES, INC.

ARTICLES OF INCORPORATION

RECORD 5.00
B 3655CHCK 5.00
01987 3-13 8:51

11-17-86

10:49a

fd

FIRST: I, Scott L. Schubel, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

THIRD: (1) The purposes of the Corporation shall include but not be limited to the leasing and finance of capital equipment, the purchase, sale and trading of industrial supplies, and the purchase, sale, and rental of real estate, and

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

FOURTH: The post office address of the principal office of the Corporation in this State is 879 Commonwealth Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Dennis E. Weaver, 879 Commonwealth Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

63218539

2864 1723

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

(1) If there is no stock outstanding, the number of directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: David O. McCain, Dennis E. Weaver, and Scott L. Schubel.

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 share 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 of 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 proceedings referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 10th day of November, 1986, and I acknowledge the same to be my act.

Scott L. Schubel
Scott L. Schubel

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY That on this 10th day of November, 1986, before me, the subscriber, a Notary public in and for the State and County aforesaid, personally appeared Scott L. Schubel, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Judith A. Feather
Notary Public



My Commission Expires:
7-1-90



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12

BUSINESS CODE 03

COUNTY 7

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>SP</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Scott Schabel

Wachs Boone

138 W. Washington St

Hagerstown, Md 21740

TOTAL FEES

51 Check _____ Cash _____

Documents on _____ checks

APPROVED BY: AS

ARTICLES OF INCORPORATION
OF
DELTA VENTURES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 17, 1986 AT 10 49 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20 _____

RECORDING
FEE PAID:

\$5.00

\$ _____ 20 _____

SPECIAL
FEE PAID:

\$ _____

02234136

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

RETURN TO
SCOTT SCHUBEL
WACHS BOONE
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740

0960000000

A 216297



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2864 1722

898

ARTICLES OF INCORPORATION

OF

MRI CONSTRUCTION, INC.

RECORD 5.00
B 3656CHCK 5.00
01987 3-13 8:52

THIS IS TO CERTIFY:

11-14-86

9:37a

FIRST: We, the undersigned, Denis L. Rocco and Norman E. Morin, Jr., whose address is 24 Jonathan Street, Hagerstown, Maryland 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is MRI Construction, Inc.

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

Rehabilitation and new construction of residential and commercial buildings.

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.

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.

63133190

2884 1888

RMA

LE 01 A 11 NOV 1986

DER AND ELGIN, P.A.
ATTORNEYS AT LAW
AGERSTOWN 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, 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 address of the principal office of the Corporation in this State is 24 Jonathan Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Denis L. Rocco. 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 no par value.

SIXTH: 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, 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 (1); and

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 names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Denis L. Rocco and Norman E. Morin, Jr.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 12th day of November, 1986.

WITNESS:

[Signature]

Denis J. Rocco
Denis L. Rocco

[Signature]

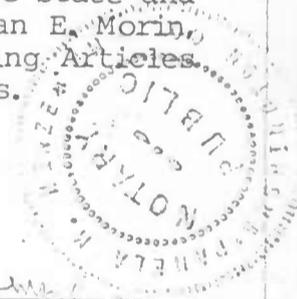
Norman E. Morin, Jr.
Norman E. Morin, Jr.

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

I HEREBY CERTIFY, that on this 12th day of November, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Denis L. Rocco and Norman E. Morin, Jr., and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

[Signature]
Notary Public



My Commission Expires:
July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

901

DOCUMENT CODE 020

BUSINESS CODE 03

COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

George Snyder
28 Jonathan St
Hagerstown, Md
21740

TOTAL FEES 49

Check _____ Cash

Documents on _____ checks

NOTE:

478

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
MRI CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 14. 1986 AT 9 37 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$5.00

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

02234169

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

RETURN TO
GEORGE SNYDER
28 JONATHAN STREET
HAGERSTOWN

MD 21740

09603000611

A 216286



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2864 1854

RECORD 5.00
B 3657CHCK - 5.00
01987 3-13 AB:5

KIMBER-ALLEN, INC.

ARTICLES OF INCORPORATION

111486 9.559

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 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 Kimber-Allen, Inc.

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

1. The manufacture, marketing, production and repair of parts and accessories for organs and all other musical instruments; selling and distributing such products to wholesalers and retailers; and engaging in advertising for said parts and accessories.

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 900 Fairview Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Lynn F. Meyers, 81 West Washington Street, Hagerstown, Maryland 21740.

68188210

1988 0248

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 10,000 shares of common stock, \$10.00 par value.

SIXTH: The number of stockholders shall be one (1), namely, David E. Allen.

SEVENTH: 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.

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

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

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

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

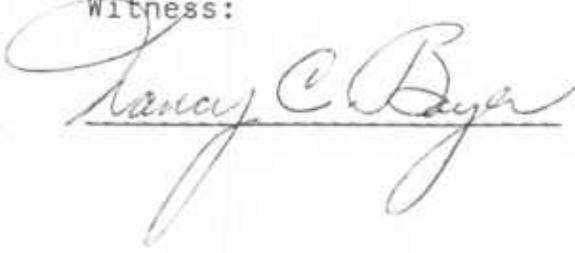
The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by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

NINTH: 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 day of November, 1986.

Witness:




 Lynn F. Meyers

MEYERS & YOUNG, P. A.

ATTORNEYS AT LAW

POST OFFICE BOX 1267

HAGERSTOWN, MARYLAND 21741-1267

LYNN F. MEYERS
WILLIAM P. YOUNG, JR.
E. KENNETH GROVE, JR.
RICHARD W. DOUGLAS
RICHARD E. BASEHOAR (MD & PA BAR)

81 WEST WASHINGTON STREET
HAGERSTOWN TRUST BUILDING
TELEPHONE (301) 739-6450

OFFICES ALSO LOCATED AT:
136 EAST GERMAN STREET
SHEPHERDSTOWN, WV 25443

(304) 876-2125

D. FRANK HILL, III (MD & WV BAR)

November 12, 1986

State Dept. of Assess. & Taxation
301 West Preston Street
Baltimore, Maryland 21201

Gentlemen:

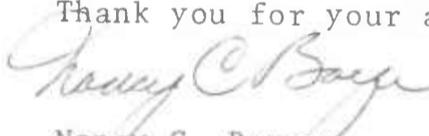
Enclosed are articles of incorporation for:

Kimber-Allen, Inc.

and our check in the amount of Forty (\$40.00) Dollars
to cover the cost of filing these articles.

It is our understanding as of November 10, 1986 that
this name is available for use.

Thank you for your assistance.


Nancy C. Boyer
Corporate Paralegal

Encl.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

907

DOCUMENT CODE MD

BUSINESS CODE 03

COUNTY 11

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Lynn F. Moyers
81 W. Washington St
Hagerstown, Md 21740

TOTAL FEES

40 Check _____ Cash

Documents on _____ checks

NOTE:

Don 36685

APPROVED BY: _____

ARTICLES OF INCORPORATION
OF
KIMBER-ALLEN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 14, 1986 AT 9 55 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$5.00

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

D-2236685

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

RETURN TO
LYNN F. MEYERS
81 W. WASHINGTON STREET
HAGERSTOWN MD 21740

095C300C640

A 216236



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2866 0249

RECORD 5.00
B 3658CHECK 5.00
01987 3-13 AM:53

4-10-87 10:03

ARTICLES OF INCORPORATION
A CLOSE CORPORATION UNDER TITLE FOUR
E.N. SNOOK & ASSOCIATES, INC. OF HAGERSTOWN

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:

E.N. SNOOK & ASSOCIATES, INC. OF HAGERSTOWN

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:

RECORDED

63148073

3654 0938

CHARLES F. WAGAMAN, JR.
ATTORNEY AT LAW
82 WEST WASHINGTON ST.
HAGERSTOWN, MD 21740

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 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 and promote 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 to conducive to the full accomplishment of the foregoing objects.

C. To engage in the business of furnishing amusement, entertainment, and diversion to the public either indoors or out of

doors and to that end to purchase or lease amusement parks, outdoor theatres, indoor theatres, motion picture theatres, athletic fields, arenas, and other places and to manage and conduct the same as places of public amusement and diversion, and to grant concessions to individuals, companies, or corporations to conduct at such places of amusement particular businesses for the amusement and entertainment of the public, 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 416 N. Mulberry Street, Hagerstown, Maryland, 21740.

The resident Agent of this Corporation is Edward N. Snook, whose Post Office address is Route 1, Box 263, Clear Spring, Maryland, 21722. Said resident Agent is a citizen of the State of the State of Maryland and actually resides therein.

CHARLES F. WAGAMAN, JR.
ATTORNEY AT LAW
82 WEST WASHINGTON ST.
HAGERSTOWN, MD 21740

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 one (1) which number may be increased or decreased pursuant to the By-laws of the corporation. Provided, however, that after November 30th, 1986, the corporation hereby elects to have no Board of Directors. The names of the Directors who shall act as

such until the first annual meeting or until their successors are duly chosen and qualified is: 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.

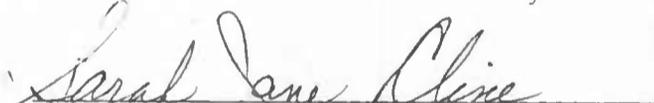
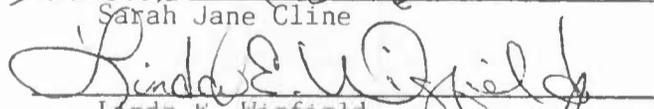
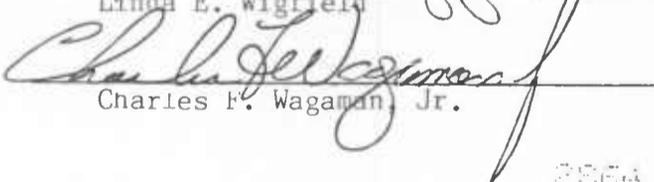
A. The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance from time to time of shares of common stock, whether now or hereafter authorized for such consideration as the said Board of Directors deems advisable, subject to such limitations and restrictions, 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 day of October, A.D., 1986.


 Sarah Jane Cline

 Linda E. Wigfield

 Charles F. Wagaman, Jr.

CHARLES F. WAGAMAN, JR.
 ATTORNEY AT LAW
 82 WEST WASHINGTON ST.
 HAGERSTOWN, MD 21740



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>SP</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Charles Wiggamaw
82 W. Wash. St # 600
Hagerstown, Md
31740

TOTAL FEES 51

Check _____ Cash _____

Documents on _____ checks _____

NOTE: _____

APPROVED BY: 900

ARTICLES OF INCORPORATION
OF
E.N. SNOOK & ASSOCIATES, INC. OF HAGERST
OWN

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 10, 1986 AT 10:03 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$5.00

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

02232593

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

RETURN TO:
CHARLES F. WAGAMAN, JR.
82 W. WASHINGTON STREET, #600
HAGERSTOWN MD 21740

094C3000617

A 214926



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2884 0937

STATE DEPT

ARTICLES OF INCORPORATION
OF
ACCOUNTING ASSOCIATES, INC.

RECORD 5.00
8 3657CHCK 5.00
01987 3-13 AB:54

11/7/86

10:17A

NYC

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Cynthia K. Harbaugh, whose post office address is 124 North Main Street, Naugansville, Maryland 21767, and Brenda L. Tritzsch, whose post office is 1330 Cedarwood Drive, Hagerstown, Maryland 21740, both being at least (21) years of age, do under and by virtue of the State of Maryland authorizing the formation of corporation by execution and filing these Articles.

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

ACCOUNTING ASSOCIATES, 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, merchandiss, 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 dispo~~se~~ 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, accounting and tax preparation, real estate, and wares and merchandise of 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 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.

11-0188

3068 1373

(g) To purchase, or otherwise acquire, hold and reissue share 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 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 such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereupon a distribution of the assets, or a division of the profits of this Corporation, to distribute any share of stock, voting trust certificates, bonds or any other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon and 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 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 418 North Potomac Street, Hagerstown, Maryland 21740. The resident agent of the corporation is Cynthia K. Harbaugh, whose post office address is 124 N. Main Street, Maugansville, Maryland 21767. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is ten thousand (10,000) shares of the par value of ten dollars (\$10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is one hundred thousand dollars (\$100,000.00).

SIXTH: The Corporation shall have three (3) directors, Cynthia K. Harbaugh, Brenda L. Tritesch, and Sandra F. Kline, who all shall act as such 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 are hereby empowered to authorize the issuance from time to time of share 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 the directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this

2863 1378

Corporation, which shall authorized any such transaction, with like force and affect as if he were not such a 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 a 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 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, restriction and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 22ND day of OCTOBER, 1986.

Cynthia K. Harbaugh (SEAL)
Cynthia K. Harbaugh

Brenda L. Tritsch (SEAL)
Brenda L. Tritsch

TEST:

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 22 day of October, 1986, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Cynthia K. Harbaugh and Brenda L. Tritsch know to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did acknowledge the same to be their respective act.

WITNESS MY HAND AND OFFICAL NOTARIAL SEAL.

Early M. Bates



Commission Expires

July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

921

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>26</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

Code _____
ATTENTION: _____

MAIL TO ADDRESS: _____
Cynthia K. Harbaugh
474 N. Main St.
Panglossville, Va. 21767

TOTAL FEES 40.00
_____ Check _____ Cash

Documents on _____ checks

NOTE:

APPROVED BY: [Signature]

6 PP

ARTICLES OF INCORPORATION
OF
ACCOUNTING ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 7, 1986 AT 10:14 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

25.00
\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

D2231777

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

RETURN TO:
CYNTHIA K. HARBAUGH
124 N. MAIN STREET
MAUGANSVILLE

MD 21767

093C3000552

A 214848



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2863 1372

RECORD 5.00
B 3660CHCK 5.00
01987 3-13 AM:55

11-6-80

10,200

ARTICLES OF INCORPORATION

JL

S&V, INC.

FIRST: I, JEFFREY HANNON, whose post office address is 914 Silver Spring Avenue, Suite 204, Silver Spring, Maryland 20910, being at least 18 years of age hereby form a Corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is S & V, Inc.

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

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

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and is limited by the professional service Corporation's Subtitle of said Corporations and Associations Article as amended from time to time.

✓ FOURTH: The post office address of the principal office of the coporation in this State is Log Cabin Inn, Route 2, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is Peter Bithoukias, 1519 West Kursey Lane, Potomac Maryland 20854. Said resident agent is an individual actually residing in this State.

FIFTH: Total number of shares of capital stock which Corporation has authority to issue is FIVE THOUSAND (5000) shares of common stock without par value.

SIXTH: The number of directors of the Corporation shall be TWO (2). This number may be increased or decreased pursuant to the By-Laws of the Corporation provided that: (1) there is no stock

63108130

REC NOV -6 AM 1987

outstanding, the number of directors may remain less than THREE (3) but not less than ONE (1) and TWO (2) if there is stock outstanding so long as there is 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:

PETER BITHOULKAS
DIMITRIOS TSIPOURAS

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 or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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

(3) The power to alter, amend, or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors; provided, however, that any By-Law or Amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by a vote of the shareholders entitled to vote for the election of the directors or a new By-Law in lieu thereof may be adopted by a vote of such shareholders. No By-Law which has been altered, amended, or adopted by such a vote of shareholders may be latered, amended, or repealed by the Board of Directors until TWO (2) years shall have expired since

such action by a vote of such stockholders.

(4) The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors or officers are subject to this reserved power.

(5) The Corporation may issue and sell its authorized shares without par value from time to time and the absence of fraud in the transaction and for such consideration as may from time to time be fixed by the Board of Directors, and sell and dispose of any shares having a par value, for such consideration permitted by law, as the Board of Directors may from time to time determine, without other authority, consent or a vote of the shareholders of the Corporation of any class or classes.

(6) The Corporation may in its By-Laws make any other provisions or requirements for the management or conduct of the business of the Corporation, provided the same is not inconsistent with the provisions of this Charter or contrary to the laws of this State or the United States.

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 constructed 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 many otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase,

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

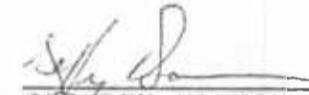
NINETH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.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

TENTH: The Corporation shall have perpetual existence unless sooner dissolved according to law.

ELEVENTH: The By-Laws of the Corporation and the Charter may be amended by a two thirds vote of the members present and voting at any regular or special meeting, provided that a quorum of at least twenty-five percent of the members of record of the Corporation, either in person or by proxy, are at present at any such meeting, and provided further, that no Amendment shall become effective unless and until it has received said vote. The Amendments may be proposed by the Board of Directors or by a Petition signed by at least twenty percent of the members. The statement of any proposed Amendment shall accompany the notice of any regular or special meeting at which such proposed Amendment shall be voted upon.

In Witness Whereof, I have signed the Articles of Incorporation and acknowledge same to be my act.


JEFFREY HANNON



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Jeffrey Hannon
914 Silver Spring Ave.
204
Silver Spring Md 20910

TOTAL FEES 40
 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
S & V, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 6, 1986 AT 10 20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ 6 00

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

02229714

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

RETURN TO
JEFFREY HANNON
914 SILVER SPRING AVENUE, #204
SILVER SPRING MD 20910

0910000346

A 214657



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3862 1945

PEGASUS RADIO CONTROL CLUB, INC.

RECORD 5.00
2 36610CHK 5.00
01987 3-13 48:55

ARTICLES OF INCORPORATION

11-6-86 1:49p

FIRST: We, Eric A. Munch, whose post office address is Route 3, Box 126, Smithsburg, Maryland 21783, and Stanley R. Klick, whose post office address is 545 Antietam Drive, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, are hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is PEGASUS RADIO CONTROL CLUB, INC.

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

(a) To promote, encourage and stimulate active participation in radio control modeling and to aid the national program for advancement and preservation of radio control modeling.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 3, Box 126, Smithsburg, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Eric A. Munch, Route 3, Box 126, Smithsburg, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation shall have no capital stock and shall not be authorized to issue capital stock.

03108877

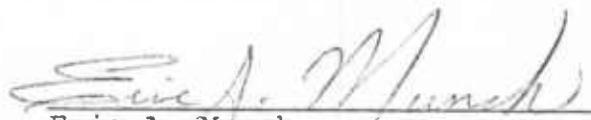
1987 1020

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: Stanley R. Klick, Eric A. Munch and Robert R. Enterline.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed in accordance with the Laws of the State of Maryland.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the Laws of the State of Maryland or of the United States.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 17 day of OCTOBER, 1986, and we acknowledge the same to be our act.


Eric A. Munch


Stanley R. Klick



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12

BUSINESS CODE 04

COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

William Wantz
123 W. Washington St
Hagerstown, Md 21740

TOTAL FEES 40

Check _____ Cash

_____ Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
PEGASUS RADIO CONTROL CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 6, 1986 AT 1 49 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

25.00 \$ 20

SPECIAL
FEE PAID:

\$ _____

D2228930

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

RETURN TO
WILLIAM WANTZ
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

090C3000268

A 214592



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2862 1019

LCB, INC. 11-6-86

RECORD
B 36620CHK
9:57A 01987 3-13 5.00
5.00
48:56

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: I, Lester A. Barnes, whose post office address is 9963 Rabbit Road South, Greencastle, PA 17225, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(1) To own and operate one or more lawn and garden equipment retail sales and service facilities.

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 1101 Jefferson Blvd, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Conway S. Barnes, 205 St. Mary's Court, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

011-6-86

2882 1018

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of a par value of One Dollar (\$1.00), all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two (2) directors, whose names are Lester A. Barnes and Conway S. Barnes.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31st day of October, 1986, and I acknowledge the same to be my act.

WITNESS:

William W. [unclear]

Lester A. Barnes

Lester A. Barnes

2988 1017



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02

BUSINESS CODE 03

COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

FEE

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

William Wantz
123 W. Washington St
Hagerstown, Md 21740

TOTAL FEES

40

Check _____ Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
LCB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 6, 1986 AT 9 54 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 5.00 20

SPECIAL
FEE PAID:

\$ _____

D2228922

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

RETURN TO
WILLIAM WANTZ
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

090C3000267

A 214591



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2862 1015

ARTICLES OF INCORPORATION

OF

NEPTUNE SEAFOOD CO., INC.

ff

THIS IS TO CERTIFY:

10-3-86 10:30a

FIRST: I, the undersigned, Lauren Baer, whose address is 2324 Appletree Drive, Hagerstown, Maryland 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Neptune Seafood Co., Inc.

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

The wholesale, retail and restaurant sales of fresh seafood and related products.

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.

63078071

3663 1463

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.

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 address of the principal office of the Corporation in this State is 2324 Appletree Drive, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is Lauren Baer, 2324 Appletree 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 shares (1,000) of 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 Bylaws 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 (1); and

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 names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Lauren Baer, Donald Flax, Curtis Hagmyer.

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 29 day of October, 1986.

WITNESS:

[Signature]

[Signature]
Lauren Baer

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

I HEREBY CERTIFY, that on this 29 day of October, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lauren Baer, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Tammie Easterday
Notary Public

My Commission Expires:
July 1, 1990





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

941

DOCUMENT CODE

02 15

BUSINESS CODE

03

COUNTY

71

#

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 9 1 Certified Copy 3P
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 12 2 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS:

George Snyder
28 Jonathan St
Hagerstown, MD
21740

TOTAL FEES

61

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

Signature

ARTICLES OF INCORPORATION
OF
NEPTUNE SEAFOOD CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 3, 1986 AT 10 30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

35.00

\$ 20

SPECIAL
FEE PAID:

\$ _____

02228161

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

MAILED MAR 23 1987

RETURN TO
GEORGE SNYDER
28 JONATHAN STREET
HAGERSTOWN

MD 21740

090C3000191

A 214516



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2862 0462

STATE

943

ARTICLES OF INCORPORATION

OF

10/31/86

RECORD 5.0
B 3864CHCK 5.0
01987 3-13 AB:

11:08 A

THE HAROLD AND SELMA TAYLOR FOUNDATION, INC.

FIRST: The undersigned, Harry D. Shapiro, 1800 Mercantile Bank & Trust Building, 2 Hopkins Plaza, Baltimore, Maryland 21201, being over eighteen (18) years of age and acting as incorporator, hereby forms a nonstock corporation under the Maryland General Corporation Law.

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

THE HAROLD AND SELMA TAYLOR FOUNDATION, INC.

THIRD: The Corporation is organized and shall be operated exclusively as a nonstock charitable organization for the following purposes:

(a) Subject to the restrictions and limitations hereinafter set forth, to use and apply its income and principal assets exclusively for charitable, scientific, literary, and educational purposes, by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Internal Revenue Code"), and to distribute its income to organizations described in Sections 509(a)(1), (2) and (3) of the Internal Revenue Code which are engaged in charitable, scientific, literary and educational activities.

80-117

63348841

2861 1900

0822U

(b) To receive, sell, hold, operate, manage and invest in property, both real and personal, tangible and intangible, for the sole end of supporting charitable purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

(c) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon non-stock corporations by the Maryland General Corporation Law.

FOURTH: The post office address of the principal office in this State is 1877 Fountain Head Road, Hagerstown, Maryland 21740. The resident agent of the Corporation in this State is Harold N. Taylor, whose post office address is 1877 Fountain Head Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Trustees, consisting initially of the following five persons:

Harold N. Taylor
Selma H. Taylor
Ronald J. Taylor, M.D.
Richard L. Taylor, M.D.
Debra Taylor Lynch

0822U

The trustees holding office from time to time shall constitute the members of the Corporation. The trustees shall be elected by the existing trustees for such terms as the Bylaws may provide. The number of trustees may be increased or decreased in the manner provided in the Bylaws but shall never be less than three.

SEVENTH: The powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, trustee or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501(h) and 4911 of the Internal Revenue Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to

0822U

become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(c) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

(d) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

(e) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.

(f) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(g) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or by an organization, contributions to which are deductible under Section 170(c)(2) thereof.

(h) In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic or foreign cor-

0822U

porations or associations having a similar or analogous character or purpose as may be selected by the Corporation's trustees; provided, further, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

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

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on the 30 day of October, 1986, and acknowledged the same to be his act.

WITNESS:

Bruce M. Luchansky

Harry D. Shapiro
Harry D. Shapiro, Incorporator



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 024

BUSINESS CODE 04

COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>10</u>	Organ. & Capitalization
61	<u>10</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>SP</u>
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code 63

ATTENTION: Bruce M. Lushansky

MAIL TO ADDRESS: _____

TOTAL FEES

40.00

Check _____ Cash

Documents on _____ checks

APPROVED BY: AK

NOTE: 699

ARTICLES OF INCORPORATION
OF
THE HAROLD AND SELMA TAYLOR FOUNDATION,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 31, 1986 AT 11 08 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

5.00

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2227783

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RECORDED MAR 23 1987

RETURN TO
VENABLE, BAETJER & HOWARD
BRUCE M. LUCHANSKY
2 HOPKINS PLAZA
1800 MERCANTILE BANK & TRUST BLDG
BALTIMORE MD 21201

089C30C0153

A 214471



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2961 1099

950

ARTICLES OF INCORPORATION

OF

BETCHA SERVICE CO., INC.

1986 OCT 23 P 10:41

RECORD 5.00
3665CHCK 5.00
01987 3-13 AB:58

OCT 29 A 11:00

JP

THIS IS TO CERTIFY: 10-29-86 11:00a

FIRST: We, the undersigned, Betty M. Arsenault and Charles J. Arsenault, whose address is 1033 Woodland Way, Hagerstown, Maryland 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Betcha Service Co., Inc.

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

Service of beverage dispensers.

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.

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.

63028066

2860 0122

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 address of the principal office of the Corporation in this State is 1033 Woodland Way, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is Charles J. Arsenault, 1033 Woodland Way, 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 no par value.

SIXTH: 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, 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 (1); and

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 names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Betty M. Arsenault and Charles J. Arsenault.

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 21 day of October, 1986.

WITNESS:

Tammi Easterday

Betty M. Arsenault
Betty M. Arsenault

Tammi Easterday

Charles J. Arsenault
Charles J. Arsenault

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

I HEREBY CERTIFY, that on this 21 day of October, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Betty M. Arsenault and Charles J. Arsenault, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Tammi Easterday
Notary Public

My Commission Expires:
July 1, 1990



2860 0124



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>30</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

 _____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address

Code _____
 ATTENTION: _____

MAIL TO ADDRESS: _____
George Snyder
28 Jonathan St
Hagerstown Md
21740

TOTAL FEES 49
 Check _____ Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
BETCHA SERVICE CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 29, 1986 AT 11 00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20 _____

RECORDING
FEE PAID:

85.00

\$ _____ 20 _____

SPECIAL
FEE PAID:

\$ _____

_____ D2226082 _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

RETURN TO
GEORGE SNYDER
28 JONATHAN STREET
HAGERSTOWN

MD 21740

086C3001290

A 214300



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3860 0121

RECORD 5.00
B-3666CHECKS 5.00
01987 3-13 08:58

*ok
m*

AERIAL PARTS EXCHANGE, INC.

ARTICLES OF INCORPORATION

APPROVED FOR RECORD
10/27/86 at 11:57a

FIRST: I, Edward L. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

AERIAL PARTS EXCHANGE, INC.

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

(1) To engage in the selling and repairing of parts and componetry of aerial lifts and all related material and 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 1517 Virginia Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Michael A. Jordan, 420 O'Toole Drive, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing

62708304

3859 2286

in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is TEN THOUSAND (10,000) shares of common stock, with par value of TEN (\$10.00) DOLLARS per share.

SIXTH: The number of Directors of the Corporation shall be Two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two, 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 three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Michael A. Jordan and Richard Hoffman.

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 stock of any class, whether now or hereafter authorized, or securities convertible into shares of its

2559 2287

stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time, before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(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 and shall not be entitled to demand and receive payment of the face value of its stock.

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

EIGHTH: Except as may otherwise be provided by the

2855 2288

Board of Directors, no holder of any shares of the capital 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.

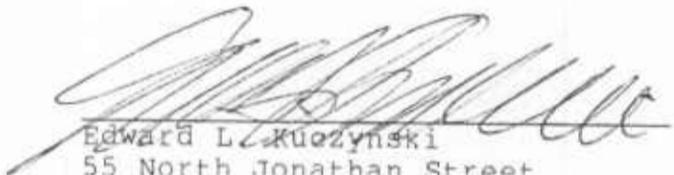
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(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

2859 2269

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 under the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of October, 1986, and I acknowledge the same to be my act.


Edward L. Kuczyński
55 North Jonathan Street
Hagerstown, Maryland 21740

2859 2290



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 021

BUSINESS CODE 09

COUNTY 71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>5</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Edward L. Kuczyński
55 N. Jonathan St
Augustine, MD 21740

TOTAL FEES

51 Check _____ Cash

Documents on 1 checks

APPROVED BY: [Signature]

6 FP

ARTICLES OF INCORPORATION
OF
AERIAL PARTS EXCHANGE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 27, 1986 AT 11 54 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

35 00
\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

02225654

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 23 1987

RETURN TO
EDWARD L. KUCZYNSKI
55 N. JONATHAN STREET
HAGERSTOWN MD 21740

085C3001247

A 214264



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2855 2285

962

RECORD .50
B 3667CHCK .50
01987 3-13 AP:0

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

CLERK OF THE CIRCUIT COURT
Washington Co.
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 SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____

KADOTOM DEVCO, INC. (A 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

TOM MOORE DAVIS (AN INDIVIDUAL) TRANSFEREE

3) The Articles were accepted for record on 11/3/86, at 10:43 AM

As Witness my hand and the Official seal of the said Department at Baltimore this 3RD day of NOVEMBER, 1986.



PAUL B. ANDERSON
Assistant Corporate Administrator

215032

J. GREGORY HANNIGAN, P.A.
ARTICLES OF INCORPORATION 1-24-86 10:14a

FIRST: I, J. Gregory Hannigan, whose post office address is 111-115 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is J. Gregory Hannigan, P.A.

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

(1) To engage in the practice of law; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the 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 111-115 West Washington Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent for the Corporation in this State are Roger Schlossberg, 134 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

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

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

J. Gregory Hannigan

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.

63288223

APR 24 1987

RECORDED
A 74790806
01987 4-15 AM:49
5.00

1987 0022

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 authorized 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 18th day of November, 1986, and I acknowledge same to be my act.

Patricia L. Souders
Witness

J. Gregory Hannigan

1986 NOV 18 10 54 AM

2068 1324

ARTICLES OF INCORPORATION
OF
J. GREGORY HANNIGAN, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 24, 1986 AT 10:14 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

5.00

SPECIAL
FEE PAID:

\$ _____

D2239895

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROGER SCHLOSSBERG
134 W. WASHINGTON STREET
HAGERSTOWN MD 21740

103C3001179

A 216711



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2868 0321

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

gr

ARTICLES OF INCORPORATION

11-28-86 11:02a

FIRST: I, the undersigned, B. J. Egeli, whose post office address is Route 1 No. 6 Rison Drive, Indian Head, Maryland 20640 being at least eighteen years of age, do hereby declare myself as an incorporator with the intention of forming a Maryland statutory close corporation under and by virtue on the General Laws of the State of Maryland.

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

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 conduct a home improvement business pursuant to the Maryland Home-Improvement Law.
- b.) To construct residential and commercial buildings.
- c.) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of the State of Maryland, as amended from time to time

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1 No. 6 Rison Drive, Indian Head, Maryland 20640. The name and post office address of the Resident Agent of the Corporation in this State is B. J. Egeli, Route 1 No. 6 Rison Drive, Indian Head, Maryland 20640. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of common stock, without par value.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) Director, whose name is B. J. Egeli.

63328163

EDMS
47480CHK
01997 4-15 03:49

APR 15 1987
A 11:02

EIGHTH: (1) As used in these Articles 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 or 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 day of NOVEMBER, 1966, and I acknowledge the same to be my act.

WITNESS:

Sandra Bell

B. J. EGELI

BJ111401.D21

NOV 28 11:02 AM '66



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 07

BUSINESS CODE 03

COUNTY 11

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>21</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2p</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Sandra Bullington
PO Box 160
Harwood, Md 20776-0008

TOTAL FEES

49

Check

_____ Cash

_____ Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
BEECHTREE CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 28, 1986 AT 11 02 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 21 _____

RECORDING
FEE PAID:

\$ _____ 20 _____

5.00

SPECIAL
FEE PAID:

\$ _____

D2242527

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO
SANDRA BILLINGTON
P.O. BOX 160
HARWOOD

MD 20776 0008

105C3000139

A 216951



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO

1868 1317

MR

ARTICLES OF INCORPORATION

GORMAN GROUP II, INC.

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

STATE DEPARTMENT OF CORPORATIONS
AND BANKING
APPROVED FOR RECORD
12-11-86 at 10:31 a.m.

FIRST: I, Larry Gorman, whose post office address is 780 Frederick Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

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

(1) To engage in the operation of one or more 7-Eleven Convenience stores under one or more Store Franchise Agreements;

(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 780 Frederick Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Larry Gorman, 780 Frederick Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Larry Gorman.

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 meaning as provided in the Indemnification Section.

69858270

1987-1788

RECORDED
INDEXED
APR 15 1987
STATE DEPARTMENT OF CORPORATIONS AND BANKING

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of November, 1986, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Larry Gorman
Larry Gorman

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

I HEREBY CERTIFY, That on this 21st day of November 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Larry Gorman 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



Consent to Similar Corporate Name

Gorman Group, Inc. which is a Maryland corporation approved this 5th day of August, 1986 hereby consents to the approval of the name Gorman Group II, Inc. for a corporation being formed by Larry Gorman as incorporator.

GORMAN GROUP, INC.

DATED: 11/24/86

Larry Gorman
Larry Gorman
President



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

975

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

11

_____ P.A. _____ Religious _____ Close Stock Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

RICHARD LAURICELLA, ESQ.
 28 WEST WASHINGTON AVE
 P.O. Box 1269
 HAGERSTOWN, MARYLAND 21741

NOTE: _____

TOTAL FEES

40

Check _____ Cash

Documents on 1 checks

APPROVED BY: MR.

ARTICLES OF INCORPORATION
OF
GORMAN GROUP II, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 1, 1986 AT 10 30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

_____ 5.00

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____ 20

\$ _____ 20

\$ _____

_____ D2243236 _____

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO
RICHARD LAURICELLA, ESQ.
28 WEST WASHINGTON AVE.
P.O. BOX 1269
HAGERSTOWN

MD 21741

106C3005210

A 217006



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2868 1767

ARTICLES OF INCORPORATION
OF
WHITE OAK REPAIR, INC.

12-5-86 10:52a

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Jeffrey J. Radowich, whose post office address is 1600 Maryland National Bank Building, 10 Light Street, Baltimore, Maryland 21202, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is herein-after called the "Corporation") is

WHITE OAK REPAIR, INC.

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

- (a) To engage in the business of repairing and renovating real property improvements; and
- (b) To have all powers permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, as amended from time to time.

FOURTH: The address of the principal office of the Corporation in this State is 45 West Franklin Street, Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent of the Corporation are W. Wayne Byrd, 45 West Franklin Street, Hagerstown, Maryland 21740; and the said resident agent is a citizen of the State and actually resides therein.

2870 0961

RECORDED
APR 15 1987
7420374
4-15 AM '87

03398327

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares, all of one class. The shares of capital stock are without par value.

SEVENTH: The number of directors constituting the entire board of directors shall not be less than three (3), except that (i) before there is stock outstanding, the number of directors constituting the entire board of directors may be less than three (3) but not less than one (1), and (ii) where there is stock outstanding and all shares of stock of the Corporation are owned by less than three (3) stockholders, the number of directors constituting the entire board of directors may be less than three (3), but not less than the number of stockholders. W. Wayne Byrd and Steve F. Palkovitz shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

EIGHTH: The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of fully paid and non-assessable shares, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable. The board of directors by resolution, shall state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock of the Corporation to be issued.

NINTH: The duration of the Corporation shall be perpetual.

2870 0962

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act this 4th day of December, 1986.

WITNESS:

James D. Walsh

Jeffrey J. Radowich (SEAL)
Jeffrey J. Radowich

2870 0963



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Jeffrey Radawich
1600 Md Natl Bank Bldg
16 Light St
Baltimore, Md 21202

TOTAL FEES 20
 Check _____ Cash _____

_____ Documents on _____ checks

NOTE: _____

APPROVED BY: gls

ARTICLES OF INCORPORATION
OF
WHITE OAK REPAIR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 5, 1986 AT 10 52 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

5.00

SPECIAL
FEE PAID:

\$ _____

D2244838

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO
JEFFREY RADOWICH
1600 MD. NAT'L BANK BUILDING
10 LIGHT STREET
BALTIMORE

MD 21202

108C3005370

A 217164



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2870 0360

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ARTICLES OF INCORPORATION
OF
TOP FLIGHT REALTY, INC.

12/5/86

10:19

THIS IS TO CERTIFY:

FIRST: WE, THE SUBSCRIBERS, Bobby M. Hill, whose post office address is 10917 Whiterim Drive, Potomac, Maryland 20854, and Bonnie L. Hill, whose post office address is 10917 Whiterim Drive, Potomac, Maryland 20854, both being citizens of the United States, and both being at least 21 years of age, do, under and by virtue of the General Laws of the State of Maryland and amendments thereto authorizing the formation of corporations, associate ourselves with the intention of forming a corporation for the promotion and conduct of the purposes and objects herein stated, by the execution and filing of these Articles.

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

TOP FLIGHT REALTY, INC.

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

A. To acquire, own lease, mortgage, convey or assign in trust, occupy, use, manage, develop, deal in or with, sell or otherwise dispose of any interest in real estate both improved or unimproved.

B. Exercise generally the powers set forth in this charter and those granted by law.

C. Do every other act not inconsistent with law.

FOURTH: The post office address of the principal place of business in the State of Maryland shall be c/o Gateway Industrial Park, Route 6, Box 232-B, Showalter Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is Bobby M. Hill whose post office address is 10917 Whiterim Drive, Potomac, Maryland 20854. Said resident agent is a citizen of the State of Maryland and resides at the aforesaid address.

FIFTH: The Corporation shall have not less than three (3) nor more than seven (7) directors. The names and post office addresses of the original Directors who act as such until the first annual meeting or until their successors are duly chosen and qualified are:

<u>Names</u>	<u>Addresses</u>
Barrie M. Peterson	1424 Davis Ford Road, Suite 18 Woodbridge, Virginia 22192
David B. Sullivan	Post Office Box 17638 Washington, D.C. 20041
Bobby M. Hill	10917 Whiterim Drive Potomac, Maryland 20854

SIXTH: The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one thousand (1,000) shares, without par of a class designated "Common Stock".

63398177

2870 1175

APR 15 1987
8:50 AM
CORPORATION LIBER 36

IN WITNESS WHEREOF, We, being all of the above named incorporators do hereby set our Hands and Seals this 17th day of November, 1986.

WITNESS:

[Signature]

Bonnie L Hill
BONNIE L. HILL

[Signature]

[Signature]
BOBBY M. HILL

STATE OF VIRGINIA
COUNTY OF PRINCE WILLIAM, to-wit:

I hereby certify that on this 17th day of November, 1986, before me, the subscriber, a Notary Public of the State of Virginia, in and for the County of Prince William, personally appeared Bonnie L. Hill and acknowledged the foregoing Articles of Incorporation to be her respective act.

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

Eileen P. Yanner
Notary Public

My commission expires: 2/20/88

STATE OF VIRGINIA
COUNTY OF PRINCE WILLIAM, to-wit:

I hereby certify that on this 17th day of November, 1986, before me, the subscriber a Notary Public of the State of Virginia, in and for the County of Prince William, personally appeared Bobby M. Hill and acknowledged the foregoing Articles of Incorporation to be his respective act.

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

Eileen P. Yanner
Notary Public

My commission expires: 2/20/88



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 91

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____ Change of Name
50	_____	Cert. of Qual. or Reg.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>	_____ Change of Resident Agent Address
56	_____	Foreign Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corporation Registration	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 48 Check _____ Cash _____
3 Documents on 1 checks

MAIL TO ADDRESS:
Bobby Hill
10917 Whitcomb Dr.
Gatonsville, Md 20854

NOTE: _____

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
TOP FLIGHT REALTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 5, 1986 AT 10 19 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

5.00

SPECIAL
FEE PAID:

\$ _____

D2245157

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO
BOBBY M. HILL
10917 WHITERIM DRIVE
POTOMAC

MD 20854

108C3005402

A 217193



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2870 1174

ARTICLES OF INCORPORATION
OF
TOP FLIGHT AVIATION, INC.

THIS IS TO CERTIFY:

12/5/86

10:19

FIRST: WE, THE SUBSCRIBERS, Bobby M. Hill, whose post office address is 10917 Whiterim Drive, Potomac, Maryland 20854, and Bonnie L. Hill, whose post office address is 10917 Whiterim Drive, Potomac, Maryland 20854, both being citizens of the United States, and both being at least 21 years of age, do, under and by virtue of the General Laws of the State of Maryland and amendments thereto authorizing the formation of corporations, associate ourselves with the intention of forming a corporation for the promotion and conduct of the purposes and objects herein stated, by the execution and filing of these Articles.

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

TOP FLIGHT AVIATION, INC.

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

A. To acquire, own lease, mortgage, convey or assign in trust, occupy, use, manage, develop, deal in or with, sell or otherwise dispose of any interest in real estate both improved or unimproved.

B. Exercise generally the powers set forth in this charter and those granted by law.

C. Do every other act not inconsistent with law.

FOURTH: The post office address of the principal place of business in the State of Maryland shall be c/o Gateway Industrial Park, Route 6, Box 232-B, Showalter Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is Bobby M. Hill whose post office address is 10917 Whiterim Drive, Potomac, Maryland 20854. Said resident agent is a citizen of the State of Maryland and resides at the aforesaid address.

FIFTH: The Corporation shall have not less than three (3) nor more than seven (7) directors. The names and post office addresses of the original Directors who act as such until the first annual meeting or until their successors are duly chosen and qualified are:

<u>Names</u>	<u>Addresses</u>
Barrie M. Peterson	1424 Davis Ford Road, Suite 18 Woodbridge, Virginia 22192
David B. Sullivan	Post Office Box 17638 Washington, D.C. 20041
Bobby M. Hill	10917 Whiterim Drive Potomac, Maryland 20854

SIXTH: The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one thousand (1,000) shares, without par of a class designated "Common Stock".

2870 1179

5:00
5:00
APR 15 1987

IN WITNESS WHEREOF, We, being all of the above named incorporators do hereby set our Hands and Seals this 17th day of November, 1986.

WITNESS:

Nancy A. Peterson

Bonnie L. Hill
BONNIE L. HILL

Nancy A. Peterson

Bobby M. Hill
BOBBY M. HILL

STATE OF VIRGINIA
COUNTY OF PRINCE WILLIAM, to-wit:

I hereby certify that on this 17th day of November, 1986, before me, the subscriber, a Notary Public of the State of Virginia, in and for the County of Prince William, personally appeared Bonnie L. Hill and acknowledged the foregoing Articles of Incorporation to be her respective act.

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

Eileen P. Yankee
Notary Public

My commission expires: 2/20/88

STATE OF VIRGINIA
COUNTY OF PRINCE WILLIAM, to-wit:

I hereby certify that on this 17th day of November, 1986, before me, the subscriber a Notary Public of the State of Virginia, in and for the County of Prince William, personally appeared Bobby M. Hill and acknowledged the foregoing Articles of Incorporation to be his respective act.

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

Eileen P. Yankee
Notary Public

My commission expires: 2/20/88



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close _____ Stock Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy 2
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Bobby Hill
10917 W. Interstate Dr.
Gatonsville, Md 20854

NOTE: _____

TOTAL FEES

48 Check _____ Cash

3 Documents on 1 checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
TOP FLIGHT AVIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 5, 1986 AT 10 19 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

5,00

SPECIAL
FEE PAID:

\$ _____

D2245165

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO
BOBBY M. HILL
10917 WHITERIM DRIVE
POTOMAC

MD 20854

108C3005403

A 217194



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2970 1178

ARTICLES OF INCORPORATION

JAMES WINTERS PAINTING AND WALLPAPERING, INC.

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

12-4-87 9:40a

FIRST: I, Barbara K. Winters, whose post office address is 520 Guilford 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 James Winters Painting and Wallpapering, 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 construction services; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 520 Guilford Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is James Winters. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is James Winters.

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 Sec-

63388131

2870 1457

RECORDED
APR 15 1987
5:00 PM

JP

FILED IN 4-15-87

tion"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

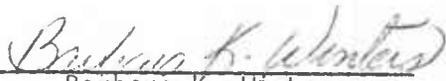
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(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 26th day of November, 1986, and I acknowledge the same to be my act.

WITNESS:

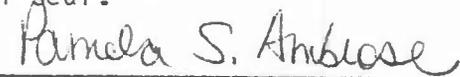



Barbara K. Winters

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

I HEREBY CERTIFY, That on this 26th day of November, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Barbara K. Winters and acknowledged the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.


Notary Public



My Commission Expires:
July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 10 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merg̃er or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Richard Lauricella
PO Box 1269
Hagerstown Md
21744-1269

TOTAL FEES 40
 Check _____ Cash _____

_____ Documents on _____ checks

NOTE: _____

APPROVED BY: RS

ARTICLES OF INCORPORATION
OF
JAMES WINTERS PAINTING AND WALLPAPERING,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 4, 1986 AT 9 40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

5.00

SPECIAL
FEE PAID:

\$ _____

D2245587

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO
RICHARD LAURICELLA
P. O. BOX 1269
HAGERSTOWN

MD 21741 1269

108C3005445

A 217226



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2870 1456

Consent to Similar Corporate Name

Associated Foot Health, P.A. (Robert L. Josephs, D.P.M.) hereby consents to the approval by the State Department of Assessments and Taxation of the similar corporate name Associated Foot Health of Frederick, P.A. (Robert L. Josephs, D.P.M.). The undersigned is the sole stockholder and director of the consenting corporation.

ASSOCIATED FOOT HEALTH, P.A.
(Robert L. Josephs, D.P.M.)

DATED: 11/26/86

Robert L. Josephs
Robert L. Josephs, President

12-4-86

9:39a

RECORDED
H 7460880
01997 4-15 AM:51

2870 1461

ASSOCIATED FOOT HEALTH OF FREDERICK, P.A.
 (ROBERT L. JOSEPHS, DPM)
 ARTICLES OF INCORPORATION

FIRST: I Robert L. Josephs, whose post office address is 121 Windsor Drive, Hagerstown, MD 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 ASSOCIATED FOOT HEALTH OF FREDERICK, P.A. (ROBERT L. JOSEPHS, DPM).

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

(1) to engage in the practice of podiatry; 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, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, 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 1000 shares of Common Stock, with a par value of \$100.00 per share.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three, except if there is stock outstanding and there are less than three stockholders, the number of Directors may be less than three but not less than the number of stockholders and if there is no stock outstanding, the number of directors may be less than three but not less than one. The name of the Director who shall act until the first annual meeting for organization purposes is Robert L. Josephs.

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.

63388130

2870 1462

REC-4 A 939

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

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

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

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

3. With respect to:

(a) the amendment of the Charter of the Corporation;

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

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

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

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

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

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

such action shall be effective and valid only if taken or approved by the Stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

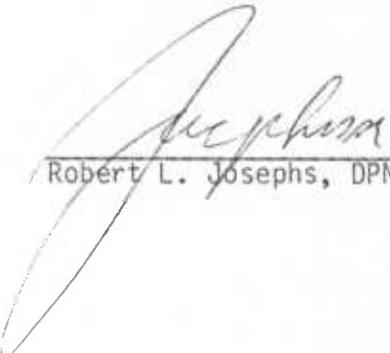
NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of November, 1986, and I acknowledge same to be my act.

WITNESS:



 Robert L. Josephs, DPM

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

I HEREBY CERTIFY, That on this 26th day of November, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert L. Josephs 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, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

06

COUNTY

71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Richard Lauricella
PO Box 1269
Hagerstown Md 21741-1269

TOTAL FEES

40

Check _____ Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: RL

ARTICLES OF INCORPORATION
OF
ASSOCIATED FOOT HEALTH OF FREDERICK, P.A
• (ROBERT L. JOSEPHS, DPM)

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 4, 1986 AT 9 39 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID

\$ _____ 20

5.00

SPECIAL
FEE PAID:

\$ _____

D2245595

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO
RICHARD W. LAURICELLA
P. O. BOX 1269
HAGERSTOWN

MD 21741 1269

108C3005446

A 217227



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER FOLIO.

2870 1460

ARTICLES OF INCORPORATION
BARWIN EQUIPMENT LEASING, INC.

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

12-4-86 9:40a

FIRST: I, Barbara K. Winters, whose post office address is 520 Guilford 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 Barwin Equipment Leasing, 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 equipment leasing; 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 520 Guilford Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is James Winters. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is James Winters.

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 meaning as provided in the Indemnification Section.

PRO REC - 11 A 9 110

63388132

APR 15 1987

2870 1515

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of November, 1986, and I acknowledge the same to be my act.

WITNESS:

[Signature]

Barbara K. Winters
Barbara K. Winters

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

I HEREBY CERTIFY, That on this 26th day of November 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Barbara K. Winters and acknowledged the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose
Notary Public



My Commission Expires:
July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1003

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 7

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

 _____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address

TOTAL FEES 40
_____ Check _____ Cash

Documents on _____ checks

APPROVED BY: NS

Code _____
ATTENTION: _____

MAIL TO ADDRESS: _____
Richard Lauricella
PO Box 1269
Hagerstown, Md
21741-1269

NOTE: _____

ARTICLES OF INCORPORATION
OF
BARWIN EQUIPMENT LEASING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 4, 1986 AT 9 40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

5.00

SPECIAL
FEE PAID:

\$ _____

02245686

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO
RICHARD LAURICELLA
P. O. BOX 1269
HAGERSTOWN

MD 21741 1269

108C3005455

A 217236



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2870 1514

LISA M. ENTERPRISES, INC.

9-8-82

10:00 ARTICLES OF DISSOLUTION

Lisa M. Enterprises, Inc., a Maryland corporation, having its principal office previously at Route 1, Box 69, Big Springs, Maryland 21722, but currently having its principal office at Route 4, Box 329-D, Hagerstown, Maryland 21740, (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 Route 4, Box 329-D, Hagerstown, Maryland 21740.

THIRD: The name and post office address of the resident agent or the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereinafter instituted or filed against the Corporation in any action, suit or proceeding pending or hereinafter instituted or filed against the Corporation for one year after dissolution, and thereafter until the affairs of the Corporation are wound up, is Danny W. Richards, Route 4, Box 329-D, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of the sole Director of the Corporation is: Danny W. Richards, Route 4, Box 329-D, Hagerstown, Maryland 21740.

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

Danny W. Richards, Rt, 4, Box 329-D, Hagerstown, MD 21740, President.
Sharon M. Richards, Rt. 4, Box 329-D, Hagerstown, MD 21740,
Secretary/Treasurer.

SIXTH: The stockholders unanimously authorized the dissolution of

04310570

2847 0754

the corporation at a meeting duly convened and held on February 4 , 1986,
by the affirmative vote of all of the stock entitled to vote thereon.

SEVENTH: The dissolution of the corporation has been authorized by
the shareholders of the Corporation in the manner and by the vote required by
Section 3-401 of the Corporations and Associations Chapter of the Annotated
Code of Maryland.

EIGHTH: The corporation has no known creditors.

NINTH: These Articles of Dissolution are accompanied by
Certificates of the Comptroller of the Treasury of the State of Maryland and
of the State Department of Assessments and Taxation of Maryland and of the
Treasurer for Washington County, Maryland, and the City of Hagerstown, stating
in effect that all taxes owing to the State of Maryland including all taxes
levied on assessments made by said Department and billed and payable to any
collecting authorities by the Corporation have been paid, 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, and evidencing
the payment of all taxes on real estate of the Corporation which is all
situate in Hagerstown, Washington County, Maryland.

IN WITNESS WHEREOF, Lisa M. Enterprises, Inc. has caused these
presents to be signed in its name and on its behalf by its President and its
corporate seal to be hereunto affixed and attested by its Secretary on this

9th day of *July* , 1986.

LISA M. ENTERPRISES, INC.

ATTEST TO CORP. SEAL:

Sharon M. Richards
Secretary

By *Danny W. Richards*
Danny W. Richards, President

2847 0755

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

I HEREBY CERTIFY, That on this 9th day of July, A.D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Danny W. Richards, President of Lisa M. Enterprises, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation.

WITNESS my hand and official Notarial Seal.

Joann M. Lucas
Notary Public

My Commission Expires: 7/1/86



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

I HEREBY CERTIFY, That on this 9th day of July, A.D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Sharon M. Richards, and made oath in due form of law that she was Secretary of the meeting of all of the Shareholders of said Corporation at which the dissolution of the Corporation therein set forth was authorized, and 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.

Joann M. Lucas
Notary Public

My Commission Expires: 7/1/86





CITY OF HAGERSTOWN
MARYLAND

21740

LISA M. ENTERPRISES, INC.

THIS IS TO CERTIFY, That the books and records of the City of Hagerstown show that all real and personal municipal property taxes owing by said Corporation and billed and assessed by the Maryland State Department of Assessments and taxation have been paid to and including the fiscal year July 1, 1986 to June 30, 1987.

Witness the hand and seal of Stephen Wolfensberger, Treasurer/
Tax Collector for the City of Hagerstown, this 22nd day of July, 1986.

THE CITY OF HAGERSTOWN

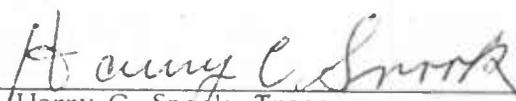
By Stephen Wolfensberger
Stephen Wolfensberger, Treasurer/Tax
Collector

2847 0757

LISA M. ENTERPRISES, INC.

THIS IS TO CERTIFY, That the books and records of the County Treasurer of Washington County, Maryland, show that all real and personal property taxes owing by said Corporation to the County of Washington have been paid to and including the fiscal year July 1, 1985, to June 30, 1986.

WITNESS the hand and seal of Harry C. Snook, County Treasurer for Washington County, Maryland, this 22nd day of July, 1986.



Harry C. Snook, Treasurer
Washington County, Maryland

Lisa M. Enterprises, Inc.

Real Estate Taxes paid to and including the fiscal year 1985-1986.
Personal

Property Taxes paid to and including the fiscal year July 1, 1985
thru June 30, 1986.

We have not received a certification from Baltimore for the fiscal
year 1986-1987.

2847 0758

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

I HEREBY CERTIFY, That on this 22nd day of August, 1986, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Danny W. Richards, President of Lisa M. Enterprises, Inc., who did make oath in due form of law that Lisa M. Enterprises, Inc. owns no tangible assets as of January 1, 1986.

Danny W. Richards

Danny W. Richards, President
Lisa M. Enterprises, Inc.

Subscribed and sworn to before me this 22nd day of August, 1986.

Joann McLucas
Notary Public

My Commission Expires: 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

LISA M. ENTERPRISES, INC.

have been paid.

WITNESS my hand and official seal this

2nd day of JULY A.D. 1986



Catherine A. Meber
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

2847 073000



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

Wjm

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY _____

01846237 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	<u>24</u>	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED APR 20 1987

MAIL TO ADDRESS: _____

Robert Stone
635 Oak Hill Ave
Hagerstown, Md
21740

TOTAL FEES 54
 Check _____ Cash _____

Documents on _____ checks

NOTE: _____

APPROVED BY: *JS*

ARTICLES OF DISSOLUTION
OF
LISA M. ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 8, 1986 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 24.00

6.00

SPECIAL
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 210416

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

HAGERSTOWN, MD. CHAPTER #623 OF AMERICAN
 ASSOCIATION OF RETIRED PERSONS, INC.

11-20-86 9:59a

Articles of Revival

First: The name of the corporation at the time the charter was forfeited was:

HAGERSTOWN, MD. CHAPTER #623 OF AMERICAN
 ASSOCIATION OF RETIRED PERSONS, INC.

Second: The name which the corporation will use after revival is:

HAGERSTOWN, MD. CHAPTER #623 OF AMERICAN
 ASSOCIATION OF RETIRED PERSONS, INC.

Third: The name and address of the resident agent is

Hazel Petre, 319 Key Avenue, Hagerstown, Md. 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 319 Key Avenue, Hagerstown, Md. 21740.

REC'D APR 20
 RECORD 5.50
 A 7429CHCK 5.50
 1987 4-15 8:52
 59

Affidavit
Page 3

I, Charles F. Ridenour, Treasurer, of
Name & Title

HAGERSTOWN, MD. CHAPTER #623 OF AMERICAN ASSOCIATION OF
RETIRED PERSONS, INC., hereby declare that the previously
mentioned corporation has paid all State and local taxes
except taxes on real estate, and all interest and penal-
ties due by the corporation or which would have become due
if the charter had not been forfeited whether or not
barred by limitations.

Charles F. Ridenour
Charles F. Ridenour

I hereby certify that on November 17, 1986, before
me, the subscriber, a notary public of the State of
Maryland, in and for Washington County, personally appeared
Charles F. Ridenour, and made oath under the
penalties of perjury that the matters and facts set forth in
this affidavit are true to the best of his/her knowledge,
information and belief.

As witness my hand and notarial seal

Bonnie K. McNeal
Notary Public

My commission expires July, 1990.



EXECUTION OF ARTICLES OF REVIVAL

The undersigned who are respectively the last acting president and treasurer of the corporation severally acknowledge the Articles to be their act.

Hazel J. Petre
Last Acting President

Charles F. Pedersen
Last Acting Treasurer



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1017

DOCUMENT CODE 18 0 BUSINESS CODE 04 COUNTY 71

A0308932 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>22</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	<u>10</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
—	_____	Other _____
—	_____	Other _____

Name Change (New Name) _____

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED APR 20 1987

MAIL TO ADDRESS: _____

Hayel Petre
319 Key Ave
Hagerstown, Md
21740

TOTAL FEES 32
 Check Cash

Documents on _____ checks

NOTE: _____

APPROVED BY: JO

ARTICLES OF REVIVAL
OF
HAGERSTOWN, MD. CHAPTER #623 OF AMERICAN ASSOCIATION
OF RETIRED PERSONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 20, 1986 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 22.00

5.15

SPECIAL
FEE PAID:

\$ 10.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 215316

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2886 1822

Yell

RECORD 5.00
7490CHCK 5.00
01987 4-15 88:52

Received for record: April 15, 1987 at 8:52AM
Corporation Liber 36

1019

DUTCHER MOTORS, INC. *11/21/86*

ARTICLES OF AMENDMENT

REC 11/21 A 11:23a

Dutcher Motors, Inc., a Maryland corporation, having its principal office at 100 Western Maryland Parkway, Hagerstown, Washington County, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

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

✓ "FOURTH: The post office address of the principal office of the Corporation in this State is 100 Western Maryland Parkway, Hagerstown, Maryland 21740. The resident agent of the Corporation in this State is ✓ Cornelius G. Dutcher, whose post office address is 1865 Fountain Head Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

SECOND: By action of the Board of Directors, unanimously taken by the Board at a special meeting on October 15, 1986, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the sole stockholder of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the sole stockholder of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Dutcher Motors, Inc., has caused these presents to be signed in its name and on its behalf by its President and corporate seal to be hereunder affixed and attested by its Secretary on this 15 day of October, 1986, and its President acknowledges that these Articles of Amendment are the act and deed of Dutcher Motors, 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:

DUTCHER MOTORS, INC.

James R. Thompson
James R. Thompson, Secretary

BY: *Cornelius G. Dutcher*
Cornelius G. Dutcher, President

65233310

1986 0556

1020



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

09 10

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY _____

D1836675 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED APR 20 1987

MAIL TO ADDRESS: _____

William Wintz
123 W. Washington St
Hagerstown, Md 21740

TOTAL FEES 20 Check _____ Cash _____

1 Documents on 1 checks

NOTE: _____

APPROVED BY: MSL

ARTICLES OF AMENDMENT
OF
DUTCHER MOTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND November 21, 1986 AT 11:23 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00 _____

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 215328

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2866 0563

JM

1022

Received for record: April 15, 1987 at 8:52 A.M.
Corporation Liber 36

STATE DEPARTMENT OF ASSESSMENTS
LAND RECORDS

11-24-86

10.45a

SOUTH MOUNTAIN CORPORATION
ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 6th day of November, 1986, by and between SOUTH MOUNTAIN CORPORATION, a Maryland Statutory Close Corporation, (hereinafter sometimes referred to as the "Transferor") and Robert E. Wasik (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

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

SECOND: The name, post office address and principal place of business of Transferee is Robert E. Wasik Route 2, Box 340, Boonsboro, Maryland 21713.

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

Transferor is South Mountain Corporation, a Statutory Close Corporation, a corporation organized under the laws of the State of Maryland.

Transferee is not a corporation.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to is as set forth in Article EIGHTH herein, is Four Hundred Seven Thousand Four Hundred Dollars (\$407,400.00) to be paid to Transferor in accordance with the terms and conditions set forth in the letter agreement (hereinafter referred to as the "Agreement") between Transferee and Transferor dated as at November 6, 1986, which Agreement is incorporated by reference herein and attached and marked Exhibit A.

FIFTH: The principal office of Transferor is in Washington County, 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.

NOV 24 1986

RECORDED
& INDEXED
NOV 24 1986
5:50 P.M.

63283462

SIXTH: The Transferee has no principal office in the State of Maryland and owns no property in the State of Maryland. The name and address of Transferee's resident agent in the State of Maryland is NOMAR, Corp., Route 1, Box 114, Fairplay, Maryland 21733, Attention: Brian Lester.

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 substantailly all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

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

EIGHTH: In consideration of the payment to Transferor of Four Hundred Seven Thousand Four Hundred Dollars (\$407,400.00) 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:

a. All of the Real Estate more particularly described on the attached Exhibit B

b. All tangible and intangible personal property more particularly described on the attached Exhibit C.

c. All alcoholic stock and inventory.

NINTH: These Article of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Statutory Close corporation, and Transferee, and it is accordingly understood and agree 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, SOUTH MOUNTAIN CORPORATION, and ROBERT E. WASIK, parties to these Article 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, as of this 6th day of November, 1986.

ATTEST:

Donald L. Pong
Secretary

Robert E. Wasik

SOUTH MOUNTAIN CORPORATION

BY *Donald L. Pong* (SEAL)
Donald L. Pong, President

Robert E. Wasik (SEAL)
Robert E. Wasik

THE UNDERSIGNED, President of SOUTH MOUNTAIN CORPORATION, who executed on behalf of said corporation the foregoing Article 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 Article 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.

Donald L. Pong
Donald L. Pong, President

EXHIBIT "A"

November 6, 1986

This letter Agreement shall constitute Exhibit "A" to the Article of Sale and Transfer of South Mountain Corporation.

The consideration to be paid by Robert E. Wasik, Transferee, for the property and assets listed in Article EIGHTH of the Articles of Sale and Transfer is Four Hundred Seven Thousand Four Hundred Dollars (\$407,400). Three Hundred Twenty-Five Thousand Dollars (\$325,000) is being paid for the real estate and Fifty Thousand Dollars (\$50,000) is being paid for equipment and Twenty-Five Thousand Dollars (\$25,000) for good will. Seven Thousand Four Hundred Dollars (\$7,400) is being paid for the alcoholic inventory. The terms of repayment of this amount are as follows:

1. Assumption by Transferee of an existing Mortgage debt having a principal balance of Two Hundred Eighteen Thousand Sixty-Nine Dollars and 34/100 (\$218,069.34).
2. Eighty-Two Thousand Four Hundred Dollars (\$82,400) cash at the time of closing.
3. Twenty-Five Thousand Dollars (\$25,000) to be paid together with Ten percent (10%) interest within three months of the date of closing.
4. The balance of Eighty-One Thousand Nine Hundred Thirty Dollars and 66/100 (81,930.66) to be paid together with Ten percent (10%) interest in monthly installments on or before November 6, 1991.


Robert E. Wasik, Transferee

SOUTH MOUNTAIN CORPORATION

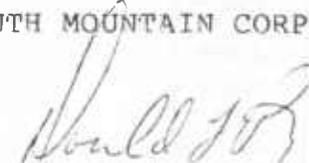
BY 
Donald L. Pong, Transferor

EXHIBIT "B"

All that certain tract of land situate in Election District No. 16, approximately 0.4 miles Southeast from Ruble Road along the North side of U. S. Route 40, and being more particularly described in accordance with a recent survey by W. J. Teach & Associates, Inc., as follows;

Beginning at an existing concrete monument set on the Northern marginal line of U. S. Route 40, said concrete monument being set 65.00 feet perpendicular from U. S. Route 40, Station 232+ 00.00 as shown on State Highway Administration R/W Plat #2346, recorded among the Land Records of Washington County, Maryland, and continuing thence with said Northern marginal line of U. S. Route 40, North 41 degrees 26 minutes 30 seconds West 896.40 feet to an iron pipe set; thence leaving said Northern marginal line of U. S. Route 40 and with the lands of Antietam Title Company, Inc., South 70 degrees 14 minutes 30 seconds East 793.87 feet to an existing hub and tack set in a stone pile, said hub and tack being South 18 degrees 33 minutes 10 seconds West 238.10 feet from another existing hub and tack set in a stone pile, a corner of Antietam Title Company, Inc., thence continuing with lands of Walter R. Stoaffer, South 17 degrees 21 minutes 10 seconds West 405.74 feet to an iron pipe set, thence with the outlines of a drainage outsale as shown on the aforementioned State Highway Administration R/W Plat #2346 the following two courses, North 41 degrees 26 minutes 30 seconds West 9.34 feet to an existing concrete monument, thence South 48 degrees 48 minutes 00 seconds West 35.41 feet to the place of beginning; CONTAINING 4.055 acres, more or less.

BEING all of the same property conveyed to Robert E. Wasik from South Mountain Corporation by Articles of Sale and Transfer dated November 6, 1986, and filed with the State Department of Assessments and Taxation of Maryland, and also being the same property described in a Confirmatory Deed dated November 6, 1986 and recorded among the Land Records of Washington County, Maryland preceeding the recordation of this Mortgage.

EXHIBIT "C"

<u>Number</u>	<u>Item</u>
2	25" Zenith Color TV's
1	Sony Projector TV
4	Inter Audio Speakers
1	TVC Video Cassette Recorder
1	Mixer
2	Casio Cash Registers
1	Single Draft Machine
1	True 95" Cooler
4	Ice Bins
3	Deer Heads
1	Fox
1	Oak Buffet
4	Associate Pictures
1	Animal Skull
16	Walnut Tables
28	Maple Chairs
16	Bar Stools
1	Set of Horns
3	Associate Pictures
1	Neon Arcade Light
1	Food Unit/Drawers/Warmer/Prep Table
1	Manitower Ice Machine
1	Stainless Steel Table
1	Coffee Machine
1	Convection Oven
1	Six-burner Stove with stove hood, etc.
2	Stainless Steel Shelves
1	Stainless Steel Table
2	Vacuum Cleaners
1	Theatrical Light
2	5' Steel Shelves
1	Light Show
4	Stand-up Tables
1	R. C. Cooler
1	2-Unit Draft Machine
1	Cash Register
1	True Two-door Cooler
2	Klipsl Monitor Speakers
4	Klipsl Speakers
2	Turntables
1	Moose
1	Mixer
1	Neon (patio)
3	Picnic Tables with Benches
1	Deer Lamp

Miscellaneous

Glass	Brooms
Ash Trays	Mops
Bar Utensils	Supplies
Shelving	Etc.



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 00

BUSINESS CODE _____

COUNTY _____

D1325935 P.A. Religious Close Stock Nonstock

Merging (Transferor) South Mountain Corporation

Surviving (Transferee) Robert E. Wasik

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	<u>20</u>	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	<u>4</u>	Cert. of Conveyance <u>Wash Co, land records</u>
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	<u>1,072.50</u>	Recordation Tax
22	<u>1625</u>	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED APR 20 1987

MAIL TO ADDRESS: _____

Michael Schaefer

100 W. Washington St

Hagerstown, Md

21740

TOTAL FEES 2727.50

Checks Cash

_____ Documents on _____ checks

NOTE: _____

APPROVED BY: [Signature]

ARTICLES OF SALE AND TRANSFER

BETWEEN

SOUTH MOUNTAIN CORPORATION (A MD CORP.) TRANSFEROR

AND

ROBERT E. WASIK (AN INDIVIDUAL) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND NOVEMBER 24, 1986 AT 10:45 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: 5.50

SPECIAL FEE PAID:

\$ _____

\$ 22.00

\$ _____

Cert. of Conv. -Wash. Co.-Land Rcds.

4.00

26.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 215351

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2865 2543

1030

11-24-86 10:35A

S. A. JACQUES REAL ESTATE INCORPORATED

Articles of Dissolution

FIRST: The name of the corporation is S. A. Jacques Real Estate Incorporated.

✓ SECOND: The address of the principal office of the corporation is Route 3, Box 94, Smithsburg, Maryland 21783.

THIRD: The name and address of a resident agent of the corporation who shall serve for one year after dissolution and until the affairs of the corporation are wound up are Mary C. Jacques, Route 3, Box 94, Smithsburg, Maryland 21783.

FOURTH: The name and address of each of the directors is as follows:

<u>Name:</u>	<u>Address:</u>
Susan D. Jacques President	738 Lake Avenue Baltimore, Maryland 21212
Mary C. Jacques Secretary Treasury	Route 3, Box 94 Smithsburg, Maryland 21783

FIFTH: The name, title, and post office address of each of the officers is the same as above. The officers are the directors of the corporation.

SIXTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution was duly authorized by the board of directors and stockholders of the corporation.

SEVENTH: The corporation has no known creditors.

EIGHTH: As of January 18, 1986, a plan of liquidation was unanimously adopted at a special joint meeting of the Stockholders and Directors. It shall hereby be resolved that S. A. Jacques Real Estate, Incorporated is dissolved.

RECORDED
SERIALIZED
APR 15 1987
5:00
4-15 AM:53

3886 2880

The undersigned (president, secretary) certify under the penalties of perjury that to the best of my knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects:

ATTEST:

Mary C. Jacques, Sec.
Mary C. Jacques,
Secretary

Susan D. Jacques, President
Susan D. Jacques,
President

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

November 5, 1986

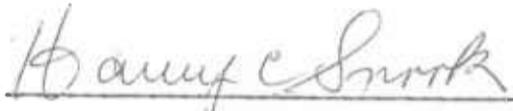
RE: S. A. Jacques, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all Personal Property 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

S. A. Jacques, Inc.

have been paid to and including the fiscal year July 1, 1985 thru June 30, 1986. Our office has not received a certification from Baltimore for the fiscal year July 1, 1986 thru June 30, 1987.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 5th day of November, 1986.



Harry C. Snook,
Treasurer for Washington County,
Maryland

mt



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, CPA
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

S. A. JACQUES REAL ESTATE, INC.

have been paid.

WITNESS my hand and official seal this

1st day of JULY A.D. 1986.



Cathia A. McNeal
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

63288183

1986 2253



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

1354604 P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 20 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

75 30 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other

Code

ATTENTION:

MAILED APR 20 1987
MAIL TO ADDRESS:

R. Duane May
PO Box 947
Hagerstown, MD
21741

TOTAL FEES 50

Check Cash

Documents on checks

APPROVED BY: [Signature]

NOTE:

ARTICLES OF DISSOLUTION
OF
S. A. JACQUES REAL ESTATE INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND November 24, 1986 AT 10:35 O'CLOCK a. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID: 5.00	SPECIAL FEE PAID:
\$ _____	\$ 20	\$ 30

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 215460

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2866 2249

ADP
12/3/86

10:30 A

ARTICLES OF AMENDMENT
FOR
Glessner Tel-Plus Corporation

Glessner Tel-Plus Corporation, a Maryland Corporation, having its principal office at 108 Overhill Drive, 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:

TELE-PLUS CORPORATION

THIRD: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing 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, Glessner Tel-Plus 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 24 day of November, 1986, and its President acknowledges that these Articles of Amendment are the act and deed of Glessner Tel-Plus Corporation, and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

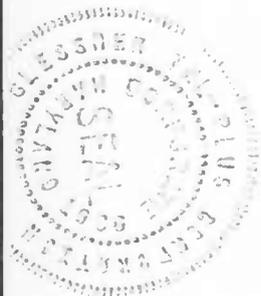
Glessner Tel-Plus Corportaion

[Signature]
Secretary

BY:

[Signature]
President

62278213



RECORD
A 7493080K
01987 4-15 AM:53
5.00

2000 2000



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1037

DOCUMENT CODE 09A PP BUSINESS CODE _____ COUNTY 71

D2169084 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) Tele-Plus Corporation

- Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAILED APR 20 1981

MAIL TO ADDRESS: Dwyer & Schneider P.A.
Suite 300
120 West Washington St
Hagerstown, Md 21740

NOTE: _____

TOTAL FEES 20.00 Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT
OF
GLESSNER TEL-PLUS CORPORATION
CHANGING ITS NAME TO:
TELE-PLUS CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND December 3, 1986 AT 10:30 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

5.00

SPECIAL
FEE PAID:

\$ _____

\$ 20.00 _____

\$ _____

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 215606

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2068 2235

Received for record:
April 15, 1987 at 8:53 A.M.
Corporation Liber 36

1039

12/8/86

10:30 A

RECORDED
7494000
01987 4-15 8:53

MCDOWELL & MYERS, P.A.
ARTICLES OF INCORPORATION

FIRST: I, Terry A. Myers, whose post office address is 134 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is McDowell & Myers, P.A.

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

(1) To engage in the practice of law; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 134 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent for the Corporation in this State are Terry A. Myers, 134 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

John H. McDowell
Terry A. 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:

63428473

2871 0326
~~2574 0326~~

1. The Board of Directors of the Corporation is hereby empowered to authorized 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;

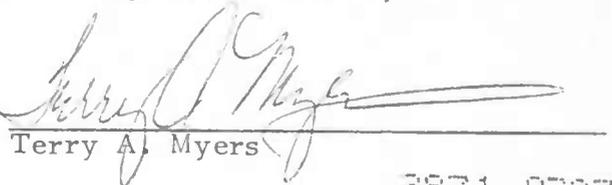
(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

(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.

2nd IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of December, 1986, and I acknowledge same to be my act.


Terry A. Myers

8571 0327



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1041

DOCUMENT CODE 020

BUSINESS CODE 06

COUNTY 71

_____ P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
—	_____	Other _____
—	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Roger Schlossberg, Esq.
134 West Washington Street, Hagerstown, Md 21740

TOTAL FEES 40.00
_____ Check _____ Cash

Documents on 1 checks

APPROVED BY: DWK

NOTE:

1042

ARTICLES OF INCORPORATION
OF
MCDOWELL & MYERS, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 8, 1986 AT 10 30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20 _____

RECORDING
FEE PAID:

\$ _____ 20 _____

5.00

SPECIAL
FEE PAID:

\$ _____

D2247021

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO
ROGER SCHLOSSBERG, ESQ.
134 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

111C3005589

A 217402



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2871 0325
~~2871 0325~~

ARTICLES OF INCORPORATION

B & E PLUMBING AND HEATING SERVICE, INC.

FIRST: I, Barbara V. Anders, whose post office address is 210 East Lincoln Avenue, Hagerstown, Maryland, 21740 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is B & E PLUMBING AND HEATING SERVICE, INC.

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

(1) To engage in plumbing and heating 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 226 South Potomac Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Barbara V. Anders, 210 East Lincoln Avenue, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, with a par value of \$100.00 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: Barbara V. Anders, Edward L. Anders, Sr., and Stephen P. 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:

63438230

2/15/86

10:35 A
2873-1234

(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 12th day of December, 1986, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Barbara V. Anders
Barbara V. Anders

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

I HEREBY CERTIFY, That on this 12th day of December, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Barbara V. Anders and acknowledged the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose
Notary Public



My Commission Expires:
July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 15 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
RICHARD W. LAURICELLA, ESP
28 WEST WASHINGTON ST.
P.O. Box 1269
HAGELSTOWN, MD 21741-
1269

NOTE: _____

TOTAL FEES 40 Check _____ Cash

Documents on 1 checks

APPROVED BY: ML

ARTICLES OF INCORPORATION
OF
B & E PLUMBING AND HEATING SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 15, 1986 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

5.00

D2251494

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO:

RICHARD W. LAURICELLA, ESQUIRE
28 W. WASHINGTON STREET
P. O. BOX 1269
HAGERSTOWN

MD 21741 1269

115C3006027

A 217885



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2873 1233

Received for record: April 15, 1987 at 8:54 A.M.

Corporation Liber 36

ARTICLES OF INCORPORATION

RECORD 5.00
A 7493020X 5.00
01987 4-15 8:54

LONG BRANCH, INC.

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

FIRST: I, Reginald A. Michael, Sr., whose post office address is 31 Harvard Road, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is LONG BRANCH, 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 sale of food and beverage; 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 31 Harvard Road, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Reginald A. Michael, Sr., 31 Harvard Road, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Reginald A. Michael, Sr.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

63438240

2873 1239

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 3rd day of December, 1986, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Reginald A. Michael, Sr.
Reginald A. Michael, Sr.

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

I HEREBY CERTIFY, That on this 3rd day of December, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Reginald A. Michael, Sr. 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, 1990



DOCUMENT CODE 02

BUSINESS CODE 03

COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>4</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

RICHARD W. LAURICELLA, ESQ
28 WEST WASHINGTON STREET
P.O. Box 1269
HAGERSTOWN, MD 21741-
1269

TOTAL FEES

40

Check _____ Cash

NOTE: _____

APPROVED BY: MK

1 Documents on 1 checks

ARTICLES OF INCORPORATION
OF
LONG BRANCH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 15, 1986 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

5.00

SPECIAL
FEE PAID:

\$ _____

D2251502

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO:

RICHARD W. LAURICELLA, ESQUIRE

28 W. WASHINGTON STREET

P. O. BOX 1269

HAGERSTOWN

MD 21741 1269

115C3006028

A 217886



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for record: April 15, 1987 at 8:54 A.M.
Corporation Liber 36

ARTICLES OF INCORPORATION

SNOW WHITE GRILL, 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 W. Lauricella, whose post office address is 28 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is SNOW WHITE GRILL, 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 sale of food and beverage; 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 1227 Wabash Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert L. Logsdon, 1227 Wabash 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 1,000 shares with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Robert L. Logsdon.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

63493240

2873 1243

1052

MP

RECORDED
7-17-87
4-15-87
5:00
5:00

12/15/86

10:36



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 12th day of December, 1986, and I acknowledge the same to be my act.

WITNESS:

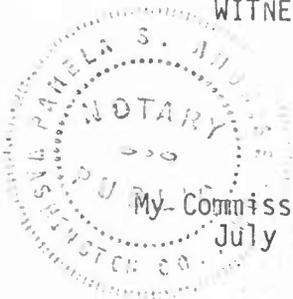
Pamela S. Ambrose

Richard W. Lauricella
Richard W. Lauricella

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

I HEREBY CERTIFY, That on this 12th day of December, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella 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

1054



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02

BUSINESS CODE 03

COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

RICHARD W. LAURICELLA, ESQ
28 WEST WASHINGTON ST.
P.O. Box 1269
HAGERSTOWN, MD. 21741-
1269

TOTAL FEES 40

Check _____ Cash

1 Documents on 1 checks

NOTE: _____

APPROVED BY: MR

ARTICLES OF INCORPORATION
OF
SNOW WHITE GRILL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 15, 1986 AT 10:36 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____ 20

RECORDING
FEE PAID:

\$ _____ 20

SPECIAL
FEE PAID:

\$ _____

D2251510

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO:
RICHARD W. LAURICELLA
28 W. WASHINGTON STREET
P. O. BOX 1269
HAGERSTOWN

MD 21741 1269

115C3006029

A 217387



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2873 1242

ARTICLES OF INCORPORATION

OF

JODOCHI, INC.

(a close corporation)

We, Don Bannon and Joann Bannon, Route 40A, Box 18, Boonsboro, Maryland 21713, natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the Annotated Code of Maryland, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I - NAME

The name of this corporation is JODOCHI, INC.

ARTICLE II

This corporation shall be a close corporation as authorized by Title 4 of the Corporation and Associations Article.

ARTICLE III - DURATION

The duration of this corporation is perpetual.

ARTICLE IV - PURPOSES

The purposes for which this corporation is organized are:

- a. To operate a restaurant.
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares or stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or

RECORDED 3.00
INDEXED 2.00
1987 4-15 8:55

APR 15 11:20

2/15/86

11:20 A

interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof, to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

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

which corporations may be organized under the General Corporation Law of Maryland.

ARTICLE V - STOCK

The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock with par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL OFFICE AND AGENT

The post office address of the principal office of the corporation in Maryland is Route 40A, Box 18, Boonsboro, Maryland 21713. The name and post office address of the resident agent of the corporation in Maryland is Don Bannon, 8879 Indian Springs Road, Frederick, Maryland 21701.

ARTICLE VII - DIRECTORS

After the completion of the organizational meeting of the directors and after this charter document becomes effective, the corporation shall have no board of directors. Until such time, the corporation shall have two directors whose names are Don Bannon and Joann Bannon, Route 40A, Box 18, Boonsboro, Maryland 21713. The sole stockholders are Don Bannon and Joann Bannon, Route 40A, Box 18, Boonsboro, Maryland 21713.

IN WITNESS WHEREOF, we have signed these Articles of
Incorporation and acknowledged the same to be our act on the
. 12 . day of December, 19.36

WITNESS:

[Handwritten signature]

[Handwritten signature]
Don Bannon

[Handwritten signature]

[Handwritten signature]
Joann Bannon



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

STEVEN R. COHEN, ESQ.
200 DILL AVENUE
FREDERICK, MARYLAND 21701

TOTAL FEES 40
 Check _____ Cash _____

(Documents on 1 checks

NOTE: _____

APPROVED BY: MK

ARTICLES OF INCORPORATION
OF
JODOCHI, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 15, 1986 AT 11:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2252559

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO:
STEVEN R. COHEN, ESQ.
200 DILL AVE.
FREDERICK

MD 21701

117C3006133

A 218032



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2873 2210

1062

MR

Received for record: April 15, 1987 at 8:55A.M.
Corporation Liber 36

THOMAS TRUCKING, INC.

ARTICLES OF INCORPORATION

APR 15 1987
5.00
5.00
4-15 88:55

MR

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 Thomas Trucking, Inc.

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

10 29 AM

1. To own, operate, maintain and develop, acquire, purchase or lease a trucking line for the transportation of stone, shale, rock, salt, sand, soil, black top and any other property of every kind and nature and to conduct and carry on the business of transportation of property of every class and description and deal with terminal properties, depots, freight station houses, storage facilities, freight and repair yards, wharves, docks, airports, rolling stock, trucks, automobiles and all structures and appurtenances wheresoever situate which may be necessary or useful in connection with the business of the Corporation.

12/18/86

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

APR 15 1987

2874 1317

such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 3 Park Drive, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in Maryland is Roberta A. Thomas, 3 Park Drive, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in Maryland. ✓

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 10,000 shares of common stock, par value \$10.00.

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.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Leonard C. Thomas
Roberta A. Thomas
John L. C. Thomas

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.

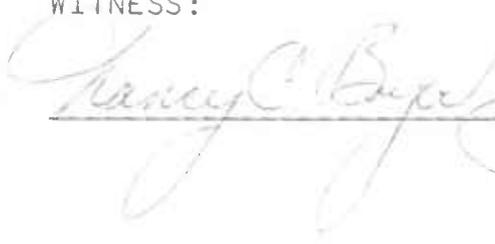
2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and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

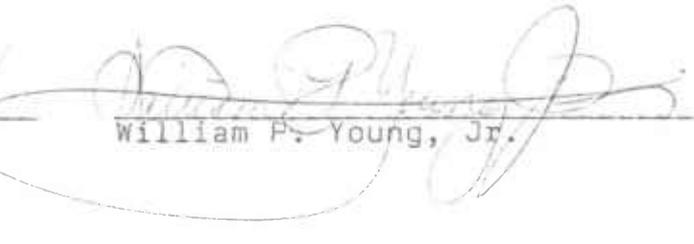
The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by 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 16th day of December 1986.

WITNESS:





William P. Young, Jr.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1985

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 11

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

NANCY C. BOYER
MEYERS YOUNG, PA.
P.O. BOX 1267
HAGERSTOWN, MD. 21741-
1267

NOTE: _____

TOTAL FEES 40
 Check _____ Cash _____

Documents on 1 checks

APPROVED BY: MP

1066

ARTICLES OF INCORPORATION
OF
THOMAS TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 18, 1986 AT 10 39 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

SPECIAL
FEE PAID:

\$ _____

D2254571

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO
NANCY C. BOYER
MEYERS & YOUNG, P.A.
P. O. BOX 1267
HAGERSTOWN

MD 21741 1267

118C3006335

A 218248



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER FOLIO.

2874 1316

RECORD 5.00
A 7501CHOK 5.00
01987 4-15 88:56

Received for record: April 15, 1987 at 8:56 A. M.
Corporation Liber 36

1067

ARTICLES OF INCORPORATION

OF

PETLAND PROFESSIONAL POODLE GROOMING, INC.

(A CLOSED CORPORATION)

THIS IS TO CERTIFY:

12/22/86 9:52

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE ADDRESS IS 1023A MARYLAND AVENUE, 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 PETLAND PROFESSIONAL POODLE GROOMING, INC.

THIRD: THE CORPORATION SHALL BE A CLOSED 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 THE RETAIL SALES OF PETS AND PET SUPPLIES AND TO ENGAGE IN THE PROFESSION OF PET GROOMING.
- (B) TO PURCHASE, LEASE, MANAGE, OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREEVER SITUATED.
- (C) TO EXPRESSLY POSSESS ALL PURPOSES AS SET FORTH IN THE GENERAL INCORPORATION LAWS OF THE STATE OF MARYLAND.
- (D) 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 LAWS, 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 OF 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 1061 MARYLAND AVENUE, HAGERSTOWN, MARYLAND, 21740. THE RESIDENT AGENT OF THE CORPORATION IS JOHN C. PASTERNAK, WHOSE POST OFFICE ADDRESS IS 1 MORNINGSIDE COURT, MIDDLETOWN, MARYLAND, 21769. 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 HUNDRED (500) SHARES OF STOCK AT NO PAR VALUE, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE ISSUANCE OR SALE OF ANY STOCK OF THE CORPORATION, INCLUDING TREASURY STOCK, SHALL REQUIRE THE

2874 2501

UNANIMOUS CONSENT OF ALL SHAREHOLDERS.

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, PRUSUANT TO SECTION 4-302, CORPORATION AND ASSOCIATIONS, ANNOTATED CODE OF MARYLAND. THE NAME OF THE DIRECTOR WHO SHALL ACT UNTIL AT LEAST ONE SHARE IS ISSUED SHALL BE STEPHEN PASTERNAK.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THE 1ST DAY OF DECEMBER 1986.

Timothy A. Davis
TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 1ST DAY OF DECEMBER 1986 SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED TIMOTHY ALAN DAVIS, WHO DID ACKNOWLEDGE THE AFOREGOING TO BE HIS VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

MY COMMISSION EXPIRES:

July 1st, 1990

Margaret G. Dibert

NOTARY PUBLIC
MARGARET G. DIBERT





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1069

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 91

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

Code _____
ATTENTION: _____

MAIL TO ADDRESS:
Timothy Davis
1023 A Maryland Ave
Hagerstown, Md 21740

TOTAL FEES 40 Check _____ Cash _____
7 Documents on 1 checks

NOTE: _____

APPROVED BY: A

1070

ARTICLES OF INCORPORATION
OF
PETLAND PROFESSIONAL POODLE GROOMING, IN
C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 22, 1986 AT 9:52 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

5.00

SPECIAL
FEE PAID:

\$ _____

D2255230

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO:
TIMOTHY DAVIS
1023 A MARYLAND AVE.
HAGERSTOWN

MD 21740

120C3006401

A 218320



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO

2874 2500

RECORDED
5.00
5.00
4-15 01:55
A 7500CHK
01927

Received for record: April 15, 1987 at 8:55 A.M.
Corporation Liber 36

1071

1071

ARTICLES OF INCORPORATION

OF

SAW, INC.

STATE DEPARTMENT OF TREASURY AND COMMERCE

(A CLOSED CORPORATION)

APPROVED
12/22/86 9:52

THIS IS TO CERTIFY:

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE ADDRESS IS 1023A MARYLAND AVENUE, 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 SAW, INC.

THIRD: THE CORPORATION SHALL BE A CLOSED 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 BUY, BUILD, REMODEL, SALE OF REAL ESTATE AND IMPROVEMENT TO REAL ESTATE. TO ENGAGE IN THE CONSTRUCTION OF HOMES, COMMERCIAL BUILDINGS AND RENTAL BUILDINGS.
- (B) TO PURCHASE, LEASE, MANAGE, OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREEVER SITUATED.
- (C) TO EXPRESSLY POSSESS ALL PURPOSES AS SET FORTH IN THE GENERAL INCORPORATION LAWS OF THE STATE OF MARYLAND.
- (D) 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 908 CLUB ROAD, HAGERSTOWN, MARYLAND 21740. THE RESIDENT AGENT OF THE CORPORATION IS STEVEN L. WILLIAMS, WHOSE POST OFFICE ADDRESS IS 908 CLUB 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 HUNDRED (500) SHARES OF STOCK AT NO PAR VALUE, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE ISSUANCE OR SALE OF ANY STOCK OF THE CORPORATION, INCLUDING TREASURY STOCK, SHALL REQUIRE THE

APR 22 1987

UNANIMOUS CONSENT OF ALL SHAREHOLDERS.

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, CORPORATION AND ASSOCIATIONS, ANNOTATED CODE OF MARYLAND. THE NAME OF THE DIRECTOR WHO SHALL ACT UNTIL AT LEAST ONE SHARE IS ISSUED SHALL BE STEVEN L. WILLIAMS.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THE 1st DAY OF DECEMBER 1986.

Timothy Alan Davis
TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 1st DAY OF DECEMBER 1986, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED TIMOTHY ALAN DAVIS, WHO DID ACKNOWLEDGE THE AFOREGOING TO BE HIS VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

MY COMMISSION EXPIRES:

JULY 1st, 1990

Margaret G. Dibert
NOTARY PUBLIC
MARGARET G. DIBERT





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1073

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE REMITTED. Rows include Organ. & Capitalization, Rec. Fee (Arts. of Inc.), Rec. Fee (Amendment), Rec. Fee (Merger or Consolidation), Rec. Fee (Transfer), Rec. Fee (Dissolution), Rec. Fee (Revival), Foreign Qualification, Cert. of Qual. or Reg., Foreign Name Registration, Certified Copy, Foreign Penalty, For. Supplemental Cert., Cert. of Conveyance, Special Fee, For. Limited Partnership, Cert. Limited Partnership, Amendment to Limited Partnership, Termination of Limited Partnership, Recordation Tax, State Transfer Tax, Local Transfer Tax, Corp. Good Standing, Foreign Corporation Registration, Other.

Name Change (New Name)

- Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS:

Handwritten address: Timothy Davis, 1023 A Maryland Ave, Hagerstown, Md 21740

NOTE:

TOTAL FEES 40 Check Cash

7 Documents on 1 checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
SAW, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 22 1986 AT 9:52 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID

\$ 20

RECORDING
FEE PAID

\$ 20

5.00

SPECIAL
FEE PAID:

\$ _____

D2255222

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO:
TIMOTHY DAVIS
1023 A MARYLAND AVE.
HAGERSTOWN

MD 21740

120C3006400

A 218319



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2874 2496

RECORD 5.00
A 7502CHCK 5.00
01987 4-15 88:56

Received for record: April 15, 1987 at 8:56 A. M.
Corporation Liber 36

1075

ARTICLES OF INCORPORATION

OF

RHG TRUCKING, INC.
(A CLOSED CORPORATION)

12/22/86

9:52

THIS IS TO CERTIFY:

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE ADDRESS IS 1023A MARYLAND AVENUE, 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 RHG TRUCKING, INC.

THIRD: THE CORPORATION SHALL BE A CLOSED 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 THE BUSINESS OF CONVEYING MERCHANDISE LEASE AND ACQUIRE BY PURCHASE OR OTHERWISE TRUCKS OR OTHER MOTOR VEHICLES FOR THE TRANSPORTATION OF FREIGHT, GOODS, MERCHANDISE AND OTHER PROPERTY OF EVERY KIND AND NATURE AND TO CONDUCT, ENGAGE IN AND CARRY ON THE BUSINESS OF TRANSPORTATION OF PROPERTY OF EVERY CLASS AND DESCRIPTION.
- (B) TO EXPRESSLY POSSESS ALL PURPOSES AS SET FORTH IN THE GENERAL INCORPORATION LAWS OF THE STATE OF MARYLAND.
- (C) 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 212 ARTIZAN ST., WILLIAMSPORT, MARYLAND 21795. THE RESIDENT AGENT OF THE CORPORATION IS RICHARD H. GRIMES, WHOSE POST OFFICE ADDRESS IS 212 ARTIZAN STREET, WILLIAMSPORT, MARYLAND 21795. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

SIXTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS FIVE HUNDRED (500) SHARES OF STOCK AT NO PAR VALUE, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE ISSUANCE OR SALE OF ANY STOCK OF THE CORPORATION, INCLUDING TREASURY STOCK, SHALL REQUIRE THE

DEC 22 A 9:52

✓
✓

UNANIMOUS CONSENT OF ALL SHAREHOLDERS.

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, PRUSUANT TO SECTION 4-302, CORPORATION AND ASSOCIATIONS, ANNOTATED CODE OF MARYLAND. THE NAME OF THE DIRECTOR WHO SHALL ACT UNTIL AT LEAST ONE SHARE IS ISSUED SHALL BE RICHARD H. GRIMES.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THE 1st DAY OF DECEMBER 1986.

Timothy Alan Davis
TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 1st DAY OF DECEMBER 1986, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED TIMOTHY ALAN DAVIS, WHO DID ACKNOWLEDGE THE AFOREGOING TO BE HIS VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

MY COMMISSION EXPIRES:

 JULY 1st , 1990

Margaret G. Dibert
NOTARY PUBLIC
MARGARET G. DIBERT





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1077

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Timothy Davis
1023 A Maryland Ave
Hagerstown Md 21740

NOTE: _____

TOTAL FEES 40 Check _____ Cash _____

7 Documents on 1 checks

APPROVED BY: A

1078

ARTICLES OF INCORPORATION
OF
RHG TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 22, 1986 AT 9:52 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ 20
RECORDING FEE PAID: \$ 20 *5.00*
SPECIAL FEE PAID: \$ _____

D2255248

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO:
TIMOTHY DAVIS
1023 A MARYLAND AVE.
HAGERSTOWN MD 21740

120C3006402

A 218321



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2874 2504

RECORD 5.00
A 7503CHCK 5.00
01987 4-15 AM:56

Received for Record: April 15, 1987 at 8:56 A.M.
Corporation Liber 36

1079

ARTICLES OF INCORPORATION
OF
ROYER AND THOMPSON, INC.
(A CLOSED CORPORATION)

12/22/86

9:52

THIS IS TO CERTIFY:

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE ADDRESS IS 1023A MARYLAND AVENUE, 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 ROYER AND THOMPSON, INC.

THIRD: THE CORPORATION SHALL BE A CLOSED 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 BUY, BUILD, REMODEL, SALE OF REAL ESTATE AND IMPROVEMENT TO REAL ESTATE. TO ENGAGE IN THE CONSTRUCTION OF HOMES, COMMERCIAL BUILDINGS AND RENTAL BUILDINGS.
- (B) TO PURCHASE, LEASE, MANAGE, OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREEVER SITUATED.
- (C) TO EXPRESSLY POSSESS ALL PURPOSES AS SET FORTH IN THE GENERAL INCORPORATION LAWS OF THE STATE OF MARYLAND.
- (D) 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 1023 A MARYLAND AVE., HAGERSTOWN, MARYLAND 21740. THE RESIDENT AGENT OF THE CORPORATION IS TIMOTHY A. DAVIS, WHOSE POST OFFICE ADDRESS IS 1023A MARYLAND AVE., 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 HUNDRED (500) SHARES OF STOCK AT NO PAR VALUE, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE ISSUANCE OR SALE OF ANY STOCK OF THE CORPORATION, INCLUDING TREASURY STOCK, SHALL REQUIRE THE

12/22/86

UNANIMOUS CONSENT OF ALL SHAREHOLDERS.

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, PRUSUANT TO SECTION 4-302, CORPORATION AND ASSOCIATIONS, ANNOTATED CODE OF MARYLAND. THE NAME OF THE DIRECTOR WHO SHALL ACT UNTIL AT LEAST ONE SHARE IS ISSUED SHALL BE TIMOTHY A. DAVIS.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THE 1st DAY OF DECEMBER, 1986.

Timothy Alan Davis
TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 1st DAY OF DECEMBER 1986, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED TIMOTHY ALAN DAVIS, WHO DID ACKNOWLEDGE THE AFOREGOING TO BE HIS VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

MY COMMISSION EXPIRES:

JULY 1st, 1990

Margaret G. Dibert
NOTARY PUBLIC
MARGARET G. DIBERT





STATE OF MARYLAND

State Department of Assessments and Taxation

Geno L. Burner, Director

1031

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 91

P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE REMITTED. Rows include Organ. & Capitalization, Rec. Fee (Arts. of Inc.), Rec. Fee (Amendment), etc.

Name Change (New Name)

- Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS:

Handwritten address: Timothy Davis, 1023 A Maryland Ave, Hagerstown, Md 21740

NOTE:

TOTAL FEES 40 Check Cash

Documents on 1 checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
ROYER AND THOMPSON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 22, 1986 AT 9:52 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

5.00

SPECIAL
FEE PAID:

\$ _____

D2255255

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO:
TIMOTHY A. DAVIS
1023 A MARYLAND AVE.
HAGERSTOWN

MD 21740

120C3006403

A 218322



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2874 2508

RECORDED
A 7504CHCK
01987 4-15 08:56

Received for record: April 15, 1987 at 8:56 A.M.
Corporation Liber 36

1033

ARTICLES OF INCORPORATION

OF

DANMARK, INC.

(A CLOSED CORPORATION)

12/22/86

9:52

THIS IS TO CERTIFY:

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE ADDRESS IS 1023A MARYLAND AVENUE, 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 DANMARK, INC.

THIRD: THE CORPORATION SHALL BE A CLOSED 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 THE BUSINESS OF MARKETING MERCHANDISE OF ALL KINDS BY OPERATING A RETAIL AND WHOLESALE BUSINESS. TO ENGAGE IN AND CARRY ON A GENERAL MERCHANDISE BUSINESS.
- (B) TO PURCHASE, LEASE, MANAGE, OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREEVER SITUATED.
- (C) TO EXPRESSLY POSSESS ALL PURPOSES AS SET FORTH IN THE GENERAL INCORPORATION LAWS OF THE STATE OF MARYLAND.
- (D) 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 LAWS, AND IS NOT INTENDED, BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS, IN ANY MANNER TO LIMIT OR TO RESTRICT THE GENERALTY 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 CORPORATION 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 213 AVON ROAD, HAGERSTOWN, MARYLAND, 21740. THE RESIDENT AGENT OF THE CORPORATION IS DANNY DAUGHTERIDGE, WHOSE POST OFFICE ADDRESS IS 213 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 STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS FIVE HUNDRED (500) SHARES OF STOCK AT NO PAR VALUE, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE ISSUANCE OR SALE OF ANY STOCK OF THE CORPORATION, INCLUDING TREASURY STOCK, SHALL REQUIRE THE

REC-22 A 9 52

UNANIMOUS CONSENT OF ALL SHAREHOLDERS.

SEVENTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE ONE (1) UNTIL A DIRECTOS'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, PRUSUANT TO SECTION 4-302, CORPORATION AND ASSOCIATIONS, ANNOTATED CODE OF MARYLAND. THE NAME OF THE DIRECTOR WHO SHALL ACT UNTIL AT LEAST ONE SHARE IS ISSUED SHALL BE DANNY DAUGHTERIDGE.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THE 1ST DAY OF DECEMBER 1986.

Timothy A. Davis
TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 1ST DAY OF DECEMBER 1986, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED TIMOHTY ALAN DAVIS, WHO DID ACKNOWLEDGE THE AFOREGOING TO BE HIS VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

MY COMMISSION EXPIRES:

JULY 1, 1990

Margaret G. Dibert

NOTARY PUBLIC

MARGARET G. DIBERT





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1035

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
93	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Timothy Davis
1023 A Maryland Ave
Hagerstown Md 21740

NOTE:

TOTAL FEES 40 Check _____ Cash

7 Documents on 1 checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
DANMARK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 22, 1986 AT 9:52 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20

RECORDING
FEE PAID:

\$ 20

5.00

SPECIAL
FEE PAID:

\$ _____

D2255271

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 20 1987

RETURN TO:
TIMOTHY DAVIS
1023 A MARYLAND AVE.
HAGERSTOWN

MD 21740

120C3006405

A 218324



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2874 2516

RECORD .50
A 7505000K .50
01987 4-15 AM:5

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

CLERK OF THE CIRCUIT COURT
Wash. Co.
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 SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____

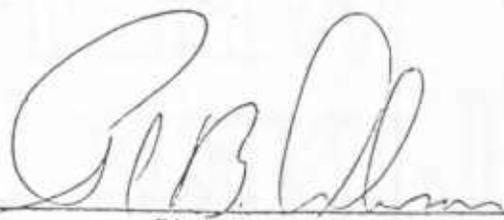
SOUTH MOUNTAIN CORPORATION (A MD CORP.) TRANSFEROR

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

ROBERT E. WASIK (AN INDIVIDUAL) TRANSFEREE

3) The Articles were accepted for record on 11/24/86, at 10:45 PM

As Witness my hand and the Official seal of the said Department at Baltimore this 26TH day of NOVEMBER, 1986.



PAUL B. ANDERSON
Assistant Corporate Administrator



1088

81 West Washington Street, Hagerstown, Maryland 21740

December 3, 1986

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

CERTIFIED MAIL, RETURN RECEIPT REQUESTED, COPY NOTING
ACCEPTANCE REQUESTED

RE: Change of Address of Principal Office of Marshall Doty
Associates, Inc. and Change of Address of Resident Agent

Gentlemen:

Enclosed please find a certified copy of the resolutions
of the Board of Directors of Marshall Doty Associates, Inc.
authorizing the change of the principal office of Marshall
Doty Associates, Inc. from 162 W. Washington Street, Hagerstown,
Maryland 21740 to 81 W. Washington Street, Hagerstown, Maryland
21740 and notice is hereby also given by the undersigned of
the change of his post office address from 162 W. Washington
Street, Hagerstown, Maryland to 81 W. Washington Street,
Hagerstown, Maryland 21740 as resident agent of Marshall Doty
Associates, Inc. effective December 3, 1986.

MARSHALL DOTY ASSOCIATES, INC.

By: *Marshall Doty*
Marshall Doty,
President and Resident Agent

83867490



RECORDED
1.50
2.00
8-12 P4:47

2872 1782

MINUTES OF MEETING OF
MARSHALL DOTY ASSOCIATES, INC.

OF

DECEMBER 1, 1986

"Upon motion, duly made, seconded and carried, it was;
RESOLVED, that the principal office of the corporation as stated in the Articles of Incorporation, be and is hereby changed from 162 W. Washington Street, Hagerstown, Maryland 21740 to 81 W. Washington Street, Hagerstown, Maryland 21740, and that the proper officers of the corporation be and they are hereby authorized and directed for and on behalf of the corporation to file and appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and to perform any and all other necessary and proper acts incident thereto.

Upon motion, duly made, seconded and carried, it was;
RESOLVED, that the address of the resident agent of the corporation, as stated in the Articles of Incorporation, be and it is hereby changed from 162 West Washington Street, Hagerstown, Maryland 21740 to 81 West Washington Street, Hagerstown, Maryland 21740, and that the proper officers of the corporation be and they are hereby authorized and directed for and on behalf of the corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and to perform any and all other necessary and proper acts incident thereto."

2872 1783

CERTIFICATE OF SERVICE

I HEREBY CERTIFY, that the foregoing is a true and correct copy of the Minutes of The Meeting of Marshall Doty Associates, Inc. on December 1, 1986 regarding the change of the principal office of the corporation and the change of the address of the resident agent of the corporation.



Marshall Doty,
President and Resident Agent
of Marshall Doty Associates, Inc.

December 1, 1986

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND
RESIDENT AGENT'S ADDRESS

OF

MARSHALL DOTY ASSOCIATES, INC.

received for record December 22, 1986, at 8:30 A.M.

and recorded on Film No. Frame No. one of

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

To the clerk of the Circuit court of Washington County 71

AA N^o 25363

Special Fee Paid	\$5.00	
Recording Fee Paid	\$6.00	
Total	<u>\$11.00</u>	1.50

Return to: MARSHALL DOTY ASSOCIATES, INC.
81 West Washington Street
Hagerstown, Maryland 21740

MAILED JUN 30 1987

rc